

Successful Money Strategies, Inc.

Form ADV Part 2A

Investment Adviser Brochure

March 2012

This brochure provides information about the qualifications and business practices of Successful Money Strategies, Inc. If you have any questions about the contents of this brochure, please contact Dennis O'Keefe, President and Chief Compliance Officer at 508.730.2300 and/or dennis@successfulmoney.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 Successful Money Strategies, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2: Summary of Material Changes

Annual Update

This Item of the brochure is updated if material changes have occurred during the course of Successful Money Strategies, Inc.'s (the Firm) fiscal year; or with Successful Money Strategies, Inc.'s Annual Updating Amendment (ADV).

Material Changes since the Last Update

Since the last ADV filing, there are no material changes to report.

Full Brochure Available

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

Currently, Successful Money Strategies, Inc.'s Brochure may be requested by contacting Dennis O'Keefe, President and Chief Compliance Officer at 508.730.2300 or dennis@successfulmoney.com.

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

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Item 4: Advisory Business

Firm Description and Types of Advisory Services

Successful Money Strategies, Inc. is a financial planning and investment management firm created in 1993 to help individuals and small businesses. It is solely owned by Dennis J. O'Keefe, CFP[®], who believes that the firm's greatest asset is its focus on each client's successful retirement.

Types of Advisory Services

Investment Management Services

Successful Money Strategies, Inc. also provides ongoing investment management services. We adhere to a series of custom Asset Allocation models fit to the needs of each individual client. Investments include mutual funds, bonds and bond funds, and CD's. On very rare occasions, we may invest in individual stocks or other investments based on a client's specific financial situation. This is rare and only in special circumstances and is not part of our normal course of business.

Financial Planning

Virtually all relationships begin with some sort of financial plan. In most cases, that means a formal written financial plan. For simpler cases – especially at younger ages – that may mean a list of recommendations to move the client in the right financial directions.

A financial plan shows a client where they are today, where they will be in the future, and steps necessary to get there. We help our clients define their goals and objectives. Our financial plans cover a broad spectrum of areas relating to their present security and future well being.

After developing the financial plan, we help our clients follow through on the actions recommended. Such actions can include developing automatic investment plans, redirecting existing investments, and designing portfolios to minimize taxes.

The financial planning process almost always involves an analysis of the client's portfolio. We start with a detailed evaluation of their current holdings. In most cases, we recommend the use of mutual funds and other investment vehicles to help diversify a client's portfolio.

Tailored Relationships

Successful Money Strategies, Inc. tailors investment advisory services to the individual needs of the client. The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Successful Money Strategies, Inc.'s clients are allowed to impose restrictions on the investments in their account. Successful Money Strategies, Inc. may accept any reasonable limitation or restriction to discretionary

authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to Successful Money Strategies, Inc. in writing.

Wrap Fee Programs

Successful Money Strategies, Inc. does not participate in a Wrap Fee Program.

Client Assets

As of December 31, 2011, Successful Money Strategies, Inc. manages approximately \$100,740,531 in assets. All assets are managed on a discretionary basis.

Item 5: Fees and Compensation

Compensation

SMS earns fees in two ways:

Financial Planning Fees:

Successful Money Strategies, Inc. charges a fixed fee of \$500 to \$1,000 for the development and implementation of the financial plan based on the complexity of the analysis needed. Payment of the financial planning fee will be made at the delivery of the financial planning document.

Investment Management Fees:

The current investment management fees range from .40% to 1.5% based on assets managed, complexity of the portfolio and other circumstances. These fees are negotiable.

Any funds invested in mutual funds are subject to both mutual fund advisor fees and Successful Money Strategies, Inc. investment management fees.

In addition, a client may pay other fees or commissions to the Broker/Dealer holding their account. We recommend that clients utilize Charles Schwab to hold their assets. We have found that at Schwab, these fees (which usually involve the purchase and sale of individual stocks or bonds) tend to be minimal.

