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ADV DISCLOSURE BROCHURE

Secure Planning, Inc. (hereinafter "SPI") is a corporation formed under the laws of the State of New Hampshire.

This brochure provides client and prospective clients with information about SPI and its advisory services that should be considered before becoming a client of SPI.

This brochure has been prepared by SPI. Additional information regarding SPI can be found on the SEC's website at www.adviserinfo.sec.gov. The IARD/CRD number for SPI is 42179.

If you have questions about this brochure, please contact Julianne Smith, Chief Compliance Officer of SPI at (603)433-5515 or juliannes@secureplanninginc.com. The information contained herein has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

ITEM 2 – Material Changes

On July 28, 2010, the U.S. Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure as of January 2011 is a new document prepared in accordance with revised SEC requirements and rules. Therefore, this Brochure is materially different in structure, format and requires certain new information that our previous Brochure did not require.

In future Brochure amendments, this page Item-2, shall disclose only specific “material” changes that are made to the Brochure and provide clients with a summary of such changes. Moreover, SPI shall reference the date of the last annual update of our Brochure.

In the past, we were only required to “offer” and, upon client request, deliver Brochure information about our qualifications and advisory practices to clients on at least an annual basis. In accordance with the new SEC requirements, SPI must now “deliver” and ensure that our clients receive a summary of any material changes (if any) and subsequent Brochures within 120 days of our fiscal year end.

Lastly, as necessary, we may further provide other ongoing summary disclosure information about material changes and with a new Brochure based on changes or new information, at any time, without a fee charge.

Material Change summary as of September 2011 are as follows:

Denver Branch Office Closing:

1. As of September 23, 2011, SPI will officially close its Denver Branch office and consolidate all client servicing through its main Office of supervisory jurisdiction (OSJ) in Portsmouth, NH. We believe this will provide a uniform and streamlined process to better serve our client accounts from an operational, efficiency and oversight measure.
2. Our main OSJ office will have experienced and trained staff to answer any client account questions and the supervisory structure will not change since all new client business and existing client transactions have always remained supervised, reviewed and approved through our OSJ office, respectively.
3. Moreover, representatives from our Denver branch office shall no longer provide day-to-day client servicing as of September 26, 2011 and our main OSJ office staff and/or designated client account advisor shall handle all client inquiries and account related matters on a going forward basis.
4. We ensure our Denver regional clients that there will be quarterly visits from a designated advisor with respect to a comprehensive one on one meeting to discuss and review status on their accounts. Scheduling of these client reviews will be handled by our main OSJ office and may be subject to date changes as needed.

Correction in Overstatement of SPI's Assets Under Management (AUM) for 2009:

1. During our ADV update for 2010, we identified a disclosure error in our Form ADV, Part 1 disclosure statement, overstating our AUM in 2009 to \$200,828,511 million. We believe this was a typographical error and have since corrected the AUM to represent our current and actual AUM.
2. The correct AUM for 2009 should be at \$100,828,511 with a total # of 682 accounts.
3. We ensure that our client advisory fees were not calculated based on the ADV filing but rather based on the last day of the month or quarterly ending market values or average daily balance for each client account. The advisory fees are reviewed and checked on an ongoing basis to ensure fee calculations are correctly based on current monthly or quarterly ending market values or average daily balance depending upon chosen Asset Management Service that is chosen by client
4. We do not believe that SPI obtained any new advisory clients during this period in which the overstated AUM error occurred/disclosed OR that any prospective clients made their decision to engage SPI, as an investment advisor, solely on the basis of our advisory business' AUM.

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ITEM 4 – Advisory Business

Investment Adviser Representatives (“IAR”s) associated with SPI provide various investment advisory services and are appropriately licensed, qualified, or authorized to provide advisory services on behalf of SPI.

