



Wealth Planning Corporation

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This brochure provides information about the business practices and qualifications of Wealth Planning Corporation. If you have any questions about the contents of this brochure, please contact Wealth Planning Corporation at (513) 733-1750 or via email at info@wealthp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about Wealth Planning Corporation also is available on the SEC's website at www.adviserinfo.sec.gov.

Wealth Planning Corporation uses the title of "Registered Investment Advisor" in recognition of its requirement to register and provide detailed information to the SEC and any applicable state securities authorities. This identification does not imply that any certain skill level or training is required for registration. The written and oral communications of an Advisor provide you with information about which you would use for determining whether to hire or retain an Advisor.



Material Changes

On October 12, 2010, the United States Securities and Exchange Commission enacted new rules amending the disclosure requirement for all Registered Investment Advisors. A new disclosure “Brochure” must be prepared rather than the previous form-based disclosure document. This newly formatted Brochure is designed to discuss the business activities, qualifications, conflicts of interest and other material information with respect to the firm’s activities on behalf of clients. New requirements state that the Brochure must be written in “Plain English”, in an effort to promote better understanding for clients and prospects regarding the activities of the firm. The Brochure is required to be updated annually, and made available each year to existing clients under the rules promulgated by the SEC, FINRA or other relevant regulatory agencies. The Brochure must also be provided to each new client/prospect prior to engagement of services.

For the year 2012, material changes in WPC business activities made from our previous ADV Part II disclosure document filed in March of 2011 are as follows:

- **WPC Staffing**
 - WPC will be adding a new position of Relationship Specialist to assist in general client service, meeting preparation, and other assistance to Advisors.
- **Investment Advisory Fees**
 - No change.
- **Financial Planning Services and Fees**
 - No change.
- **Methods of Analysis, Investment Strategies and Risk of Loss**
 - Investment strategies have been updated to include the use of “non-traditional” and/or “alternative” investment options which may include limited partnerships, REITS or other investment structures as deemed appropriate by WPC’s Investment Committee.
- **Disclosure of Revenue Sharing Agreements**
 - As noted in 2011, revenue sharing may occur with certain professionals for referral of clients to WPC. These relationships are disclosed on the Investment Advisory Agreement and acknowledged by the client. There is no increase in cost to the client resulting from revenue sharing.

As required by law, any material changes made in our business activities between annual amendments to the Brochure will require WPC to amend its Brochure, which will also be updated with the SEC and any other appropriate regulatory agencies. WPC’s current Brochure is available to existing or prospective clients at any time upon request

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Item 4 – Advisory Business

Founded in 1984 and principally owned by C. Michael Johnson, Wealth Planning Corporation (WPC) focuses on providing Investment Advisory Services as well as Financial Planning Services primarily to individuals. These fee-based services are available to the client independently, but many clients select to engage WPC for both services.

Investment Advisory Services are provided under the WPC Investment Advisory Agreement, and are implemented utilizing an independent, third-party custodian (ex. Charles Schwab & Co.) to house individual investment accounts in the name of the client. WPC and the client complete an Investment Policy Statement stating a targeted asset allocation based upon several factors, including any client specific preferences or restrictions. Via the investment account application with the selected custodian, the client further agrees to give WPC discretionary authority to implement its investment recommendations. Investments in the client's accounts are purchased and sold by WPC using a diversified model portfolio consisting primarily of no-load mutual funds and other investment vehicles as deemed appropriate by WPC.

WPC does not maintain minimum account size requirements, but Investment Advisory fees vary dependent upon the aggregate size of the client's market value of assets under direct management. See Item 5 for further discussion of fees.

Financial Planning Services are provided under a separate agreement, and may encompass a number of activities related to providing analysis and recommendations in the areas of retirement planning, education funding, life and long term care insurance, estate planning, tax planning, cash flow management and investing. WPC engages in the review and analysis of the pertinent data supplied by the client, and prepares a written report which may include tabulations, illustrations and other working documents to address certain concerns and opportunities as they relate to the overall financial picture of a client.