Investment management fees will be billed in arrears, at the end of each quarter. (ex: March, June, September, December). Invoices are based on quarterly ending account values, with fractional months being billed on a pro-rata basis in the first billing. All fees are debited directly from the client accounts unless otherwise agreed upon in advance. Quarterly management fees on subsequent deposits of greater than \$5,000 will be pro-rated accordingly as well. Withdrawals during the quarter are not pro-rated.

Owner Dennis J. O'Keefe does not hold a securities license and is prohibited from receiving any security commissions. However, he is licensed to sell annuities and may

earn a commission on that sale should an annuity be recommended and implemented. When this occurs, Mr. O'Keefe will disclose the arrangement to the client. The client is not obligated to utilize Mr. O'Keefe for the annuity purchase. This happens very rarely and is only due to special client circumstances.

Not all clients will pay both a Financial Planning and Investment Management fee. Accepting one service does not require you to accept the other.

Calculation and Payment

The specific manner in which fees are charged by Successful Money Strategies, Inc. is established in a client's written agreement. Successful Money Strategies, Inc. will generally calculate fees in arrears on a quarterly basis. Clients authorize Successful Money Strategies, Inc. to directly debit fees from client accounts.

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals).

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account any earned, unpaid fees will be due and payable.

Other Fees

There are no additional types of fees or expenses that Successful Money Strategies, Inc. clients pay in connection with the delivery of advisory services.

Agreement Terms

A client may terminate the client agreement at any time by notifying Successful Money Strategies, Inc. in writing and paying the rate for the time spent on the investment advisory engagement prior to notification of termination.

Successful Money Strategies, Inc. may terminate the client agreement at any time by notifying the client in writing.

Other Compensation

Neither Successful Money Strategies, Inc. nor any of its supervised persons (employees) accept compensation for the sale of securities or other investment products.

General Information on Compensation and Other Fees

In certain circumstances, fees, account minimums and payment terms are negotiable depending on client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low cost basis securities, or certain passively advised investments and pre-existing relationships with clients. Certain clients may pay more or less than others depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation.

Successful Money Strategies, Inc.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to Successful Money Strategies, Inc.'s fee, and Successful Money Strategies, Inc. shall not receive any portion of these commissions, fees, and costs.

All fees paid to Successful Money Strategies, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and variable annuity sub-accounts to their shareholders. These fees and expenses are described in each fund's or sub account's prospectus. These fees will generally include a management fee, other expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund or sub-account directly, without the services of Successful Money Strategies, Inc. In that case, the client would not receive the services provided by Successful Money Strategies, Inc. which are designed, among other things, to assist the client in determining which mutual funds or sub-accounts are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds/sub-accounts and the fees charged by Successful Money Strategies, Inc. to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees.

In addition to Successful Money Strategies, Inc. portfolio management fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s).

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

Performance-Based Fees

Neither Successful Money Strategies, Inc. nor any of its Supervised Persons (employees) accepts performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Successful Money Strategies, Inc. 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.

Item 7: Types of Clients

Types of Clients

Generally, the clients of Successful Money Strategies, Inc. are individuals whose focus is on a successful retirement. We do counsel some small companies and charities as well as trusts and estates. All of these other cases stem from existing individual client relationships.

Account Minimums

Successful Money Strategies, Inc. requires a minimum account of \$100,000 for investment advisory clients, although this may be negotiable under certain circumstances. Successful Money Strategies, Inc. may group certain related client accounts for the purposes of achieving the minimum account size.

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

Methods of Analysis and Investment Strategies

We utilize a series of Asset Allocation models to invest client assets. Asset Allocation is an investment strategy that seeks to own many different categories of mutual funds in a fairly rigid ratio. It is through this ratio that Asset Allocation forces the sale of investments doing better-than-average and the purchase of investments doing worse-than-average. Buy low, sell high.

On average, the firm performs 2-3 “trades” per year in a client account, depending on the Allocation Model designed for the client. Asset Allocation does not involve a high level of trading, although depending on the market fluctuations, more trades could be necessary.

Any investment plan carries risk and our Asset Allocation models are no different. Risk of loss varies based on the Allocation Model selected. There is no such thing as a risk-free strategy and clients must be prepared to bear investment losses depending on market conditions.

