

FORM ADV PART II – FIRM DISCLOSURE BROCHURE

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This Brochure provides information about the qualifications and business practices of Strategic Retirement Plans. If you have any questions about the contents of this brochure, please contact us at (315) 724-1776 / (800) 937-4461 and/or at privacy@investstrategic.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Strategic Retirement Plans also is available on the SEC's website at www.adviserinfo.sec.gov.

Where a reference is made to being a "registered investment adviser" throughout this document, the term "registered" does not imply a certain level of skill or training. "Registered" means that the company has filed the necessary documentation to maintain registration as an investment advisor with the Securities and Exchange Commission.

Material Changes

Under SEC Release IA-3060 "Amendments to Form ADV", the United States Securities and Exchange Commission amended the format of the Form ADV disclosure brochure that is provided to clients. The information contained in this version of our brochure has been written according to the SEC's instructions on how to draft this document. The terms and conditions of services offered to clients have not material changed since the previous version of the brochure. However, descriptions of the terms and conditions of Strategic Retirement Plans services have changed, in some instances, to provide more detailed information in order to comply with the revised instructions. This brochure was last updated on March 31, 2010.

Since this brochure was last updated Strategic has removed its previous fee schedule to more accurately reflect the process of negotiating fees with clients. Strategic found a universal fee structure was not appropriate because each plan sponsor has different servicing requirements. Fees are now negotiated with the client based upon the serving requirements of the client. Generally, annual fees are not expected to exceed 1% of plan assets.

Since the last filing of the brochure Strategic Retirement Plans has combined with its affiliates Alan R. Leist Planning Group, and Strategic Investment Advisors to form the legal entity Strategic Financial Services. Alan R. Leist Planning Group, Strategic Retirement Plans and Strategic Investment Advisors have always operated as affiliated registered investments advisors but as different legal entities. As part of this change Alan R. Leist, Jr. and Judith Sweet remain the principal owners of Strategic Financial Services and consequently of Strategic Retirement Plans. Bradley M. Kowalczyk also remains as an executive officer of Strategic Financial Services and consequently of Strategic Retirement Plans. New executive officers include Martin Moshier and Alan R. Leist, III. Scott C. McCartney, former Chief Investment Officer, is no longer an employee of Strategic Financial Services as of July 1, 2011.

Alan R. Leist Planning Group, Strategic Retirement Plans and Strategic Investment Advisors will no longer continue to separately register their services with the SEC. There are plans to combine each registered investment advisor into one registered investment advisor. This process would involve withdrawing the SEC registration for Strategic Retirement Plans and assigning our Strategic Retirement Plans' clients to Strategic Investment Advisors, which will be renamed to Strategic Financial Services. The fees and services provided to our financial planning clients will not be affected by this consolidation. Consolidation would be done to better manage our registration with the SEC. Clients will be informed in advance of any such consolidation.

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Advisory Business

Strategic Retirement Plans, hereinto referred to as Strategic, is a registered investment advisor with the United States Securities and Exchange Commission. Strategic has been in business since 2000. Strategic is a fully owned subsidiary of Strategic Financial Services. Strategic Investment Advisors and Alan R. Leist Planning Group, other registered investment advisors with the United States Securities and Exchange Commission, are also fully owned subsidiaries of Strategic Financial Services and affiliates of Strategic. Please refer to *Other Financial Industry Activities and Affiliations* for more information on the relationship among Strategic Investment Advisors, Strategic Retirement Plans, and Alan R. Leist Planning Group.

The principal ownership structure of Strategic Financial Services, and consequently of Strategic, is as follows:

Alan R. Leist Jr. – 63.413% Owner
Judith Vicks Sweet – 34.341% Owner
Bradley M. Kowalczyk -2.246% Owner

Strategic's primary advisory service is to provide pension consulting and retirement plan design, education and solutions to clients. Strategic may provide one or more of the following services:

- Assisting plan sponsors in developing a customized retirement and investment plan that attempts to fit the needs of individual plan participants.
- Investment selection, ongoing monitoring and performance reviews. Strategic may use various investment options, including mutual fund company shares and asset allocation models or a combination of the two. The mix and weightings of investments will be based on the available plan options.
- Planning and coordination for plan transfer and/or conversion.
- Training of Human Resource staff regarding plan administration.
- Individual employee meetings, retirement planning, investment advice and distribution consultation.
- Group Education and enrollment meetings
- Assistance with plan administrative tasks such as loan, distribution and rollover processing.
- General information on legislative, Department of Labor and Internal Revenue Service matters relating to qualified plans.
- Preparation of plan investment policy statement.

