

Finlayson Financial Planning, Inc.

Form ADV Part 2A – Disclosure Brochure

Effective: October 2, 2013

This Disclosure Brochure provides information about the qualifications and business practices of Finlayson Financial Planning, Inc. ("Finlayson"). If you have any questions about the contents of this Disclosure Brochure, please contact us at (307) 620-0851.

Finlayson is a Registered Investment Advisor with the U.S. Securities and Exchange Commission. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information through Finlayson to assist you in determining whether to retain the Advisor.

Additional information about Finlayson and its advisory persons are available on the SEC's website at www.adviserinfo.sec.gov.

Finlayson Financial Planning, Inc.
CRD No: 165631
60 East Hart Street, Suite 2
Buffalo, WY 82834
Phone: (307) 620-0851 * Fax: (307) 684-9635
<http://finlaysonfinancialplanning.com>

Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about advisory personnel of Finlayson.

Finlayson believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. Finlayson encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Initial Filing

Finlayson is a new Registered Investment Advisor. This is the initial filing of the Disclosure Brochure.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Finlayson.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

To review the firm information for Finlayson:

- Click **Investment Advisor Search** in the left navigation menu.
- Select the option for **Firm** and enter **165631** (our firm's CRD number) in the field labeled "Firm Name or CRD# or SEC#" and click "Start Search".
- This will provide access to Form ADV Part 1 and Part 2.
- Item 11 of the Form ADV Part 1 lists legal and disciplinary questions regarding the Advisor.
- In the left navigation menu, Form ADV Part 2 is located near the bottom.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (307) 620-0851.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
A. Firm Information	4
B. Advisory Services Offered	4
C. Client Account Management	5
D. Wrap Fee Programs	5
E. Assets Under Management	5
Item 5 – Fees and Compensation	6
A. Fees for Advisory Services	6
B. Fee Billing	6
C. Other Fees and Expenses	6
D. Advance Payment of Fees and Termination	7
E. Compensation for Sales of Securities	7
Item 6 – Performance-Based Fees and Side-By-Side Management	7
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	8
A. Methods of Analysis	8
B. Risk of Loss	8
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Industry Activities and Affiliations	9
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
A. Code of Ethics	9
B. Personal Trading with Material Interest	9
C. Personal Trading in Same Securities as Clients	9
D. Personal Trading at Same Time as Client	10
Item 12 – Brokerage Practices	10
A. Recommendation of Custodian[s]	10
B. Aggregating and Allocating Trades	11
Item 13 – Review of Accounts	11
A. Frequency of Reviews	11
B. Causes for Reviews	11
C. Review Reports	11
Item 14 - Client Referrals and Other Compensation	11
A. Compensation Received by Finlayson	11
B. Client Referrals from Solicitors	11
Item 15 – Custody	11
Item 16 – Investment Discretion	12
Item 17 – Voting Client Securities	12
Item 18 – Financial Information	12
Form ADV Part 2B – Brochure Supplement	13
Privacy Policy	15

Item 4 – Advisory Services

A. Firm Information

Finlayson Financial Planning, Inc. (“Finlayson” or the “Advisor”) is a Registered Investment Advisor with the U.S. Securities and Exchange Commission (“SEC”), which is organized as a Corporation under the laws of the State of Wyoming. Finlayson was founded in January 2012, and is owned and operated by President, Robert R. Elliot. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Finlayson.

B. Advisory Services Offered

Finlayson offers investment advisory services to individuals and high net worth individuals in Wyoming and other states (each referred to as a “Client”).

Investment Management Services

Finlayson provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management and consulting services. Finlayson works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to construct portfolios. Finlayson will evaluate the financial situation and tolerance for risk to determine the securities and weightings to be included in a Client's diversified portfolio. The Advisor primarily utilizes mutual funds, exchange-traded funds, (“ETFs”), individual equities, and individual fixed income securities. Finlayson may also employ alternative investments, such as master limited partnerships (“MLPs”) and other types of securities, as appropriate, to meet the needs of certain Clients.

Finlayson's investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. Finlayson will typically rebalance Client portfolios on an annual basis. Finlayson will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Finlayson evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Finlayson may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Finlayson may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Finlayson may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client's risk tolerance.

