

**Form ADV Part 2A
Investment Advisor Brochure**

**CAPITAL STRATEGIES
GROUP, LLC**

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The principal business of Capital Strategies Group, LLC is a registered investments advisory firm providing investment management services to clients. Investment Management services include evaluating each client's needs, risk tolerance, understanding of investments, their objective in investing and portfolio management. Capital Strategies Group, LLC provides investment advice for individuals, retirement plans and businesses.

This brochure provides information about the qualifications and business practices of Capital Strategies Group, LLC. If you have any questions about the contents of this brochure, please contact us at 480-635-4050 or aaron@csgplanners.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. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about Capital Strategies Group, LLC also is available on the SEC's website at:
www.adviserinfo.sec.gov.

Material Changes

On an annual basis material changes to the ADV Brochure will be provided as a separate document to clients who have received previous versions of brochure. Due to recent legislation, all investment advisers managing less than \$100 million in assets are required to transition from SEC registration to registration with the state in which they do business. Capital Strategies Group, LLC is transitioning registration from the SEC to the State of Arizona. Because of this change a full brochure with all material facts will be distributed to each current client.

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Advisory Business

Advisory Firm

Capital Strategies Group, LLC has been providing investment advisory services since 2002. Geoffrey White is the founder, owner, and President and has been in the financial services industry since 1996.

Advisory Services

Capital Strategies Group, LLC's principal service is providing fee-based investment advisory services and financial planning services. The advisor practices custom management of portfolios, on a discretionary basis, according to the client's objectives. An initial interview and data gathering meeting is undertaken to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients may leave standing instructions for the advisor to impose restrictions on investing in certain securities, types of securities, or investing in limited amounts of a security. The advisor will contact or attempt to contact the client annually to determine changes in the client's financial situation or investment objectives. The client is encouraged to contact the advisor any time their financial circumstances change. Clients may call in any time during normal business hours to discuss directly with the advisor about the client's account, financial situation, or investment needs. Clients will receive from the custodian timely statements and confirmations at least quarterly which will contain a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program.

Capital Strategies Group, LLC will provide investment advisory services and portfolio management services and will not provide securities execution, custodial and other administrative services. At no time will Capital Strategies Group, LLC accept or maintain custody of a client's funds or securities.

In addition to investment advisory services, Capital Strategies Group, LLC may provide Financial Planning Services to clients. The advisor's Financial Planning services include custom management of portfolios based on their client's investment objectives, goals and financial situation. It may also include providing investment strategies in general or tailored investment advice.

As of February 15, 2012, Capital Strategies Group, LLC has \$38,652,000 of assets under management on a discretionary basis, and \$3,010,000 of assets under management on a non-discretionary basis.

Fees and Compensation

Capital Strategies Group, LLC is compensated for its investment advisory services by charging the following fees:

Management Fee: Pursuant to an investment advisory contract signed by each client, the client will pay Capital Strategies Group, LLC a quarterly Management Fee, based on the amount of the assets to be managed by the advisor.

Capital Strategies Group currently utilizes three custodians: Fidelity, Sterling Trust, and Lincoln Trust. Management fee schedule is as follows:

For all custodians the management fee is payable quarterly and in advance, and then debited to the client account approximately four weeks into the current quarter. The fee will be based on the ending balance of the preceding period. The fee schedule is:

- \$0.00 to \$1 million-fees assessed on the total asset value of the entire account at 1.25%
- \$1 million Plus to \$3 million-fees assessed on the total asset value of the entire account at 1.00%
- \$3 million Plus-fees assessed on the total asset value of the entire account at 0.80%

These fees may be negotiated by the advisor under unusual circumstances, at the sole discretion of the advisor.

All fees paid to Capital Strategies Group, LLC for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes transaction charges, a client may pay an initial or deferred transaction charge.

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

Capital Strategies Group, LLC will provide investment advisory services and portfolio management services and will not provide securities execution, custodial and other administrative services.

At no time will Capital Strategies Group, LLC accept or maintain custody of a client's funds or securities.

Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisors fee is separate and distinct from the custodian and execution fees. Clients will receive detailed accounting of all management & transaction fees on periodic statements produced by the custodian.

Client has the right to terminate any investment advisory contract entered into with Capital Strategies Group, LLC within 5 business days of execution without penalty if said client does not receive a copy of Form ADV Part II within 48 hours in advance of any investment advisory contract that may be entered.

Clients may request to terminate their advisory contract with Capital Strategies Group, LLC, in whole or in part, by giving thirty days advance written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client. Client's advisory agreement with the Advisor is non-transferable without Client's written approval.

Hourly Fees: Some clients will contract to have investment advisory advice and/or financial planning advice provided based on an hourly fee rather than based on the assets under management. The advisors hourly fee will be billed at a rate of \$180 per hour, but may be negotiated in advance.

Performance-Based Fees and Side-By-Side Management

Capital Strategies Group, LLC does not charge performance-based fees.

Types of Clients

Capital Strategies Group, LLC provides advisory services to individuals, pension and profit sharing plans and other ERISA accounts, trusts and estates.

Generally there is no account minimum requirement for investment advisory services.

There is no minimum for clients retaining financial planning services.

Methods of Analysis, Investment Strategies, and Risk of Loss

Capital Strategies Group, LLC uses asset allocation strategies for portfolio management. Analysis utilized includes fundamental, technical, cyclical, and global macro strategies.

By its nature, financial planning pertains to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment and insurance strategies are designed to help the client achieve his or her financial goals. Health, Life, Disability, Property and Casualty insurance (e.g. homeowner's, auto, liability, etc.) is reviewed at the client's

request.

Capital Strategies Group, LLC uses research material provided by others and Corporate rating services as the main source of information.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

Capital Strategies Group, LLC is disclosing those risks and opportunities for our investment strategy or for particular types of securities used.

- Long term purchases (securities held at least a year) are subject to market risk, interest rate risk, default risk, and company specific risk
- Short term purchases (securities sold within a year) are subject to market risk, interest rate risk, default risk, and company specific risk
- Margin transactions can cause investors to lose more funds than deposited, the firm can force a sale of the securities even without contacting you, and they do not have to extend time on a margin call.
- Option writing, including covered options and uncovered options or spreading strategies, has market risk both to the upside and downside and uncovered option writing can result in unlimited losses.
- Debt securities are subject to interest rate, default, and re-investment risk.
- High yield securities are corporate debt securities rated below investment grade and are subject to interest rate, default, and re-investment risk.
- By timing the buys and sells, we endeavor to control the risks. Timing the markets has its own set of risks mainly buying or selling prematurely or buying and selling too late.
- There are tax consequences for short-term trading wherein capital gains are taxed as ordinary income.
- Auction Rate Securities are floating-rate debt securities (long-term variable-rate corporate or municipal bonds) tied to short-term interest rates. ARS have a long-term nominal maturity with interest rates reset through an auction process ("Dutch auction") and there is a default risk and risk of an illiquid market for auctioning securities.
- Structured products are a basket of investments that combine the upside potential of equity with the downside protections of fixed income. Structured products are complex and difficult for the average investor to understand. Structured products are used to hedge and speculate and may have counterparty risk and usually have lock-up periods that make the investment somewhat illiquid.

Disciplinary Information

In August 2011, following a hearing before CFP Board's Appeals Committee, CFP Board issued an order affirming the Disciplinary and Ethics Commission's order issuing a Letter of Admonition to Geoffrey White. This discipline followed CFP Board's investigation of allegations that Mr. White recommended an unsuitable investment to his client. Mr. White continues to maintain the CFP® marks.

Other Financial Industry Activities and Affiliations

Capital Strategies Group, LLC solicits and is involved in the preparation of trusts, wills, and power of attorney forms (estate planning products). Advisors are also engaged in the business of selling insurance products.

