



Item 1

FORM ADV PART 2A

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This brochure provides information about the qualifications and business practices of American Retirement Planning Group, Inc. If you have any questions about the contents of this brochure, please contact us at (800)530-8788. 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.

American Retirement Planning Group, Inc. is a Registered Investment Advisor. Registration with the United States Securities and Exchange Commission or any State Securities Authority does not imply a certain level of skill or training.

Additional information about American Retirement Planning Group, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2

MATERIAL CHANGES

There have been material changes since our last annual amendment, dated March 31, 2011, other than changes made to conform to the new disclosure requirements required under the new Part 2A of Form ADV.

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Item 4 Advisory Business Who We Are and The Advisory Services we Provide

American Retirement Planning Group, Inc. (ARPG) was formed over 20 years ago. The reason: We feel the need for knowledgeable investment advice and financial planning is critical to accomplish your goals. When you are preparing for your retirement and need to invest funds, investing with a proven methodology and doing proper financial planning can make a remarkable difference in your financial future.

ARPG offers many fee based money management programs (listed below) in which we use our in-house Tactical Asset Allocation Management Program. Tactical Asset Allocation as defined by a Vanguard institutional research report is “a dynamic strategy that actively adjusts a portfolio strategic asset allocation based on short-term market forecasts”. You can use Tactical Asset Allocation on any investment account that has a variety of investment choices. Why Tactical Asset Allocation? In a nutshell, we believe that there are times when you need to move your investments to the sidelines and keep them in more conservative investments, like money market accounts. Tactical Allocation helps us identify when to reallocate your funds. We will work with all investments, mutual funds, annuities, stocks, bonds and insurance.

ARPG tailors advisory services to individual needs and desires. You can place restrictions on securities or services.

ARPG is incorporated in the State of Nevada. Dwight A. Machael, ARPG’s founder is the senior shareholder with 95% of the stock, along with Heather Light, who functions as the senior administrative bookkeeper for ARPG, who has 5% of the shares. No one outside the company owns stock and there are no subsidiaries of the company.

We have been an SEC or State Investment Advisor since 1991. As of 02/06/12 ARPG manages \$58,645,920.00 on a discretionary basis and \$4,176,400.00 on a non-discretionary basis.

Next is a list of five advisory services that we offer. Many of our clients use more than one advisory service.

A. Investment Management Services Program (IMSP)

We offer the Investment Management Services Program (IMSP) which provides comprehensive investment management of your assets through the application of our tactical asset allocation, as well as the provision of execution, clearing and custodial services through Pershing, LLC.

IMSP provides risk tolerance assessment, and portfolio optimization, and/or discussions that we have together regarding among other things, investment objective, risk tolerance, investment time horizon, account restrictions, and overall financial situation, we construct a portfolio of investments for you. This portfolio may consist of mutual funds, exchange traded funds, equities, options, debt securities, variable life, and/or variable annuity sub-accounts (certain restrictions may apply) or other investments.

Each portfolio is designed to meet your individual needs, stated goals and objectives. Additionally, you have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

IMSP is offered as a discretionary account, where ARPG is authorized to manage all trades in the account without seeking your consent for each transaction.

For further IMSP details, please see the IMSP Program Agreement. We provide this agreement to you prior to or concurrent with your enrollment in IMSP. Please read it thoroughly before investing.

B. 401k Plus

ARPG has a financial planning program called 401(K) Plus. This program is for individuals who participate in a retirement plan where they work, where they have to choose from different mutual funds or variable annuity separate accounts. These plans are normally called 401(k), 403(b), 457 Profit Sharing Plans, and Simple IRA's. You will provide us with their investment options, and ARPG will notify you by e-mail, phone or letter when we think you should change the 401(k) asset allocation.

What is the Investment objective and style for 401(k) Plus? Because these are retirement funds, we will have an objective for accounts of growth or growth income. Investors who want a more aggressive objective will not be selected for 401(k) Plus. Investment style of management will be of Tactical Asset Allocation.

