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| This brochure provides information about the qualifications and business practices of Abacus Planning Group, Inc. If you have any questions about the contents, please contact Abacus at 803.933.0054 or Charlie Hammer, COO, at charlie@abacusplanninggroup.com. Neither The United States Securities and Exchange Commission nor any state securities authority approved the information in this brochure.

| Additional information about Abacus Planning Group, Inc. is available on the SEC website: www.adviserinfo.sec.gov. You may search this site by using a unique identifying number, known as a CRD number. Abacus's CRD number is 107994.



Table of contents

Item 4	Advisory business	3
Item 5	Fees and compensation	4
Item 6	Performance-based fees and side-by-side management	5
Item 7	Types of clients	5
Item 8	Methods of analysis, investment strategies and risk of loss	5
Item 9	Disciplinary information	6
Item 10	Other financial industry activities and affiliations	6
Item 11	Code of ethics, participation or interest in client transactions and personal trading	6
Item 12	Brokerage practices	7
Item 13	Review of accounts	8
Item 14	Client referrals and other compensation	8
Item 15	Custody	8
Item 16	Investment discretion	8
Item 17	Voting client securities	9
Item 18	Financial information	9
Item 19	Personnel providing investment advice	9



Item 4

Advisory business

Abacus Planning Group, Inc. (Abacus), founded in 1998, is a SEC-registered investment adviser headquartered in Columbia, South Carolina.

The investment advice provided by Abacus focuses solely on the individual needs of the client. Through conversations, collection of financial information and assessment questionnaires, Abacus documents a client's personal circumstances, individual objectives, risk tolerance, time horizons, liquidity needs, growth and income expectations, as well as income and estate tax considerations. When appropriate, Abacus also reviews a client's prior investment history.

Information gathered in this process guides the creation and management of the client's portfolio.

After establishing written investment policy guidelines and implementing the investment recommendations approved by the client, the Abacus investment team consistently reviews the portfolio using both manual and automated methods. The portfolio is rebalanced on an ongoing basis to consistently reflect the client's established guidelines.

Our investment recommendations are not limited to any specific product or service and will generally include advice regarding the following securities:

- | Exchange-listed securities
- | Exchange-traded funds
- | Securities traded over-the-counter
- | Foreign issuers
- | Corporate debt securities [other than commercial paper]
- | Hedge funds
- | Limited partnership interests
- | Municipal bonds
- | Mutual fund shares
- | United States governmental securities

Financial planning

Our financial planning services begin with a comprehensive financial plan. The financial plan will typically address the following areas:

Goal setting | Abacus documents a set of personalized financial objectives for each client through a series of open-ended questions and assessment tools.

Investment philosophy | Abacus educates each client as to its basic tenets of portfolio management. Abacus also presents each client with an initial analysis of his or her current portfolio.

Financial independence | Abacus creates long-term cash-flow projections, in order for each client to understand how much to save at the pre-retirement stage or how much can be spent each year if he or she is already financially independent. Abacus creates multiple "what-if" scenarios to make clients aware of how changes in the assumptions can impact their future financial security.

Education funding | Abacus projects the cost of educating children or grandchildren and suggests the most effective ways to fund these upcoming expenses.

Investment policy guidelines and recommendations | Abacus dovetails a client's investment plan with the client's goals through written investment policy guidelines and specific investment recommendations unique to each client.

Risk management review | Abacus evaluates a client's various insurance policies – from automobile to long-term care and life insurance. Abacus will comment on the quality and cost of the existing coverage as well, and where necessary, make recommendations for termination or additional coverage.

Income tax review | Abacus will review each client's income tax return and, in conjunction with the client's CPA, make income tax planning recommendations.

Estate planning review | Abacus examines each client's current estate plan to confirm it meets stated goals and family objectives. If changes are needed, we will work closely with the client's estate planning attorney and accountant to implement these changes. If a client needs to engage an attorney or accountant, we will assist in selecting the appropriate professional.

Portfolio reports | Clients are "walked through" the format of the Abacus portfolio report. This ensures each client is familiar with the presentation of the information and has a chance to ask questions to fully understand the regular reports.