SPI’s principal owner(s):

Edward J. Mallon Revocable Trust
55 Locke Road
Newcastle, NH 03854
Since 1/19/2000
100% ownership

Asset Management Services

SPI offers discretionary and non-discretionary continuous asset management services. Our investment advice is tailored to meet the needs and investment objectives of SPI’s client. SPI offers initial consultations and request pertinent information about a client’s personal and financial circumstances to determine the best suitable investment objectives.

Where SPI enters into a discretionary asset management agreement with a client, SPI is granted discretion and authority to manage a client’s account subject to any client specific written guidelines. Accordingly, SPI is authorized to perform various functions without further approval from the client. Such functions may include the determination and amount of securities and/or mutual funds to be purchased and/or sold. Once a portfolio is constructed, SPI provides ongoing portfolio supervision and rebalancing as changes in market conditions and client circumstances may require.

For non-discretionary asset management services, SPI monitors a client’s assets and provides recommendations as to a client’s asset allocation. A client is free at all times to accept or reject any investment recommendations and SPI shall implement its recommendations only upon obtaining client approval.

All employees providing investment advisory services & advice to clients must have passed the Series 65 or Series 7 and 66 securities examination administered by the Financial Industry Regulatory Authority. Equivalent Professional Designations such as CFP, CFA will also be considered.

As of 12/31/2011, Total Discretionary Accounts equal 775 with Assets Under Management of 118.2 Million. Secure Planning, Inc. currently has no Non-Discretionary Accounts.

SEI Asset Management Program

SPI maintains an agreement with SEI Investment Management Corporation, SEI Investments Distribution Company, and SEI Trust Company (collectively “SEI”) whereby SPI’s IARs may offer SEI’s asset allocation programs to clients.

IARs assist clients in selecting a specific and suitable allocation portfolio by discussing the various levels of risk and completing a questionnaire detailing their annual income, net worth, long-term goals, and objectives. SPI’s services may include:

- Educating clients as to various funds offered through SEI’s approved list of third party Mutual Funds, Individual Stocks and Bonds;
- Construct a customized asset allocation program from the approved list (noted above) to meet client investment objectives;
- Alternatively, select an SEI model portfolio if it better meets the needs of a client;
- Provide clients with a prospectus for each of the Mutual Funds selected and explain the rebalancing guidelines utilized in the management of a portfolio;
- Reinvesting all dividends and interest in accordance with the asset allocation policy;
- Notify clients at the time of signing an agreement that if quarterly rebalancing is suspended, rebalancing shall be done by SPI;
- Once a specific allocation is agreed upon, the IAR instructs SEI to purchase or sell no-load mutual funds pursuant to the investment objectives and rebalancing parameters selected by a client; and
- SEI shall serve as custodian and provides clients with account statements, quarterly performance reports and an annual tax report.

Trade PMR Asset Management Program

SPI maintains an agreement with Trade PMR, Inc., (“PMR”), an independent and unaffiliated Custodian for SPI. IARs may offer PMR’s asset allocation programs to clients whereby SPI recommends securities be purchased or sold through the facilities of PMR. PMR has partnered with First Clearing, LLC, a registered broker/dealer, to provided clearing and brokerage services for PMR.

IARs assist clients in selecting a specific and suitable allocation portfolio by discussing the various levels of risk and completing a questionnaire detailing their annual income, net worth, long-term goals, and objectives. SPI’s services may include:

- Educating clients as to various funds offered through PMR's approved list of third party Mutual Funds;
- Construct a customized asset allocation program from the approved list (noted above) to meet client investment objectives;
- Provide clients with a prospectus for each of the Mutual Funds selected and explain the rebalancing guidelines utilized in the management of a portfolio;
- Reinvesting all dividends and interest in accordance with the asset allocation policy;

- Notify clients at the time of signing an agreement that if quarterly rebalancing is suspended, rebalancing shall be done by SPI;
- Once a specific allocation is agreed upon, an IAR instructs PMR to purchase or sell mutual funds pursuant to the investment objectives and rebalancing parameters selected by a client; and
- PMR serves as custodian and provides clients with account statements, quarterly performance reports and an annual tax report; and

TD Ameritrade Asset Management Program

SPI maintains an agreement with TD Ameritrade Institutional Services ("TD") to provide asset allocation programs to clients.