Within the portfolios, the firm tends to recommend no-load mutual funds as well as individual Treasury Bonds and negotiable CD's. Each of these types of investments carries risk. Mutual funds can rise and fall based on the economic markets.

Treasury Bonds can rise and fall with interest rate changes. Even negotiable CD's can fluctuate in price based on changes in interest rates.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Successful Money Strategies, Inc.'s 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 next year will not buy as much as a dollar today, 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.

Successful Money Strategies, Inc. reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. Successful Money Strategies, Inc. may also provide advice on any type of

investment held in a client's portfolio at the inception of the advisory relationship or on any investment on which the client requests advice.

Item 9: Disciplinary Information

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

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities

Successful Money Strategies, Inc. is not registered as a broker-dealer, and none of its management persons are registered representatives of a broker-dealer.

Neither Successful Money Strategies, Inc. nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

Affiliations – Insurance

Owner Dennis J. O'Keefe is a licensed insurance broker (life/health) and as a licensed broker, he may receive commissions on insurance products sold. As a result of commissions received, a potential conflict of interest may exist with advisory clients' interests. Client will be under no obligation, contractual or otherwise, to engage Mr. O'Keefe as an insurance agent.

Other Investment Advisors

Successful Money Strategies, Inc. does not recommend or select other investment advisors for its clients.

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

Code of Ethics

We have adopted a Code of Ethics (the "Code") to establish policies addressing our fiduciary duties to our clients. The Code generally prohibits fraudulent or manipulative practices in connection with client investments. The Code establishes policies regarding personal trading by our employees. We also have implemented procedures designed to

ensure compliance with the provisions of the Code, including quarterly affirmations of compliance and annual holding reports.

Interest of our clients takes precedence over our interests, and the interest of our affiliates, employees and representatives. Accordingly, our personnel will disclose any material relationships that they may have with respect to any investment recommended to clients. In addition, we will make recommendations based upon client suitability and objectives without regard to personal benefit.

Our personnel will not purchase or sell securities for their own account if the transaction will disadvantage clients in any way. We maintain transaction records for all employee securities transactions. We also prohibit insider trading and comply with applicable provisions of state and federal law.

Our Code of Ethics requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of Successful Money Strategies, Inc above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Avoid any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

Our Code of Ethics also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide Successful Money Strategies, Inc. with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such Employees have a direct or indirect beneficial interest.

A copy of our Code of Ethics shall be provided to any client or prospective client upon request.

Participation or Interest in Client Transactions – Financial Interest and Principal/Agency Cross

Successful Money Strategies, Inc. and its employees do not recommend to clients, or buy or sell for client accounts, securities in which they have a material financial interest.

It is Successful Money Strategies, Inc.'s policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. Successful Money Strategies, Inc. will also not cross trades between client accounts.

Participation or Interest in Client Transactions – Aggregation

Successful Money Strategies, Inc. and its employees may trade in the same securities with client accounts on an aggregated basis when consistent with Successful Money Strategies, Inc.'s obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Successful Money Strategies, Inc. will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Item 12: Brokerage Practices

Research and Other Soft Dollar Benefits

Successful Money Strategies, Inc. does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in "Directed Brokerage – Other Economic Benefits".

Brokerage for Client Referrals

Successful Money Strategies, Inc. does not receive client referrals from broker/dealers.

Directed Brokerage

Successful Money Strategies, Inc. participates in the Schwab Institutional Program ("Schwab") sponsored by Charles Schwab. Clients in need of brokerage and custodial services may have Schwab recommended to them. As part of the Programs, we receive benefits that we would not receive if we did not provide investment advice to clients. While there is no direct affiliation between the investment advice given to clients and our participation in the Programs, economic benefits are received by us.

Successful Money Strategies, Inc. shall generally recommend that portfolio management clients establish brokerage accounts with Schwab, a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts.

Successful Money Strategies, Inc. is independently owned and operated and not affiliated with Schwab. Schwab provides Successful Money Strategies, Inc. with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis **and are not otherwise contingent upon Successful Money Strategies, Inc. committing to Schwab any specific amount of business** (assets in custody or trading).

