

Firm Brochure
(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of AFR. If you have any questions about the contents of this brochure, please contact us at: 405-848-9826, or by email at: info@afRADVICE.com. 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.

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

3/31/2012

Material Changes**Annual Update**

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 405-848-9826 or by email at: info@afRADVICE.com

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ADVISORY BUSINESS

Firm Description

Access Financial Resources, Inc. ("AFR") was founded in 1991. AFR provides personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses.

Advice is provided through consultation with the client and an AFR investment adviser representative and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

AFR is mainly structured as a "fee-based" financial planning and investment management firm. To that end, AFR is in the business of providing objective advice regarding annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other investment/insurance vehicles for a fee, which is paid by the client to AFR. However, some clients are not interested in paying a fee to review and recommend annuity and other insurance products. As a result, some of AFR's investment adviser representatives are also licensed to sell certain insurance products through various insurance companies. As a result, a "fee-based" investment adviser representative may also be paid a commission from a non-client third-party in the event the client decides to purchase the recommended insurance product. This commission could be in addition to any fee paid by the client to AFR.

AFR also allows an investment adviser representative to be "fee-only." In that case, the "fee-only financial adviser representative" receives no commission, directly or indirectly, from the sale of any insurance product or security, and neither does AFR. Moreover, AFR does not directly or indirectly compensate any third party for client referrals.

Investment advice and management is an integral part of financial planning. Investment advice is provided in two ways:

1. **Non-Discretionary Authority.** Under this option, the adviser makes recommendations based upon the needs of the client under an investment policy statement or client suitability form. If such recommendations are accepted by the client, the adviser will then buy or sell the security in the account as directed by the client. The client is at all times at liberty to follow or disregard, wholly or partially, any information, recommendation, or advice given by the Adviser under this option.

2. **Discretionary Authority.** Under this option, the adviser will direct (or make recommendations with respect to) which securities to buy or sell in the account, subject to limitations a client may impose by notice in writing. This option allows the adviser, without prior consultation with the client, to buy or sell any security in the account, in the adviser's sole discretion.

Regardless of either option elected by the client, AFR does not act as a custodian of client assets, and the client always maintains asset control. AFR places trades for clients under a limited power of attorney.

As a general rule, a written evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement or an asset allocation sheet. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur, but are not necessarily communicated to the client, unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owners

Troy E. Jones owns 100% of AFR.

Types of Advisory Services

AFR provides investment supervisory services (also known as asset management services); manages investment advisory accounts not involving investment supervisory services; and furnishes investment advice through consultations.

On more than an occasional basis, AFR furnishes advice to clients on matters not involving securities, such as financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning. AFR does not provide timing services.

As of 3/31/2012, AFR manages approximately \$246,677,775 in assets for approximately 500 clients. Approximately \$198,927,014 is managed on a discretionary basis, and \$47,750,760.82 is managed on a non-discretionary basis.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system or the client binder. Investment policy statements are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

AFR may not assign an agreement without the prior consent of Client, if and to the extent that such consent is required under the Investment Advisers Act of 1940, if applicable, or the laws of the State of Oklahoma, if applicable, and their rules and regulations. In the event of an assignment by adviser, then the adviser would request written consent within a specified reasonable time (which would not be less than thirty days). If the client did not respond to the request within the time specified, the adviser would inform the client that the proposed assignee (the new adviser) will continue the advisory services for a specified reasonable time (which would not be less than thirty (30) days), and if the client did not respond to the second notice from the adviser, then the client's continued acceptance of investment management services from the proposed assignee (the new adviser) would constitute the client's consent to the assignment.

TYPES OF SERVICES

The following services through the advisory agreement define the typical client relationships.

Financial Planning Services

A financial plan is designed to help the client with all aspects of financial planning without ongoing investment management.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement

accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations. Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments. To that end, specific recommendations are provided as part of a financial plan. However, implementation of the recommendations is always at the discretion of the client.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. In the event that the client's situation is substantially different than disclosed at the initial meeting, a revised fee will be provided for mutual agreement. The client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

The fee for financial planning ranges from \$95 to \$300 per hour depending of the adviser and would be negotiable. The adviser will give an estimate regarding how many hours will be required to create and deliver the financial plan. There may be an initial start up fee, not to exceed \$500.00, for setting up a client's file. This is to defer the cost of incidentals such as multiple meetings, completing all necessary financial documentation, help with any necessary government forms, and any mandatory administrative needs that may arise.

