

Item 1. Cover Page: Firm Information Brochure

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The Retirement Planning Group is a Registered Investment Advisor with the United States Securities and Exchange Commission. This registration does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of The Retirement Planning Group. If you have any questions about the contents of this brochure, please contact Rob O’Blennis at 913-498-8898 or rob@planningretirements.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 The Retirement Planning Group also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes from last annual update.

1. Welcomed Additional Advisor.

On October 1, 2010, we added Roy Fortner as the seventh advisor to our firm. Roy blended his previous solo practice, Fortner Financial Services, into our firm. This added a number of clients and assets under management to our practice.

2. Growth of Assets Under Management

Despite difficult economic times, our firm has continued to grow. Our level of assets under management has grown from \$175 million (at the end of 2009) to the present \$294 million. This increase is due to a number of factors: increase in value in existing client accounts, new clients, and a new advisor joining our practice.

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Item 4. Advisory Business

A. Firm Description

The Retirement Planning Group is a financial advisory firm registered with the United States Securities and Exchange Commission. We work almost exclusively with individual investors. We have been in business since February 13, 2004. Our principal owners include Chris K. Costello and Kevin M. Conard.

B. Types of Advisory Services

We work chiefly with individual investors. Our typical client is someone who is approaching retirement or who has already retired. Our services include a wide scope of services such a person might require.

These services include asset management and supervision, income and financial planning, and advice concerning the various issues a retiree or pre-retiree may face. In certain cases we may provide advice to clients on matters not involving securities.

C. How We Tailor our Advice for Our Clients

For the majority of clients, at the beginning of a relationship we take you through our P.R.E.P (Pre-Retirement Education and Planning) ProcessTM. This process of our own design guides you through a detailed financial planning process.

In our first appointment we ask a series of questions designed to identify your financial assets, financial goals and your personal vision for retirement. We also begin to educate you on the issues you may face in retirement. At the conclusion of the first appointment, your advisor will begin crafting a highly detailed retirement financial plan based on your responses.

In our second appointment, your advisor will present the personalized retirement financial plan. This plan relies on the information you provide. Your advisor may explore alternate scenarios designed to help you evaluate your options. Your advisor will help you understand the strengths and weaknesses of the scenarios you explore. In this second appointment your advisor will also discuss our investment philosophy. Lastly, your advisor will spend time explaining - in great detail - the costs associated with the plan we created.

The culmination of this process is a personalized written financial plan accompanied by a no-nonsense list of recommendations for how to implement the plan.

In very limited instances, this process may be abbreviated or even eliminated based on the needs and wishes of the client.

D. Wrap Fee Programs

We do NOT participate in Wrap Fee Programs.

E. Value of Assets Under Management

We manage assets under either a discretionary basis or a non-discretionary basis. As of the date of this document, the values of these assets are as follows:

	# Accounts	Dollar Value
Discretionary Assets:	1500	\$291,000,000
Non-Discretionary Assets:	176	\$3,000,000
Total Assets Under Management:	1676	\$294,000,000

Item 5. Fees and Compensation

A. How We are Compensated for Our Services

We are compensated solely via a management fee for our advisory services.

Our management fee is calculated as a percentage of the value of our Client's account(s) per year. We use a standardized scale to generate this percentage fee. This fee ranges from 0.50% to 1.65%.

In limited cases and under special circumstances, we will depart from our standardized approach and negotiate a modified scaled fee or flat percentage fee. This fee may range from 0.50% to 2.00% per year.

For the initial quarter of services, the first quarter's fees are calculated on a pro rata basis.

In rare cases, we may perform advisory services for compensation on an hourly basis. Hourly rates begin at \$150 per hour of services.

B. How Fees are Billed

At the beginning of each quarter, the total value of a Client's managed accounts are added together to determine a household value. This household value is entered into the agreed upon scale to calculate a quarterly fee. This amount is then debited from the Client's account(s) as payment for that quarter's services. We do not invoice Clients for our management fee.

C. Other Fees and Expenses Clients May Pay

Our Clients may also pay modest commissions or trading expenses incurred through the routine management of their account(s). We receive no part of these commissions or trading expenses. These expenses go entirely to the custodian. There typically is no annual fee to maintain an account with our recommended custodian, Charles Schwab. (See Item 12 – Brokerage Practices, for further discussion).