Fees for Financial Planning Services will vary dependent upon the scope of work and complexities unique to each situation. Total cost will be provided to the client at time of engagement. Fees may be discounted for clients utilizing WPC Investment Advisory Services. For more information on fees, see Item 5.

Implementation of the recommendations resulting from the analysis is entirely at the client's discretion. The recommendations may require working closely with an attorney, accountant, insurance agent and/or investment broker for implementation. Expenses related to the implementation of any recommendations are the responsibility of the client. If the client requests WPC assist in the implementation of recommendations, any fees, costs or compensation associated with implementation will be fully disclosed prior to action.

Item 5 – Fees and Compensation

Investment Advisory Fees for all individual, trust and corporate accounts will be charged based upon the schedule below. All included accounts are managed at the same fee rate based upon the total assets under management. No other compensation is received for Investment Advisory Services as WPC does not share in any custodian charges for transactions, nor accept commissions or fees from any investment providers (ex. mutual fund companies).

Total Assets Under Management (AUM)	Annual Fee %	Quarterly Fee Rate
\$ 0 - \$ 100,000	1.50%	.375
\$ 100,001 - \$ 250,000	1.40%	.35
\$ 250,001 - \$ 500,000	1.30%	.325
\$ 500,001 - \$ 1,000,000	1.10%	.275
\$ 1,000,001 - \$ 2,000,000	0.95%	.2375
\$ 2,000,001 - \$ 3,000,000	0.85%	.2125
\$ 3,000,001 - \$ 5,000,000	0.75%	.1875
\$ 5,000,001 - \$10,000,000	0.70%	.175
<hr/>		
Deposits in excess of \$10,000,000	0.60% Flat Fee +	
Amount of AUM in excess of \$10,000,000	0.20%	

Subject to rules prohibiting discrimination, Investment Advisory Fees are non-negotiable. Investment Advisory clients may receive a discount on Financial Planning Service fees based upon their total assets under management (see Financial Planning Services below).

The Investment Advisory Service fee is billed at the beginning of each calendar quarter. The applicable rate is charged based upon each account's balance at the end of the previous quarter, and billed directly to the account. Fees are adjusted for money flows in and out of the account during the previous quarter on a pro-rated basis, according to the number of days under management within the account. The client authorizes payment of the fees directly from the account via the custodian's account application. A copy of the bill is mailed each billing period to the client so they see the fee calculation and total amount being charged.

Accounts outside of those directly under management may be used to reach lower fee brackets if compensation is received for their management. The fee for managing outside accounts must be authorized by the client and debited from a directly managed account.

Investment Advisory Fees for a charitable/non-profit organization's account will be charged a fee equal to one-half (50%) of the fee schedule above.



Financial Planning Services are provided under a fixed-fee arrangement determined in advance and acknowledged by the client via a completed Financial Planning Agreement. Base Plan fees begin at \$1600 and may be adjusted higher based upon the number of services and/or the complexities involved. WPC's hourly rate for additional services not offered under a specified fixed-fee agreement will be \$320.

One half of the fee is due before work will begin, and the balance is due upon delivery of the final written plan. Clients may terminate the agreement at any time by written notice and request a refund of any unearned fees based upon time expended by WPC Advisors or Planners. If outside advisors are required to supplement areas of expertise, and pursued with consent of the client, their fees will be in addition to the WPC fee.

WPC provides a discount for Financial Planning Services when clients are also served under an Investment Advisory Agreement. Discounts are earned when assets under management fall in the following ranges:

Total Assets Under Management	Discount Percentage
\$ 500,001 – 1,000,000	50%
\$1,000,001 and above	100%

For Investment Advisory clients with less than \$500,000 in assets under management, WPC is able to provide an alternative quarterly fixed-fee billing method. One quarter of the Financial Planning Fee will be charged against an account each quarter during the first calendar year.