After delivery of a financial plan, future face-to-face meetings or phone conversations may be scheduled as necessary for up to one month; otherwise, the adviser will take no further actions on your behalf or notify you of changes in the law, etc., unless you contact the adviser in the future and request the adviser to do so. Follow-up implementation work is billed separately at the per hourly rate agreed to in the agreement.

Investment Advisory Services

Most clients choose to have AFR manage their assets in order to obtain ongoing investment management. All aspects of the client's financial affairs are usually taken into account and reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, investment suggestions are made and implemented on an ongoing basis.

The scope of work and fee for an investment advisory services is provided to the client in writing prior to the start of the relationship. Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds. Moreover, stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades; however, AFR does not receive any compensation from fund companies or brokerage firms.

Investments may also include: equities (stocks), warrants, corporate debt securities, promissory notes, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships. However, initial public offerings (IPOs) are not available through AFR.

Termination of Agreement

The Client has a right to terminate the relationship for a complete refund of fees within five (5) business days of the Client's signing the agreement. Either party has the right to terminate the agreement at any time upon thirty (30) days written notice. In the event of termination, the Client is entitled to a prorated refund of any prepaid fees calculated from the effective date of

termination. Work requested to be completed by AFR after the effective termination date shall be billed at the hourly rate (minimum hourly rate is \$95.00 per hour) set forth in the agreement.

FEES AND COMPENSATION

Description

AFR bases its fees on a percentage of assets under management, hourly charges, commissions (annuities and insurance), and/or retainer. Some fees may be priced based on the complexity of work, especially when asset management is not the most significant part of the relationship. Financial plans are priced on an hourly basis, and the time spent is according to the degree of complexity associated with the client's situation. Fees are negotiable.

Fee Billing

Fees for financial plans are not billed in advance, but are billed throughout the financial planning process, with the balance due upon delivery of the financial plan.

Asset based fees for investment advisory services are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing, which is the default option in the agreement.

Net Market Value of Client Account	Maximum Annual Percent	Maximum Quarterly Percent
\$0 - \$100,000	2.0%	.50%
\$100,001 - \$200,000	1.5%	.375%
\$200,001 - \$500,000	1.0%	.25%
\$500,001 - \$1,000,000	0.75%	.188%
\$1,000,001 and up -- Negotiable	%	%

Retainer fees are billed in arrears on a monthly, quarterly, semi-annually, or annually as elected in the agreement.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

AFR, in its sole discretion, may waive its fees and/or charge a lesser fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. An expense ratio, for example, of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to AFR.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

AFR reserves the right to stop work on any account that is more than 60 days overdue. In addition, AFR reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in AFR's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 60 days.

PERFORMANCE-BASED FEES

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

AFR does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

TYPES OF CLIENTS

Description

AFR generally provides investment advice to individuals, banks or thrift institutions, investment companies, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

AFR does not have account minimums.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, conferences, and company press releases. Other sources of information that AFR may use include Morningstar mutual fund and stock information, and the World Wide Web.

Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation utilizing a core and satellite approach. This means that we may use passively-managed index and exchange-traded funds as the core investments, and then add actively-managed funds where there are greater opportunities to make a difference. Portfolios may also be globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Other strategies may include low volatility portfolios, long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

DISCIPLINARY INFORMATION

Legal and Disciplinary

AFR has not been involved in legal or disciplinary events related to past or present investment clients.

However, Michael P. Dunham, during a nine-day period in November 2008 and while registered with LPL Financial, used discretion when entering trade orders for shares of stock, without written authorization from the customers, which violated NASD Conduct Rules 2510(b) and 2110.

In late 2008, Michael P. Dunham attempted to settle a customer complaint. Neither party was aware that the LPL Financial account agreement automatically created a margin account unless the customer elected out of it on the application. As a result, when that customer's

account generated a margin call, Dunham issued checks to the customer to compensate for the margin interest charged to the account. Doing so without permission from LPL Financial to settle violated NASD Conduct Rule 2110.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Financial Industry Activities

AFR is not registered as a securities broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

AFR has arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, accounting firm, law firm, insurance company or agency, third-party pension administrator.

Access Investments, Inc.
Access Risk Management, Inc.
Advisors Plan Administrators, LLC
Woody & Associates, PLLC
William P. Atkinson, III, Attorney at Law
Capstone Financial Group, Inc.
Capstone Retirement Services, LLC

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

Code of Ethics

The employees of AFR have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

AFR and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the *AFR Compliance Manual*.