For Successful Money Strategies, Inc.'s client accounts maintained there, Schwab is compensated through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. The brokerage commissions and/or transaction fees charged by Schwab or any other designated broker-dealer are exclusive of and in addition to Successful Money Strategies, Inc.'s fees.

Directed Brokerage – Other Economic Benefits

Some of these other products and services assist us in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), assist trade execution (and allocation of large trade orders across multiple client accounts), provide research, pricing information and other market data, aid payment of our fees from clients' accounts, and assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts.

Schwab may also provide us with information and consulting services intended to help us manage and further develop our business enterprise.

These services may include information technology consulting, regulatory compliance publications and presentations and mock regulatory inspections and internal control reviews by an independent third party. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to us. The availability to Successful Money Strategies, Inc. of these products and services is not contingent upon us committing to Schwab any specific amount of business (assets in custody or trading).

Successful Money Strategies, Inc. may receive from Schwab, at no cost to Successful Money Strategies, Inc., professional services, computer software and related systems support, enabling Successful Money Strategies, Inc. to better monitor client accounts maintained at Schwab. Successful Money Strategies, Inc. may receive this support without cost because of the portfolio management services rendered to clients that maintain assets at Schwab. The support provided may benefit Successful Money Strategies, Inc., but not its clients directly. In fulfilling its duties to its clients, Successful Money Strategies, Inc. endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Successful Money Strategies, Inc.'s receipt of economic benefits from a broker-dealer may create a conflict of interest since these benefits may influence Successful Money Strategies, Inc.'s choice of broker-dealer over

another broker-dealer that does not furnish similar services, software and systems support.

The commissions paid by Successful Money Strategies, Inc.'s clients shall comply with Successful Money Strategies, Inc.'s duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Successful Money Strategies, Inc. determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Successful Money Strategies, Inc. will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Trade Aggregation

At the sole discretion of Successful Money Strategies, Inc., aggregate purchases or sales of the same security, instrument or obligation may be transacted on the same day for multiple accounts of one or more of Successful Money Strategies, Inc.'s clients. Although such aggregations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be effected only when Successful Money Strategies, Inc. believes that to do so will be in the best interest of the affected accounts. When transactions are so aggregated the actual prices applicable to the aggregation transaction will be deemed to have purchased or sold its share of the security, instrument or obligation at the average price. If a partial execution is attained at the end of the trading day, Successful Money Strategies, Inc. will generally allocate shares on a pro rata basis, but may fill small orders entirely before applying the pro rata allocation.

Accounts for Successful Money Strategies, Inc. or its employees may be included in a block trade with client accounts.

Item 13: Review of Accounts

Reviews

Dennis J. O'Keefe, President, will be the sole reviewer of the accounts. All accounts shall be reviewed at least monthly for changes in Asset Allocation, suitability and other investment parameters. The mutual funds in clients' accounts are monitored daily. In addition, general economic, political and market trends are analyzed daily. To the extent developments in any of these areas indicate adjustments are to be made to clients' positions, all actions deemed necessary will be taken by Successful Money Strategies, Inc.

Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a client's own situation.

Reporting

Clients will receive trade confirmations from the broker/dealer of record each time Successful Money Strategies, Inc. purchases or sells any asset in a client's account. In addition, all tax reporting will be provided by the broker/dealer of record. Successful Money Strategies, Inc. does not produce regular statements or other reports to be furnished to clients.

Financial Planning – Reviews and Reporting

Financial Planning clients will be reviewed and receive reports as contracted for at the inception of the engagement.

Item 14: Client Referrals and Other Compensation

Other Compensation

Successful Money Strategies, Inc. does not receive any economic benefits (other than normal compensation and benefits described in Item 12) from any firm or individual for providing investment advice.

Compensation – Client Referrals

Successful Money Strategies, Inc. does not make or accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Item 15: Custody

Custody – Fee Debiting

Successful Money Strategies, Inc. has one form of custody. Clients may authorize Successful Money Strategies, Inc. (in the client agreement) to debit fees directly from the client's account at the broker dealer, bank or other qualified custodian (custodian). Client investment assets will be held with a custodian agreed upon by the client and Successful Money Strategies, Inc. The custodian is advised in writing of the limitation of Successful Money Strategies, Inc.'s access to the account. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Successful Money Strategies, Inc.