What other services are provided with the 401K Plus

1. Each 401(k) client will receive a free analysis of all their investments to help ensure investments are coordinated into one concise investment allocation and objective. This coordinates your 401(k) to your total assets. If you choose, you may have your other assets managed the same way as your 401(k) in our other managed account programs as described in our brochure ADV Part 2A.
2. If you are within 5 years of retirement, you will receive retirement income analysis to better help you project your retirement income the day you retire.
3. IRA rollovers are provided for individuals who leave their existing employer or retire. We will explain how the IRA rollover works and your different options. After the retirement plan is rolled over to the IRA we will continue to manage your assets the same way as our 401(k) Plus Program.

Who has my assets? When they are under our financial planning 401(k) Plus Program, your retirement account is held by a Trust Company, or Insurance Company.

How much control do you have on my assets? You have complete control of your 401(k). We will notify you to make the changes we recommend. Upon signing a Financial Planning Agreement with ARPG you will tell us how to communicate with you, either by e-mail, phone, or send a letter on fund switches. We do not have authorization to place funds in your account or withdraw funds. However, we can assist you with the proper paperwork to service your account.

If I am not happy, how do I terminate our agreement? At any time you can call, write, or fax us to terminate. We will assist you in any way.

C. SupervisionPlus

SuperVisionPlus is for individuals who are implementing a retirement financial plan where the chosen accounts have investment choices. An example of these investments are Mutual Funds (family of funds), Variable Annuity Separate Accounts (funds within a variable annuity), Variable Life Separate Accounts (funds within a variable life contract), or Index Annuity Options (investment options within a fixed annuity). These plans can also be IRA's, SEP/IRA's, Roth IRA's, Simple IRA's, ERISA Qualified Annuities, Non-Qualified Annuities (after tax monies), Non-qualified Variable Life Insurance, or Mutual Funds. The primary service of SuperVisionPlus is Tactical Asset Allocation, re-balancing, and asset protection of your financial investments to help you meet your retirement plans investment goals, and objectives.

The investment objective and style for SuperVisionPlus will be either growth or growth income. Investors who want a more aggressive objective will not be selected for SuperVisionPlus. Investment style will be a Tactical Asset Allocation.

ARPG will direct the investment and reinvestment of the assets in the Account(s) in accordance with the information provided by you. ARPG will execute a copy of the agreement acknowledging receipt of same and agreeing to manage account investments on a discretionary basis in accordance with your investment objectives. We will be available to you on an ongoing basis to consult with you regarding your account and any changes in your financial circumstances or investment objectives.

Other Services

- 1. As a SuperVisionPlus client, you can request and receive a free analysis of all your investments to help ensure investments are coordinated into one concise investment allocation and objective. This coordinates all your investments to your total assets. If you choose, you may have your other assets allocated the same way as your SuperVisionPlus in our other advisory programs. If your situation is more complex, we will provide you with a complete financial plan.**
- 2. If you are within 5 years of retirement, you will receive retirement income analysis to better help you project your retirement income the day that you retire.**
- 3. IRA rollovers will be provided for individuals who leave their existing employer or retire. We will explain how the IRA rollover works and your different options after the retirement plan is rolled over to an IRA.**

When you are under our financial planning SuperVisionPlus Program, your investment accounts are held by a Trust Company, Insurance Company, Mutual Fund Company, or Pershing, LLC (brokerage). At no time is your investments custodian ARPG.

You have complete control of SuperVisionPlus. We do not have authorization to place funds in your account or withdraw funds. However, we can assist you with the proper paperwork to service your account.

If you decide to implement any of the recommendations through ARPG in any of the above listed capacities, you hereby consent to the above described conflicts of interest and to receipt by ARPG, its branch managers and its IARs of fees for providing financial planning services as provided herein. Additionally, you consent to the receipt by Adviser and its IARs of any sales commissions attributable to such transactions (as listed previously) as are generated by implementation of any recommendations.

You are under no obligation to act on the recommendations of the Adviser or its IARs. If you elect to act on any recommendations, you are under no obligation to affect any investment, insurance, real estate or securities transaction through Adviser or its IARs.

