



Form ADV Part 2A Firm Brochure

Dated: August 01, 2012

Item 1: Cover Page

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This brochure provides an overview of the qualifications and business practices of Balance Point Retirement Analytics. If you have any questions, please contact us either by phone at (916) 724-5418 or by email at info@balancepointra.com. Additionally, we are required to disclose that the information contained in this brochure has not been verified or approved by the United States Securities and Exchange Commission (SEC) or by any state securities authority, nor does registration as an investment adviser imply any particular level of skill, training, or experience. You may find additional information about Balance Point Retirement Analytics available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published *Amendments to Form ADV*, which contains amendments to the disclosure document that we must provide to clients as required by SEC rules.

This brochure, dated August 01, 2012, is a new document prepared according to the SEC's new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require. In the future, this item will discuss only specific material changes that are made to our brochure and will provide a summary of such changes. We will also reference the date of our last annual brochure update. Our last annual update was January 10, 2011.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to the new SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We will further provide interim and other ongoing disclosure information about material changes as necessary.

You may request a copy of our brochure by contacting us either by phone at (916) 724-5418 or by email at info@balancepointira.com.

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Item 4: Advisory Business

A. Balance Point Retirement Analytics is an independently-owned, SEC-registered investment adviser. We are headquartered in Cheyenne, Wyoming and maintain a regional office in Roseville, California. The firm was co-founded in 2009 by Robert Barnack, Chief Investment Officer & Managing Principal and by Mary Barnack, Chief Operations Officer & Principal. Mr. and Mrs. Barnack previously worked together for 16 years at two other firms. Prior to that, Mr. Barnack worked for 12 years at two firms. Mr. Barnack owns 75% of Balance Point Retirement Analytics while Mrs. Barnack owns the remaining 25%.

B. We primarily serve as a fiduciary consultant and discretionary investment adviser to qualified and non-qualified retirement plans.

Qualified and non-qualified plan types served include:

- Defined benefit plans, both traditional and cash balance pensions
- Defined contribution plans, including profit sharing, 401(k), 403(b), and 457
- Supplemental executive retirement plans
- Executive deferred compensation arrangements

Our services for retirement plans include:

- Plan design and provider review
- Plan fees, expenses, and investment performance evaluation
- Fiduciary due-diligence consulting and co-fiduciary services
- Customized Investment Policy Statement design
- Quantitative investment benchmarking analysis
- Qualitative investment selection screening
- Ongoing discretionary investment management
- Plan participant education and communication

We also serve select individuals and families through:

- Advanced financial, estate, and succession planning
- IRA rollover and distribution consulting
- Values-based investment portfolio design
- Discretionary investment portfolio management
- Personal, charitable trust, and private foundation management

As with our qualified retirement plan clients, we acknowledge our fiduciary role to our individual, family, trust, and foundation clients in writing.

Our investment advice is not limited to any particular type of investment for any one client. Unless we are restricted due to your account being a tax-qualified, trust, or other account type that requires we avoid certain specified investment classes or types as defined under ERISA, MPERS, UMPIFA, UPIA, IRS, or other regulatory authority, the investments we will select will be unrestricted as to investment type. Our focus will center on selecting investments with strong quantitative and qualitative profiles that we believe are most appropriate for you.

C. Our recommendations are tailored to your individual requirements. We begin by working closely with you to compile a written Client Profile that describes your specific near- and long-term financial needs and objectives, the nature and extent of your current and projected financial resources and obligations, your current investments, and other requirements. This enables us to analyze your current and anticipated financial condition. We will then propose personalized strategies and project the financial effectiveness and suitability they may provide. Once a direction is selected, we will implement our recommendations and coordinate as needed with your plan and/or investment committee, and your other advisers, such as your third-party administrator, trustee, and legal and/or tax counsel, to ensure their coordinated effectiveness.

While our management style is discretionary, we are an actively client-focused asset manager. We follow the strategies agreed upon in your Client Profile to mutually develop your written Investment Policy Statement. Your future investment expectations and the procedural parameters for managing your assets are addressed in detail, and include:

- Your tolerance for risk
- Your target rate of return and time horizon(s)
- Your investment selection and exclusion parameters
- Your specific asset-allocation strategy
- The due-diligence process we will use to evaluate, select, allocate, monitor, rebalance, and report the investment progress of your assets
- Any special instructions or limitations that you would like us to follow

Your Client Profile and Investment Policy Statement serve as our primary reference for managing your account according to your stated financial requirements and core values.