Typically, the initial financial plan is completed and presented over the course of the first year of the advisory contract date. The Abacus team continually updates each client's planning component, to reflect changes within the client's financial life or external to the client such as changes to income or estate tax laws.



Amount of managed assets

As of 12/31/2011, we were actively managing \$652,022,426 of clients' assets on a discretionary basis.

Item 5

Fees and compensation

Financial planning fees

Abacus calculates the financial planning fee based on the nature of the services and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a written agreement.

The financial planning fee is an annual fee, ranging from \$6,000 to \$75,000 annually.

Portfolio management services fees

The annualized fee for investment advisory services is charged as a percentage of assets under management. Abacus determines the fee annually, according to the following schedule:

Assets under management	Annual fee
First \$2,000,000	.60% per year
\$2,000,000 but less than \$4,000,000	.50% per year
\$4,000,000 but less than \$10,000,000	.40% per year
More than \$10,000,000	.25% per year

If a client chooses to custody their investments other than at Schwab or TD Ameritrade, they are subject to an additional .10% fee. The minimum annual investment advisory fee is \$15,000, subject to the caveats in the grandfathering of minimum account requirements noted below.

General information

Termination of the Advisory Relationship | Either party may cancel a client agreement at any time, for any reason, upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded to the client. The amount to be refunded will be the fee actually paid less the portion of that fee earned to the date of termination.

Mutual Fund Fees | All fees paid to Abacus for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETF's to their shareholders. These fees and expenses are described in each fund's prospectus and will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Abacus will provide this analysis to each prospective client.

Additional Fees and Expenses | In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this brochure for additional information.

Grandfathering of Minimum Account Requirements | Pre-existing advisory clients are subject to Abacus's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

ERISA Accounts | Abacus is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Abacus only charges fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.

Advisory Fees in General | Clients should note that similar advisory services may be available from other registered investment advisers for similar or lower fees.

Limited Prepayment of Fees | Under no circumstances do we require or solicit payment of fees more than four months in advance of services rendered.

Abacus's advisory fees are not negotiable. Clients are typically billed three times per year in advance.



Item 6

Performance-based fees and side-by-side management

Abacus does not charge performance-based fees. Abacus does not receive any fees from any parties except our clients.

Item 7

Types of clients

Abacus provides advisory services to the following types of clients:

- High-net-worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations

Item 8

Methods of analysis, investment strategies and risk of loss

Methods of analysis

Abacus calculates the financial planning fee based on the nature of the services and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a written agreement.

Asset Allocation | Abacus focuses its time and talents on thinking through the optimal allocation of a client's investment portfolio among the vast opportunity set of asset classes including but not limited to US equities, international equities, emerging market stocks, real estate, commodities, bonds or cash. Abacus includes asset classes in a client's portfolio that it believes will improve the client's probability of achieving his or her goals at the appropriate risk level for that client. Abacus evaluates a wide variety of data from macro economic trends to current valuations of an asset class to set portfolio policy and adjust portfolio policy over time.

Manager selection | Abacus employs a number of strategies in selecting an execution strategy for investing in a specific investment class. In many instances, Abacus employs a passive strategy believing that a client is best served by a low-cost, low-income tax impact investment strategy. When Abacus believes a manager can bring either additional return or added risk control to the return of an asset class, it will assess the managers which meet a set of quantitative criteria, including risk-adjusted returns in comparison with peer managers, low-cost structure, sensitivity to income tax impact when executing the strategy, and longevity of manager executing strategy, among other factors. Abacus also evaluates a manager on a number of qualitative issues such as adherence to strategy during out of favor periods, firm culture, team longevity, ability to communicate a strategy effectively, and a history of consumer-friendly decisions such as closing a fund to new investors when appropriate.

Risks for all forms of analysis | Abacus is attune to the multiple risks that a client's portfolio may face including a) volatility risk, b) interest rate risk, c) risk associated with deflation or inflation, d) liquidity risk, e) the risk of increasing withdrawal demands during protracted negative returns in the markets, f) changing risk capacity of a client due to personal life changes, f) changing risk perception of a client due to emotional response to market changes, negative or positive or g) regulatory risk. Abacus thinks carefully about the proper asset allocation to mitigate each of these risks dependent on the unique goals and needs of each client.