Geoffrey White, John Peart, John Olsen and Aaron Matheny, are all Investment Advisor Representatives for Capital Strategies Group, LLC. They will sell insurance products and estate planning forms/products to advisory and/or non-advisory clients. John Peart and John Olsen will spend approximately 10% of their time on those insurance related products. Geoffrey White and Aaron Matheny will spend approximately 30% of their time on those insurance related products.

While Capital Strategies Group, LLC endeavors at all times to put the interests of its clients first as part of their fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of the individual making the recommendation. The client is under no obligation to purchase products recommended, or to purchase products either through us or through these insurance companies.

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

Code of Ethics

Capital Strategies Group, LLC maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics.

No advisor or related person is a general partner in any partnership in which clients are solicited to invest.

Participation or Interest in Client Transactions

Capital Strategies Group, LLC nor any affiliated companies partner in limited partnerships nor sponsor any security or mutual fund thus there are no scenarios where the sale of investments would generate a conflict of interest between the firm and a client.

Personal Trading

At times Capital Strategies Group, LLC and/or its IA Reps may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The firm and its IA Reps will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Brokerage Practices

Selection or recommendation of broker/dealers

Capital Strategies Group, LLC will inform its clients both orally and in writing, in clear and understandable language that they will have discretion to select the broker or dealer for custodial and execution services. In addition, Capital Strategies Group, LLC will disclose the following information as it relates to the relationship between the broker/dealer, Capital Strategies Group, LLC and client:

- (1) Capital Strategies Group, LLC will not dictate commissions
- (2) Capital Strategies Group, LLC does not receive any type of product, service, compensation or research from the chosen broker/dealer.

If requested by the client, Capital Strategies Group, LLC will choose the broker/dealer to be used based on execution and custodial services offered, cost, quality of service and their reputation based on prior business dealings; however, clients are always free to choose the Broker Dealer for execution and custodial services.

Soft Dollar Practices

This topic is not applicable to our firm.

Client Referrals From Brokers

This topic is not applicable to our firm.

Directed Brokerage

This topic is not applicable to our firm.

Trade Aggregation

Capital Strategies Group, LLC does not participate in trade aggregation.

Review of Accounts

Reviews- Capital Strategies Group, LLC conducts reviews on three levels. First, the investment committee made up of Geoff White, Aaron Matheny, John Olsen and John Peart review investments held in client portfolios on a monthly basis. Second, the assigned advisor reviews the investments in the portfolios of each client they are assigned to no less than semi-annually. Finally, advisors attempt to hold review meetings directly with clients no less than but in most cases more often than annually according to the preferences of the client and the complexity of the portfolio. Additional triggering factors would include investment performance relative to asset class, market volatility, change in mutual fund management, and/or client requests or change in client circumstances/objectives. In addition, a significant change or event in the securities market may warrant additional reviews.

Financial plans paid for by clients and created separately from portfolio management services do not get reviewed unless specifically requested by the client.

Reviewers-Each account will be reviewed by an advisor of the Firm to which the account is assigned.

Clients will receive monthly or quarterly reports from the custodian containing account activity, trading, and fees.

Client Referrals & Other Compensation

Referral Fees Paid

Capital Strategies Group, LLC may compensate for client referrals. All solicitors' agreements are in compliance with the Investment Advisers Act of 1940. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement.

Referral Fees Received

Capital Strategies Group, LLC, nor any related person, has any arrangements, oral or in writing, where they are paid cash by or receives some economic benefit from a non-client in connection with giving advice to clients.

Custody

Capital Strategies Group, LLC does not at any time have custody of client funds.

Investment Discretion

Capital Strategies Group, LLC will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

The client will designate the broker/dealer to be used for trading and custodial services. Capital Strategies Group, LLC may "trade away" for bond transactions in order to seek best execution. The bonds will be custodied at the broker/dealer designated by the client under a prime brokerage arrangement.

Voting Client Securities

Capital Strategies Group, LLC will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, Capital Strategies Group, LLC cannot give any advice or take any action with respect to the voting of these proxies. The client and Capital Strategies Group, LLC agree to this by contract.