D. Balance Point Retirement Analytics does not sponsor or participate in wrap fee programs.

E. As of December 31, 2011, no client assets were managed on a discretionary or non-discretionary basis.

Item 5: Fees and Compensation

A. Balance Point Retirement Analytics accepts no undisclosed outside compensation, commissions, or incentives. The fee for our consulting services is billed according to the following hourly rates:

Consultation and Report Preparation
\$175.00

As part of Balance Point Retirement Analytics' Financial Consulting Agreement, the initial retainer is an amount equal to one-half of the total cost estimated for the engagement. If the estimated amount is not sufficient to complete the consultation, a subsequent retainer may be required. Likewise, any unearned fees collected from you will be refunded pro-rata.

For discretionary investment management, we charge an annual fee that is based solely on the gross quarter-end value of your account and not on any capital gain or appreciation of value in your account. Our management fee is calculated and payable in advance at the beginning of each calendar quarter according to the following schedule:

Account Value	Annual Fee
\$250,000 to \$1,000,000	1.00%
over \$1,000,000	.75%

The fee you are charged is based on several factors including, but not limited to, plan or portfolio size and complexity, investment objectives, number and type of securities, the time involved, and the range of services we provide. As such, it is not negotiable. However, we may elect to amend our fee schedule on a case-by-case basis depending on a client's individual circumstances. We will consider the combined total value of smaller accounts that are related in order to qualify them to receive a lower fee.

B. As part of Balance Point Retirement Analytics' Investment Management Agreement, the initial fee will be assessed upon execution of our Investment Management Agreement and/or LPOA Agreement and deducted from your account when your assets have been credited to your account by your account custodian. Thereafter, fees will be payable on the first day of each calendar quarter based on the asset value of your account as of the last business day of the prior quarter. Subsequent deposits to the account are subject to these same fee procedures. You may choose to have your account custodian directly deduct our fee from your account(s) or to be billed. In both cases, your fee will be assessed and deducted or billed in the same manner.

C. In addition to our management fee, you will also incur custodian fees and brokerage transaction or ticket charges. In some cases, the custodian fees are included in the brokerage fees. No part of these charges are paid or re-allowed to us. These charges are paid to your third-party custodian pursuant to their published schedule for trade execution. A copy of these charges will be made part of our Investment Management Agreement and approved by you prior to its execution. For additional information, please see “Item 12: Brokerage Practices” later in this document.

Also separate and distinct are the fees and expenses that separately managed accounts charge, or that mutual funds charge their shareholders, or that managers of those portfolios assess to cover their own management fees. While we make every attempt to use only no-load/low-expense ratio funds, clients are encouraged to read a complete explanation of those expenses in the respective fund’s prospectus.

D. Our fee is payable in advance. Our Financial Consulting Agreement may be terminated by either party at any time by sending to the address of the other party notice of termination by regular mail. If you terminate the contract within five business days from the date of inception, all prepaid fees will be immediately refunded. Otherwise, this agreement will terminate upon presenting you with our assessment, your written plan.

Our Investment Management Agreement may be terminated by either party at any time by sending a notice of termination to the address of the other party by regular mail. If you terminate the contract within five business days from the date of inception, all prepaid fees will be promptly refunded. In the event you terminate prior to any anniversary date, collected but unearned fees already paid will be refunded pro-rata based on the number of days remaining in the quarter that our services were not provided. We will not change our fees without thirty (30) days written notice, during which time you may terminate the relative agreement by giving written notice. If notice of termination is not given, the new fee will become effective.

E. Neither the firm nor any of its employees receive undisclosed incentives, direct or indirect compensation, or soft dollar compensation of any kind for the sale of securities or other investment products.

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

We have chosen to avoid any conflicts of interest that could arise by favoring higher-performing accounts where the management fees have the potential to be substantially higher, or that offer dual compensation. As a result, Balance Point Retirement Analytics does not manage accounts using performance-based or side-by-side fees.