Our portfolio analysis methods rely on the assumption that the mutual funds, ETFs, and debt instruments that we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment strategies

Abacus embraces the following asset management tenets in managing a client's portfolio:

- Allocate funds across asset classes for optimal risk-adjusted returns
- » 90% of Abacus investment recommendations are long-term, i.e., based on a three to five-year economic outlook.
- » 10% of Abacus investment recommendations are short-term or tactical in nature, i.e., based on unusual short-term valuations or opportunities in the markets with an expected holding period of less than 18 months.
- Diversify extensively across multiple asset classes, managers, and time periods for optimal risk-adjusted returns.
- Employ portfolio management tools to protect portfolios against downside volatility.
- Insulate the portfolio against a variety of future economic scenarios, especially unexpected inflation or deflation, through edging techniques and other strategies.
- Execute and follow written investment policy guidelines.
- Seek opportunities to globalize the portfolio holdings across all asset classes.
- Seek broad exposure to non-traditional investments such as real estate, venture capital, or commodities.
- Employ low- cost investment products as a bottom-line strategy for increasing returns.
- Rebalance the portfolio methodically to the investment policy guideline asset allocation targets.
- Manage clients' decision-making behaviors for successful portfolio outcomes.



Item 9

Disciplinary information

Abacus and the management personnel of Abacus have no disciplinary events to disclose.

Item 10

Other financial industry activities and affiliations

The principal shareholder of Abacus has an ownership interest in National Advisors Trust Company of Overland Park, Kansas – a firm created to provide trust and custodial services to independent advisors. This ownership interest is less than 1% of National Advisors Trust Company and is immaterial to the net worth of the Abacus shareholder.

Our firm and our related persons are not engaged in any other financial industry activities and have no other industry affiliations.

Item 11

Code of ethics, participation or interest in client transactions and personal training

The Code of Ethics adopted by Abacus demands high ethical standards of business conduct by our employees and careful compliance with applicable federal securities laws.

Abacus believes we have a duty to our clients to be loyal, fair, and act in good faith. Abacus accepts the obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that form its foundation.

Our Code of Ethics includes policies and procedures for the review of monthly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. It requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The code also incorporates oversight, enforcement, and recordkeeping provisions.

Abacus's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to charlie@abacusplanninggroup.com, or by calling 803-933-0054.

Abacus is the managing partner of Terrum Real Estate Partnership I, LP, Terrum Royalty Fund, LP and Tyche Opportunity Fund I, LP. As General Partner of these limited partnerships, Abacus has primary responsibility for investment management and administrative matters, such as accounting, tax and periodic reporting pertaining to the limited partnership. Abacus and our members, officers and employees will devote to the limited partnerships as much time as we deem necessary and appropriate to manage the limited partnership's business. Abacus and our affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the limited partnerships and/or may involve substantial time and resources of our firm. Potentially, such activities could be viewed as creating a conflict of interest in the time and effort of our management personnel and employees will not be devoted exclusively to the business of the limited partnerships, but could be allocated between the business of the limited partnerships and our other business activities.

The limited partnerships are not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to entities whose securities are not publicly offered. Abacus manages the limited partnerships on a discretionary basis in accordance with the terms and conditions of the limited partnerships' offering and organizational documents.

Clients who invest in these limited partnerships are not charged any additional advisory fees.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (1) making decisions in the best interest of advisory clients and (2) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

Code of ethics continues next page



No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
 No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
 It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
 Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
 Abacus has established procedures for the maintenance of all required books and records.
 All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
 Abacus requires delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
 Abacus has established policies requiring the reporting of Code of Ethics violations to our senior management.
 Any individual who violates any of the above restrictions may be subject to termination.

