

## Item 1 – Cover Page

### **Continuity Partners Group, LLC**

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This brochure provides information about the qualifications and business practices of Continuity Partners Group, LLC (also referred to as “CPG”). If you have any questions about the contents of this brochure, please contact us at 800-777-6080. 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 CPG is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our firm’s information on this website by searching for Continuity Partners Group, LLC. You may search for information by using the firm’s CRD number. The CRD number for CPG is **CRD# 151381**

\*Registration as an investment adviser does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that *CPG* provides to clients as required by applicable rules and regulations.

CPG was registered as an RIA to provide the ability to assist in the development of succession planning for certain investment advisor representatives. Due to this, CPG does not provide investment advice nor does CPG have any clients. Therefore, CPG did not have any updates to report in the previous year.

You can always receive our most current Disclosure Brochure at any time by contacting us at 800-777-6080.

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#### **Item 4 – Advisory Business**

Continuity Partners Group, LLC (“CPG”) is an investment adviser firm and a broker/dealer. CPG is a member of the Financial Industry Regulatory Authority (“FINRA”), registered as a broker/dealer and investment adviser with the United States Securities and Exchange Commission (“SEC”) and is a Limited Liability Company (“LLC”) formed under the laws of the State of Iowa in June 2009.

CPG has been established by Cambridge Investment Group, Inc. (also referred to as “CIG”), the parent company of Cambridge Investment Research, Inc. (also referred to as “CIR”) and Cambridge Investment Research Advisors, Inc. (referred to as “CIRA”), and certain principals of Cambridge Investment Group, Inc., Cambridge Investment Research, Inc. and Cambridge Investment Research Advisors, Inc. primarily to provide to certain Cambridge Investment Research, Inc. and/or Cambridge Investment Research Advisors, Inc. representatives (“Advisor Representatives”) with tools to enhance the value of their retail practices and to provide a source to finance the transitioning of their practices. Specifically, CPG has been created to offer to certain Advisor Representatives the opportunity to become members in CPG. CPG members will be eligible to participate in the programs offered by CPG, which are designed to improve the continuity of its members’ practices and improve the long-term viability of the members’ practices.

CPG is majority owned by the Eric Schwartz Revocable Trust which in turn is ultimately owned by Eric Schwartz who is also CPG’s Chief Executive Officer and Chairman. All other owners are outlined on CPGs ADV Part 1A, which is available at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

##### **General Description of Primary Advisory Services**

Although CPG is registered as an investment adviser, CPG does not provide advisory services. CPG is registered as an investment adviser solely because it acquires the goodwill associated with the client relationships served by CIR and CIRA. Advisor Representatives participating in CPG will pay a portion of the advisory fees generated from such investment advisory client relationships, resulting in CPG receiving a portion of advisory fees.

**Limits Advice to Certain Types of Investments.** CPG does not (1) offer investment advice, (2) provide securities analysis, or (3) suggest investments strategies.

##### **Tailor Advisor Services to Individual Needs of Clients**

CPG does not provide investment advisory services. Therefore, CPG does not tailor services to the individual needs of any client.

##### **Client Assets Managed by CPG**

CPG does not provide investment advisory services. Therefore, CPG does not have any assets under management.

##### **Business Continuity Plan**

CPG has established a Business Continuity Plan, which describes how CPG responds to significant business disruptions. A summary is available upon request.

## **Item 5 – Fees and Compensation**

In addition to the information provide in *Item 4 – Advisory Business*, this section provides additional details regarding our firm’s services along with descriptions of each service’s fees and compensation arrangements.

CPG offers units of its limited liability company interests (“Units”) in exchange for the assignment by the Advisor Representative of a percentage of certain practice-related intangible assets to CPG and the assignment to CPG by the Advisor Representative of a percentage of the commissions and fees received by Advisor Representative from CIR and/or CIRA and/or another registered investment adviser that is owned and/or operated by the Advisor Representative. The terms and conditions of the sale of any Units shall be set forth in the CPG Contribution and Assignment Agreement.

In addition to the revenue assignment, typically an Advisor Representative will agree to contribute or assign a portion of its various practice-related assets to CPG. Contributed assets include the right of CPG to receive a portion of the proceeds of any sale of the Advisor Representative’s practice, a portion of the Advisor Representatives customer list and other intangible assets owned by the Advisor Representative.

Although CPG is registered as an investment adviser, CPG does not provide advisory services. CPG is registered as an investment adviser solely because it acquires the goodwill associated with the client relationships served by Advisor Representatives participating in CPG. Correspondingly, CPG will receive a portion of advisory fees generated from such investment advisory client relationships. Advisory fees will be paid by CIR directly to CPG.

CPG Units are not registered under the Securities Act of 1933 (the “Securities Act”) in reliance on an exemption thereunder for transactions not involving any public offering. Further, CPG is not registered as an investment company under the Investment Company Act of 1940, and, therefore, the Advisor Representatives will not be offered the protections provided by such Act. Therefore, the Units have not been approved or disapproved by the Securities and Exchange Commission or by any other federal or state agency, and that no such agency has passed on the accuracy or adequacy of the Offering Memorandum or Contribution and Assignment Agreement.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Item 6 of the Form ADV Part 2A instructions is not applicable to this Disclosure Brochure because CPG does not charge or accept performance-based fees which can be defined as fees based on a share of capital gains on or capital appreciation of the assets held within a client’s account.

