
Item 1 – Cover Page



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March 1, 2012

This Brochure provides information about the qualifications and business practices of Plan Financial (“Adviser”). If you have any questions about the contents of this Brochure, please contact us at the above number. 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.

Plan Financial is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Plan Financial also is available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 3 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 1, 2011 is a new document prepared according to the SEC’s new requirements and rules.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Plan Financial’s clients or prospective clients may request a copy of our Brochure by calling 800/785-7526. Our Brochure is also available on our web site, www.planfinancial.com , also free of charge.

Additional information about Plan Financial is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Adviser who are registered, or are required to be registered as investment adviser representatives of Adviser.

Item 4 – Advisory Business

Plan Financial, a company of the Plan Life & Wealth Management, Inc. was founded in 1985 by company President and principal owner, John R. Hooper. Serving a wide variety of clients, Plan Financial offers various advisory services in four categories with all custodial and clearing services provided by a nonaffiliated custodian or broker-dealer:

- I. **Standard Investment Advisory Services** – Dynamically managed investment portfolios and strategies delivered through independent, style-specific institutional money managers.
- II. **Managed Accounts Program** – Specialist money managers managing individual portfolios of stocks or bonds based on a specific investment style.
- III. **Custom Asset Allocation Services** - Managed individual securities and/or mutual fund assets, allocated to investment classes to capitalize on market opportunities as they arise in order to better achieve the client's investment objectives.
- IV. **Financial Planning Services** - A broad variety of financial analyses to help meet the client's financial goals.

Program Descriptions

I. **Standard Investment Advisory Services**

Plan Financial offers an integrated system for aligning client assets and creating investment strategies that are designed to achieve specific goals. Under this program, the client's goals, priorities, and relevant risk factors are determined by means of an interview process and/or the completion of a questionnaire. An Investment Adviser Representative ("IAR") will then assist the client in selecting a mutual fund portfolio strategy that best addresses the risk and return requirements for each goal or group of goals. The investment strategies are implemented through independent, style-specific institutional money managers. A nonaffiliated custodian provides an additional level of oversight and has the responsibility to oversee the sub-advisers and recommend their hiring, termination and replacement.

II. Managed Accounts Program

Plan Financial offers a Managed Accounts Program. To participate in the Program, Plan Financial, a nonaffiliated custodian, and each client execute a tri-party agreement (hereinafter, a Managed Account Agreement) providing for the management of certain client assets in accordance with the terms thereof.

Pursuant to a Managed Account Agreement, the client appoints the Adviser as its investment adviser to assist the client in selecting an investment strategy, which would include a percentage of client assets, allocated to designated portfolios of separate securities (each, a Separate Account Portfolio) and may include a percentage of assets allocated to a portfolio of mutual funds. The custodian provides an additional level of oversight and has the responsibility to oversee the sub-advisers and recommend their hiring, termination and replacement.

III. Custom Asset Allocation Services

Under this service, the underlying asset classes of the client's portfolio will be dynamically managed by Plan Financial and may include individual securities, ETFs, and/or mutual funds. A dynamic process may involve adjustments to strategy weights, based on the market environment at a point in time. This process could include adding or eliminating certain asset classes or investment styles. The frequency of adjustment depends on perceived market opportunities. The objective is to capitalize on opportunities as they arise and to decrease risk while maintaining a given level of return.

IV. Financial Planning Services

Plan Financial offers a variety of financial analyses to help clients make informed decisions regarding their goals. Financial analyses may include advice on the following components:

- Financial Position
- Protection Planning
- Investment Planning
- Income Tax Planning
- Retirement Planning
- Estate Planning

Each analysis is tailored to address specific needs and objectives and will provide a detailed written analysis of the client's current situation and goals.

Assets Under Management

Plan Financial provides continuous and regular management services to securities portfolios on a discretionary basis only.

| | |
|--------------------------------|---------------------|
| | As of 12/31/2011 |
| Total assets under management: | \$81,600,000 |

Item 5 – Fees and Compensation

Fee Schedules

I. Standard Investment Advisory Services

| Assets Under Management | Annual Advisory Fee |
|--------------------------|------------------------|
| Up to \$1,000,000 | 1.00% |
| Next \$1,000,000 | .75% |
| Next \$2,000,000 | .50% |
| Next \$3,000,000 | .25% |
| Amounts over \$7,000,000 | .15% |

II. Managed Accounts Program

Advisory fees for the Managed Accounts Program are based on the investment advisory fee schedule shown above. The fees payable for Portfolio Management Services will be provided to the client at the time of the solicitation by delivering a copy of all relevant third party advisers' Form ADV Part II or equivalent disclosure document.