Item 7: Types of Clients

Balance Point Retirement Analytics serves as a fiduciary consultant and discretionary investment adviser to qualified and non-qualified retirement plans, small and mid-sized corporations and business entities, charitable organizations, private foundations, individuals, families, estates, and personal and charitable trusts.

Our minimum account size is \$250,000. While it has remained unchanged since our inception, we may raise this minimum as the number of clients we serve increases. Our plan is ultimately to discontinue accepting new clients when assets under management reach \$350 million. We believe this will allow us to continue delivering exceptional service and value to our clients over time.

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

A. Balance Point Retirement Analytics uses fundamental analysis methods to evaluate long-term investment strategies. Resources may include: SEC and other regulatory filings, financial reports, technical journals, corporate rating services, timing services, independent research materials, annual reports, prospectuses, personal inspection, press releases, and various due-diligence studies. These information sources are used to buy and own companies with attributes that fit the firm's investment philosophy, which follows.

Our investment philosophy is to focus on holding conservative, appropriately diversified, long-term positions. We do not day-trade stocks or other securities. On occasion, we will employ short-term purchases—those sold within one year, short sales, and various options strategies.

When choosing investments, we prefer those with the following characteristics:

- Have stable, quality management
- Have a solid cash flow
- Have a prudent debt level
- Have a competitive position
- Have or expect internally-generated revenue growth
- Have catalysts present to drive price growth
- Have a product or service with identifiable value
- Have potential to earn sound returns on capital at an acceptable risk level

From the portfolio perspective, we believe in keeping you fully invested in risk-adjusted portfolios that are tailored to your individual requirements. However, you should be aware that investing involves risk of loss that you should be prepared to bear.

B. Short-term purchases can be more volatile, involve higher brokerage and transaction costs due to frequency, and pose higher taxes. However, they can present an opportunity for overall higher long-term portfolio growth. Investing this way involves risk that you should be prepared to bear.

Options can be complex and volatile. You can lose money owning them. However, they can serve an integral part in your portfolio by adding income or by acting to offset price reductions on other positions held in the account. Investing this way involves risk that you should be prepared to bear.

C. We do not limit or primarily recommend any one type of security or investment class.

Item 9: Disciplinary Information

A. Neither Balance Point Retirement Analytics, nor anyone at the firm, has had any civil or criminal actions brought against them.

B. Neither Balance Point Retirement Analytics, nor anyone at the firm, has had any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

C. Neither Balance Point Retirement Analytics, nor anyone at the firm, has had any proceedings before a self-regulatory organization.

Item 10: Other Financial Industry Activities and Affiliations

- A. No Balance Point Retirement Analytics employees are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. No Balance Point Retirement Analytics employees are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.
- C. Balance Point Retirement Analytics does not have any related parties. As a result, we do not have a relationship with any related parties.
- D. Balance Point Retirement Analytics receives no undisclosed incentives or other compensation from any outside source. We do not have any conflicts of interest with any outside party.

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

- A. Balance Point Retirement Analytics adopted the CFA Institute Code of Ethics and Standards of Professional Conduct when the firm was founded. Our firm's Values and Ethical Standards Statement is appended to it. Annually, employees certify that they have read, understand, and will comply with our Code of Ethics. A copy of our Code of Ethics will be provided to any client or prospective client on request.
- B. Neither Balance Point Retirement Analytics, nor any of our employees, recommends to clients, or buys or sells for client accounts, securities in which we participate or have a direct material financial interest.
- C. Balance Point Retirement Analytics does not buy securities or trade for its own account. Therefore, no potential conflict of interest exists at the firm level. However, personal trading by employees is allowed. We appreciate that employees may have a high level of confidence in the companies we own for clients and we support employees owning these same companies. Yet, to avoid conflicts of interest and fulfill our fiduciary duties, all client accounts take priority over any employee's personal trading. Even if actual conflicts do not exist, we work to identify and avoid any perceived conflicts of interest as well.

Balance Point Retirement Analytics' Personal Trading Policy is as follows.

It is our policy that the firm's principals and other associates may buy or sell the same securities that we recommend to our clients provided our position in the security is fully disclosed and does not materially influence the market price or control of the investment entity. In cases of batch trades or trades in shares of limited availability, client orders always take priority. Insider trading is strictly prohibited. We maintain a record of all such personal transactions and strictly enforce all rules and regulations promulgated under the Investment Advisers Act of 1940.

