

Item 1 – Cover Page

ClearPath Retirement Partners, Inc.

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This Brochure provides information about the qualifications and business practices of ClearPath Retirement Partners, Inc. (ClearPath Retirement Partners). If you have any questions about the contents of this Brochure, please contact us at 303-658-9868. 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.

ClearPath Retirement Partners is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about ClearPath Retirement Partners also is available on the SEC's website at www.adviserinfo.sec.gov.



Item 2 – Material Changes

Annual Update:

The Materials Changes section of this brochure will be updated annually or when any material changes occur to the ClearPath Retirement Partners brochure.

Material Changes since the Last Update:

This is the initial filing of the Firm's brochure under the U.S. Securities and Exchange Commission rule issued in July 2010. This rule requires advisers to provide a brochure in narrative "plain English" format and specifies mandatory sections and format. In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. We may further provide other ongoing disclosure information about material changes as necessary.

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, our Brochure may be requested by contacting Walt Melcher, Managing Principal, at 303-658-9867 or walt@clearpathrp.com.

Additional information about ClearPath Retirement Partners 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 ClearPath Retirement Partners who are registered, or are required to be registered, as investment adviser representatives of ClearPath Retirement Partners.



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Brochure Supplement(s)



Item 4 – Advisory Business

ClearPath Retirement Partners, Inc. (ClearPath) is a consulting and advisory firm focused on helping organizations (corporations and not-for-profit organizations), improve the performance, design and operations of Retirement Plans. ClearPath tailors its consulting and advice services to meet the unique needs of its clients. The firm's principal owners are Walt Melcher, QPFC, AIFA® and Patrick Coughlin, AIF® who together founded the firm in 2009. The Principals have over 40 years combined experience in the retirement plan industry working within some of the largest providers of retirement plan services in the United States. The Investment Adviser Representatives of ClearPath provide certain services to Retirement Plan Sponsors and their participants relating to their Retirement Plans (ERISA defined contribution plans and defined benefit plans). These services include:

- Recommend appropriate services, service providers, and investments based on a prudent and documented fiduciary process that includes a comparison among available investments in a given asset class and/or investment style using many factors, including but not limited to, performance, risk, management, investment process, fees and style consistency. Recommended investments and services are monitored for consistency with the selection factors
- ERSIA fiduciary education and training for plan trustees
- Investment education and individualized advice provided to Retirement Plan participants
- Benchmarking of investment performance, plan fees, investment options, and services provided by the Plan's service providers
- Initiate and manage the request for proposal / search process for new service providers
- Oversight of Plan administration and compliance procedures

Additional services may be available upon request.



Item 5 – Fees and Compensation

The specific manner in which fees are charged by ClearPath is established in a written agreement with the Client. ClearPath is compensated for its services on a fixed fee basis or on a percentage of assets of the employee benefit plan (ERISA Plan). Fees are negotiable and dependent on the scope and depth of the services provided. The fee structure and any changes to the original fee will be agreed upon with the Client in writing. ClearPath fees are payable quarterly in advance unless other payment arrangements have been agreed upon. The fee may be prorated to cover the period from either: 1) the time of execution of the advisory agreement, or 2) the effective date of the advisory agreement through the expected completion of the project or the time period covered by the advisory agreement. Clients may pay fees directly to ClearPath or instruct their retirement plan service provider to deduct the fees from retirement plan assets or from excess revenue generated by the retirement plan's investment.

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

ClearPath does not charge any performance-based fees.

Item 7 – Types of Clients

ClearPath provides consulting and advisory services to employer organizations which may be for-profit or not-for-profit entities. The consulting and advisory services relate to the client's defined benefit pension plans, 401(k), 403(b), and 457 plans, profit-sharing plans, and Taft-Hartley plans. Such clients are generally considered to be institutional clients and are named fiduciaries of the retirement plans they sponsor.

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

ClearPath's method of analysis follows a prudent and documented process to help ensure that a Retirement Plan Sponsor meets the requirements of the "Prudent Man Rule" (as described in ERISA §404). Investment research is based on interviews with investment managers and plan service providers and includes subscription access to third party sources of information. Analysis includes searching databases of investment analytics and research information covering over 300,000 investment products and securities through subscription data bases. Such data bases are also used in the ongoing performance monitoring of investment alternatives for plan sponsors. While ClearPath has confidence in the veracity of the information contained in the data bases, there is the risk that such data bases contain inaccurate information which could lead to misconfigured recommendations.