Item 12

Brokerage practices

Abacus recommends that all clients establish brokerage accounts with either the Schwab Institutional division of Charles Schwab & Company, Inc. (Schwab) or TD Ameritrade Institutional (TD Ameritrade), both FINRA registered broker-dealers, and SIPC members, to maintain custody of the client's assets and to effect trades for their accounts. Although we recommend these two custodians for operational efficiencies, it is the client's decision to custody assets with Schwab or TD Ameritrade. If a client chooses to custody their assets with another broker-dealer, the client is subject to additional fees from Abacus. Abacus is independently owned and operated and not affiliated with Schwab or TD Ameritrade.

Schwab and TD Ameritrade provide Abacus with access to their institutional trading and custody services, which are typically not available to Schwab and TD Ameritrade retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them. These services are not contingent upon our firm committing to Schwab or TD Ameritrade any specific amount of business (such as assets in custody or trading commissions.)

Some of the services provided by Schwab and TD Ameritrade are beneficial to both the client and Abacus in managing and administering a client's account. Examples of these services include:

- trade executions
- trade confirmations and account statements
- custody
- research, pricing and other market data
- access to certain mutual funds and other investments normally only available to institutional investors
- facilitation of the payment of Abacus fees from a client's account

For our client accounts maintained in its custody, Schwab and TD Ameritrade generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related fees for securities trades that are executed through Schwab and TD Ameritrade.

Schwab and TD Ameritrade also make available to our firm other products and services intended to assist Abacus in managing and developing our business enterprise. These products and services may not directly benefit any specific client accounts, but generally may be used to service all or a substantial number of our client accounts, including accounts not maintained at Schwab or TD Ameritrade. These services may include:

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers
- educational events

In evaluating whether to recommend clients custody their assets at Schwab or TD Ameritrade, we may take into account the availability of some of the previously listed products and services and other arrangements as part of the total mix of factors we consider. This could create a conflict of interest.

Abacus believes the receipt of additional services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

In addition to Schwab and TD Ameritrade being recommended custodians for traditional investments, Abacus recommends National Advisors Trust Company of Overland Park, Kansas, to house non-traditional investments, such as limited partnerships. National Advisors Trust Company is typically compensated for their services based upon a charge to the client calculated as a percentage assets held in custody.



Item 13

Review of accounts

Portfolio management services

Reviews | While the underlying securities within Individual Portfolio Management Services accounts are continually monitored and rebalanced, accounts are reviewed three times per year. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by:

| Cheryl R. Holland, Principal
| X. Alexandra Chastain, Principal
| Charles B. Flowers, Portfolio Manager
| Andrew K. Jones, Portfolio Manager

Reports | In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, Abacus will normally provide portfolio performance reports three times per year summarizing account portfolio performance, asset allocation and portfolio balances.

Financial planning services

Reviews | While reviews may occur at different stages depending on the nature and particulars of each client, we typically review in detail and update each client's financial plan twice per year.

Reports | Abacus will typically create a comprehensive financial plan for each client in their first year with Abacus. The content of the each client's financial plan will vary according to the individual client's needs. Subsequent updates to the plan will be reported to the client in various formats and methods, as dictated by each client's individual circumstances.

Item 14

Client referrals and other compensation

Abacus does not engage solicitors or pay related or non-related persons for referring potential clients to our firm.

Abacus does not accept or allow our employees or related persons to accept any form of compensation, including cash, sales awards, or other prizes, from a non-client in connection with the advisory services we provide to our clients.

Item 15

Custody

Abacus previously disclosed in the "Fees and Compensation" section (Item 5) of this brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from the client's account. On at least a quarterly basis, but typically monthly, the custodian is required to send the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, Abacus strongly recommends clients carefully review their custodial statements to verify the accuracy of the fee calculation and any other transactions. Clients should contact us directly if they believe there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, Abacus also sends portfolio statements directly to our clients three times per year. Abacus urges our clients to carefully compare the information provided on these statements to insure portfolio values are correct and current.

Item 16

Investment discretion

All Abacus clients are required to provide discretionary asset management authorization allowing us to place trades in a client's account without contacting the client prior to each trade to obtain permission. Abacus's discretionary authority includes the ability, without contacting the client, to determine the security to buy or sell; and determine the amount of the security to buy or sell. This discretion is limited to the guidelines set forth in each client's investment policy guidelines which are signed by the client and the client's respective portfolio manager.