Each client's pension consulting and retirement plan service needs are different. The services Strategic provide to each client with depend on the specific needs and objectives of that client.

All recommendations or investment advice provided by Strategic will be based upon the information provided by the Plan Sponsor and/or plan participant where applicable.

Our firm provides participant directed accounts the option of offering Strategic Asset Allocation Model Portfolios. These models offer a selection of managed model portfolios representing different asset allocation strategies based on factors such as age, risk tolerance and personal circumstances. The model portfolios consist of mutual funds selected from the universe of available no-load or load waived fund with a goal of consistent investment results. Strategic will monitor, manage, and rebalance the model portfolios according to the goals of each model and not according to the individual needs of plan participants.

Strategic may suggest Strategic Investment Advisors as a sub-advisor for the discretionary management of retirement plan assets. Strategic Investment Advisors is an affiliate of Strategic Retirement Plans. Clients are under no obligation to implement such recommendations through Strategic Investment Advisors. A Form ADV Part 2 Brochure for Strategic Investment Advisors is available upon request. For more information on this relationship please refer to the section on *Other Financial Industry Activities and Affiliations*.

Strategic has investment advisor representatives that are also registered representatives of Cadaret, Grant & Co., a broker dealer. Strategic may suggest establishing a retirement account through Cadaret, Grant & Co. with one of these registered representatives as agent on the account. Clients are under no obligation to implement such recommendations a registered representative of Cadaret, Grant. For more information on this relationship please refer to the section on *Other Financial Industry Activities and Affiliations*.

Strategic does not participate in a wrap fee program.

Strategic does not have the discretionary authority of the retirement plan assets or of the accounts of plan participants. Strategic will recommend investment securities and asset allocation models to plan sponsors and plan participants; however, Strategic does not have the discretionary authority to implement the recommendations.

Fees and Compensation

Clients pay either an investment management fee for advisory services or commissions on mutual funds.

Strategic does not have a set management fee schedule for pension consulting services; however annual fees generally do not exceed 1% of plan assets. Fees

are negotiated with the plan sponsor and are largely dependent on retirement plan servicing needs of the client.

Clients are generally billed on either a monthly basis from the plan custodian and record keeper. The plan sponsor and Strategic, in a written agreement, will authorize the custodian to calculate the management fee based on plan assets on the first day of the billing month. Clients are generally required to pay the management fee prior to the end of the billing month.

If a client pays a fee in advance and the advisory contract is terminated prior to the delivery of services the client can request a rebate of unearned fees. Upon request, Strategic will rebate the management fee from the date it receives its termination notice to the end of the current billing period.

Clients can negotiate the frequency and method of calculating and paying of management fee bills.

Clients that establish retirement plans and execute plan transaction through one of our investment advisor representatives that are also registered representatives are only charged the mutual fund company share commissions. Commissions are charged according to the rates disclosed in the prospectus of each mutual fund. Clients will be provided a copy of mutual fund prospectuses prior to investment and upon request thereafter. Mutual fund commission rates are not negotiable. Commissions are paid through Cadaret, Grant as described in each fund's prospectus.

Strategic may recommend, among other things, plan record keepers, custodians and third party administrators. Clients have complete discretion to select these additional service providers. Clients may pay record keeping, custodial and administrative fees that are transactions separate and distinct from Strategic's management fees. Clients should, and are encouraged to, inquire about the additional fees that are associated with their retirement plan. Each client's retirement planning scenarios are different as are the fees associated with their plan.

When Strategic Investment Advisors is hired as a sub advisor to manage the discretionary investment of the client's retirement plan assets, the client's Strategic Retirement Plan management fee will be waived. Instead clients will pay a management fee to Strategic Investment Advisors per the fee schedule disclosed in their Form ADV Part 2 Brochure.

Clients that establish retirement accounts through an investment advisor representative that is a registered representative of Cadaret, Grant & Co. are charged commissions on their mutual fund transactions.