Personal Trading

The Chief Compliance Officer of AFR is William P. Atkinson, III. He reviews all employee trades each quarter. His trades are reviewed by either Troy E. Jones or Jeff Ashford. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

BROKERAGE PRACTICES

Selecting Brokerage Firms

AFR does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. AFR recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

AFR recommends discount brokerage firms and trust companies (qualified custodians). AFR has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides AFR with "institutional platform services." The institutional platform services include, among

others, brokerage, custody, and other related services. Fidelity's institutional platform services assist AFR in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help AFR manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom AFR may contract directly.

AFR is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services, but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

Best Execution

AFR reviews the execution of trades at each custodian each quarter. The review is documented in the AFR Compliance Manual. Trading fees charged by the custodians are also reviewed on a quarterly basis. AFR does not receive any portion of the trading fees.

Soft Dollars

Fidelity is providing AFR with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

AFR receives software (Advisor Channel) and maintenance from Fidelity Investments, Inc. because some client assets are custodied at Fidelity. All clients benefit from this software as it reduces the firm's overall expenses.

The selection of Fidelity Investments, Inc. as a custodian for clients is not affected by this software and maintenance.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

REVIEW OF ACCOUNTS

Periodic Reviews

Account reviews are performed by that client's adviser. Account reviews are usually performed on a quarterly basis, or more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's personal situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least an annual basis. Investment Advisory Service clients may receive written quarterly updates. The written updates may include a net worth statement, portfolio statement, tax reports, and a summary of objectives and progress towards meeting those objectives.

CLIENT REFERRALS AND OTHER COMPENSATION**Incoming Referrals**

AFR has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

AFR does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

AFR is not directly affiliated with any broker/dealer or other investment advisor; however, some members of the firm, Troy E. Jones is registered representatives with Access Investments, Inc., a registered broker/dealer. Troy E. Jones, William P. Atkinson, III, and Robert Lee Woody are also licensed to sell certain insurance products through various insurance companies. AFR also may recommend the use of Advisor's Plan Administrators, LLC or Capstone Retirement Plan Services, LLC, both third-party administrators, for retirement plan design and annual administration. Troy E. Jones and R. Lee Woody each own 50% of Advisor's Plan Administrators, LLC, a third-party administrator, on which they spend <20% of their time. Michael P. Dunham owns 50% of Capstone Retirement Plan Services, LLC, a third-party administrator, on which he spends <20% of his time. AFR does not offer legal services; however, William P. Atkinson, III, is a licensed attorney operating independently as a sole proprietor, for which he charges a separate legal fee for work performed. Moreover, in the event an AFR coordinates a closing resulting from the private lending by an AFR client, then AFR may charge a coordination fee of \$150.00 per hour to be paid by the borrower.

Account Statements

All assets are held at a qualified custodian, which means the custodian provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to any performance report statements provided by AFR.

Detailed Balance Sheets

Clients are frequently provided net worth statements and net worth graphs that are generated from our client relationship management system. Net worth statements contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate. The net worth statements are used for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

INVESTMENT DISCRETION

Discretionary Authority for Trading

AFR accepts discretionary authority to manage securities accounts on behalf of clients. AFR has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The client approves the custodian to be used and the commission rates paid to the custodian. AFR does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that you have approved.

VOTING CLIENT SECURITIES

Proxy Votes

AFR does not vote proxies on securities. Clients are expected to vote their own proxies. When assistance on voting proxies is requested, AFR will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

FINANCIAL INFORMATION

Financial Condition

AFR does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because AFR does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

BUSINESS CONTINUITY PLAN

General

AFR has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event,

biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite. Contacting Us - If after a significant business disruption you cannot contact us as you usually do at 405-848-9826, you should call our alternative numbers: Troy E. Jones, 405-642-3891, troy@afRADVICE.com; R. Lee Woody, 405-830-4988, lee@afRADVICE.com; William P. Atkinson III, 405-664-8877, bill@apaplans.com; Jeff Ashford, 405-650-1618, jeff@afRADVICE.com; and Mike Dunham, 405-255-8155 md@capfinancial.com. You may directly access your investments through the individual providers through their phone numbers and website information provided to you on the brokerage statements.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

At this point, AFR does not have a signed a Business Continuation Agreement with another financial advisory firm to support AFR. However, AFR has multiple Advisors, which assist each other.