Item 17

Voting client securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Abacus welcomes client questions in making these decisions.

Item 18

Financial information

Under no circumstances does Abacus require or solicit payment of fees more than four months in advance of services rendered. Therefore, Abacus is not required to include a financial statement with this brochure.

Abacus has not been the subject of a bankruptcy petition at any time. Abacus has no additional financial condition to report that may cause a reasonable likelihood to impair our ability to meet our contractual obligations.

Item 19

Personnel providing investment advice

Cheryl R. Holland, CFP® received a Bachelor of Arts Degree in Economics, from Bryn Mawr College in 1980. She founded Abacus in 1998 and has served continually as president since. Ms. Holland consistently appears on top advisor lists such as Worth, Barron's, Medical Economics, AdvisorOne and Wealth Manager. During her leadership tenure, Abacus Planning Group was the recipient of the 2007 Charles Schwab Pacesetter IMPACT Award® for Innovation and Accelerated Growth. Ms. Holland is a member of the Bryn Mawr College Board of Trustees, serving as the chair of the Investment Committee for the Endowment. Ms. Holland is also a member of the American Bible Society Board of Trustees. She served as an appointed member of the Schwab Institutional Advisory Board, the Schwab Institutional Technology and Operations Advisory Board and the TIAA-CREF Board of Financial Advisors. She is a current member of the Park Street Capital VI and VII Advisory Board and Mineral Acquisition Partners Advisory Committee. Locally, she is a Vice-Chair of Clemson University College of Business and Behavioral Science Advisory Board, a former Elder at Shandon Presbyterian Church and serves as the Member at large for the CFA Society of South Carolina Board. Cheryl does not receive any income from her outside business interests nor does she have any reportable professional disciplinary actions.

Charles B. Flowers graduated from the University of the South (Sewanee) in 2001 with a B.A. degree in Economics. After graduation, Charles returned to his native home of Columbia, SC, and began work with Abacus Planning Group. As head of the Abacus Investment Team, Charles coordinates team strategy and research responsibilities and helps manage investment process and execution. As an Investment Advisor Charles works closely with clients and other Abacus team members on investment policy formulation, portfolio design and implementation, and performance reporting. Charles is currently a level 2 candidate for the Chartered Financial Analyst (CFA) designation. Charles has no outside business interests, receives no additional compensation outside of his Abacus paid compensation for services and he does not have any reportable professional disciplinary actions.

X. Alexandra Chastain, CFP® is a graduate of the University of South Carolina with a Bachelor of Business Administration Degree in Finance. Alex began her career with J.E. Wilson Advisors in Columbia, South Carolina and joined Abacus in 1998. Alex serves as the leader of Abacus's Financial Advisory Team which coordinates the creation, research and implementation of strategies and processes that enhance our client's overall wealth. Alex has no outside business interests, receives no additional compensation outside of her Abacus paid compensation for services and she does not have any reportable professional disciplinary actions.

Andrew Jones, CFP® is a 2006 graduate of Clemson University with a BS in Financial Management. He joined Abacus as an intern during the summer of 2006 and he returned to a full time position upon graduation in December, 2006. As a member of the Financial Advisory Team, Andrew works closely with clients to understand their goals in order to develop and implement a comprehensive financial plan to achieve those goals. As a member of the Investment Team, Andrew manages portfolio administration and assists the team with investment research and due diligence. Andrew has no outside business interests, receives no additional compensation outside of his Abacus paid compensation for services and he does not have any reportable professional disciplinary actions.

Stephen (Scotty) Scott, CFP® graduated from The University of North Carolina at Greensboro in 2002 with a BS in Business Administration and from Quincy University in 2004 with a Masters In Business Administration. Scotty earned the CFP® designation in 2007 and began working for Abacus Planning group in 2011. Scotty is a member of the Investment Team and works closely with the other advisors to assist in the implementation of the investment management process. Prior to joining Abacus, Scotty worked for Stearns Financial Services Group in Greensboro, NC. Scotty has no outside business interests, receives no additional compensation outside of his Abacus paid compensation for services and he does not have any reportable professional disciplinary actions.