SPI utilizes TD's asset allocation program on a limited bases and recommends this program only when a client's financial circumstances and investment suitability is appropriate.

By signing an Asset Management Program Account Agreement, a client directs SPI to initiate the instructions with TD.

SPI assist clients in selecting a specific and suitable allocation portfolio by discussing the various levels of risk and completing a questionnaire detailing a client's annual income, total net worth, tax bracket, risk tolerance and long term goals and objectives.

SPI's services may include:

- Educating clients as to various funds offered through TD's approved list of third party Mutual Funds;
- Construct a customized asset allocation program from the approved list (noted above) to meet client investment objectives;
- Provide clients with a prospectus for each of the Mutual Funds selected and explain the rebalancing guidelines utilized in the management of a portfolio;
- Reinvesting all dividends and interest in accordance with the asset allocation policy;
- Notify clients at the time of signing an agreement that if quarterly rebalancing is suspended, rebalancing shall be done by SPI;
- Once a specific allocation is agreed upon, SPI instructs PMR to purchase or sell mutual funds pursuant to the investment objectives and rebalancing parameters selected by a client; and
- TD serves as custodian and provides clients with account statements, quarterly performance reports and an annual tax report.

Financial Planning Services

SPI offers financial planning and consulting services for a fee. SPI's services are advisory in nature, with respect to the management of client's financial resources. Financial plans are based on the client's financial situation at the time the plan is presented and on financial information disclosed by a client to SPI.

Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy.

Past performance is in no way an indication of future performance. SPI cannot offer any guarantees or promises that the client's financial goals and objectives will be met.

Should a client's financial situation, goals, objectives, or needs change, the client must notify SPI promptly.

Financial planning and consulting arrangements may provide, but not limited to, the following:

- After an individual client analysis is conducted and a client approves SPI for its financial planning services, an IAR will conduct follow up meetings to collect additional information about the client's financial circumstances and objectives;
- Once client suitability and financial objectives information is reviewed and analyzed, a financial plan may be presented to the client;
- A client may act on SPI's recommendations by placing securities transactions with any brokerage firm the client determines and is under no obligation to act on SPI's financial planning recommendations; and
- Should a client act on any of SPI's recommendation, there is no obligation to implement the financial plan through SPI.

ITEM 5 – Fees and Compensation

The following section describes the fee structures for each asset management program including:

- The basic fee schedule;
- How fees are charged;
- Whether fees are negotiable, when fees are payable, and how fees are refunded if pay applicable;
- Whether the annual fee (depending on a chosen selected Asset Allocation Program) is billed monthly or quarterly in arrears based on the asset value on the last trading day of the month or the average daily balance; and
- The annualized fees for discretionary and non-discretionary asset management services are based on the following blended tiered fee schedule:

<u>Assets Under Management</u>	<u>Maximum Annual Advisory Rate</u>
First \$500,000	1.50%
Next \$500,000	1.00%
Next \$1,000,000	0.85%
Next \$3,000,000	0.75%
Next \$2,000,000	0.65%
Over \$7,000,000	0.55%

At SPI's sole discretion, fees may be negotiated for certain client accounts depending on factors such as:

- Amount of assets under management;
- Range of investments, and complexity of the client's financial circumstances, among others;
- Family accounts of a client's same household to be aggregated for purposes of determining an advisory fee. This consolidation practice allows the benefit of an increased asset base total resulting in a reduced advisory fee;
- SPI family and friends may be allowed negotiated reduced fees; and
- Large person accounts, institutional accounts, non-profit accounts, and various other factors if approved by SPI.