Personal trading encompasses all Balance Point Retirement Analytics employees and any individual in the employee's household. Therefore, all members of the employee's household are subject to our Personal Trading Policy. In addition, any account that the employee or a household member has authority over outside of Balance Point Retirement Analytics is also subject to our Personal Trading Policy.

The firm maintains a restricted list of companies that the investment team is trading or considering trading. Personal trading of these companies is restricted, even if there is not an actual conflict and only a potential or perceived conflict.

Pre-approval for personal trades is required, other than for U.S. government-sponsored debt, certificates of deposit, mutual funds, real estate, and similar investments. If a personal trade is not completed on the day of approval, then pre-approval is required on each subsequent day the personal trade is attempted. If a trade is executed without pre-approval, then the trade must be reversed, any profits disgorged, and any losses assumed by the holder of the personal account.

Personal accounts that are managed entirely by Balance Point Retirement Analytics (with full discretion as with other client accounts) are not subject to the pre-approval requirement, since they are in fact a client and are subject to the same allocation policies as other clients. Employees and other accounts subject to our Personal Trading Policy are required to have their custodian(s) send duplicate statements and trade confirmations to our Chief Compliance Officer (CCO). Confirmations are matched with the pre-approval record. Another person will pre-approve and review the transactions of the CCO. In the case of private placements and other securities where trade confirmations are not immediately available, the trade is still subject to the pre-approval requirements noted above (without the same-day trade requirement) and documentation of the trade must be provided to the CCO.

New employees are required to provide the CCO with an initial copy of statements for all outside personal accounts for which the new employee or household member has authority. New accounts are required to be set up according to our Personal Trading Policy.

D. Balance Point Retirement Analytics does not buy securities or trade for its own account. Therefore, no conflict of interest exists at the firm level. However, personal trading by employees is allowed. Any potential conflicts of interest are addressed with the firm's Personal Trading Policy, as described in Item 11, C.

Item 12: Brokerage Practices

A. When a client does not have a relationship with a bank or broker-dealer of their own, we ask them to open an account at Schwab Advisor Services. Commission rates at Schwab Advisor Services are competitive and their service level is very high. A complete fee schedule will be made available and discussed with you prior to opening your account. When a broker-dealer other than one suggested by us is designated by you, higher costs are likely to result. In such instances, you should be aware that you are responsible to negotiate your own transaction costs. Furthermore, we may be prohibited from executing a transaction with a dealer, specialist, or market-maker for particular securities, which may limit the extent to which we can serve your best interests.

1. Research and Other Soft Dollar Benefits

Balance Point Retirement Analytics does not pay for any products, research, or services through brokerage commission mark-ups or mark-downs from the firms it trades securities with. This compensation method—known as soft dollars—is prohibited by us as a potential conflict of interest, and is not a factor in determining the executing broker. Our sole focus when selecting an executing broker for our clients is best execution. Some firms we trade with make general economic, company-specific information and/or regulatory and compliance information available regardless of commissions paid, which we do receive in limited instances. The information received is not dependent on commission rates paid. All clients benefit from information Balance Point Retirement Analytics utilizes from any third party. Our primary research source is our internal analysis of companies via the research methods previously discussed in “Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss” above.

- a. We do not use our clients' brokerage commissions for the purpose of obtaining research or other services. Trade execution is done on a best-execution basis.
- b. Our sole incentive is for clients to receive best execution in order to fulfill our fiduciary duty and serve our clients' best interests.
- c. We do not cause clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits.
- d. All information received from third parties is used to benefit all clients.

- e. Balance Point Retirement Analytics does not use brokerage commission mark-ups or mark-downs to acquire any products, research, or services.
- f. Balance Point Retirement Analytics does not direct commissions to broker-dealers in return for any soft dollar benefits.

2. Brokerage for Client Referrals

Balance Point Retirement Analytics does not consider new client referrals when we select or recommend broker-dealers to clients.