III. Custom Asset Allocation Services

| Assets Under Management | Annual Advisory Fee |
|---------------------------|------------------------|
| Up to \$1,000,000 | 1.50% |
| Next \$1,000,000 | 1.25% |
| Next \$1,000,000 | 1.00% |
| Next \$2,000,000 | .75% |
| Next \$2,000,000 | .50% |
| Next \$3,000,000 | .25% |
| Amounts over \$10,000,000 | .15% |

Fees begin accruing on the date all initial transactions have cleared and the related assets have been credited to the client's account at the custodian.

An independent nonaffiliated custodian separately maintains all client accounts.

The custodian of the client's account deducts fees. Prior to the deduction, the custodian notifies the client of the amount of the fee, the account's market value upon which the fee is based, and the manner in which the fee was calculated. Fees do not include mutual fund operating expenses. Clients may incur certain charges imposed by custodians such as wire transfer and electronic fund fees. Plan Financial shall not receive any portion of these fees and costs.

Item 12 describes the factors that Plan Financial considers in selecting or recommending custodians or broker-dealers for client transactions.

IV. Financial Planning Services

For its *financial planning services*, the client pays Plan Financial an hourly, fixed, or variable fee based upon the complexity of the client's financial circumstances and the analyses provided. The hourly fee will not exceed \$200/hr. The fixed fees range from \$145 to \$2,500 based on the services provided. The fee and the services to be provided will be quoted to and agreed upon by the client in advance.

Negotiated Fees

Exceptions to Plan Financial's fee schedules include: (a) accounts of employees of Plan Financial, which are offered discounted fees, (b) individual accounts, which may be aggregated for purposes of reducing the total fees charged, (c) accounts of charitable or religious institutions and their employees, which may be offered discounted fees and (d) investment

advisory and/or financial planning fees, which may be discounted or waived based on the time/effort required to service the client's account and/or on certain occasions where other compensation is received. (Item 10 describes these other business activities.) Fees charged by Plan Financial may be higher or lower than fees charged by other Investment Advisors providing similar services.

Termination of Advisory Agreements

The Advisory Agreements for the Standard Investment Advisory Services, the Managed Accounts Program and the Custom Asset Allocation Services continues until terminated by either party upon 30-days written notice.

Clients will be entitled to a prorated refund of collected and unearned advisory fees.

The financial planning agreement terminates upon presentation of the plan. The client may request a refund of any fees paid by returning the financial plan to Plan Financial or the advisor within 30 days after it was received or by giving written notice at any time before the plan is completed.

Item 6 – Performance-Based Fees and Side-By-Side Management

Plan Financial 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).

Item 7 – Types of Clients

Plan Financial generally provides portfolio management services to:

- Individuals and high net worth individuals
- Pension and profit sharing plans
- Corporations, trusts, and estates
- Charitable organizations, foundations, and endowments

Conditions for Managing Accounts

I. Standard Investment Advisory Services

A minimum initial investment of \$250,000 is generally required to open an account.

II. Managed Accounts and Custom Allocation Services

A minimum initial investment of \$750,000 is generally required to open an account.

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

Methods of Analysis

I. Standard Investment Advisory Services

The investment managers of the underlying mutual funds are selected by the custodian, which utilizes institutional investment management firms. The managers are monitored by the custodian to ensure their investment styles and performance remains consistent with the objectives of the mutual funds.

II. Managed Accounts Program

The investor appoints a nonaffiliated custodian to manage the assets in each Separate Account Portfolio in accordance with a strategy selected by the investor together with the Adviser. The custodian may delegate its responsibility for selecting particular securities to one or more portfolio managers.

III. Custom Asset Allocation Program

Various tools and resources are used by Plan Financial to analyze the market environment at a point in time. Based on the results of this process, adjustments to strategy weights, including the addition or elimination of certain asset classes or investment styles may be made.

Investment Strategies

I. Standard Investment Advisory Services

Once the client's goals, priorities, and relevant risk factors are determined, an Investment Advisor will recommend an investment strategy that best meets the objectives and risk characteristics of each goal or group of goals. The investment strategies are responsive to the inevitability of change. The interplay between

goals, potential changes in the goal requirements, and investment market performance create a dynamic process that allows for decisions and adjustments by both Plan Financial and the custodian.

II. Custom Asset Allocation Program

Based on the market environment at a point in time, Plan Financial will determine the appropriate allocation of funds to different asset classes. Adjustments to asset class weights may be made to capitalize on opportunities as they arise. The frequency of adjustments will depend on market opportunities.