Asset Management Fees for SEI Program

- SPI quarterly fees are calculated based on last day of quarter account value and paid in arrears;
- Fees and expenses are described in each fund's or variable product's prospectus;
- Fees may include a management fee, other fund expenses, and a distribution fee;
- A client may pay an initial or deferred sales or surrender charge;
- A client could invest in these products directly, without the services of SPI, however a client would not receive the customized and management services provided by SPI;
- A client should review both the fees charged by the program sponsor and advisory fees charged by SPI. When invested in mutual funds or money market funds, clients are essentially paying two management fees, one to SPI and the other to the manager of the mutual fund or money market fund;
- The initial quarterly fee is assessed by pro-rating from the date of inception during the present quarter;
- In calculating the initial quarterly fee, SPI considers the inception date to be the date(s) an account's assets first becomes available for SPI to manage;
- SPI shall not allocate and invest assets until a substantial portion of client assets are transferred and received by SEI custodian. To reduce transaction cost, client funds are invested into a money market fund until a substantial portion is transferred; and
- If a client requests the entire assets to be invested as received it will be done upon their individual request.

When a client closes an account, SEI shall:

- Charge an account closure fee of \$75.00;
- Redeem the fee from the client's money market funds; or
- In the event a client does not have a money market fund, SPI must provide standing instructions regarding which fund to redeem payment from; and
- Clients may terminate their relationship upon written notice

Clients in the SEI program shall authorize fees to be paid by “direct debit” from a client’s account. However, SPI is willing to manage a client’s account if a client request to pay SPI’s fees directly.

Asset Management Fees for Trade PMR Program

- SPI quarterly fees are calculated based on the average daily account balance as of the last day of each month and paid monthly or quarterly in arrears;
- Fees and expenses are described in each fund’s or variable product’s prospectus;
- Fees may include a management fee, other fund expenses, and a distribution fee;
- A client may pay an initial or deferred sales or surrender charge;
- A client could invest in these products directly, without the services of SPI, however a client would not receive the customized and management services provided by SPI;
- A client should review both the fees charged by the program sponsor and advisory fees charged by SPI. When invested in mutual funds or money market funds, clients are essentially paying two management fees, one to SPI and the other to the manager of the mutual fund or money market fund;
- The initial quarterly fee is assessed by pro-rating from the date of inception during the present quarter;
- In calculating the initial quarterly fee, SPI considers the inception date to be the date(s) an account’s assets first becomes available for SPI to manage;
- SPI shall not allocate and invest assets until a substantial portion of client assets are transferred and received by PMR’s custodian. To reduce transaction cost, client funds are invested into a money market fund until a substantial portion is transferred;
- If a client request the entire assets to be invested as received it will be done upon their individual request; and
- Clients may terminate their relationship with SPI once notice is given in writing.

Clients in the PMR program shall authorize fees to be paid by “direct debit” from a client’s account. However, SPI is willing to manage a client’s account if a client request to pay SPI’s fees directly.

Asset Management Fees for TD Ameritrade Program

- SPI quarterly fees are calculated based on the value of the account as of the last day of each month and paid monthly in arrears;
- Fees may include a management fee, other fund expenses, and a distribution fee;
- A client could invest in these products directly, without the services of SPI, however a client would not receive the customized and management services provided by SPI;
- A client should review both the fees charged by the program sponsor and advisory fees charged by SPI. When invested in mutual funds or money market funds, clients are essentially paying two management fees, one to SPI and the other to the manager of the mutual fund or money market fund;

- The initial monthly fee is assessed by pro-rating from the date of inception during the present month;
- In calculating the initial monthly fee, SPI considers the inception date to be the date(s) an account's assets first becomes available for SPI to manage;
- SPI shall not allocate and invest assets until a substantial portion of client assets are transferred and received by TD's custodian. To reduce transaction cost, client funds are invested into a money market fund until a substantial portion is transferred;
- If a client request the entire assets to be invested as received it will be done upon their individual request; and
- Clients may terminate their relationship with SPI once notice is given in writing.

SPI will send clients a "Fee Notification" stating the fees due and the client has the option to have fees debited from account.