3. Directed Brokerage.

- a. Balance Point Retirement Analytics recommends that clients who do not have a custodial relationship with a bank or brokerage firm custody their account with Schwab Advisor Services. We do not receive compensation from Schwab Advisor Services for accounts our clients open with them. Schwab Advisor Services is our recommended broker for clients without a bank custodian relationship because of their low commission structure, effective trade-execution platform, and their ability to aggregate client trades.
- b. We do not permit clients to direct brokerage commissions, as we may not be able to achieve the most favorable execution, resulting in higher costs. Clients who choose to custody assets with a broker-dealer may face higher commission rates, may not be able to aggregate orders to reduce transaction costs, and may receive less favorable prices.

B. Balance Point Retirement Analytics will aggregate the purchase or sale of securities for various client accounts at custodians with aggregating abilities, when the timing of orders allows, in order to benefit from reduced costs and potentially decreased dispersion of returns among accounts.

Item 13: Review of Accounts

A. Balance Point Retirement Analytics periodically reviews client plans and accounts. Economic indicators, such as the relative strength, momentum, and price movement of various asset classes, and the predominant allocation and balance of your invested assets are reviewed by us on a schedule and frequency determined by prior agreement with you or when you or we believe conditions demand. The cash level of all accounts is reviewed weekly as a percentage of each account's total value to determine if positions should be purchased or sold to bring allocated percentages into balance.

B. Accounts are reviewed following material deposits or withdrawals. Accounts may also be reviewed in conjunction with purchasing or selling a position across all client accounts. This may include a post-trade review of the position's weighting in all accounts, which is intended to identify position imbalances. We require that you meet with us no less than once annually to review your account status as well as any changes that may have occurred in your personal circumstances that may warrant making changes to your plan.

C. Individual trade confirmations and monthly statements of account activity will be provided by your account custodian(s) based on their respective account procedures for that type of account and as described in their client documentation. We also provide you with quarterly and year-end performance reviews containing a statistical analysis made in accordance with the general standards of the CFA Institute, as well as a detailed annual summary of all account activity for tax purposes. Reports may include:

- An account appraisal, which includes market value and cost basis of each company owned, with a statement asking clients to compare our report to the statement sent by their custodian
- A realized gain and loss report for the year-to-date period
- A performance report, which includes the quarter-to-date, year-to-date, and inception-to-date performance of the account
- An account update letter, including appropriate benchmarks and their year-to-date performance
- Our Client Information Update to ask if circumstances have changed that may require a suitability review
- Your account fee notice or invoice if the account pays by check
- Our Privacy Policy, included with the second quarter report each year

Item 14: Client Referrals and Other Compensation

A. Neither Balance Point Retirement Analytics, nor any of our employees, receive inducements, sales awards, or other prizes from any outside parties for providing investment advice to our clients.

B. Balance Point Retirement Analytics does not pay anyone for client referrals.

Item 15: Custody

The custody of your account assets, the execution and clearing of orders for securities transactions placed on your behalf, and certain related administrative services on your account are provided by an unaffiliated, mutually agreed upon third-party custodial firm. Custody of assets owned in trust will be by a mutually agreed upon, independent third-party trust company. We will not accept custody of your funds, securities, or other assets placed under management at any time.

You will receive account statements from their custodian at least quarterly. These statements should be reviewed carefully. We also send a report to you quarterly as described in Item 13, C. above. We urge you to compare the statements received from your custodian with the reports we send you each quarter. The portfolio appraisal you receive from us each quarter will have a reminder notice similar to the following: *Please compare this report to the statement sent by your custodian.*

Item 16: Investment Discretion

In order for us to proactively manage your account, we require that you provide us with consent to act with discretionary authority on your account assets. Your authorization requires we act with the utmost good faith, following a fiduciary standard of care at all times. It enables us to place orders for your account specifying which securities and what amount are to be bought, sold, transferred, and/or exchanged without obtaining your specific consent. Our discretionary authority will follow your written Investment Policy Statement and extends only to the management of your related account assets. You are reminded that some orders may involve a transaction or ticket charge, no part of which is re-allowed to us. All other purchases by us in this account on your behalf must be with your prior written or oral authorization. Granting this discretionary authority in no way restricts you, as previously stated, from establishing special instructions and limitations on the types of investments we may recommend or make on your behalf, including instructing us not to purchase specific securities or types of securities which you desire not to own for any reason.