Certain individual investments we may use (mutual funds and exchange-traded funds (ETFs), for example) contain an expense ratio. The particular expense ratio of an

individual investment will be illustrated by the advisor. This information is also widely available on free internet resources. The overall expense ratio for a particular Client's portfolio is illustrated by the advisor. No part of this expense ratio is shared with our firm or its' advisors. (See Item 5.E for further discussion).

D. Clients Pay Fees in Advance

Our Clients pay management fees in advance. Management fees are debited on or about the 15th day of a fiscal quarter, as payment for that fiscal quarter.

If a Client relationship terminates prior to the end of a fiscal quarter the Client will be refunded a pro rata amount of fees paid.

In order to determine the amount of the refund, our Chief Financial Officer will determine the cost per day the client paid for advisory services for that fiscal quarter. This is determined by dividing the amount of the quarterly fee by the number of days in that particular quarter. The CFO will then determine the remaining number of days in the fiscal quarter after the termination of the advisory contract. The CFO will then multiply the cost per day by the remaining number of days to produce an amount to be refunded. This refund amount will be credited back to Client's account.

E. Incentive or Commission Based Sales of Securities

Neither our firm, nor its advisors, accepts compensation through commissions, marketing or distribution fees (such as 12B-1 fees), sales charges or service fees. Period.

We believe these practices create an unacceptable conflict of interest. We believe this practice creates an incentive for an advisor to recommend investment products based on the compensation received, rather than on the Client's needs.

We chiefly use mutual funds and exchange-traded funds (ETFs) for our Clients. These investment options are widely available and may be obtained through a wide variety of sources that are not affiliated with us.

Item 6. Performance-Based Fees and Side-by-Side Management

We do not accept compensation based on investment performance of the assets we manage. See Item 2.

Item 7. Types of Clients

Our specialty is working with individuals who want a serious financial plan for their retirement. Our Clients are typically business executives, business owners and private employees. The bulk of our clients are between the ages of 55 to 65. Our minimum household value is \$250,000 of investible assets.

In certain cases individual advisors may choose to work with Clients whose assets do not currently meet this minimum value. This decision is at the advisor's discretion, subject to

Firm approval. Common instances when this situation may occur include a family connection or the desire to create a working relationship in anticipation of Client's retirement.

Managed assets may be held in individual name(s), in an Individual Retirement Account (IRA), in trust, or in some other mutually acceptable registration.

To a lesser extent we work with corporate retirement plans and private companies.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

A. Investment Strategy and Methods of Analysis

Our investment strategy involves the selection of Mutual Funds and Exchange Traded Funds (ETFs) for our clients' portfolios. This is done through various means of research available to us.

B. Material Risks of Our Approach

Our investment approach includes investing in the stock market. Investing in the stock market carries significant risks. We take great pains to explain these risks to our clients. If you feel you do not fully understand these risks, you should consult your advisor.

We make NO guarantee of return. All investments are subject to fluctuation in value and principle loss.

We chiefly use mutual funds and exchange-traded funds (ETFs). These investments pool underlying investments. This 'pooling' insulates you from dramatic changes in value of an individual investment. However this approach still exposes you to dramatic changes in the overall investment markets. Thus our approaches contain significant risk. We feel that wise management of these tools can mitigate risk, but we can never fully eliminate risk.

Important Note: It is your responsibility to promptly inform your Advisor of any material changes to your financial situation or if your portfolio allocation does not match your risk tolerance.

Item 9. Disciplinary Information

A. Disclosure of any criminal or civil action in a domestic, foreign or military court by our firm or any advisor.

We have no information to disclose.

B. Disclosure of any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority by our firm or any advisor.

We have no information to disclose.

C. Disclosure of any proceeding by a self-regulatory organization by us.

We have no information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

A. Whether any persons are registered as a broker-dealer, or as a registered representative of a broker-dealer.

Our firm is not registered as a broker-dealer nor as a registered representative of a broker-dealer. We have no affiliation with any broker-dealer. We are independently owned and operated and are not affiliated with Charles Schwab. (See Item 12 – Brokerage Practices, for further discussion).