Termination of SuperVisionPlus

Any services provided to you in connection with the SuperVisionPlus financial planning service are indefinite from the date hereof. However, either party may terminate the SuperVisionPlus Agreement upon thirty (30) days' notice by registered mail to the address set forth herein except that you may terminate the Agreement without penalty within five business days of the date hereof. Upon termination, no refund will be made for services completed other than within the first five days of the date hereof.

D. Financial Consultation

Many times you need individual consultation which requires solving extraordinary problems and additional services not listed above. For these services an hourly fee will be charged. The maximum fee is \$175.00 an hour. You will be informed of any charges ahead of these consultations.

ARPG also consults on Life Insurance and Fixed Annuity programs on an hourly basis. You will be informed of any charges ahead of these consultations. No refund will be made after work has been completed. The maximum fee is \$175.00 an hour.

E. Retirement Plan Services

ARPG also provides Financial Planning Services in the form of consulting to sole proprietorships, partnerships, corporations and non-profit organizations on retirement plans where the plan recipients self-direct their own investments. These plans are normally defined contribution plans under Internal Revenue Services code Section 401(A)(K) or 403(b). ARPG is considered a fiduciary by ERISA when consulting on retirement plans. Listed below are the services that ARPG can provide to trustees and plan participants. Not all services are required on every plan, however, plan trustees and advisor may select some or all of the services below.

1. Selecting investment objectives for retirement plan.
2. Analyses of various retirement plans and cost of retirement plans.
3. Selection of retirement plan.
4. Help plan trustees select and interview plan administrators.
5. Help plan trustees select an investment committee.

6. Train investment committee members.
7. Present various mutual funds or variable annuity separate accounts to Investment committee members.
8. Once plan and investments have been selected, enroll participants in person.
Enrollment meeting will be conducted with participant and spouse if desired.
Enrollment meeting will:
 1. Set risk tolerance
 2. Select Portfolio
 3. Prepare paperwork for submission to administrator

Ongoing Services by Advisor

1. Meet with employees as needed (quarterly, semi-annually).
2. Review investments with plan trustees as needed.
3. Review and assist in resolving problems with plan administrator.
4. Review and assist in resolving plan design problems with plan administrator.
5. Conduct an annual meeting on the 401(k) with plan trustees and investment committee.
6. Assist terminated employees with IRA rollover options.
7. Assist new eligible employees with enrollment.
8. Provide an 800 phone number for employees to call ARPG for investment advice.

Item 5 Fees and Compensation – What We Charge For The Different Management Advisory Services

A. Investment Management Service Program (IMSP)

We offer IMSP as an account billed with separate advisory fees and transaction charges (“Non-Wrap Account”). As such, in addition to the quarterly account fee described below, you will also pay separate per-trade transaction charges.

You will pay a quarterly account fee, in advance, based upon the market value of the assets held in your account as of the last business day of the preceding calendar quarter. Your account fees are negotiable and will be debited from your account by our custodian. You will receive a full account fee refund in the event that you terminate your client agreement with us within five business days of signing. If you terminate after the first five days, the account fee will be credited back to you on a pro-rata basis for the unused portion of the quarter.

The Program offers an unbundled pricing structure. Please note that the same or similar services may be available elsewhere at a lower cost to you.

ADDENDUM: VARIABLE ANNUITY SUB-ACCOUNT ADVISORY SERVICES

Adviser’s Advisory Representative(s) utilizing the IMSP through Pershing, LLC may provide variable Annuity Sub-Account services. The Advisory Representative will obtain the

necessary financial data from you to assist you in determining suitability for investment in Program. The information provided by you will include a brief description of the investment objectives, guidelines and financial objectives for the Program VA(s). The Advisory Representative will be available to you on an on-going basis to monitor any changes in your financial circumstances or investment objectives.

You retain Adviser to manage the Program VA(s) through one of the following mechanisms:

VA PROGRAM COMPENSATION (IMSP Accounts)

As a participant in the VA Program, you shall pay Account Fees for Program VA(s) in the account. Program VA(s) is not assessed transaction fees since the reallocation of transactions are placed directly with the Variable Annuity sponsor. A portion of the Account Fees will be paid to UPFSA for its administrative services provided in sponsoring the Program.