Quarterly fixed-fee billing is also available for clients requesting ongoing Financial Planning Service updates and reviews on an annual basis.

Total Assets Under Management	Quarterly Fee
\$ 100,001 – \$ 500,000	\$160
\$ 500,001 and above	waived

Implementation of non-investment recommendations stemming from any Financial Planning Services may include products offered by various insurance companies for which WPC advisors are licensed brokers or agents, or other services offered by un-affiliated persons or entities. Any transaction resulting in a commission or charges from the purchase of these products or services will be brought to the attention of the client in an effort to adequately disclose any conflict of interest.

Item 6 – Performance-Based Fee and Side-by-Side Management

Advisory fees are limited to those detailed above and WPC does not structure fees similar to those found in the Hedge fund industry. As such, there are no performance-related fees (fees charged based on a share of interest income, capital gains or appreciation), nor does

WPC engage in side-by-side management of funds (performance accounts alongside traditional fee accounts where one may benefit more).

WPC's Investment Advisory fee may increase based upon the appreciation of the client account(s), but the applicable fee percentage is based upon total assets under management. As total assets under management increase, lower rate brackets may be reached, and the client will automatically qualify for the reduced rate calculation at the next billing cycle.

Item 7 – Types of Clients

WPC provides its services to individuals, families, trusts, estates, small business owners and not-for-profit/charitable organizations. As previously stated, there are no minimum asset or income requirements, but some services may not apply or be economically beneficial to all potential clients.

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

WPC considers a client's financial goals, risk tolerance and time horizon, along with assets, income and other factors in an effort to determine the appropriate investment allocation suited to the client's needs. Based upon the allocation mutually selected within the Investment Policy Statement, WPC implements the targeted allocation through a model portfolio of investments constructed by WPC. Any unique preferences detailed in the Investment Policy Statement may affect the degree to which an individual's portfolio resembles the WPC specific asset allocation model portfolio.

WPC's model portfolios are constructed principally of mutual funds using a broad asset allocation strategy. Asset allocation seeks to achieve an efficient distribution among a number of asset classes (Large, Mid and Small capitalization companies, US and non-US holdings, Corporate and Government bonds, etc.). The risk "of having all of your eggs in one basket" is thereby lessened through the principle of diversification.

Diversification is first achieved through the use of multiple asset classes, and then within asset classes, through use of mutual funds which inherently offer more diversification than a limited number of individual holdings. WPC does not generally recommend individual securities, select highly concentrated positions or engage in option strategies, derivatives or other speculative investments. Additionally, WPC does not attempt to "time" the market by buying into, or selling out of, portfolios based upon market movements.

The model portfolio construction is developed and maintained by the Investment Committee, which is formed by the principal advisors of WPC. The Investment Committee is responsible for setting the broad asset allocation parameters, identifying the specific allocation among asset classes, and selecting investments within each class. Investments will include long term purchases, short term purchases and/or those securities designed to hedge or protect the portfolio given certain economic factors. WPC generally utilizes no-load mutual funds or Exchange Traded Funds (ETF's) that represent either a managed portfolio of individual securities diversified within the targeted asset class, or a representative index. As deemed appropriate for growth, income or desired hedging strategies, WPC may consider an investment in a "non-traditional", "alternative", or non-publicly traded option which may include Real Estate Investment Trusts (REIT), limited partnership (LP), or other publicly registered investment structures. Only those investments that can be in custody and reported with a clients existing portfolio will be considered. Fixed income investments may also include an array of cash or demand deposits as deemed appropriate.

When recommending a specific investment for inclusion in the model portfolio, our criteria includes: load, style, relative performance, price/earnings ratio, volatility rating, expense ratio, manager tenure, turnover ratio and other factors as may be important in a particular asset class. Recommendations for inclusion in our model portfolio will be based on publicly available reports and analysis. The analysis may include reports from the sponsoring investment manager, independent third-party research providers, financial news media or other services. The Investment Committee must unanimously select all investments, and individual client accounts are invested per the Investment Committee model or direction, and not at the discretion of an individual advisor.