David Dreher, in his personal capacity, is a registered representative of Purshe Kaplan Sterling Investments.

B. Whether any persons are registered as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of these entities.

We have no advisors registered nor active in any of these capacities.

C. Describe any relationship or arrangement material to clients with related persons.

David Dreher is separately licensed as registered representative of Purshe Kaplan Sterling Investments ("PKS"), a FINRA member broker-dealer. As such, David is able to effect securities transactions for his Clients, for which he receives separate and customary compensation. Clients, however, are not under any obligation to use David's PKS affiliation when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client. David spends a minimal amount of time with his affiliation with PKS.

Robert O'Blennis is a licensed attorney admitted to the Bar of the State of Missouri. Robert also maintains a limited legal practice, separate and distinct from our advisory business. In an effort to avoid conflicts of interest, Robert does not serve as an attorney for any of our Clients. No portion of the advisory services rendered to our Clients should be interpreted as legal advice. Rather, Clients and prospective clients should defer to the advice of their own attorney. Robert spends a minimal amount of time with his legal practice.

Our firm is a licensed insurance agency. Ryan Costello is a licensed insurance agent. As an insurance agent and agency, we may sell other services or investment products to advisory clients. Insurance services we provide are separate and distinct from our advisory services. Such services provide for separate and typical compensation. No one is obligated to use us for any insurance services, and no insurance Client is obligated to utilize our advisory services.

While these advisors endeavor at all times to put the interest of our Clients first as part of our fiduciary duty, Clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these advisors when making recommendations.

D. Describe any practices or relationships with other investment advisors that create material conflicts of interest.

We have no information to disclose. We do not recommend or select, or otherwise have business relationships with, third party investment advisors for which we receive compensation. We believe such relationships create material conflicts of interest which would harm our Clients. (See Item 2.E. for further discussion).

Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading

A. We maintain a Code of Ethics

We believe ethical behavior is an essential element of a professional advisory firm. To that end we have adopted a Code of Ethics to govern our behavior as advisors. This Code addresses certain critical issues such as Business Conduct, Personal Securities Transactions and Protecting Client Confidentiality. We periodically update our Code of Ethics.

All advisors and staff agree to be bound by this Code.

We will happily provide you with a copy of our Code of Ethics upon request. Contact Robert O'Blennis, Chief Compliance Officer at 913-498-8898 or rob@planningretirements.com to request a copy.

B. Conflict of Interest when Recommending Securities

We do not recommend to Clients, nor buy or sell in Client accounts, securities in which we have a material financial interest. This would create a material conflict of interest we feel may be harmful to our Clients.

C. Conflict of Interest when Firm Members Own Same Securities as Our Clients

Our advisors, as individuals, may own the same widely traded investments we recommend for our Clients. In essence, we follow the same advice we provide to our

Clients. This situation creates a potential for a conflict of interest between us and our Clients.

Our advisory practice makes use of widely traded mutual funds and exchange-traded funds (ETFs). These investments are traded in very large volumes everyday. Further, we chiefly use index funds which contain all the companies found on an underlying index.

We acknowledge that this situation creates the potential for a conflict of interest in that an advisor could manipulate his own holdings to the detriment of the Client. However, in light of the colossal trading volumes of the particular individual investments we use with our Clients, the millions of other parties trading in the same investments and the relatively small value of the holdings owned by our advisors, the appreciable impact on the markets is minimal. Thus, we feel the potential for harm to our Clients is insignificant. That said, we continue to be aware of this issue.

D. Conflict of Interest when Firm Members Buy and Sell Same Securities as Our Clients

In a related issue, our advisors, as individuals, occasionally buy and sell the same widely traded investments we buy and sell in our Clients' account(s). As above, we follow the same advice we provide to our Clients. This situation creates a potential for a conflict of interest between us and our Clients.

One of the hallmarks of our asset management style is timely rebalancing accounts. This typically happens when a particular investment holding falls below, or exceeds, a certain desired percentage in an account. When this phenomenon happens in one account, it often happens in multiple accounts.