In the event that the Advisory Representative received a selling commission with respect to any Program VA within two years of the date of this addendum, the Advisory Fee for the services described herein shall be offset. In order to determine the transactions subject to this fee exclusion, the Advisory Representatives and you will provide supporting documentation evidencing the actual date of purchase of Program VA(s) within the past two years.

Schedule of Account Fees

<u>Asset Size</u>	<u>Account Range</u>	<u>Fee</u>	<u>Total Client Fee</u>
	<u>Minimum</u>	<u>and</u>	
	<u>Maximum</u>		
\$50,000 - \$99,999.99	0.250%	- 2.50%	_____
\$100,000 - \$249,999.99	0.200%	- 2.30%	_____
\$250,000 - \$499,999.99	0.175%	- 2.05%	_____
\$500,000 - \$749,999.99	0.150%	- 1.80%	_____
\$750,000 - \$1,249,999.99	0.125%	- 1.55%	_____
\$50,000 - \$1,999,999.99	0.100%	- 1.30%	_____
\$2,000,000 - \$4,999,999.99	0.075%	- 1.05%	_____
\$5,000,000 - \$24,999,999.99	0.050%	- 1.05%	_____
Over \$25,000,000	0.025%	- 0.80%	_____

FEES ARE NEGOTIABLE AND MAY BE SET AT A REDUCED FEE FOR WHOLE ACCOUNT INSTEAD OF THE SCHEDULE ABOVE.

In addition, you may incur certain charges imposed by third parties other than Adviser in connection with Program VA(s); including but not limited to internal Variable Annuity sponsor fees, as well as 12b-1 or other distribution Fees (trail commissions) on certain underlying sub-accounts. In addition, there may be certain deferred sales charges on previously purchased variable annuities as well as IRA and Qualified Retirement Plan fees.

- B. 401k Plus Fees - What is the Fee?** Our financial planning fees are based on how often we need to meet. Other factors include your experience, the percent your 401(k)'s assets are to your net worth, the time to retirement, and the importance these assets have on your future retirement income. Here is our schedule.

<u>Quarterly Fee</u>	<u>Example of Service</u>
\$145.00	Notify when to make changes. Quarterly phone review, quarterly reports, annual meeting.
\$245.00	Notify when to make changes. Quarterly phone review, quarterly reports, semi-annual meetings.
\$445.00	Notify when to make changes. Quarterly reports, quarterly meetings.

How does the individual pay their fee for 401(k) Plus? Fees are billed quarterly in arrear. On some retirement plans fees may be deducted from the plan.

C. Supervision Plus Fees

For services provided on an ongoing basis, you shall pay an annual fixed fee mutually agreed upon and payable throughout the course of the year on a quarterly basis. Fees are billed quarterly in arrear. In some cases fees can be deducted from an account you choose. The quarterly fee is fixed and varies depending on services required, travel expense ect. Fee is not more than 1/2 -1% per year.

The fee may be adjusted on the anniversary date of each year. The services provided for the above fee will include, but not be limited to, a periodic in-depth financial analysis comprising your needs, allocation modeling and periodical re-optimization (at the discretion of the Advisor or specific request by you).

1. Additional Fees and Expenses:

Mutual fund investments in the programs that we offer were either purchased by you prior to our affiliation, or part of an existing retirement plan are no-load or load at NAV. Your mutual fund investments may be subject to early redemption fees, 12b-1 fees are in addition to the fees and expenses referenced above. Please review the mutual fund prospectus for full details.

2. Variable annuity companies generally impose internal fees and expenses on your variable annuity investment, including contingent deferred sales charges and early redemption fees. In

addition, variable annuity companies generally impose mortality charges of approximately 1.25% annually. These fees are in addition to the fees and expenses referenced above. Complete details of such internal expenses are specified and disclosed in each variable annuity company's prospectus. Please review the Variable Annuity prospectus for full details.