WPC considers a client's investable assets as a single integrated portfolio, and applies the model allocation across all accounts. Tax efficiency is important, but not the sole consideration in implementing investment strategy. Exceptions to this approach in individual accounts may be implemented if goals, time-lines or other factors deem it appropriate to maintain different allocation strategies.

WPC encourages and actively pursues the strategy of regular portfolio rebalancing in conjunction with the targeted asset allocation. Periodic rebalancing is a disciplined way to, over time, buy (relatively) lower and sell (relatively) higher as asset classes appreciate or experience volatility. Rebalancing does not insure lower risk, but maintains a disciplined approach for maintaining targeted balances which are designed to meet the long term goals established in the Investment Policy Statement.

Investing in securities involves the risk of loss. The Prudent Investor Rule is analogous to the common expression "no risk, no reward", and investors must understand that risk is associated with the investment process. In WPC's fiduciary capacity, WPC will make reasonable efforts to limit risk, but cannot eliminate risk. WPC in no way guarantees performance or results.

Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts or disciplinary events that would be important for your consideration of WPC or the integrity of WPC's management. WPC, and its individual advisors, have no history of any disciplinary action, judgment or customer complaint.

Item 10 – Other Financial Industry Activities and Affiliations

WPC is engaged in both Investment Advisory and Financial Planning Services as has been described above. WPC may engage in other financial activities for the benefit of its clients or others.

WPC may provide hourly fee services to individuals that do not engage in Investment Advisory or Financial Planning Services, or as consultants to legal or accounting practitioners.

WPC provides a tax return preparation service and other assistance to Investment Advisory and Financial Planning clients. Tax planning assistance may include calculation of estimated tax payments and reminders. WPC assumes no responsibility for accuracy of the tax return for data not supplied by the client, for timely payment of taxes or estimated payments due, or filings not properly executed by the client. A separate fee is charged and the schedule for tax return service is provided to clients in advance.

At times, WPC may recommend insurance related products as deemed appropriate for the client. This may include life insurance, long-term care insurance, or annuities which are subsequently sold by insurance licensed individuals of WPC. Clients are informed that such products may be commission-based and may represent a conflict of interest as a result. Clients are offered the opportunity to shop for similar products through other agents or seek out other referrals for such products. Any additional fees or compensation relating to such a transaction are disclosed to the client in advance.

WPC has made arrangements with other third parties for the transaction of its business, but receives no hard dollar compensation from these parties. For example, WPC does not custody assets, so WPC has made arrangement with Charles Schwab and others periodically to assist with custodial services. WPC does not receive compensation from Charles Schwab or others. See Item 12 for more information on brokerage selection and other soft dollar disclosures.

WPC has entered into solicitor arrangements with other organizations or professionals. Under such agreement, the solicitor may receive a stated portion of the investment advisory fees for those referred clients that utilize WPC's services. This information is disclosed to the client and acknowledged on the Investment Advisory Agreement prior to engagement of services. Compensation for the referral is paid by WPC and has no effect on the fee paid by the client.

WPC is an independent advisor and has no direct affiliation with any third party.



Item 11 – Code of Ethics

WPC maintains the same Code of Ethics and Professional Responsibility (Code of Ethics) as adopted by the Certified Financial Board of Standards, Inc. (CFP Board). Among the principal tenants are: Integrity, Objectivity, Competence, Fairness, Confidentiality, Professionalism and Diligence. To comply with the CFP Board's requirements, all CFP®

registrants are required to complete bi-annual continuing education requirements and Code of Ethics training and certification. In addition, all WPC employees acknowledge, in writing, their acceptance of the firm's general policies and procedures, compliance requirements and Code of Ethics on an annual basis. A copy of these guidelines is available for inspection by any interested client.