INFORMATION SECURITY PROGRAM

Information Security

AFR maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

Access Financial Resources, Inc. is committed to safeguarding the confidential information of its clients. To that end, we hold all personal information provided to our firm in the strictest confidence. These records include all personal identifiable information that is collected from you or received from third parties in connection with any of the financial services provided through your advisor. We will not disclose information to non-affiliated third parties, except as required or permitted by law. If we were to anticipate an adverse material change in firm policy, we will provide you with notice before we implement the change in policy. As you know, we use health and financial information that you provide us to help you meet your personal financial goals, while guarding against any real or perceived infringements of your rights of privacy. Our policy with respect to your personal information is listed below.

First, we limit staff and agent access to information only to those who have a business or professional reason for knowing, only to non-affiliated parties as required or permitted by law. For example, federal regulations permit us to share a limited amount of information about you:

- when required to execute transactions for your account or otherwise provide services that you have requested (this includes communicating with your trustee, accountant, third-party administrator, or lawyer who is acting in a fiduciary capacity on your behalf);
- when you have specifically authorized us to do so in writing;
- to provide information to agencies assessing our firm's compliance with industry standards, and to our attorneys, accountants, and auditors;
- to respond to a regulator's examination of our firm; or
- to comply with a civil, criminal, or regulatory investigation by federal, state or local authorities.

Second, we strive to maintain a secure office and computer environment to ensure that your personal information is not placed at risk. The AFR location maintains its hard copy and/or electronic books and records at 3621 NW 63rd Oklahoma City, OK 73116 for the first 2 years. Thereafter, such file may be maintained in storage. The AFR location backs up its paper records by scanning them into Worldox software and backing them up on external hard drives and online backup using MozyPro software. The AFR location backs up its electronic records daily by external hard drive, and online using MozyPro software. The Capstone location maintains its hard copy books and records and its electronic records at 13919 Quail Pointe Dr, Oklahoma City, OK 73116. The Capstone hard copies are located and stored at their site for current and previous years. The Capstone location backs up its electronic records daily using tape drive. Both locations keep a copy of their back with an employee at their personal residences.

Third, the categories of nonpublic personal information that we collect from a client depend upon the scope of the client engagement. It will include information about your personal finances, information about your health to the extent that it is needed for the planning process, and information about transactions between you and third parties.

Forth, we do not provide your personally identifiable information to mailing list vendors or solicitors for any purpose.

Fifth, personally identifiable information about you will be maintained during the time you are a client, and for the required time thereafter that such records are required to be maintained by federal and state securities laws. After this required period of record retention, all such information will be destroyed.

Should you have any questions about our privacy statement or wish to opt out of a particular method regarding how we use or store your information, then please write or call William P. Atkinson, III, 3621 NW 63rd Oklahoma City, OK 73116 405-848-9826.

Brochure Supplement (Part 2B of Form ADV)

ACCESS FINANCIAL RESOURCES, INC.

3621 NW 63RD STREET, SUITE A-1

OKLAHOMA CITY, OK 73116

405-848-9826 PHONE

405-848-1431 FAX

WWW.AFRADVICE.COM

Education and Business Standards

AFR requires that advisors in its employ have a bachelor's degree or equivalent coursework demonstrating knowledge of financial planning and/or investment management. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, a JD, a CTFA, a CIMA, a AAMS, a EA or CPA. Moreover, advisors must hold the Series 65 Investment Adviser Representative license or its equivalent. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Certain employees/advisors have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP): Accredited by the National Commission for Certifying Agencies (NCCA), this designation is issued by the Certified Financial Planner Board of Standards, Inc. (CFPBS) and is granted to individuals who complete a CFP Certification Examination and as well as to meet the following prerequisites: bachelor's degree from an accredited college of university and three years of full time personal financial planning experience. In order to qualify, the candidate must complete a CFP-board registered program or hold one of the following titles: CPA, ChFC, Chartered Life Underwriter (CLU), CFA, PhD in business economics, Doctor of Business Administration or Attorney's License. Once issued, the candidate is required to complete 30 hours of continuing education every two years and must continuously meet the standards administered by CFPBS.

Certified Investment Management Analyst (CIMA): The CIMA certification signifies that an individual has met initial and on-going experience, ethical, education, and examination requirements for investment management consulting, including advanced investment management theory and application. Prerequisites for the CIMA certification are three years of financial services experience and an acceptable regulatory history. To obtain the CIMA certification, candidates must pass an online Qualification Examination, successfully complete a one-week classroom education program provided by a Registered Education Provider at an AACSB accredited university business school, and pass an online Certification Examination. CIMA designees are required to adhere to IMCA's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks. CIMA designees must report 40 hours of continuing education credits, including two ethics hours,

every two years to maintain the certification. The designation is administered through Investment Management Consultants Association (IMCA).