For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Also, Capital Strategies Group, LLC cannot give any advice or take action with respect to the voting of these proxies.

Financial Information

Capital Strategies Group, LLC does not have any disclosure items in this section.

Geoffrey W. White
Capital Strategies Group, LLC
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Tempe, AZ 85283
480-635-4050

March 29, 2012

This brochure supplement provides information about Geoffrey W. White that supplements the brochure of Capital Strategies Group, LLC. You should have received a copy of that brochure. Please contact Aaron Matheny if you did not receive Capital Strategies Group, LLC's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Name: Geoffrey Wayne White

Date of Birth: January 4, 1976

Education: Arizona State University, BA in Business (Finance).

Designations: CFP®, ChFP, MSFS

Designees who hold and use the CERTIFIED FINANCIAL PLANNER™ marks have completed rigorous coursework in the following areas: Insurance, Investments, Taxation, Retirement Planning, and Estate Planning. They have passed the two-day comprehensive examination and have agreed to abide by the Code of Ethics published by the CFP Board of Standards.

Designees who use the Chartered Financial Consultant designation have completed similar coursework as is required for obtaining the CFP® certification except that there is not a final comprehensive examination.

Designees who use the MSFS designation have completed at least 36 credit hours of graduate level study in coursework primarily designed to enhance the student's knowledge and ability to apply financial planning concepts and strategies.

Holders of the MSFS designation have also completed two comprehensive financial plans as a final requirement to obtaining the degree.

Licenses: NASD Series 7, 63; life, health, disability, property and casualty insurance

Industry Experience:

Owner of Capital Strategies Group, LLC from September 2003 to Present

Registered Representative for Equity Services from July 2002 to April 2006

Registered Representative for Camden Financial Services from December 2001 to July 2002

Financial Adviser for Raymond James from February 2001 to December 2001.

Disciplinary Information

In August 2011, following a hearing before CFP Board's Appeals Committee, CFP Board issued an order affirming the Disciplinary and Ethics Commission's order issuing a Letter of Admonition to Geoffrey White. This discipline followed CFP Board's investigation of allegations that Mr. White recommended an unsuitable investment to his client. Mr. White continues to maintain the CFP® marks.

Other Business Activities

There are no other business activities engaged in by Geoffrey W. White to be reported at this time.

Additional Compensation

Geoffrey W. White receives no additional compensation from those not considered clients.

Supervision

On issues related to compliance, supervision of advisors done by Aaron C. Matheny, Chief Compliance Officer, 480-635-4050. A quarterly compliance meeting is conducted to educate advisors on protocol and practice of financial planning as it relates to compliance issues.

On issues related to investment selection and client communication, advisors at CSG participate in a monthly investment committee meeting where investment selection and portfolio design is discussed. Geoffrey W. White, President of Capital Strategies Group, 480-635-4050, presides over this committee. On occasion, Mr. White will attend client meetings with advisors in a supervisory role.

Aaron C. Matheny
Capital Strategies Group, LLC
2151 E. Baseline Rd. Ste 101
Tempe, AZ 85283
480-635-4050

March 29, 2012

This brochure supplement provides information about Aaron C. Matheny that supplements the brochure of Capital Strategies Group, LLC. You should have received a copy of that brochure. Please contact Aaron Matheny if you did not receive Capital Strategies Group, LLC's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Name: Aaron Clayton Matheny

Date of Birth: September 14, 1970

Education: Arizona State University, BS in Psychology, Colorado State University, MA in Human Development

Licenses: NASD Series 65; Health, life and disability insurance; Real Estate License; Board Certified in Estate Planning.

Designations: CFP®

Designees who hold and use the CERTIFIED FINANCIAL PLANNER™ marks have completed rigorous coursework in the following areas: Insurance, Investments, Taxation, Retirement Planning, and Estate Planning. They have passed the two-day comprehensive examination and have agreed to abide by the Code of Ethics published by the CFP Board of Standards.