Item 17: Voting Client Securities

A. Balance Point Retirement Analytics will accept authority to vote client proxies.

Our Proxy Voting Policy is as follows.

Purpose: Balance Point Retirement Analytics (BPRA) acts as discretionary investment adviser for various clients, including clients governed by the Employee Retirement Income Security Act of 1974 (ERISA). This proxy voting policy is designed to ensure proxies are voted in the clients' best economic interest, when the responsibility for voting client proxies rests with us as part of our fiduciary and discretionary responsibility. The purpose of this Proxy Voting Policy is to memorialize the policies and procedures adopted by BPRA to enable it to comply with its fiduciary responsibilities to clients and the requirements of Rule 206(4)-6 under the Investment Advisers Act of 1940, as Amended (Advisers Act). This Proxy Voting Policy also reflects the fiduciary standards and responsibilities set forth by the Department of Labor for ERISA accounts.

Policy: Each client may elect to vote their own proxies or to have Balance Point Retirement Analytics vote on their behalf. BPRA will vote all proxies unless a client (including a "named fiduciary" under ERISA) specifically reserves the right, in writing, to vote its own proxies or to take shareholder action with respect to other corporate actions requiring shareholder actions. BPRA will vote all proxies and act on all other actions in a timely manner as part of its full discretionary authority over client assets in accordance with this Proxy Voting Policy. Corporate actions may include, for example, and without limitation, tender offers or exchanges and class actions. When voting proxies or acting with respect to corporate actions for clients, BPRA's utmost concern is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). BPRA will act in a prudent and diligent manner intended to enhance the economic value of the assets of the client's account.

Procedures: Robert Barnack, in his role as BPRA's Chief Compliance Officer, is ultimately responsible for ensuring that all proxies received by BPRA are voted in a timely manner and in a manner consistent with each client's best interests. BPRA has prepared proxy voting guidelines for certain types of common proxy voting items. These guidelines will be reviewed periodically and updated as necessary to reflect new issues and any changes in BPRA's policies on specific issues. In general, BPRA will vote in accordance with its guidelines; however BPRA reserves the right to depart from any of its guidelines and make a voting decision on a case-by-case basis. Although many proxy proposals will be covered by our guidelines, we recognize that some proposals require special consideration and BPRA will make a decision on a case-by-case basis in these situations. Unless a client has instructed BPRA otherwise, the Chief Compliance Officer is also ultimately responsible for ensuring that all corporate action notices or requests which require shareholder action and which are received by BPRA are addressed in a timely manner and consistent action is taken across all similarly situated client accounts.

A. Conflicts of Interest: We will review each proxy proposal for conflicts of interest as part of the overall vote review process.

A conflict of interest may exist, for example, (1) if BPRA, or one of its affiliates, serves as the investment adviser to the investment company soliciting the proxy, or (2) if BPRA, or one of its affiliates, otherwise has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote. If we have knowledge of a personal conflict of interest (for example a familial relationship with company management) relating to a particular proxy proposal, we will determine whether we should recuse ourselves from voting on that proposal. If it is determined that a proxy proposal raises a material conflict between BPRA's interests and a client's interest, BPRA will resolve such a conflict in the manner described below:

1. **Vote in Accordance with the Guidelines.** To the extent that BPRA has specific guidelines with respect to the proposal in question, BPRA shall vote in accordance with the guidelines.

2. **Shadow Vote the Shares.** If BPRA has discretion to deviate from or does not have specific Guidelines with respect to the proposal in question, BPRA may cast the proxies in the same proportion as the other shareholders of the issuer who are not affiliated with BPRA, to the extent BPRA has available information from the issuer or its agent to permit that form of voting. This form of voting is also known as shadow or mirror voting. To the extent that shadow voting is not available on a timely basis, BPRA will abstain from voting the securities held by that client's account provided, however, that subject to the limitations set forth in Section B, if BPRA determines that it is in a client's best interest to cast the proxy, BPRA shall forward the proxy voting materials to the client.

B. Limitations: In certain circumstances, in accordance with a client's agreement (or other written directive) or when BPRA has determined that it is in the client's best interest, BPRA will not vote proxies received. The following are certain circumstances where BPRA will limit its role in voting proxies.