Qualified Pension Administrator (QPA): The Qualified Pension Administrator (QPA) credential was created by ASPPA to recognize professionals who are qualified to perform the technical and administrative functions of qualified plan administration. QPA's assist employers, actuaries, and consultants in performing functions such as determination of eligibility benefits, computation of benefits, plan recordkeeping, trust accounting and disclosure, and compliance requirements. Currently the QPA requires that successful completion of the following examinations: Retirement Plan Fundamentals Part 1 (RPF-1), Retirement Plan Fundamentals Part 2 (RPF-2), Defined Contribution Administrative Issues – Basic Concepts (DC-1), Defined Contribution Administrative Issues – Compliance Issues (DC-2), Defined Contribution Administrative Issues – Advanced Topics (DC-3), and Administrative Issues of Defined Benefit Plans (DB). minimum of two years experience in retirement plan related matters is required along with completion of ASPPA's QPA examination series to be a candidate for this credential. All credentialed members must acquire 40 hours of Continuing Professional Education (CPE) credits (2 of these must be Ethics) in a two-year-cycle as well as renew your ASPPA Membership annually to retain credentials.

Certified Pension Consultant (CPC): The Certified Pension Consultant (CPC) credential is conferred by ASPPA to benefits professionals working in plan administration, pension actuarial administration, insurance, and financial planning. CPCs work alongside employers to formulate, implement, administer and maintain qualified retirement plans. Earning ASPPA's CPC credential requires successful completion of the following exams: Retirement Plan Fundamentals Part 1 (RPF-1), Retirement Plan Fundamentals Part 2 (RPF-2), Defined Contribution Administrative Issues – Basic Concepts (DC-1), Defined Contribution Administrative Issues – Compliance Issues (DC-2), Defined Contribution Administrative Issues – Advanced Topics (DC-3), Administrative Issues of Defined Benefit Plans (DB), Certified Pension Consultant Modules, and Certified Pension Consultant (CPC). Individuals with at least three years of retirement plan related experience may apply to the ASPPA Board of Directors for the CPC credential. All credentialed members must acquire 40 hours of Continuing Professional Education (CPE) credits (2 of these must be Ethics) in a two-year-cycle as well as renew your ASPPA Membership annually to retain credentials.

Accredited Asset Management Specialist (AAMS): Individuals who hold the AAMS® designation have completed a course of study encompassing investments, insurance, tax, retirement, and estate planning issues. The program is designed for approximately 120-150 hours of self-study. The program is self-paced and must be completed within one year from enrollment. Individuals are required to pass an online, timed and proctored end-of-course examination with a 70% score or higher. The examination tests the individual's ability to relate complex concepts and apply theoretical concepts to real-life situations.

Masters of Business Administration (MBA): The Master of Business Administration (MBA or M.B.A.) is a master's degree in business administration. The core courses in the MBA program are designed to introduce students to the various areas of business such as accounting, finance, marketing, human resources, operations management, etc. Candidates in MBA programs have the option of taking general business courses throughout the program or can select an area of concentration and focus approximately one-fourth of their studies in this subject. Accreditation bodies exist specifically for MBA programs to ensure consistency and quality of graduate business education. Business schools in many countries offer MBA programs tailored to full-time, part-time.

Juris Doctor (JD): A Juris Doctor or Juris Doctorate represents professional recognition that the holder has a doctoral degree in law. The J.D. program requires a bachelors degree for entry. It is an intensive study of the substantive law and its professional applications. It requires at least three academic years of full time study. To sit for the Oklahoma Bar Exam, all applicants must have the JD degree from a law school accredited by the American Bar Association. All requirements for graduation must be completed prior to the date of the bar exam. The law school must provide certification that the JD degree has been completed and a final law school transcript showing the grades and degree must be received in the office of the Board of Bar Examiners prior to the exam. As a professional training ground, it provides sufficient training for entry into practice after successful passing of the bar exam.