3. In addition to providing advisory services, our Advisory Representatives will likely also sell you securities products and other investment and insurance products in their capacity as registered representatives of UPFSA and as licensed insurance agents. We will receive additional compensation in connection with this activity and the amount of compensation will depend on the type of product purchased. We will have a greater financial incentive to sell certain products as opposed to others (for example, in the case of mutual funds, those that have a higher 12b-1 fee than others). You should be aware of the incentives we have to sell certain securities products and are encouraged to ask us about any conflict presented.

Please be aware that you are under no obligation to purchase products or services recommended by us or members of our firm in connection with providing you with any advisory service that we offer.

Complete details of such internal expenses are specified and disclosed in each variable annuity company's prospectus. Please review the Variable Annuity prospectus for full details.

D. Financial Consultation

The maximum hourly fee will be \$175.00 per hour. Fee is negotiable. You will be kept apprised of the fee or given a maximum fee before consultation. Fee will be paid after work is completed.

E. Retirement Plan Services

Compensation for the services above is normally paid by directing the plan's mutual fund or variable annuity commissions, or trail commissions, to the advisor. Many record keepers are now providing direct payment for services to advisor. Plan sponsor will be disclosed the commissions or fees paid to the advisor for services. If the commissions above are not sufficient to cover the services, advisor may received an hourly fee of \$175.00 per your for services. If hourly fees are charged, you will not be charged more than \$500.00, six months in advance. Before any hourly fee is charged, plan sponsor will approve the charge through the signing of your advisory agreement.

These service fees will never exceed .25% per quarter of the plans value. (1% per year)

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

Not applicable. We do not charge performance-based fees.

Item 7 Types of Clients and Minimum Investment For Each Advisory Services

ARPG deals with and provides investment advice to individuals, High Net Worth Individuals, Pension and Profit Sharing Plans.

Below are the recommended minimum investment amounts for each advisory service's provided. Many times ARPG may allow lower minimums because of your needs or total assets from all accounts exceed minimums.

A. Investment Management Service Program (IMSP)

\$10,000 or more initial investment

B. 401k Plus

None

C. Supervision Plus

None

D. Financial Consultation

Not Applicable

E. Retirement Plan Services

None

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

Methods of Analysis

When analyzing investments that may be right for you, we use both Fundamental and Technical Analysis. Fundamental Analysis is security analysis grounded in basic factors such as company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. Information such as interest rates, GNP, inflation and unemployment may be used to predict the direction of the economy and therefore the stock market. Technical Analysis is the practice of using statistics to determine trends in security prices and make or recommend investment decisions based on those trends. Technical Analysis focuses on matters such as trade volume, demand, and volatility to help determine the market forces at work on a certain security or on the securities market as a whole.

Once the Fundamental and Technical Analysis is completed we create a Tactical Asset Allocation strategy. We use Tactical Asset Allocation in all advisory accounts. Tactical Asset Allocation is a dynamic strategy that actually adjusts a portfolio's strategic asset allocation based on short-term market forecast. To determine the forecast ARPG monitors twenty indicators weekly, and determines what the asset allocation should be for your portfolio given your risk tolerance. For example, Tactical Asset Allocation in a major up trend of equities places a percentage of your asset allocations in equities. When equities are in a major down trend, Tactical Asset Allocation places that same allocation in a money market or short-term bond investment. Why? Because our investment strategy is to produce gains in value over the long-term avoiding large losses in portfolio value. This strategy sometimes creates more trading and more taxes or taxable events in non-qualified accounts (not a retirement account or IRA) than a buy-hold strategy.

We use individual stocks, bonds, exchange traded funds, mutual funds and money market accounts and insurance companies separate accounts. Each of these securities involves risk.

Associated Risks With Our Method of Analysis

When using Fundamental Analysis, we generally rely on, among other things, company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. Data we review is generally considered reliable but we can not guarantee nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to interpretation. Even if our data and interpretation of the data is correct, there may be other factors that determine the value of securities other than those considered in Fundamental Analysis.