Prior to rendering investment advisory services, Finlayson will ascertain, in conjunction with the Client, the Client's financial situation, risk tolerance, and investment objective[s].

Finlayson will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will Finlayson accept or maintain custody of a Client's funds or securities, except for authorized deduction of the Advisor's fees. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client Investment Advisory Agreement.

Financial Planning and Consulting Services

Finlayson will typically provide a variety of financial planning services to individuals and families, pursuant to a written Financial Planning or Consulting Agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation.

Finlayson Financial Planning, Inc.
60 East Hart Street, Suite 2 * Buffalo, WY 82834
Phone: (307) 620-0851 * Fax: (307) 684-9635
<http://finlaysonfinancialplanning.com>

Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to investment planning, retirement planning, personal savings, education savings and other areas of a Client's financial situation.

A financial plan developed for or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs. Finlayson may also refer Clients to an accountant, attorney or other specialist, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a potential conflict between the interests of the Advisor and the interests of the Client. For example, a recommendation to engage the Advisor for investment management services or to increase the level of investment assets with the Advisor would pose a conflict, as it would increase the advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to effect the transaction through the Advisor.

C. Client Account Management

Prior to engaging Finlayson to provide investment advisory services, each Client is required to enter into an Investment Advisory Agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Policy – Finlayson, in connection with the Client, will develop a policy that summarizes the Client's investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives.
- Asset Allocation – Finlayson will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – Finlayson will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Finlayson will provide investment management and ongoing oversight of the Client's portfolio and overall account.

D. Wrap Fee Programs

Finlayson does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Finlayson.

E. Assets Under Management

Finlayson is a newly established advisor. Assets under management shall be reported following the Advisor's December 31, 2013 fiscal year end. Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign an Investment Advisory Agreement that details the responsibilities of Finlayson and the Client.

A. Fees for Advisory Services

Investment Management

Investment Advisory Fees are paid quarterly in arrears pursuant to the terms of the Investment Advisory Agreement. Investment Advisory Fees are at a fixed annual rate of 0.50%. Relationships with multiple objectives, specific reporting requirements, portfolio restrictions and other complexities may be charged a higher fee. Investment Advisory Fees in the first quarter of service are prorated from the inception date of the account to the end of the first quarter. Fees may be negotiable at the discretion of the Advisor. All securities held in accounts managed by Finlayson will be independently valued by the designated Custodian. Finlayson will not have the authority or responsibility to value portfolio securities.

Financial Planning and Consulting Services

Finlayson offers financial planning or consulting services on an hourly basis ranging from \$50 to \$250 per hour, which may be negotiable depending on the nature and complexity of each Client's circumstances. An estimate for total hours will be determined prior to establishing the advisory relationship.

The Advisor's fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs. The hourly fees are determined after considering many factors, such as the level and scope of the services.

B. Fee Billing

Investment Management

Investment Advisory Fees will be automatically deducted from the Client Account by the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client Account at the respective quarter end date. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Finlayson at the end of each quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the Investment Advisory Fee. In addition, the Advisor will provide the Client a report itemizing the fee, including the calculation period covered by the fee, the account value and the methodology used to calculate the fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting Finlayson to be paid directly from their accounts held by the Custodian as part of the Investment Advisory Agreement and separate account forms provided by the Custodian.

Financial Planning and Consulting Services

Financial planning and consulting fees are invoiced 50% upon execution of the Financial Planning and Consulting Agreement and 50% upon receipt of the agreed upon deliverable.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than Finlayson, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Investment Advisory Fee charged by Finlayson is separate and distinct from these custodian and execution fees.

In addition, all fees paid to Finlayson for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of Finlayson, but would not receive the services provided by Finlayson which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Finlayson to fully understand the total fees to be paid.

D. Advance Payment of Fees and Termination

Investment Management

Finlayson is compensated for its services at the end of the quarter after investment advisory services are rendered. Clients may request to terminate their Investment Advisory Agreement with Finlayson, in whole or in part, by providing advance written notice. The Client shall be responsible for Investment Advisory Fees up to and including the effective date of termination. The Client's Investment Advisory Agreement with the Advisor is non-transferable without the Client's written approval.