Financial Planning Fees

- SPI charges a negotiable hourly fee ranging from \$150 to \$500 depending on the scope and complexity of the plan, the client's situation, and/or the client's objectives;
- An estimate of the total time/cost will be determined at the start of the advisory relationship;
- SPI requires that financial planning fees be paid in Advance; and
- In certain circumstances, other paying arrangements may be negotiated.

Under no circumstances will SPI require prepayment of a fee more than 6 months in advance and in excess of \$1200, as services will be rendered within six months of the date of contract.

ITEM 6 – Performance-Based Fees and Side-by-Side Management

SPI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) OR engage in Side-by-Side Management.

ITEM 7 – Types of Clients

SPI and its IARs provide investment advice to a variety of clients including individuals, trusts, estates, charitable organizations, pension and profit sharing plans and corporations. The majority of SPI's advisory services include recommending asset allocation programs as noted in Item 4.

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

- SPI uses the Modern Portfolio Theory and Efficient Market Philosophy to create and manage portfolios;
- These portfolios are rebalanced on a quarterly basis;

- SPI may make the asset allocation based on the conditions of the economy or market;
- To obtain this information, SPI uses software that allows SPI to review different asset classes, the performance of specific funds and widely accepted indexes going back for fifteen years or longer; and
- The internet, financial newspapers, and magazines are used as resources as well as research material, annual reports and filings with the Securities and Exchange Commission.

Risk of Loss

- Various types of investment strategies involve varying degrees of risk; and
- Past performance may not be indicative of future results. Therefore, it should not be assumed that future performance of any specific investment or investment strategy will be profitable.

ITEM 9 – Disciplinary Information

SPI has no information applicable to this Item.

ITEM 10 – Other Financial Industry Activities & Affiliations

SPI is a licensed Insurance Agency

- IARs of SPI may be licensed to sell insurance products through SPI to advisory clients;
- These individuals will receive customary commissions as a result of selling insurance as well as advisory fees for providing investment advice through SPI;
- Insurance commissions and advisory fees are separate and apart from the fees charged by SPI; and
- Clients are under no contractual obligations, to purchase insurance products or receive investment advice through these associated persons in their separate capacities as insurance agents and/or IARs of SPI.

SPI is a Registered Broker/Dealer and member FINRA/SIPC

- SPI is under common control and ownership as a registered securities broker-dealer and a member of FINRA and the SIPC;
- As an introducing broker, SPI engages in retail securities transactions, along with certain other activities normally associated with a broker dealer;
- IARs of SPI may also be Registered Representatives of SPI, the broker dealer, and place transactions through SPI;

- If securities products offered by SPI are purchased through the Registered Representative of SPI, normal commissions and fees would be earned; thus a conflict of interest may exist between their interests and those of advisory clients;
- Clients are under no obligation to purchase products recommended by IARs or to purchase products through SPI; and
- Commissions and advisory fees are separate and apart from the fees charged by SPI

ITEM 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

- SPI has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of SPI;
- The Code of Ethics governs personal trading by each SPI employee deemed to be an Access Person;
- Ensures that securities transactions effected by Access Persons are conducted in a manner that avoids any actual or potential conflicts of interest between such persons, our clients or SPI affiliates;
- SPI collects and maintains records of securities holdings and securities transactions executed by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest; and
- SPI shall provide a copy to any client or prospective client upon request.

Participation or Interest in Client Transactions and Personal Trading

- SPI or related persons of SPI may buy or sell securities that are recommended to its clients or securities in which its clients are invested. This presents a conflict of interest. To mitigate this conflict, SPI requires that related persons of SPI shall not have trading priority over any client account in the purchase or sale of securities. SPI monitors such conflict through its review of employee personal trading activities as noted above (Code of Ethics)