Troy E. Jones, CFP®

Date of Birth: May 1957

Educational Background:

Oklahoma City University, Oklahoma City, OK, BA Degree 1994

College for Financial Planning, Denver, CO, June 1986; Certified Financial Planner Designation (CFP)

Business Experience:

Troy, a CERTIFIED FINANCIAL PLANNER™ practitioner is the President and Founder of Access Financial Resources, Inc. (December 1991 - Present). Troy served on the Board of Directors of the National Financial Planning Association and has been an active member for 25 years. He was appointed to the National Financial Planning Association's "Ethics Committee" in 2010. The FPA is an organization that serves 29,000 members. He is also active on the National Institutional Ethics Task Force, the 2008 National Retreat Task Force and is privileged to be invited to offer regular feedback on issues of significance to the public and our profession. Troy also is the past chairman of the Oklahoma State Association of Certified Financial Planners®, the Past President of the Central Oklahoma Society of Certified Financial Planners and a former President of the Bethany Chamber of Commerce. He works with many business owners and professionals including dentists, physicians, bankers, attorneys, accountants, and insurance agents. Individuals desiring a supportive bottoms-up financial relationship make up the balance of his clientele. He holds a business degree from Oklahoma City University. Troy has been a CERTIFIED FINANCIAL PLANNER™ practitioner since 1986. He has served as an adjunct professor at Oklahoma City University (Oklahoma City University, June 1998 - May 2006, Adjunct CFP Investment Instructor, 2501 N Blackwelder, Oklahoma City, OK 73106) as well as taught financial planning classes at the University of Oklahoma's College of Family Medicine and College of Dentistry. Troy has been attending the National Financial Planning Association Annual Educational Retreats since 1986. He has completed the Seven Stages of Money Maturity Facilitator training, attended Dale Carnegie "Human Relations" instructor training, and most recently completed "Compassionate Communication" training. He's been a member of the Financial Planning Association since 1985, the Nazrudin Project since 1998 and the human race since 1957. Troy has authored "The 5 Questions Everyone Should Ask About Their Money", "Being with Money," and "Integral Ethics". He has presented programs from San Diego to Boston to Sydney, Australia. He is a regular contributor to numerous local and national media sources.

Access Financial Resources, Inc., December 1991 - Present, Investment Adviser Representative 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Access Investments, Inc., January 1997 - Present, Registered Representative 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Disciplinary Information: None

Other Business Activities:

Troy E. Jones owns 50% of Advisor's Plan Administrators, LLC, a third-party administrator, on which he spends <20% of his time. Troy E. Jones also owns 100% of Access Investments, Inc., a limited broker dealer.

Additional Compensation:

Troy E. Jones owns 50% of Advisor's Plan Administrators, LLC, a third-party administrator, on which he spends <20% of his time. Troy E. Jones also owns 100% of Access Investments, Inc., a limited broker dealer, and is a registered representative. Troy E. Jones is also licensed insurance agent.

Supervision:

Troy E. Jones is supervised by William P. Atkinson, III, Chief Compliance Officer (CCO). His work is reviewed through frequent office interactions as well as remote interactions. Troy E. Jones's activities are also reviewed through our client relationship management system.

William P. Atkinson, III's contact information: 405-848-9826; bill@apaplans.com

Michael P. Dunham, CIMA, CFP®, CPC, QPA, AAMS

Date of birth: February 1956

Educational Background:

Oklahoma State University, Stillwater, OK, August 1974 - December 1975

University of Oklahoma, Norman, OK January 1976-May 1977

Oklahoma State University, Stillwater, OK, August 1977 - May 1978; BA Psychology

Oklahoma City University, Oklahoma City, OK, January 1980 - May 1982; MBA Finance

College for Financial Planning, Denver, CO, June 1986; Certified Financial Planner Designation (CFP®)

Qualified Pension Administrator, September 1992; Qualified Pension Administrator Designation (QPA)

Certified Pension Consultant, May 1996; Certified Pension Consultant Designation (CPC)

Certified Investment Management Analyst, January 2001; Certified Investment Management Designation (CIMA)

Business Experience:

Mike Dunham has 32 years of experience in banking, investments, financial planning and pension consulting and administration. Mike started out of college as a management trainee with The First National Bank and Trust Company of Oklahoma City in January of 1979. Mike had several positions in the investment division of the Bank and the bank's holding company after completing the management training program during his four year

tenure. Mike founded Capstone Financial Group, Inc. in 1983 as Mike Dunham and Associates, Inc., and has operated as an independent advisor specializing in financial planning and corporate retirement plans since that time. Furthermore, Mike is affiliated with the following associations: Investment Management Consultants Association (IMCA), Financial Planning Association (FPA), and the American Society of Pension Actuaries and Professionals (ASPPA). Last, Mike obtained his MBA in finance from Oklahoma City University, and holds the following professional designations: Certified Investment Management Analyst (CIMA), Certified Pension Consultant (CPC), and Certified Financial Planner™ (CFP®), Qualified Pension Administrator (QPA), and Accredited Asset Management Specialist (AAMS).