Employees are required to maintain all investment accounts with WPC, and often employee or relate person's accounts are invested in the WPC model portfolios. The resulting investment may coincide with the interest of client's accounts. All mutual fund transactions are by design, executed simultaneously at the end of the trading day for a common price, and are considered exempt transactions. Any non-mutual fund transaction must be executed in a way that does not create a conflict of interest by trading in close proximity to client accounts. At no time may any employee or related person receive added benefit or advantage over clients with respect to transactions. Employees are required to provide a request for personal securities transactions which are reviewed by a principal for conflicts of interest.

Item 12 – Brokerage Practices

WPC does not custody assets, therefore has made arrangements with third party custodians to establish brokerage accounts for clients. WPC currently recommends its clients establish accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab). WPC is independently owned and is not affiliated with Schwab.

Schwab provides WPC with access to its institutional trading and custody services, which are not typically available to Schwab retail investors. The services are generally available to independent advisors on an unsolicited basis, at no charge, so long as a total of at least \$10 million in advisor's client's assets are maintained in accounts at Schwab.

Schwab does not generally charge separately for its custody services, but is compensated by account holders through commissions or other transaction-related fees for securities trades. Schwab has negotiated with many mutual fund companies for reimbursement of transaction fees so that clients may buy and sell mutual funds through Schwab without transaction costs. WPC does not receive compensation for opening accounts with Schwab, does not share in any fees or compensation received by Schwab or receive any compensation from any mutual fund or other investment providers.

Schwab also makes available other products and services that assist WPC in managing and administering client's accounts. These include software and other technology that provide access to client data; facilitate trade executions; provide research, pricing information and other market data; facilitate payment of fees from client accounts; and assist with back-office functions, recordkeeping and client reporting. Additional services are intended to help WPC manage and further develop its enterprise. These may include consulting, studies, publications, conferences, regulatory guidance and marketing from Schwab directly, or other third parties. Schwab may discount or waive fees it would

otherwise charge for some of these services, or pay part or all of the fees a third party providing these services may otherwise charge.

From time to time, WPC may work with TD Ameritrade, Fidelity and Vanguard under similar arrangements.

Item 13 – Review of Accounts

Clients receive standard account statements from the selected brokerage firm and/or other investment sponsors quarterly, monthly and as transactions occur, not from WPC. Each quarter, WPC sends along with its quarterly billing statement, an independent report of portfolio balances from its reporting system for purposes of calculating fees. Clients are encouraged to compare WPC's reporting and the custodian's account values for accuracy.

WPC recommends regular reviews and updates with clients. As described in our Investment Advisory Agreement, we invite Investment Advisory clients to meet with us twice a year, or more frequently as needed, to review their current allocation mix, performance and portfolio attributes. It is at the client's discretion to meet with WPC for periodic reviews.

Discussions with Investment Advisory or Financial Planning clients may also involve advice on income, cash flow, company sponsored retirement accounts, financial independence, college funding, estate planning, tax saving strategies, risk management or other related topics. The advice given may include recommendations for new or additional actions that would be the client's responsibility to initiate. These may involve engaging additional services from WPC or other entities, and any cost for considering such actions will be discussed prior to implementation.

Item 14 – Client Referrals and Other Compensation

WPC receives the majority of its clients by referral from existing clients, and does not disclose its client list to others. WPC does not receive compensation for referring clients to other professionals, or share in compensation received by other entities for services provided to WPC clients.

As previously discussed in Item 10, WPC has entered into solicitor arrangements with other entities or professionals to share a portion of WPC's fees on clients referred to WPC. This arrangement is fully disclosed to, and acknowledged by affected clients, and does not impact the fees they pay.

Occasionally, WPC receives token gifts (under \$50) and/or accepts invitations to sponsored events that include seminars, luncheons, sporting or other events where meals or tickets have been provided individually or as a part of a larger group. Generally these gratuities are accepted only from existing business partners, and WPC is mindful of the potential conflict of interest created by doing so, and gratuities are held to a minimum for that reason.