Custody – Account Statements

As described above and in Item 13, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the reports that Successful Money Strategies, Inc. provides. Successful Money Strategies, Inc. reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

Successful Money Strategies, Inc may determine without the consent of the client the securities or the amount of securities to be purchased or sold. The authority to execute the trades through the custodian is by virtue of a limited power of attorney. The limited power of attorney does not allow Successful Money Strategies, Inc. to withdraw any funds. As a service to the client, Successful Money Strategies, Inc. may contact the custodian and request a check be sent to the client. The check may only be sent to the account holder at the address of record.

Item 17: Voting Client Securities

Apart from our discretionary authority to make investment decisions on behalf of client, we will not exercise proxy voting authority over client securities. The obligation to vote client proxies shall at all times rest with the client. The Client shall in no way be precluded from contacting us for advice or information about a particular proxy vote. However, we shall not be deemed to have proxy voting authority solely as a result of providing such advice to the client.

Should we inadvertently receive proxy information for a security held in the client's account, then we will immediately forward such information on to the client, but will not take any further action with respect to the voting of such proxy. Upon termination of our Agreement with the client, we shall make a good faith and reasonable attempt to forward proxy information inadvertently received by us on behalf of the client to the forwarding address provided by the client.

Item 18: Financial Information

Successful Money Strategies, Inc. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Successful Money Strategies, Inc. does not require prepayment of fees of both more than \$1,200 per client, and more than six months in advance; and therefore is not required to provide a balance sheet to clients.

Successful Money Strategies, Inc.
Form ADV Part 2B
Investment Adviser Brochure Supplement

Supervisor and Supervised Person: Dennis O'Keefe

March 2012

This brochure supplement provides information about the Firm's Supervised Persons that supplements the Successful Money Strategies, Inc.'s brochure. You should have received a copy of that brochure.

Please contact Dennis O'Keefe, President and Chief Compliance Officer, if you did not receive Successful Money Strategies, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the Firm's Supervised Persons is also available on the SEC's website at www.adviserinfo.sec.gov.

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www.successfulmoney.com

Educational Background and Business Experience

Education and Business Background

Successful Money Strategies, Inc. requires that advisers in its employ have a bachelor's degree and further coursework demonstrating knowledge of financial planning and tax planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, CTFA, EA or CPA. Additionally, advisers must have work experience that demonstrates their aptitude for financial planning and investment management.

Supervised Persons

Dennis O'Keefe

Born 1969

Business Background:

Successful Money Strategies, Inc.
President and Chief Compliance Officers

1993 – Present

Formal Education after High School:

Bentley University
BS – Finance

Professional Designations:

Certified Financial PlannerTM (CFP)

Professional Certifications

Dennis O'Keefe maintains professional designations, which requires the following minimum requirements:

CFP - Certified Financial Planner

Issued by: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC

- Chartered Life Underwriter (CLU)
- CFA
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type: CFP Certification Examination

Continuing Education/Experience Requirements: 30 hours every 2 years

Disciplinary Information

Neither Successful Money Strategies, Inc. nor Dennis O'Keefe have been involved in any activities resulting in a disciplinary disclosure.

Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations above. The Outside Business Activities do not create a material conflict of interest with clients.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither Successful Money Strategies nor Dennis O'Keefe receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Dennis J. O'Keefe is a licensed insurance broker (life/health) and as a licensed broker, he may receive commissions on insurance products sold. Dennis O'Keefe spends less than 1% of his time on this activity.

Additional Compensation

No Supervised Person receives any economic benefit outside of regular salaries or bonuses related to amount of sales, client referrals or new accounts.

Supervision

Dennis O'Keefe is the sole Supervised Person named in this Form ADV Part 2 Investment Adviser Brochure Supplement. Dennis O'Keefe may be reached at 508.730.2300.

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