1. **Client Maintains Proxy Voting Authority:** When a client specifies in writing that it will maintain the authority to vote proxies itself or that it has delegated the right to vote proxies to a third party, BPRA will not vote the securities and will direct the relevant custodian to send the proxy material directly to the client. If any proxy material is received by BPRA, it will promptly be forwarded to the client or specified third party.

2. **Terminated Account:** Once a client account has been terminated with BPRA in accordance with its Investment Management Agreement, BPRA will not vote any proxies received after the termination. However, the client may specify in writing that proxies should be directed to the client or a specified third party for action.

3. **Limited Value:** If BPRA determines that the value of a client's economic interest or the value of the portfolio holding is indeterminable or insignificant, BPRA may abstain from voting a client's proxies. BPRA also will not vote proxies received for securities which are no longer held by the client's account.

4. **Unjustifiable Costs:** In certain circumstances, after performing a cost-benefit analysis, BPRA may abstain from voting when the cost of voting a client's proxy would exceed any anticipated benefits to the client of voting on the proxy proposal.

5. **Client Securities:** BPRA will not vote proxies received for securities not purchased for client by BPRA and held by BPRA in a client's account as an accommodation to client or until such securities are sold as per agreement or understanding with the client.

Recordkeeping: In accordance with Rule 204-2 under the Advisers Act, BPRA will maintain for the time periods set forth in the Rule: (i) these proxy voting policies and procedures, and all amendments thereto; (ii) all proxy statements received regarding client securities (provided, however, that BPRA may rely on the proxy statement filed on EDGAR as its records); (iii) a record of all votes cast on behalf of clients; (iv) records of all client requests for proxy voting information; (v) any documents prepared by BPRA that were material to making a decision on how to vote or that memorialized the basis for the decision; and (vi) all records relating to requests made to clients regarding conflicts of interest in voting the proxy. BPRA will describe in its Form ADV Part 2A Firm Brochure, a summary description of its proxy voting policies and will inform clients how they may obtain the information on how their securities were voted or a copy of BPRA's Proxy Voting Policy by written request addressed to BPRA; therefore, existing and prospective clients receive the Proxy Policy. Annually, clients are sent material changes to Form ADV Part 2 and are offered our complete Form ADV Part 2A Firm Brochure, which includes this Proxy Voting Policy.

Guidelines: Each proxy issue is considered individually. Balance Point Retirement Analytics follows general Guidelines used in voting proposals contained in the proxy statements, but these Guidelines are not used as rigid rules. If you choose to retain proxy voting authority, you will receive proxies and other solicitations directly from your custodian or a transfer agent.

1. Issues regarding the issuer's Board entrenchment and anti-takeover measures such as the following:

- a. Proposals to stagger board members' terms;
- b. Proposals to limit the ability of shareholders to call special meetings;
- c. Proposals to require super majority votes;

d. Proposals requesting excessive increases in authorized common or preferred shares where management provides no explanation for the use or need of these additional shares;

e. Proposals regarding “poison pill” provisions; and

f. Permitting “green mail”

Oppose

2. Providing cumulative voting rights

Oppose

3. “Social issues,” unless specific client guidelines supersede, for example, restrictions regarding investment in certain countries

Oppose

4. Election of directors recommended by management, except if there is a proxy fight

Approve

5. Election of auditors recommended by management, unless seeking to replace current auditors

Approve

6. Date and place of annual meeting

Approve

7. Limitation on charitable contribution

Approve

8. Ratification of directors’ actions on routine matters since previous annual meeting

Approve

9. Limiting directors’ liability

Approve

10. Pay directors solely in stocks

Case-by-Case

11. Eliminate director mandatory retirement policy

Case-by-Case

12. Rotate annual meeting location/date

Case-by-Case

13. Stock grants to management and directors

Case-by-Case

14. Allowing indemnification of directors and/or officers after reviewing the applicable laws and extent of protection requested

Case-by-Case

Item 18: Financial Information

Balance Point Retirement Analytics does not have any debt today, nor has the firm carried any debt since its inception. We do not plan on borrowing any money in the future. The firm holds excess cash in case of an emergency.