Item 15 – Custody

WPC does not have custody of any client funds. Through an account application, clients engage the custody services of a third party, and are to receive statements from the brokerage, bank or other qualified custodian as required by law. WPC urges clients to carefully review such statements.

Item 16 – Investment Discretion

WPC maintains investment discretion on all client account under the Investment Advisory Agreement. As a fee-based advisor, no additional fee or compensation is made by WPC when individual holdings are bought or sold. As such, WPC's investment discretion does not subject the client to the conflict of interest present in the discretionary accounts of commission or transaction-based compensation structures.

The client appoints WPC as the Advisor/Agent, and via the account application with the custodian, authorizes the Limited Power of Authority for WPC's ability to place trades in the account, request disbursement on behalf of the client and debit fees. WPC will implement at its discretion, any and all investment changes as determined by the Investment Committee for the model portfolios, and as individually preferred by the client in the Investment Policy Statement.

Item 17 – Voting of Proxies

WPC maintains Proxy Voting Policies and Procedures, and shall execute voting on behalf of its clients. In general, WPC will vote in accordance with the recommendation of corporate management, unless their recommendation does not appear to maintain or strengthen the best interest of the shareholders. Clients interested in voting their own proxies are encouraged to do so.

Item 18 – Financial Information

Registered Investment Advisors are required to provide clients with certain financial information or disclosures about WPC's financial condition. WPC does not maintain custody or require pre-payment of fees for more than six months in advance, so certain financial reporting requirements are not applicable. However, WPC is required to attest to its ability to meet current contractual and fiduciary commitments.

At present, WPC has no financial commitment or indebtedness impairing its ability to meet its obligations, and is not the subject of any legal suit, judgment or bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisors

Investment Advisors with less than \$100 million dollars in assets under management are required to maintain registration with the applicable state regulatory body, while those with greater than \$100 million must be registered federally with the SEC. WPC is federally registered with the SEC, and maintains informational filings in states where it has 5 or more clients.

A brief biography of each member of the firm and their role in providing advice to clients is provided below.

WPC was founded in 1984 by C. Michael Johnson, its President and Owner. Mike received his BBA from the University of Cincinnati (1975), and completed CLU Certification (1981), Securities licensing (1983), ChFC Certification (1985) and was awarded the right to use the Certified Financial Planner (CFP®) designation in 1988. Mike oversees the management of the firm, is a member of the Investment Committee and spends a significant amount of his time advising clients.

Todd A. Steinbrink serves as Vice President and has been a Lead Advisor with the firm since 2006. Todd received his BS in Business from Indiana University's School of Business (1987) and has been in the financial services industry his whole career. He has earned the right to use the Certified Financial Planner (CFP®) and Chartered Retirement Planning Counselor (CRPC) designations. Also a member of the Investment Committee, Todd focuses his efforts advising existing clients and in efforts towards serving new clients.

Patrick Scarborough serves as Financial Planner and Investment Specialist. A graduate of the University of Cincinnati (1995), Patrick has dual degrees in Finance and Management and has been serving in the investment arena since 2001. Patrick has earned the right to use the Certified Financial Planner (CFP®) designation, is the chair of the Investment Committee, and provides financial planning, investment execution and related advice to clients.



Todd Lyon is an Advisor for the firm, holds the designation of Accredited Retirement Planning Consultant (ARPC) and is enrolled for certification in the Certified Financial Planning (CFP®) program. Originally with a degree from the University of Dayton (1990) in Industrial Engineering Technology, Todd entered financial services in 2004, and in joining WPC, focuses on serving both new and existing clients. He is also a member of the Investment Committee.

Angie Dietrich earned a BS in Business Administration from Xavier University (1998) and serves as the Relationship Manager responsible for office and client administration, and support to the team of financial advisors.

Lynn Spatz works part-time supporting various administrative functions and special projects.