Access Financial Resources, Inc., December 2008–Present, Investment Advisor, 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Capstone Financial Group, Inc., President, June 1995 – Present, 13919 Quail Pointe Drive, Oklahoma City, OK. 73134

Capstone Retirement Services, LLC, June 2007 – Present 13919 Quail Pointe Drive, Oklahoma City, OK. 73134

Access Investments, Inc., January 2009–12/1/2010, Registered Representative, 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Linsco/Private Ledger Corp., October 1996–December 2008, Investment Advisor / Registered Representative, 13919 Quail Pointe Drive, Oklahoma City, OK. 73134

Disciplinary Information:

Overview of FINRA findings and ruling: Dunham exercised discretion in customers accounts without written authorization from the customers and acceptance of the accounts by his FINRA member firm (LPL Financial) as discretionary, in violation of NASD Conduct Rules 2510(b) and 2110. Furthermore, Dunham attempted to settle a customer complaint without notifying LPL Financial, his member firm, in violation of NASD Conduct Rule 2110.

Other Business Activities:

Michael P. Dunham owns 50% of Capstone Retirement Plan Services, LLC, a third-party administrator, on which he spends <20% of his time.

Additional Compensation:

Michael P. Dunham owns 50% of Capstone Retirement Plan Services, LLC, a third-party administrator, on which he spends <20% of his time.

Supervision:

Michael P. Dunham is supervised by William P. Atkinson, III, Chief Compliance Officer (CCO) and/or Troy E. Jones, President. His work is reviewed through frequent office interactions with Troy E. Jones as well as remote interactions.

William P. Atkinson, III's contact information: 405-848-9826; bill@apaplans.com

Troy E. Jones's contact information: 405-848-9826; troy@afRADVICE.com

R. Lee Woody, MBA

Date of birth: January 1973

Educational Background:

University of Oklahoma, Norman, OK, August 1991 - December 1996; Bachelors of Business Administration

University of Central Oklahoma, Edmond, OK, June 1999 - August 2000; Masters of Business Administration (MBA)

Business Experience:

Lee received his undergraduate degree in Business Administration from the University of Oklahoma. In August of 2000, he completed his Masters of Business Administration from the University of Central Oklahoma. He also holds the following securities licenses: 6, 63, and 65. Moreover, he is currently enrolled in the QKA Program offered by American Society of Pension Professionals & Actuaries (ASPPA). Furthermore, Lee specializes in developing and implementing retirement plans for business owners. Moreover, Lee helps clients develop an overall strategy for their personal financial plan by focusing mainly on debt reduction, loan evaluations, retirement projections, employee benefits planning and risk management. Last, he is a member of the Financial Planning Association, and is active with the Oklahoma Dental Association as well as the University of Oklahoma College of Dentistry. He regularly partners with his father and brother, W. Paul Woody, CPA and W. Grant Woody, CPA, for speaking engagements.

Access Financial Resources, Inc., October 2001 - Present, Investment Advisor
3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Access Investments, Inc., October 2001 - December 2010, Registered Representative
3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Woody & Associates, PLLC, Since 1991 to Present
3205 NW 63rd, Oklahoma City, OK 73116

Financial Planning Resources, August 2000 to October 2001, Financial Planner
2250 E. 73rd St. STE 650, Tulsa, OK 74136

Disciplinary Information: None.

Other Business Activities:

R. Lee Woody owns 50% of Advisor's Plan Administrators, LLC, a third-party administrator, on which he spends <20% of his time. R. Lee Woody is also licensed insurance agent. R. Lee Woody is also an employee of Woody & Associates, PLLC.

Additional Compensation:

R. Lee Woody owns 50% of Advisor's Plan Administrators, LLC, a third-party administrator, on which he spends <20% of his time. R. Lee Woody is also a licensed insurance agent. R. Lee Woody is also an employee of Woody & Associates, PLLC.

Supervision:

R. Lee Woody is supervised by William P. Atkinson, III, Chief Compliance Officer (CCO). His work is reviewed through frequent office interactions as well as remote interactions. His activities are also reviewed through our client relationship management system.