A. We do not require prepayment of fees longer than three months in advance.

B. Balance Point Retirement Analytics has discretionary authority over client accounts. There are no financial conditions that are likely to impair our ability to meet our contractual commitments to clients.

C. Balance Point Retirement Analytics has not been the subject of a bankruptcy petition.

Form ADV Part 2B Brochure Supplement

Robert S. Barnack

Dated: August 01, 2012

Item 1: Cover Page

Principal Office
204 East Third Avenue
Cheyenne, Wyoming 82001

Western Regional Office
915 Highland Pointe Drive, Suite 250
Roseville, California 95678
(916) 724-5418 info@balancepointra.com
www.balancepointra.com

This brochure supplement provides information about Robert S. Barnack, supplementing Balance Point Retirement Analytics' Firm Brochure. You should have received a copy of that brochure. If you did not receive Balance Point Retirement Analytics' Firm Brochure, or have any questions regarding the firm's brochure or the contents of this supplement, please contact us either by phone at (916) 724-5418 or by email at info@balancepointra.com. Additional information about Robert S. Barnack is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Robert S. Barnack was born in 1955. His undergraduate studies were in finance at Regis University and his graduate studies in financial management at the Edinburgh Business School at Heriot Watt University, Edinburgh, Scotland.

Mr. Barnack began his career in 1980. He is a founding partner of Balance Point Retirement Analytics, a U.S. Securities and Exchange Commission Registered Investment Advisory Firm. He has been the firm's Managing Partner, Chief Investment Officer, and Chief Compliance Officer since its inception in 2009. Previously, he served as the Managing Partner and Chief Compliance Officer of Balance Point Consulting from 1999 to 2009. He has been an approved provider of continuing education to the legal profession on matters related to fiduciary investment advice and management. He is active with the National Association of Pension Professionals, the National Association of Estate Planners and Councils, the National Estate Planning Council, and the National Committee on Planned Giving®.

Item 3: Disciplinary Information

Mr. Barnack has no history of any disciplinary events.

Item 4: Other Business Activities

Mr. Barnack's sole business activity is with Balance Point Retirement Analytics. He has no other interests that would present a conflict of interest.

Item 5: Additional Compensation

Mr. Barnack receives no incentives or undisclosed outside compensation of any kind.

Item 6: Supervision

As Managing Partner and Chief Compliance Officer, Mr. Barnack is responsible for all employee supervision. Mr. Barnack is responsible for formulation and monitoring of investment advice offered to clients, documenting investment meeting deliberations, overseeing all material investment policy changes, and conducting periodic testing to ensure that client objectives and mandates are being met. He can be reached at (916) 724-5418.

Form ADV Part 2B Brochure Supplement

Mary C. Barnack

Dated: August 01, 2012

Item 1: Cover Page

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204 East Third Avenue
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This brochure supplement provides information about Mary C. Barnack, supplementing Balance Point Retirement Analytics' Firm Brochure. You should have received a copy of that brochure. If you did not receive Balance Point Retirement Analytics' Firm Brochure, or have any questions regarding the firm's brochure or the contents of this supplement, please contact us either by phone at (916) 724-5418 or by email at info@balancepointra.com. Additional information about Mary C. Barnack is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Mary Barnack was born in 1955. Her undergraduate studies were in Business Management and Professional Communications, graduating from Alverno College, Milwaukee, Wisconsin.

Mrs. Barnack began her career in financial services in banking in 1989. She is a founding partner of Balance Point Retirement Analytics, a U.S. Securities and Exchange Commission Registered Investment Advisory Firm. She is a Partner and has been the Chief Operations Officer since its inception in 2009. Previously, she served as the Chief Operations Officer of Balance Point Consulting from 1999 to 2009.

Item 3: Disciplinary Information

Mrs. Barnack has no history of any disciplinary events.

Item 4: Other Business Activities

Mrs. Barnack's sole business activity is with Balance Point Retirement Analytics. She has no other interests that would present a conflict of interest.

Item 5: Additional Compensation

Mrs. Barnack receives no incentives or undisclosed outside compensation of any kind.

Item 6: Supervision

As the firm's Chief Operations Officer, Mrs. Barnack is responsible for all firm operational and accounting matters, and is not involved in providing client advice. She can be reached at (916) 724-5418.