Financial Planning and Consulting Services

In the event that a Client should wish to cancel the financial planning agreement under which any plan is being created, the Client shall be billed for actual hours logged on the planning project times the agreed upon hourly rate. Any surplus in the Advisor's possession as the result of collecting a deposit at the time of signing the financial planning agreement will be returned to the Client within 5 business days of cancellation.

Either party may terminate a planning or consulting agreement at any time by providing written notice to the other party. In addition, the Client may terminate the agreement within five (5) days of signing the Advisor's financial planning or consulting agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Refunds will be given on a pro rata basis.

E. Compensation for Sales of Securities

Finlayson does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the Investment Advisory Fees noted above.

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

Finlayson does not charge performance-based fees for its investment advisory services. The fees charged by Finlayson are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

Item 7 – Types of Clients

Finlayson offers investment advisory services to individuals and high net worth individuals in Wyoming and other states. The relative percentage of each type of Client is available on Finlayson's Form ADV Part 1. These percentages will change over time. Finlayson generally does not impose a minimum account size for establishing a relationship.

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

A. Methods of Analysis

Finlayson primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from Finlayson is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, Finlayson generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Finlayson will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Finlayson may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Finlayson will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. These criteria are generally ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in "Item 13 – Review of Accounts".

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

Finlayson may use margin in Client accounts to manage the timing of purchases and sales, as appropriate. Finlayson may employ options strategies to hedge or gain additional exposure to a particular asset class or sector. Finlayson's investment strategy encompasses active trading in concentrated portfolios. Following are some of the risks associated with Options, Margin and Short-Sale transactions:

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. For more information on our investment management services, please contact us at (307) 620-0851.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Finlayson or any of its employees.

Finlayson and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

To review the firm information contained in Form ADV Part 1, select the option for “Investment Adviser Search”, then selecting “Firm” and enter **165631** in the field labeled “Firm Name or CRD# or SEC#”. This will provide access to Form ADV Parts 1 and 2. Item 11 of the Form ADV Part 1 lists legal and disciplinary disclosure questions. You may also research the background of Robert R. Elliot by selecting the option for “Investment Adviser Search”, then selecting “Individual” and entering Mr. Elliot’s individual CRD number **3035129** in the field labeled “Individual Name or CRD#”.

Item 10 – Other Financial Industry Activities and Affiliations

Insurance Agency Affiliations

Mr. Elliot, President of Finlayson, may serve as a sales agent for various insurance companies. This activity is done separate and apart from his role with Finlayson. As an insurance agent, Mr. Elliot may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Elliot or the Advisor.

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

A. Code of Ethics

Finlayson has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with Finlayson. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Finlayson and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Finlayson associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (307) 620-0851.

B. Personal Trading with Material Interest

Finlayson allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Finlayson does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Finlayson does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Finlayson allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, employees of Finlayson may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Finlayson requiring reporting of

personal securities trades by its employees for review by the employee's supervisor or the CCO. We have also adopted written policies and procedures to detect the misuse of material, non-public information.

In addition the Code of Ethics governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

D. Personal Trading at Same Time as Client

While Finlayson allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards.

At no time will Finlayson, or any associated person of Finlayson, transact in any security to the detriment of any Client.

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Finlayson does not have discretionary authority to select the broker-dealer/custodian for custodial and execution services or the administrator for defined contribution accounts. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize Finlayson to direct trades to this custodian as agreed in the Investment Advisory Agreement. Further, Finlayson does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where Finlayson does not exercise discretion over the selection of the custodian, it may recommend the custodian[s] to Clients for execution and/or custodial services. Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by Finlayson.

Finlayson may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. Finlayson does not receive research services, other products, or compensation as a result of recommending a particular broker that may result in the Client paying higher commissions than those obtainable through other brokers.