When using Tactical Asset Allocation Analysis, we review indicators to determine trends in security prices and make our investment decisions based on those trends. This analysis may only be able to predict how an investment will perform short-term. In addition, this analysis does not take into account, the more fundamental properties of what an investment may be worth such as company performance and balance sheet variables which may play a part in determining the value of an investment.

When pursuing a long-term strategy, we are assuming the Financial Markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested will go down over time even if the overall Financial Markets advance. In addition, purchasing investments long-term may create an opportunity cost – “locking-up” assets that may be better utilized in the short-term in other investments.

Additional Security Type Risks

Stocks – Investing in stocks involves the assumption of risk including:

- **Financial Risk: which is the risk that the companies we recommend to you may perform poorly which will affect the price of your investment.**
- **Market Risk: which is the risk that the Stock Market will decline, decreasing the value of the securities we recommend to you with it.**
- **Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the stock.**
- **Political and Governmental Risk: which is the risk that the value of your investment may change with the introduction of new laws or regulations.**

Bonds – Investing in bonds involves the assumption of risk including:

- **Interest Rate Risk: which is the risk that the value of the bond investments we recommend to you will fall if interest rates rise.**
- **Call Risk: which is the risk that your bond investment will be called or purchased back from you when conditions are favorable to the bond issuer and unfavorable to you.**
- **Default Risk: which is the risk that the bond issuer may be unable to pay you the contractual interest or principal on the bond in a timely manner or at all.**

- **Inflation Risk:** which is the risk that the rate of price increases in the economy deteriorates the returns associated with the bond.

Mutual Funds – Investing in mutual funds involves the assumption of risk including:

- **Manager Risk:** which is the risk that an actively managed mutual fund’s investment adviser will fail to execute the fund’s stated investment strategy.
- **Market Risk:** which is the risk that the Stock Market will decline, decreasing the value of the securities contained within the mutual funds we recommend to you.
- **Industry Risk:** which is the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.
- **Inflation Risk:** which is the risk that the rate of price increases in the economy deteriorates the returns associated with the mutual fund.

Listed above are some of the primary risks associated with the way we recommend investments, please do not hesitate to contact us to discuss these risks and others in more detail.

Investing in securities involves risk of loss that you should be prepared to bear.

Item 9 Disciplinary Information

None

Item 10 Other Affiliations

American Retirement Planning Group, (“ARPG”) Dwight A. Machael, an IAR is, and future investment advisory representatives will also be, registered representatives offering securities through United Planners Financial Services of America (“United Planners”), a registered securities broker-dealer, member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Should clients implement recommendations through Advisory Representatives, Advisory Representatives may receive commissions in addition to the advisory fees. Commissions paid through United Planners may be higher or lower than at other broker/dealers. Additionally, account maintenance costs and transaction costs may be higher or lower at United Planners than at other broker/dealers. Clients are not obligated to implement recommendations through Advisory Representatives or through United Planners.

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

We have adopted a Code of Ethics (the “Code”) to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes our policies and procedures developed to protect your interests in relation to the following topics:

- . The duty at all times to place your interests first;
- . The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the Code and to avoid any actual or potential conflict of interest or any abuse of an employee’s position of trust and responsibility;
- . The fiduciary principle that information concerning the identity of your security holdings and financial circumstances are confidential; and the principle that independence in the investment decision-making process is paramount.

We will provide a copy of the Code to you or any prospective client upon request.

We may recommend securities to you or buy or sell securities for your account at or about the same time we may buy or sell the same securities in our own account. As such, there may be instances where our interests may appear to be placed ahead of yours. To mitigate this conflict, our firm policy prohibits us from receiving a better price on our order, if you and we invest in the same security on the same side of the market on the same day.

Item 12 Brokerage Practices

American Retirement Planning Group (“ARPG”) advisory representatives are registered representatives of United Planners, which necessitates United Planners keep and maintain certain records and perform other compliance functions in relation to the advisory activities of ARPG. These obligations require United Planners to coordinate with and have the cooperation of certain custodians and/or broker-dealers. Accordingly, United Planners has established a list of custodian or brokerage firms in which ARPG clients assets may be placed, and ARPG client custodial choices will be limited to that list.