We acknowledge that this situation creates the potential for a conflict of interest in that an advisor could time his own transactions relative to client transaction and unfairly benefit. However, in light of the colossal trading volumes of the particular individual investments we use with our clients, the millions of other parties trading in the same investments and the relatively small value of the holdings owned by our advisors, the appreciable impact of this practice would be minimal. Thus, we feel the potential for harm to our Clients is insignificant. That said, we continue to be aware of this issue.

Item 12. Brokerage Practices

A. We consider a variety of factors in recommending a custodian of your assets

We have evaluated Charles Schwab & Co, Inc. (Schwab), and believe that it will provide you with a blend of execution services, commission costs and professionalism that will help us in meeting our fiduciary obligations to you. You should note that we participate in the Schwab Advisor Services™ (formerly called Schwab Institutional®) program offered to independent investment advisers by Schwab. As part of the Schwab Advisor Services™ program, we receive certain benefits that we would not receive if it did not offer investment advice to clients. (See Item 15.B. for further discussion.)

The Custodians We Recommend

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “*Your Brokerage and Custody Costs*”).

How We Select Custodians

We seek to recommend a custodian who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “*Products and Services Available to Us From Schwab*”).

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the

commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “*How We Select Custodians*”).

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services:

Services That Benefit You. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs

- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest.

We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Custodians*") and not Schwab's services that benefit only us. We have nearly \$300,000,000 in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

B. We do not aggregate purchase or sales of securities for our Clients

Transactions for each Client are considered and entered independently. We generally do not aggregate trades.

Item 13. Review of Accounts

A. Periodic Review of Client Accounts

We periodically review our Clients' accounts and their financial plans.

For those Clients who hire us to provide investment management services, we review account(s) quarterly. In addition, we may perform additional reviews when, in our opinion, circumstances warrant them. All reviews are conducted by the Client's primary advisor. You are encouraged to discuss your needs, goals, and objectives with us and to keep us informed of any changes.

For those Clients who hire us to create and maintain a financial plan, we formally update and review this plan once per year. We are happy to perform more frequent reviews as

needed, such as at retirement or some other major life change. There is no charge to Clients for these additional reviews. These reviews are conducted by the Client's primary advisor. You are encouraged to discuss your needs, goals, and objectives with us and to keep us informed of any changes.

In addition, firm model portfolios are under continuous supervision by our Chief Investment Officer, Chris K. Costello, CFPSM, as well as all advisors acting together as an investment council.

Individuals who are not Clients of the firm may approach us to update or review financial plans we have created in the past. Terms of such reviews, including compensation, are at the advisor's discretion. See Item 2.

B. Content and Frequency of Client Reports

In addition to monthly brokerage statements provided by our Clients' custodian, we provide tailored performance reports for all our Clients.

These reports contain critical information to inform our Clients regarding the investment performance of their managed accounts. Specifically these reports contain data such as rates of returns over various periods of time, lists of investments, and overviews of account performance. We strongly recommend you compare these performance reports to the account statements you receive from Charles Schwab.

These reports are electronically transmitted to Clients on a biannual basis, usually in January and July. Clients may request an updated report from their advisor at any time. Each Client is also provided electronic access via our website to access the performance reporting software and generate their own reports. Contact your advisor for details.

Item 14. Client Referrals and Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

A. Conflict of Interest from Sales Awards or Other Prizes

As stated in Item 5, our firm and advisors are compensated solely by a management fee for our advisory services. Neither our firm, nor its advisors, accepts compensation through commissions, marketing or distribution fees (sometimes known as 12B-1 fees), sales charges or service fees.

Further, we do not accept any economic benefit (such as a management fee, sales awards or other prizes, or other consideration) for our advisory services from any third party.

We believe these practices would create an unacceptable conflict of interest. Thus we avoid them. We believe these practices create an incentive for an advisor to recommend investment products based on the compensation received, rather than on the Client's needs.

B. Compensation to Third Party for Client Referrals

In limited cases, with full written disclosure to our Client, we may compensate a third party for a Client referral. In such cases, the existence of this relationship is included in the Client's Investment Management Agreement. Further, the Client separately acknowledges in writing their awareness of and consent to this compensation.