William P. Atkinson, III's contact information: 405-848-9826; bill@apaplans.com

Jeff A. Ashford, CFP®

Date of Birth: September 1968

Educational Background:

Certified Financial Planner™ Program , Oklahoma City University, Oklahoma City, OK December 2001; Certificate of Completion March 2003, Certified Financial Planner Designation (CFP®)

Business Experience:

Jeff A. Ashford, CFP® has been with Access Financial Resources, Inc. since January of 2003. He is involved in financial planning, and investment research. His clients are typically individuals and business owners. He earned his Certified Financial Planner™ Professional License in 2004. Jeff is currently licensed for Life and Health Insurance but will drop this license in August 2011 to be a Fee Only advisor. Moreover, he is a member of the Financial Planning Association and two time past president of the local Financial Planning Association chapter. He has also been on the board of the local chapter of the Jumpstart Coalition for Personal Financial Literacy.

Over the past 25 years Jeff has been and remains involved in several small businesses including consumer loans and real estate.

Access Financial Resources, Inc., January 2003 - Present, Investment Advisor, 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

A-1 Loan Co., Inc., December 1986 to Present, Supervisor, Secretary / Treasurer, 331 NW 4th, Oklahoma City, OK 73102

Island Time, Inc., July 1998 - Present, Business auditor and advisor, President, 1717 Victoria Dr., Edmond, OK 73003

Disciplinary Information: None.

Other Business Activities:

A-1 Loan Co., Inc., December 1986 to Present, Supervisor, Secretary/Treasurer, 331 NW 4th, Oklahoma City, OK 73102

Island Time, Inc., July 1998 - Present, Business auditor and advisor, President , 1717 Victoria Dr., Edmond, OK 73003

Additional Compensation:

Jeff A. Ashford receives compensation as a result of being an employee and supervisor of A-1 Loan Co., Inc. Moreover, Jeff A. Ashford receives compensation as a result of being an employee and owner of Island Time, Inc., as Business auditor and advisor, President. In addition, Jeff A. Ashford is a licensed insurance agent.

Supervision:

Jeff A. Ashford is supervised by William P. Atkinson, III, Chief Compliance Officer (CCO). His work is reviewed through frequent office interactions as well as remote interactions. Jeff A. Ashford's activities are also reviewed through our client relationship management system.

William P. Atkinson, III's contact information: 405-848-9826; bill@apaplans.com

William P. Atkinson, III, CFP®, JD

Date of Birth: May 1972

Educational Background:

University of Central Oklahoma, Edmond, OK, August 1993 - December 1996; BA Finance Degree 1996

College for Financial Planning, Denver, CO, February 1999; Certified Financial Planner Designation (CFP®)

Oklahoma City University School of Law, Oklahoma City, OK, August 2001 - May 2005
Juris Doctor

Business Experience:

Bill received his undergraduate degree in Finance from the University of Central Oklahoma. He completed the CFP® Professional Education Program from the College of Financial Planning in September 1998. Moreover, he obtained a Juris Doctor degree from Oklahoma City University School of Law, and is a Merit Scholar and member of Phi Delta Phi. In addition, Bill has served as an adjunct instructor for Oklahoma City University's Certified Financial Planner's program and has taught Time Value of Money concepts and theory to CFP® candidates through the College of Financial Planning. Last, Bill is a member of the Financial Planning Association and the Oklahoma Bar Association, and is currently serving on the Unauthorized Practice of Law task force at the Oklahoma Bar Association.

Access Financial Resources, Inc., March 1996 - Present, Investment Advisor, 3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

Access Investments, Inc., January 1997 - December 2010, Registered Representative
3621 NW 63rd Street Suite A1, Oklahoma City, OK 73116

William P. Atkinson, III, April 2006 - Present, Attorney at Law, 2410 W. Memorial Rd. Suite C-150, Oklahoma City, OK 73134

Oklahoma City University, September 1998 - August 2000, Adjunct CFP Investment Instructor, 2501 N. Blackwelder, Oklahoma City, OK 73106

Disciplinary Information: None.

Other Business Activities:

William P. Atkinson, III is a licensed attorney in Oklahoma. He is also a licensed insurance agent. He also holds the following securities licenses: 6, 63, and 65.

Additional Compensation:

William P. Atkinson, III may receive additional compensation as a licensed attorney, a licensed insurance agent, or as a registered representative.

Supervision:

William P. Atkinson, III is supervised by Troy E. Jones, President. His work is reviewed through frequent office interactions as well as remote interactions. William P. Atkinson's activities are also reviewed through our client relationship management system.

Troy E. Jones's contact information: 405-848-9826; troy@afRADVICE.com