1. The practice of accepting compensation for the sale of securities or other investment products creates a conflict of interest because this relationship gives Strategic a financial incentive to recommend purchases and sales in a client's account based on the commissions we receive, rather than based solely on the client's best interest. Strategic addresses this conflict by fully disclosing the fees or fee schedules associated with any client transactions. In addition all trades are monitored and reviewed in an effort to identify trading that is inconsistent with client's investment objectives, risk tolerance or account restrictions, or is otherwise not in the client's best interest. Clients are urged to monitor trading in their own accounts by reviewing a written trade confirmations delivered to them and by reviewing account statements delivered to them directly from the custodian.
2. Clients also have complete discretion to establish retirement plans and execute trades through other brokers or agents that are not affiliated with Strategic.
3. Commissions and other compensation for the sale of investment products we recommend to our clients is not Strategic's primary compensation source.
4. Clients that choose to purchase investment products through a Strategic advisor who is also a registered representative will not pay any management fees to Strategic.

Performance-Based and Side-By-Side Management

Strategic does not charge a performance-based fee.

Types of Clients

Strategic general provides pension consulting and retirement plan advice to the following types of clients/plans:

- Individuals
- Small Business Owners
- Corporations
- Non-Profit Institutions
- Profit Sharing Plans
- 401(k) Plans
- 403(b) Plans
- Money Purchase Plans
- SIMPLE IRA Plans
- SEP IRA Plans

- Solo 401(k) Plans
- Defined Benefit Plans

Strategic does not enforce a minimum account size to open an account or to receive pension consulting and retirement plan services. Strategic requests certain information from clients before preparing a retirement plan and opening accounts. Strategic may request the following information from clients and plan participants (if applicable):

- Name
- Address, Telephone Number, and Email Address
- Date of Birth or Establishment
- Social Security Number or Tax ID number
- Net Worth and Annual Income
- Financial goals
- Corporate Resolution, List of Authorized Signers and Organizational Documents or Business License
- Retirement Plan Documents

Methods of Analysis, Investment Strategies and Risk of Loss

Strategic will conduct an initial consulting meeting with a prospective client. During the initial consultation the client and an advisor of Strategic will discuss the client's needs in areas such as plan design, administration and investments. This discussion and consultation will serve as the basis for an in-depth screening process aimed at launching a full range of retirement plan services for the client.

Strategic's primary method of analysis and investment strategy is the development of Strategic Asset Allocation Model Portfolios. These models offer a selection of managed model portfolios representing different asset allocation strategies based on factors such as age, risk tolerance and personal circumstances. The model portfolios consist of mutual funds selected from the universe of available no-load or load waived funds with a goal of consistent investment results. Strategic will monitor, manage, and rebalance the model portfolios according to the goals of each model and not according to the individual needs of plan participants.

All methods of analysis and investment strategy involve material risks, including the risk of loss. Financial models focus on developing an overall investment asset allocation that is designed to meet the objectives and goals of a certain model allocation. Financial models are subject to material risks, such as loss, and rely on specific economic conditions to perform in a manner that meets the objectives of the model. As a result, financial modeling includes the risk of not taking into consideration the overall state of the economy and markets. In addition the use of modeling may take into account the historic performance of certain asset classes either throughout history or during specific economic

conditions. Historical performance is not an indicator and cannot predict future performance. As a result relying on historical performance to make decisions is flawed and can result in loss.

The majority of investment recommendations made by Strategic involve the use of mutual funds. Investing in mutual funds involves material risks, including the risk of loss. One of these material risks is the cost of sales charges, annual fees and other expenses impairing fund performance. Lack of control is also a risk that investors encounter. Investors and investment advisor representatives typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades. Another risk is price uncertainty. Mutual fund investors face this risk because the price at which shares are purchased and sold is based on the fund's net asset value, which may not be calculated until hours after the transaction has already been processed. Clients should read a fund's prospectus and shareholder reports to learn about its investment strategy for potential risks.

Disciplinary Information

Strategic does not have any pending, or historical, legal or disciplinary events.