Compensation to the third party is a usual and customary amount, which is disclosed to our Client. This type of arrangement will not increase expenses to our Client.

Item 15. Custody

A. Recommendation of Custodian

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account. Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian.

Under government regulations, we may be deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. In all cases, Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the periodic portfolio reports you will receive from us. (See Item 12 – Brokerage Practices).

We do not have discretionary authority to determine which custodian you use or to set the commission rates you may pay. We reserve the right to decline any account for which the client directs the use of a custodian other than Schwab, especially if we believe that this choice would hinder our fiduciary duty to you and/or our ability to service the account.

In directing the use of Schwab it should be understood we will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to you and those charged to other clients. You should note that we have a reasonable belief that Schwab is able to obtain best execution and competitive prices, we will not be independently seeking best execution price capability through other

custodians. That said, we do monitor best execution issues and this recommendation may be updated from time to time in an effort to best serve our Clients.

B. Our Relationship with Charles Schwab Institutional

As noted above, we participate in Schwab Advisor Services™ (formerly called Schwab Institutional®) program. While there is no direct linkage between the investment advice given and participation in the Schwab Advisor Services, economic benefits are received which would not be received if we did not give investment advice to clients.

These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving Schwab Advisor Services™ participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors.

Additional benefits received through participation in the Schwab Advisor Services may depend upon the amount of transactions directed to, or amount of assets custodied by, Schwab. We are required to maintain a minimum level of client assets with the Schwab Advisor Services to avoid a quarterly service fee.

While as a fiduciary, we endeavor to act in our Clients' best interests, and our recommendation that Clients maintain their assets at Schwab may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

We do not, and will not, receive 12b-1 distribution fees from investment companies in connection with the placement of your funds into those companies' investments. We endeavor at all times to put your interests first as part of our fiduciary duty. (See Item 14.A. – Client Referrals and Other Compensation).

We believe these practices would create an unacceptable conflict of interest. Thus we avoid them. We believe these practices create an incentive for an advisor to recommend investment products based on the compensation received, rather than on the Client's needs.

Item 16. Investment Discretion

We have discretionary authority to manage securities on the majority of accounts we manage for our Clients. In these relationships we do not need to obtain specific prior consent from a Client to trade securities. We prefer to hold discretionary authority to manage securities in our Clients' accounts.

We do not have discretionary authority on a minority of accounts we manage. In these relationships we must obtain specific prior consent from you before we trade securities.

In the management relationships where we have discretionary authority, this authority is found in the Investment Management Agreement. This agreement is signed by our Clients and their advisor at the beginning of our relationship. This agreement contains a limited power of attorney which gives us a limited scope authority to act on your behalf with your accounts.

Further, Schwab requires each account holder to sign their initials on each account application to indicate delegation of discretionary authority.

Item 17. Voting Client Securities

A. Voting Policy for Client Securities

We do not have, and will not accept, authority to vote Client securities. We do not direct Clients to vote in a particular way in a solicitation to vote.

B. Clients Responsible to Vote Own Securities

Clients will receive proxies and other solicitations to vote directly from Charles Schwab, or some other custodian or transfer agent, as appropriate. Clients may contact their advisor to discuss their opportunity to vote. Ultimately voting decisions are the responsibility of Client.

Item 18. Financial Information

This section contains specialized financial information required by law.

A. Details of Prepayment of Client Fees

We do NOT require prepayment of fees more than 6 months in advance. Arrangements of this nature would require significant additional book- and record-keeping.

The maximum a Client might prepay management fees is 3 months before fees are incurred. See Item 2.

B. Discretionary Authority & Firm Financial Condition

As we hold discretionary authority to manage securities in certain Client accounts we are required to disclose any financial condition that may impair our ability to meet contractual commitments to our Clients.

We do NOT have any financial conditions which might impair our ability to meet our contractual commitments.

C. Prior Bankruptcy Information

We have NOT been the subject of a bankruptcy petition at any time.

Item 19. Final Thoughts

This disclosure document covers many topics. Feel free to discuss any of these topics with your Advisor. Please contact us if you would like an updated copy of this document. See cover page for contact information.