ITEM 12 – Brokerage Practices

- SPI does not have the discretionary authority to select various brokers used for client transactions, nor the ability to determine the commission rates to be paid;
- Clients may direct SPI to use a particular broker for all trades;
- SPI will assist a client develop a brokerage relationship with a selected Asset Management Program (SEI, PMR or TD) as noted above in Item 4;
- While there is no direct affiliation with SPI, these Asset Allocation Programs provide substantial back office support to SPI which may not be received if SPI did not have an established relationship with each program;

- Since SPI participates in the PMR program, various clients will have, First Clearing, LLC., an affiliate broker/dealer of PMR, provide clearing and brokerage services for their accounts; and
- As part of these Asset Allocation Programs, SPI receives economic benefits that it would not receive if it did not execute investment advice through each program. (Refer to Item 14 below for a description of the economic benefits received for executing investment advice through each Asset Allocation Program.)

ITEM 13 – Review of Accounts

- Account reviews are conducted at least quarterly for advisory clients;
- Reviews are conducted for the purpose of evaluating, reporting, rebalancing, and implementing the investment objective of each client;
- Client accounts may be reviewed more often depending on market conditions;
- The assets may be re-allocated to keep the portfolio allocation consistent with the client's investment objectives;
- Accounts are reviewed by the IAR assigned to the client account;
- Clients must notify SPI and the IAR assigned to the account if material or adverse changes occur in his/her personal financial situation that might affect the account;
- Asset Allocation Accounts are re-balanced on a quarterly basis and re-optimized when deemed necessary by the Advisor or by third-party advisor for those participating in the Asset Management Program; and
- Re-balancing is accomplished by reallocating assets to original asset targets and re-optimizing involves setting new target asset category percentages.

ITEM 14 – Client Referrals and Other Compensation

- IARs of SPI are registered representatives and can effect transactions in securities and investment company products for their clients and earn compensation for these activities;
- Compensation may include commissions and/or 12b-1 fees for the sale of investment company products;
- IARs in their separate capacities as Insurance Agents and/or Registered Representatives, may sell insurance products and/or execute securities transactions on behalf of clients. Therefore additional compensation on the sale of such products in the form of commissions are received; and
- This form of compensation is separate and distinct from fees charged by SPI for advisory services.

Economic Benefits as Other Compensation

- As indicated under Item 12, SPI utilizes the services of various Asset Allocation Programs sponsored by SEI, PMR and TD;

- Although SPI and the advisory services provided by SPI are entirely independent, SPI receives economic benefits from each program which may not be received if SPI did not have an established relationship with each Program;
- These benefits may include:
 1. Personnel dedicated to assist SPI in servicing clients' accounts, educational and marketing materials;
 2. Trading desk that services SPI clients;
 3. Dedicated service group and an account services manager dedicated to SPI's accounts, access to a real-time order matching system, ability to "block trade", electronic download of trades, balances and positions in SPI's portfolio management software, access to an electronic interface with each Asset Allocation Program's software;
 4. Provide client statements, confirmations and year-end summaries;
 5. Ability to have advisory fees directly debited from client accounts;
 6. Quarterly newsletters and access to each program's mutual funds; and
 7. Electronic download of trades, balances and positions in portfolio management software

NOTE: These benefits do not depend on the amount of assets directed by SPI to each Asset Allocation Program

ITEM 15 – Custody

- SPI provides investment advisory but will not provide custodial or other administrative services;
- SPI will not accept or maintain custody of a client's funds or securities except for authorized fee deduction;
- Clients are responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer; and Advisory fees are separate and distinct from the custodian and transaction fees.

ITEM 16 – Investment Discretion

See Item 4

ITEM 17 – Voting Client Securities

- SPI will not vote, nor advise clients how to vote proxies for securities held in client accounts;
- The client clearly keeps the authority and responsibility for the voting of proxies; and
- SPI cannot give any advice or take any action with respect to the voting of client proxies.

ITEM 18- Financial Information

Not Applicable because:

- SPI does not have custody of client funds and securities;
- Does not require prepayment of fees more than \$1,200 per client, 6 months or more in advance; and
- Is an insurance agency