Item 13 Review of Accounts

For management, securities are reviewed every business day by ARPG and if any changes are needed, they will be made that business day. Triggering factors include but are not limited to, the state of the markets, price momentum, relative strength, group relative strength, volume, accumulation, distributions, earnings and earnings potential. In the case of mutual funds, the funds are reviewed to see if they are meeting expectations on a basis of risk versus reward. The only reviewer is an authorized IAR of ARPG and is the sole decision maker for all financial accounts. When opening up the account and anytime thereafter, you can select quarterly or annual reviews. Because of your geographic location or time schedules, reviews can be in person, via teleconference or telephone.

For financial planning services, you can receive upon request an annual review and consultation. Such review and consultation will contain specific advice concerning the changes in your investments that we believe you should make and specific advice concerning the manner in

which you can make these changes. The only reviewer is an authorized IAR of ARPG. Again, because of your geographic location or time schedules, reviews can be done in person (preferred) or via teleconference or telephone.

Item 14 Client Referrals and Other Compensation

No one receives an economic benefit for client referrals.

Item 15 Custody

Not applicable, we do not maintain custody of your assets. When using brokerage accounts, your account assets are maintained at Pershing, LLC. Other custodian accounts under Supervision Plus and 401k Plus programs are listed in Items 4B and 4C.

Item 16 Investment Discretion

We may manage your accounts on a discretionary basis upon obtaining your consent. Your consent is typically granted and evidenced in your Client Agreement that you sign with us. We define discretion as: the ability to trade your account, without obtaining your prior consent, the securities and amount of securities to be bought or sold, and the timing of the purchase or sale. It does not extend to the withdrawal or transfer of your account funds.

Item 17 Voting Client Securities

We do not have the authority to vote proxies solicited by, or with respect to, the issuers of securities held in your account. Typically, proxy materials will be forwarded to you by our custodian. We will forward proxy materials that we may receive to you. Please contact us at any time with questions you may have regarding proxy solicitations.

Item 18 Financial Information

In certain circumstances our Advisory Representatives may use investment discretion in your account, subject to your approval. We are well capitalized in full compliance with applicable regulations and do not foresee any financial conditions that may impair our fulfillment of reasonable obligations or contractual commitments to you.

Item 19 State of Nevada – Registered Advisors

Listed below are the Investment Advisor Representatives who may provide advice on your advisory account with ARPG. Included is their education and business background.

Name: Dwight Alfred Machael

Date of Birth: December 25, 1948

Formal Education: Golden Gate University, San Francisco, California

- B.A., Management

Business Background:

- 1978-1982 Dean Witter (Reynolds)
Associate Vice President, Investments
- 1982-1989 Shearson Lehman Hutton

Regional Director-Retirement, Planning Consultant

1989-1991 Paine Webber

Divisional V.P.

- **1993 -1997 Linsco Private Ledger, Registered Principal.
American Retirement Planning Group, Inc., Investment Adviser Representative**
- **January 1997 to October 2005 SunAmerica Securities, Inc., Registered Principal
American Retirement Planning Group, Inc., Investment Adviser Representative**
- **October 31, 2005 to January 20, 2008 –AIG Financial Advisors, Inc. Registered Principal
American Retirement Planning Group, Inc., Investment Adviser Representative**
- **January 20, 2008 to February 22, 2012 – SagePoint Financial, Inc. Registered Principal
American Retirement Planning Group, Inc., Investment Advisor Representative**
- **February 22, 2012 to Present – United Planners Financial Services, Registered Principal
American Retirement Planning Group, Inc., Investment Advisor Representative**

The representative above is also Life and Annuity agent and engage in selling life, annuities, index, life and annuities, and long-term care and disability insurance to help you complete your financial planning objectives. Insurance agents generally receive commissions or hourly fees for these activities and IAR's spend less than 10% of their time in these activities.