Other Financial Industry Activities and Affiliations

Alan R. Leist, Jr., Bradley M. Kowalczyk, Martin E. Moshier, Iris L. Buczkowski, and Alan R. Leist, III, investment advisor representatives of Strategic, are also registered representatives of Cadaret, Grant & Co., a broker dealer. In their capacity as registered representatives they may sell general securities for which they may receive commissions. Investment advisor representatives of Strategic may recommend that clients implement aspects of their retirement plan using one of the above mentioned registered representatives of Cadaret, Grant & Co. Clients are under no obligation to implement such recommendations through a Strategic advisor who is also a registered representative of Cadaret, Grant & Co.

Strategic does not employ any individuals who are registered, or who have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Strategic Retirement Plans is a subsidiary of Strategic Financial Services. Alan R. Leist Planning Group and Strategic Investment Advisors are also subsidiaries of Strategic Financial Services, separately registered as investment advisors with the Securities and Exchange Commission and are affiliates of Strategic Retirement Plans. Investment advisor representatives of Strategic Retirement Plans may also act as investment advisor representatives of Alan R. Leist Planning and Strategic Investment Advisors.

Strategic Investment Advisors primary advisory service is the discretionary investment management of client accounts. Strategic Retirement Plans may recommend Strategic Investment Advisors for clients with discretionary investment management needs. When Strategic Investment Advisors is hired as a sub advisor to manage the discretionary investment of the client's retirement plan assets, the client's Strategic Retirement Plan management fee will be waived. Instead clients will pay a management fee to Strategic Investment Advisors per the fee schedule disclosed in their Form ADV Part 2 Brochure.

Alan R. Leist Planning Group provides financial planning services. Strategic Retirement Plans may recommend Alan R. Leist Planning Group for clients with financial planning needs. Clients may pay fees for the financial planning services that are separate and distinct from the fees charge by Strategic Retirement Plans. This creates a potential conflict of interest because as subsidiaries of the same company each benefits from the economic gain of the other investment advisory company. Clients are made aware of this relationship and, although recommended, clients do not have to utilize Alan R. Leist Planning Group's financial planning services to maintain a relationship with Strategic Retirement Plans. An Alan R. Leist Planning Group Form ADV Part 2 Brochure will be presented to clients upon request.

Alan R. Leist, Jr., Bradley M. Kowalczyk, Martin E. Moshier, and Iris L. Buczkowski, investment advisor representatives of Strategic, may also conduct business as investment advisor representatives of Cadaret, Grant & Co., Inc, through its TIMS (The Investment Management System) platform. The TIMS platform is a fee-based asset management program that uses a large selection of no load and load waived mutual funds, general securities, and other investments to achieve the client objectives. The current management fees our investment advisor representatives currently charge for the TIMS program is 1.1% annually on all assets. This fee can be negotiated. Clients can refer to Cadaret, Grant & Co., Inc. Form ADV Part 2 for more information on the TIMS program.

Bradley M. Kowalczyk, investment advisor representative of Strategic, serves as counsel to the Kowalczyk, Tolles, Deery & Hilton, LLP Law Firm. This relationship could result in a potential conflict of interest when clients and individuals are referred between the Kowalczyk, Tolles, Deery & Hilton, LLP Law Firm and Strategic. Strategic will only offer such references and accept such references when it is in the best interest of the client.

John Savage, an investment advisor representative of Strategic Retirement Plans, an affiliate of Strategic Investment Advisors, owns and operates an accounting firm, John Savage, CPA, that is separate and unaffiliated with Strategic. John Savage, CPA provides tax and accounting services to individuals and small businesses. This relationship could result in a potential conflict of interest when clients and individuals are referred between John Savage, CPA

and Strategic. Strategic will only offer such references and accept such references when it is in the best interest of the client.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Strategic enforces rules of conduct for all their employees under a Code of Ethics. The Code of Ethics is designed to, among other things; govern personal securities trading activities in the accounts of employees, immediate family/household accounts and accounts in which an employee has a beneficial interest. The Code is based upon the principle that Strategic and its employees owe a fiduciary duty to Strategic's clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid:

- a. serving their own personal interests ahead of clients,
- b. taking inappropriate advantage of their position with the firm, and
- c. any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The Code is designed to ensure that the high ethical standards long maintained by Strategic continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of our firm continues to be a direct reflection of the conduct of each employee.

A copy of Strategic's Code of Ethics will be presented to any client or prospective client upon request.

Strategic does not recommend to clients, or buy or sell for client accounts, securities in which Strategic or an employee of Strategic has a material financial interest.