## **Item 7 – Types of Clients**

CPG does not serve any retail advisory clients; however, it has a proprietary ownership interest in a certain portion of the client lists and underlying goodwill of the client relationships served by Advisor Representatives participating in CPG.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

CPG does not (1) offer investment advice, (2) provide securities analysis, or (3) suggest investments strategies.

## **Item 9 – Disciplinary Information**

CIRA, an affiliated RIA, reported to the Pennsylvania Securities Commission, upon CIRA's own discovery, that it had previously misinterpreted the Pennsylvania Investment Adviser Representative Registration provision. Upon CIRA's recognition of the registration issue, CIRA took prompt action and worked with the state of Pennsylvania Securities Commission to resolve the issue. CIRA was assessed a fine and legal fees which it paid in full on 9/29/2010.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **Broker/dealer Activities of CPG**

Although CPG is also registered as a broker/dealer with FINRA and the SEC, CPG does not offer securities to or execute securities on behalf of brokerage clients. CPG is registered as a broker/dealer because CPG has a proprietary ownership interest in a certain portion of the client lists and underlying goodwill of the client relationships served by Advisor Representatives participating in CPG and therefore may share in the broker/dealer commissions and trails of clients served by CIR and CIRA.

### **Insurance Activities of CPG**

CPG does not offer insurance or provide advice to clients about insurance; however, Advisor Representatives may be licensed life insurance agents with various insurance companies and may sell insurance products. Therefore, CPG has a proprietary ownership interest in a certain portion of the client lists and underlying goodwill of the client relationships served by Advisor Representatives participating in CPG and therefore may share in insurance commissions of clients served by Advisor Representatives participating in CPG.

### **Investment Adviser Activities of CPG**

CPG is under common control with a retail investment adviser firm, CIRA. CIRA is owned by CIG, a holding company that is majority owned by Eric Schwartz. Mr. Schwartz is the Chief Executive Officer and Chairman of CIRA.

CPG is registered with the SEC, relying on Rule 203A-2(c) under the Investment Advisers Act of 1940, because CPG is under common control with CIRA, an investment adviser that is registered with the SEC, and CPG's principal office and place of business is the same as CIRA.

CPG owners may also be investment advisor representatives of CIRA and may have active retail client practices. However, CIRA advisory clients will not be advisory clients of CPG.

### **Insurance Activities of TBS**

TBS Agency, Inc., a licensed insurance agency, is owned by CIG. TBS and CPG are under common control. Eric Schwartz serves as the CEO of both entities. Advisor Representatives that invest in CPG may be licensed life insurance agents with TBS and may sell insurance products to their clients.

### **Independent Investment Firm Activities of CIRA & CIR Rep/Advisers**

Some Advisor Representatives own and/or are affiliated with independent investment advisory firms (other than CIRA). CPG is not affiliated with any such independent investment advisory firms.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Code of Ethics Summary**

Section 204A-1 of the *Investment Advisers Act of 1940* requires all Investment Advisers to establish, maintain and enforce a Code of Ethics. CPG has established a Code of Ethics that will apply to all of its supervised persons. An Investment Adviser is considered a fiduciary according to the *Investment Advisers Act of 1940*. As a fiduciary, it is an Investment Adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of its clients at all times. CPG has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for CPG's Code of Ethics, which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. CPG requires all of its supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and when changes occur, all supervised persons will sign an acknowledgement that they have read, understand and agree to comply with CPG's Code of Ethics. CPG has the responsibility to make sure that the interests of all clients are placed ahead of CPG's or its supervised person's own investment interests. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. CPG and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of CPG's Code of Ethics. Clients may review the CPG Code of Ethics in their entirety by written request or at [www.cir-info.com](http://www.cir-info.com).

### **Affiliate and Employee Personal Securities Transactions Disclosure**

CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services. Therefore, CPG does not make investment recommendations to or execute securities transactions on behalf of investment advisory clients.

## **Item 12 – Brokerage Practices**

CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services. Therefore, CPG does not recommend broker/dealers to or execute securities transactions on behalf of investment advisory clients.

## **Item 13 – Review of Accounts**

### **Account Reviews and Reviewers**

CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services. Therefore, CPG does not review accounts or financial plans of investment advisory clients.

### **Statements and Reports**

CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services. Therefore, CPG does not provide statements or reports to investment advisory clients.

## **Item 14 – Client Referrals and Other Compensation**

CPG does not directly or indirectly compensate anybody for client referrals.

### **Item 15 – Custody**

Custody, as it applies to investment advisers, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented. According to this definition, CPG does not have custody of client funds or securities.

As CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services, this is not applicable to CPG.

### **Item 16 – Investment Discretion**

As CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services, this is not applicable to CPG.

### **Item 17 – Voting Client Securities**

CPG does not provide investment supervisory services, manage investment advisory accounts or provide financial planning services.

### **Item 18 – Financial Information**

This item is not applicable to this brochure. CPG does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, CPG has not been the subject of a bankruptcy petition at any time.