Item 1

Form ADV Part 2B

Brochure Supplement

Dwight A. Machael

**American Retirement Planning Group, Inc.
6390 W. Cheyenne Ave., Suite B
Las Vegas, NV 89108
(800) 530-8788**

March 31, 2012

This brochure supplement provides information about Dwight A. Machael that supplements the American Retirement Planning Group, Inc. brochure. You should have received a copy of that brochure. Please contact Dwight A. Machael (800) 530-8788, the person listed on ADV Part 1 – Item 1.j, if you did not receive an American Retirement Planning Group brochure, or if you have any questions about the contents of this supplement.

Additional information about Dwight A. Machael is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2: Educational Background and Business Experience

Name: Dwight Alfred Machael

Date of Birth: December 25, 1948

Formal Education: Golden Gate University, San Francisco, California

- **B.A., Management**

Business Background:

- **1978-1982 Dean Witter (Reynolds)**
Associate Vice President, Investments
- **1982-1989 Shearson Lehman Hutton**
Regional Director-Retirement, Planning Consultant
- **1989-1991 Paine Webber**
Divisional V.P.
- **1993 -1997 Linsco Private Ledger, Registered Principal.**
American Retirement Planning Group, Inc., Investment Adviser Representative
- **January 1997 to October 2005 SunAmerica Securities, Inc.,**
Registered Principal
American Retirement Planning Group, Inc., Investment Adviser Representative
- **October 31, 2005 to January 20, 2008 –AIG Financial Advisors, Inc. Registered Principal**
American Retirement Planning Group, Inc., Investment Adviser Representative
- **January 20, 2008 to February 22, 2012 – SagePoint Financial, Inc. Registered Principal**
American Retirement Planning Group, Inc., Investment Adviser Representative
- **February 22, 2012 to Present – United Planners Financial Services Registered Principal**
American Retirement Planning Group, Inc. Investment Advisor Representative

Item 3: Disciplinary Information

Not applicable. There are no material disciplinary items to report.

You are invited to check FINRA BrokerCheck at www.finra.org/brokercheck where you may review further details on my or any broker's qualifications, past employment, disciplinary, regulatory or customer dispute history.

Item 4: Other Business Activities

Dwight A. Machael is also associated with United Planners Financial Services (United Planners) as a registered representative. United Planners is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a United Planners registered representative, Dwight A. Machael may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, variable annuities, variable life insurance, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Dwight A. Machael in this capacity, then he will receive commissions and related compensation, such as mutual fund service fees (12b-1 fees).

Dwight A. Machael is also a licensed insurance agent appointed with various insurance companies. As a licensed insurance agent, Dwight A. Machael may offer investment advisory clients the option to purchase insurance products. If a client purchases insurance products through Dwight A. Machael, he will receive commission and related compensation, such as insurance trail fees as a result of the sale.

United Planners is a Limited Partnership, in which, Dwight A. Machael is also a limited partner. Limited partners receive a percentage of United Planners' net profit on an annual basis. Dwight A. Machael may recommend products or services that produce more revenue for the firm and thus increase his annual profit distribution.

Dwight A. Machael makes every effort to recommend securities and insurance products that are most appropriate for the client, without consideration

of compensation arrangements. Clients are under no obligation to purchase recommended securities or insurance products through United Planners or Dwight A. Machael and may purchase such products through the broker-dealer or insurance agency of their choice.

Please be aware that you are under no obligation to purchase products or services recommended by me in connection with providing you with any advisory service that I offer.

Item 5: Additional Compensation

Other than commissions and other compensation from his affiliation with United Planners and insurance activities, as disclosed above in Item 4 above, Dwight A. Machael does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services.

Item 6: Supervision

As owner and principal executive officer of American Retirement Planning Group (“ARPG”), Dwight A. Machael has ultimate and direct supervisory responsibility over all personnel and functional areas of ARPG. Dwight A. Machael regularly reviews required reports and activities of ARPG and its personnel for compliance with applicable requirements. Dwight A. Machael may be reached through the contact information on the front of this brochure.

Item 7: Requirements for State-Registered Advisors

Not Applicable