Industry Experience: Capital Strategies Group, LLC 2002-present

Disciplinary Information

There are, nor have there been, any legal or disciplinary events involving Aaron C. Matheny.

Other Business Activities

There are no other business activities engaged in by Aaron C. Matheny to be reported at this time.

Additional Compensation

Aaron C. Matheny receives no additional compensation from those not considered clients.

Supervision

On issues related to compliance, supervision of advisors done by Aaron C. Matheny, Chief Compliance Officer, 480-635-4050. A quarterly compliance meeting is conducted to educate advisors on protocol and practice of financial planning as it relates to compliance issues.

On issues related to investment selection and client communication, advisors at CSG participate in a monthly investment committee meeting where investment selection and portfolio design is discussed. Geoffrey W. White, President of Capital Strategies Group, 480-635-4050, presides over this committee. On occasion, Mr. White will attend client meetings with advisors in a supervisory role.

John S. Peart
Capital Strategies Group, LLC
2151 E. Baseline Rd. Ste 101
Tempe, AZ 85283
480-635-4050

March 29, 2012

This brochure supplement provides information about John S. Peart that supplements the brochure of Capital Strategies Group, LLC. You should have received a copy of that brochure. Please contact Aaron Matheny if you did not receive Capital Strategies Group, LLC's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Name: John Spencer Peart

Date of Birth: March 19, 1968

Education: Brigham Young University, BS Communication; MBA

Licenses: Insurance, Series 7 and 65, Health and Life Insurance

Industry Experience: 7 years as Financial Analyst for Conoco-Phillips, Financial Planner 5 yrs. Beneficial Life Insurance Company, Capital Strategies Group 2007 to present

Disciplinary Information

There are, nor have there been, any legal or disciplinary events involving John S. Peart.

Other Business Activities

There are no other business activities engaged in by John S. Peart to be reported at this time.

Additional Compensation

John S. Peart receives no additional compensation from those not considered clients.

Supervision

On issues related to compliance, supervision of advisors done by Aaron C. Matheny, Chief Compliance Officer, 480-635-4050. A quarterly compliance meeting is conducted to educate advisors on protocol and practice of financial planning as it relates to compliance issues.

On issues related to investment selection and client communication, advisors at CSG participate in a monthly investment committee meeting where investment selection and portfolio design is discussed. Geoffrey W. White, President of Capital Strategies Group, 480-635-4050, presides over this committee. On occasion, Mr. White will attend client meetings with advisors in a supervisory role.

John L. Olsen
Capital Strategies Group, LLC
2151 E. Baseline Rd. Ste 101
Tempe, AZ 85283
480-635-4050

March 29, 2012

This brochure supplement provides information about John L. Olsen that supplements the brochure of Capital Strategies Group, LLC. You should have received a copy of that brochure. Please contact Aaron Matheny if you did not receive Capital Strategies Group, LLC's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Name: John Lamont Olsen

Date of Birth: April 24, 1944

Education: Brigham Young University, BS

Licenses: Insurance, Series 7 and 66, Life Insurance

Industry Experience: 17 years as a Beneficial Life Financial Professional in San Diego and Sacramento, CA and Phoenix, AZ; Capital Strategies Group 2006 to present.

Disciplinary Information

There are, nor have there been, any legal or disciplinary events involving John L. Olsen.

Other Business Activities

There are no other business activities engaged in by John L. Olsen to be reported at this time.

Additional Compensation

John L. Olsen receives no additional compensation from those not considered clients.

Supervision

On issues related to compliance, supervision of advisors done by Aaron C. Matheny, Chief Compliance Officer, 480-635-4050. A quarterly compliance meeting is conducted to educate advisors on protocol and practice of financial planning as it relates to compliance issues.

On issues related to investment selection and client communication, advisors at CSG participate in a monthly investment committee meeting where investment selection and portfolio design is discussed. Geoffrey W. White, President of Capital Strategies Group, 480-635-4050, presides over this committee. On occasion, Mr. White will attend client meetings with advisors in a supervisory role.