The investment strategies utilized are those of the investment managers recommended to be appropriate, based on the client's objectives, for the management of the Retirement Plan's assets. Open-end funds and/or investment managers are recommended to allow reasonable diversification among asset classes and investment styles. ClearPath does not imply, represent, or warrant that its services or its methods of analysis can or will predict



future results, identify market tops or bottoms, or insulate clients and their plan participants from losses due to major market corrections, crashes, or detect negligence on the part of the manager of an open-end fund or separately managed account. No guarantees are provided that a client's goals or objectives or those of its plan participants can or will be achieved.

Investing in securities involves risk of loss that clients must assess and must be prepared to bear.

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 ClearPath Retirement Partners or the integrity of ClearPath Retirement Partners' management.

ClearPath Retirement Partners has not had any disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

ClearPath and its principals do not engage in any other business. Because ClearPath does not sell any investment products, has no affiliations with any financial institutions, and does not accept any compensation from anyone except its clients, it avoids these potential conflicts of interest.

Item 11 – Code of Ethics

ClearPath has established a code of ethics ("Code") to comply with the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 that reflects its fiduciary obligations, prescribes ethical standards of business conduct for its supervised persons, and requires their compliance with applicable Federal securities laws.

ClearPath's Code applies to all individuals who are classified as "supervised persons." All of ClearPath's officers, employees, and Investment Adviser Representatives are classified as supervised persons.

ClearPath requires its supervised persons to consistently act in their client's best interests and to put the client's interest before their own in all advisory activities. ClearPath imposes certain requirements on its supervised persons to mitigate the potential for conflicts of interest. Because of ClearPath's fiduciary duty to its clients, the standard of conduct required is higher than that ordinarily required by businesses that are not registered as investment advisers.

ClearPath, its principals, and its Investment Adviser Representatives may purchase for their own account open-end funds and may invest in separately managed accounts substantially the same as or different from those recommended to clients.

Clients and prospective clients will be provided with a copy of the Code upon request.



Item 12 – Brokerage Practices

ClearPath assists its clients with the selection of retirement plan service providers which may also be registered broker-dealers. ClearPath's evaluation and subsequent recommendation of such a service provider is based solely on the entity's capabilities as a third-party-administrator or recordkeeper and not on the entity's trading capabilities. ClearPath does not receive any soft dollar payments or other benefits from any broker-dealer.

Item 13 – Review of Accounts

ClearPath regularly monitors investments recommended to clients and provides periodic reports each year summarizing the client's retirement plan design, investment performance, and advisory fees. Investment Adviser Representatives of ClearPath meet with clients on an annual, semi-annual or, quarterly basis, depending on the client's preference, to review the recent period's data, recommend changes and discuss possible changes in the client's investment objectives and needs. Clients must inform ClearPath of any interim changes that would indicate a need to change investment recommendations.

Item 14 – *Client Referrals and Other Compensation*

ClearPath does not receive compensation for referring clients to other service providers. ClearPath may pay reasonable compensation for new client referrals, but any such arrangement would be disclosed to affected clients as required by Rule 206(4)-3 of the Advisers Act

Item 15 – Custody

ClearPath does not have custody or any other form of access to clients' assets or the assets of the ERISA Plans sponsored by clients. Such assets are held by the custodian of the Plan for the exclusive benefit of the Plan participants.



Item 16 – Investment Discretion

ClearPath does not have discretionary authority for the selection of any securities or other investments for client accounts. When recommending investments, ClearPath observes the investment policies, limitations and restrictions of the clients or the Plans it advises. The selection of Plan investments is generally subject to the approval of Plan Trustees. For most retirement savings plans, the Plan participants direct the investment of their funds. The Plan's investment guidelines and restrictions must be provided to ClearPath in writing.

Item 17 – Voting *Client* Securities

ClearPath and its Investment Adviser Representatives will not perform proxy voting services on behalf of clients, unless required to do so by law (interpretations of ERISA may require investment managers to vote proxies as part of their duties to the plan). ClearPath may provide general consulting services to help the client understand its responsibilities relating to proxy voting. All proxy notices are sent directly to the client.

Item 18 – Financial Information

ClearPath has no financial commitments that impair its ability to meet contractual and fiduciary commitments to its clients.