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers whereby an advisor enters into an agreement to place security trades with the broker in exchange for research and other services. **Finlayson does not participate in soft dollar programs sponsored or offered by any broker-dealer.**

2. Brokerage Referrals - Finlayson does not receive any compensation from any third party in connection with the recommendation for establishing a brokerage account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Finlayson will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). In selecting the custodian, Finlayson will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. Finlayson will execute its transactions through an unaffiliated broker-dealer selected by the Client. Finlayson may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Accounts are monitored on a regular and continuous basis by Mr. Elliot, President of Finlayson. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account. The Client is encouraged to notify Finlayson if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the trustee or custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 - Client Referrals and Other Compensation

A. Compensation Received by Finlayson

Finlayson is a fee-only advisory firm, that is compensated by the Client for its services. Finlayson does not receive commissions or other compensation from product sponsors, broker-dealers or any un-related third party. Finlayson may refer Clients to various third parties to provide certain financial services necessary to meet the goals of its Clients. Likewise, Finlayson may receive referrals of new Clients from a third-party. As noted in Item 10, Mr. Elliot may receive insurance commissions for the implementation of any insurance products.

B. Client Referrals from Solicitors

Finlayson does not engage paid solicitors for Client referrals.

Item 15 – Custody

Finlayson does not accept or maintain custody of any Client accounts. All Clients must place their assets with a qualified custodian. Clients are required to select their own custodian to retain their funds and securities and direct Finlayson to utilize that custodian for the Client's security transactions. Finlayson encourages Clients to review statements provided by the account custodian. For more information about custodians and brokerage practices, see "Item 12 - Brokerage Practices".

Item 16 – Investment Discretion

Finlayson generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Finlayson. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by Finlayson will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

Finlayson does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Finlayson, nor its management, have any adverse financial situations that would reasonably impair the ability of Finlayson to meet all obligations to its Clients. Neither Finlayson, nor any of its advisory persons, has been subject to a bankruptcy or financial compromise. Finlayson is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect fees of \$1,200 for services to be performed six months or more in advance.

Form ADV Part 2B – Brochure Supplement

for

Robert R. Elliot
President and Chief Compliance Officer

Effective: October 2, 2013

This Brochure Supplement provides information about the background and qualifications of Robert R. Elliot (CRD# **3035129**) in addition to the information contained in the Finlayson Financial Planning, Inc. (“Finlayson” or the “Advisor”) (CRD # 165631) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Finlayson Disclosure Brochure or this Brochure Supplement, please contact us at (307) 620-0851.

Additional information about Mr. Elliot is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Robert Elliot, born in 1948, is dedicated to advising Clients of Finlayson in his role as the President and Chief Compliance Officer. Mr. Elliot earned a Bachelor of Science in Education from Eastern Montana College in 1970. Additional information regarding Mr. Elliot's employment history is included below.

Employment History:

President, Finlayson Financial Planning, Inc.	01/2012 to Present
Employee, Alecia Kozisek Insurance Agency	01/2012 to Present
Investment Advisor Representative, State Farm Investment Management Corp.	10/2009 to 12/2011
Registered Representative, State Farm VP Management Corp.	02/1998 to 12/2011
Owner/Operator, Robert Ross Elliot Insurance Agency	02/1979 to 12/2011

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Elliot. Mr. Elliot has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Elliot.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Elliot.***

However, we do encourage you to independently view the background of Mr. Elliot on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **3035129** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Mr. Elliot has additional business activities that are detailed above in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 5 – Additional Compensation

Mr. Elliot has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Elliot serves as the President and Chief Compliance Officer of Finlayson. Mr. Elliot can be reached at (307) 620-0851.

Finlayson has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of Finlayson. Further, Finlayson is subject to regulatory oversight by various agencies. These agencies require registration by Finlayson and its employees. As a registered entity, Finlayson is subject to examinations by regulators, which may be announced or unannounced. Finlayson is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Finlayson Financial Planning, Inc.

Privacy Policy

Effective: October 2, 2013

Privacy Policy

Our Commitment to You

Finlayson Financial Planning, Inc. ("Finlayson" or the "Advisor") is committed to safeguarding the use of personal information of our Clients (also referred to as "you" and "your") that we obtain as your Investment Advisor, as described here in our Privacy Policy ("Policy").

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Finlayson (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Finlayson does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors ("RIAs") must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number(s)	Income and expenses
E-mail address(es)	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client's personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting.	Yes	No
Marketing Purposes Finlayson does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Finlayson or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent(s) or representative(s).	Yes	Yes
Information About Former Clients Finlayson does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy, and will provide you with a revised policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (307) 620-0851.