Investing in securities involves risk of loss that clients should be prepared to bear. The likelihood of loss may be greater if you invest for a shorter period of time. Investors should carefully consider the investment objectives of the portfolio strategy.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Plan Financial or the integrity of Plan Financial's management. Plan Financial has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Principals and Investment Adviser Representatives ("IARs") of Plan Financial may be licensed as insurance agents and, as such, may recommend products offered by various insurance companies. Principals and IARs generally spend less than 20% of their time on these activities.

Principals and IARs of Plan Financial may be associated with various insurance companies as agents and may recommend insurance products offered by these companies. If the client purchases a product through these companies, Principals and Agents will receive the normal commissions. These products, however, will not be subject to advisory fees by Plan Financial. The client is under no obligation to act upon Plan Financial's or its agent's recommendation, or to purchase products through Plan Financial or any insurance company we represent.

Item 11 – Code of Ethics

Plan Financial has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Plan Financial must acknowledge the terms of the Code of Ethics annually, or as amended.

Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Plan Financial will not interfere with (a) making decisions in the best interest of advisory clients and (b) implementing such decisions while, at the same time, allowing officers, directors and employees to invest for their own accounts.

Plan Financial may, from time to time, invest its proprietary corporate funds in one or more mutual funds that correspond with a similar transaction made on behalf of clients.

Since all transactions in open-ended investment companies are executed at the same closing net asset value for all participants, outside clients are not adversely affected by these transactions. In the case of mutual funds, which limit the size of transactions they are willing to accept, or in the case of closed-end funds, client transactions always take precedence over proprietary account transactions.

Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Plan Financial and its clients.

Plan Financial's clients or prospective clients may request a copy of the firm's Code of Ethics by calling 800/785-7526.

Item 12 – Brokerage Practices

To eliminate transaction fees and charges for account custodial services, Plan Financial will normally invest Investment Advisory Services' account assets with investment companies that pay a portion of their management fee directly to Plan Financial's custodian, in recognition that the service costs for performing sub accounting or tax reporting services to individual clients, are being transferred from the investment companies to Plan

Financial's custodian. All such fees payable on fund positions managed by Plan Financial are earned and retained by the custodian, and never pass through to Plan Financial.

Plan Financial places Investment Advisory Services' portfolio selections. Plan Financial strives to obtain funds with the lowest available operating expense ratios taking into account the costs and promptness of executions. There is no agreement or commitment to place portfolios with any custodian or broker-dealer. Subject to the requirement of seeking the best available prices and executions, Plan Financial may, in circumstances in which two or more broker-dealers are in a position to offer comparable prices and executions, give preference to broker-dealers that have provided investment research, statistical, and other related services to Plan Financial for the benefit of all advisory accounts.

Item 13 – Review of Accounts

Standard Investment Advisory Services, Managed Accounts Program, and Custom Asset Allocation Services - The client's Investment Advisor Representative ("IAR") will contact the client at least annually to review the client's account and the progress toward achieving the client's investment objectives, and be available during normal business hours for consultation with the client regarding the continuing suitability of the portfolio.

Plan Financial's operating staff review accounts on a daily basis to confirm trade orders, account transfers, and deposits/withdrawals.

Client's requests for an account review are given immediate attention by the appropriate officers and staff.

Financial Planning Services - All financial plans are reviewed and updated by the client's IAR as requested by the client.

Account Reports

Standard Investment Advisory Services, Managed Accounts Program, and Custom Asset Allocation Services – The custodian of the client's brokerage account provides reporting services including consolidated monthly statements, quarterly performance reports, and year-end tax reports.

Financial Planning Services - All applicable reports are provided upon completion of the fact-finding interview and presentation of the financial analyses requested by the client.

Item 14 – Client Referrals and Other Compensation

Registered investment advisers are required to disclose arrangements if someone who is not a client provides an economic benefit to us for providing advisory services to our clients, or for compensating any person for client referrals. Plan Financial has no such arrangements applicable to this Item.

Item 15 – Custody

Clients will receive at least quarterly statements from the custodian that holds and maintains client's investment assets and should carefully review those statements.

Item 16 – Investment Discretion

Plan Financial generally receives discretionary authority from the client in accordance with the Custody Agreement and the account application to manage securities accounts on behalf of clients. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Plan Financial observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to Plan Financial in writing.

Item 17 – Voting Client Securities

Plan Financial is committed to acting in the best interests of our clients. We view proxies of companies held by the portfolios as significant fund assets and proxy voting as an integral part of the overall investment process.

Our Proxy Voting Procedures and Principles summarize our views on various corporate governance proposals. Through the proxy voting process, we aim to protect the long-term financial interest of our clients.

Clients may obtain a copy of Plan Financial's proxy voting procedures and principles upon request. Clients may also obtain Plan Financial's proxy voting results.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Plan Financial's financial condition. Plan Financial has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.