Employees of Strategic may invest in the same securities that are recommended to clients. This activity may create a conflict of interest because employees may perform personal security transactions before, or after, clients' transactions are executed to obtain a more favorable outcome. Strategic takes several steps to ensure that:

- a. The interest of clients accounts will at all times be placed first;
- b. All personal securities transactions will be conducted in such a manner to avoid any actual or potential conflict of interest

- or any abuse of an individual's position of trust and responsibility; and
- c. Employees must not take inappropriate advantage of their positions.

To address the potential risks, Strategic's Code of Ethics requires reporting requirements that allow Strategic access to review and monitor employee personal trading activity. Transactions that are deemed inconsistent with Strategic's Code of Ethics are subject to cancellation or correction at the employee's expense.

Brokerage Practices

Strategic may recommend Cadaret, Grant as a broker dealer for client transactions and may also suggest plan providers such as record keepers, custodians, and administrators.

Clients have the discretion to select the plan providers and broker dealers of their choice. Selection of certain plan providers and broker-dealers may restrict Strategic's ability to negotiate costs and restrict our investment selection.

Strategic does recommend a variety of different plan providers to clients. Recommendations are given based on the plan sponsor's objectives and servicing requirements.

Strategic does not receive soft dollar benefits from any of the recommended plan providers or broker dealers. Rather, the plan providers and broker dealers are recommended based upon industry reputation, customer service, financial strength, and all around service offerings.

Strategic may also recommend clients establish an investment advisory account with our affiliate Strategic Investment Advisors. If a relationship is established the client will be presented with Strategic Investment Advisors Form ADV Part 2, which will describe its brokerage practices.

Review of Accounts

Strategic monitors the performance of plan investment options and Strategic Asset Allocation Models on a monthly basis. Strategic does recommend semi-annual or annual review meetings for plan sponsors. These meetings allow Strategic to determine if there are any material changes in the overall retirement planning needs of the client. In addition plan investment offerings will be reviewed for suitability and adequacy.

performance. Frequency of review meetings is at the discretion of the client.

Strategic is available to plan participants for additional reviews as needed.

Retirement plans and investment options are reviewed by:

Scott McCartney, CFA – CIO

Alan R. Leist, Jr., CFP – CEO

Judith Vicks Sweet, CFA - CFO

Alan R. Leist, III, CFA – Managing Director

Bradley M. Kowalczyk, J.D., LL.M – Principal

Martin (Mark) E. Moshier, CPA – Managing Director

John L. Savage – Managing Director

Volatile markets and other market conditions, such as security or sector performance, may trigger reviews of investment options and Strategic Asset Allocation Models. Changes in client objectives, financial standing or constraints may also trigger additional reviews. Clients can also request more frequent reviews.

Plan sponsor and plan participants (where applicable) receive a monthly or quarterly account statement directly from the custodian, broker dealer, or mutual fund company. Strategic generates reports, such as a portfolio summary, portfolio appraisal, and portfolio performance are also offered on a case by case basis as we meet with clients throughout the year or at the client's request. Clients can request more specific reports. Custodians and plan providers may offer electronic account access to plan participants and plan sponsors.

Client Referrals and Other Compensation

Strategic does not have any arrangement where an individual or organization is provided an economic benefit for referring clients to Strategic.

Strategic does not directly or indirectly compensate any person for client referrals.

Custody

Strategic does not have custody of client funds or securities. With our recommendations the client will select a qualified custodian that will maintain custody of client funds and securities. Clients directly receive custodial account statements on a monthly basis, or at least quarterly. Clients that request and receive monthly or quarterly statements directly from Strategic are urged to compare the statements they receive from Strategic and the statements they receive from the qualified custodian.

Investment Discretion

Strategic does not accept discretionary authority to manage securities on behalf of clients. All transactions executed in relation to a client's retirement plan will be done with prior plan sponsor or plan participant approval.

Voting Client Securities

Strategic does not have the authority to vote client securities. Clients can request the opinion of Strategic as it relates to a particular solicitation. Strategic will provide an independent unbiased opinion that is in our perceived best interest of the client. Strategic will not offer an opinion if a conflict of interest is identified. Strategic will notify the client of the conflict of interest and refuse an opinion.

Financial Information

This section is not applicable to Strategic.