



ADV PART 2A APPENDIX 1 WRAP FEE PROGRAM BROCHURE



December 2013

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Item 1 – Cover Page

Waller Financial Planning Group, Inc.

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Date of Disclosure Brochure: December 2013

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Waller Financial Planning Group, Inc. (also referred to as we, us and WFPG throughout this disclosure brochure). If you have any questions about the contents of this brochure, please contact Tiffany Shively at 614-457-7026 or tshively@waller.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about WFPG is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for Waller Financial Planning Group, Inc. or our firm's CRD number 159564.

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

Item 2 – Material Changes

At least annually, this section will discuss only specific material changes that are made to the Brochure and provide you with a summary of such changes. Additionally, reference to the date of the last annual update to this Brochure will be provided.

In December 2013 the Investment Advisor Representatives of Waller Financial Planning Group decided to terminate their affiliation as Registered Representatives of LPL Financial. However, Waller Financial Planning Group will continue to utilize the services of LPL as custodian for our client accounts.

The material changes discussed above are only those changes that have been made to this brochure since the firm's last annual update of the brochure. The date of the last annual update of the brochure was January 10, 2012.

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 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 fiscal year, which is December 31. We may further provide other ongoing disclosure information about material changes as necessary.

Additionally, we will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

Our brochure may be requested free of charge by contacting Tiffany Shively at (614) 457-7026 and/or tshively@waller.com. Additional information about Waller Financial Planning Group, Inc. is also available via the SEC's website www.adviser.sec.gov. The website also provides information about any persons affiliated with Waller Financial Planning Group, Inc. who are registered, or are required to be registered, as investment adviser representatives of Waller Financial Planning Group, Inc.

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Item 4 – Services, Fees and Compensation

WFPG is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) and is a corporation formed under the laws of the State of Ohio.

WFPG offers asset management services through a wrap fee management program. In our wrap fee management program, the fee for advisory services (including asset management) and transaction cost (including ticket charges) are “wrapped” into one fee. Our Asset Management Services are considered a wrap fee program. Whenever a fee is charged for services described in this Wrap Fee Program Brochure, We will receive all or a portion of the fee charged.

When making the determination of whether one of the advisory programs available through WFPG is appropriate for your needs, you should bear in mind that fee-based accounts, when compared with commission-based accounts, often result in lower costs during periods when trading activity is heavier, such as the year an account is established. However, during periods when trading activity is lower, the fee-based account arrangements may result in a higher annual cost for transactions. Thus, depending on a number of factors, the total cost for transactions under a fee account versus a commission account can vary significantly. Factors which affect the total cost include account size, amount of turnover, type and quantities of securities purchased or sold, commission rates and your tax situation. It should also be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and WFPG.

You should discuss the advantages and disadvantages of fee-based and commission-based accounts with your adviser representative and you should read this Wrap Fee Disclosure Brochure carefully as it explains, in detail, our Asset Management Services.

Investment Management Services

WFPG offers asset management services, which involves WFPG providing you with continuous and ongoing supervision over your accounts. The WFPG SWM Program II Program is a wrap fee program. In providing asset management services, WFPG will continuously monitor your account and make trades in your accounts when necessary. Your account will be managed by WFPG based on your financial situation, investment objectives and risk tolerance. WFPG will actively monitor your account and will make management recommendations and decisions regarding buying, selling, reinvesting or holding securities, cash or other investments.

We recommend that your assets to be allocated to our Asset Management Services Program be maintained in a brokerage account with LPL Financial, an SEC registered broker/dealer and member NYSE/SIPC. LPL Financial is the qualified custodian for all accounts established through our SWM Program II. You will appoint WFPG as your investment adviser of record on

specified accounts. Your account will consist only of separate account(s) held by the qualified custodian under your name. **WFPG does not act as custodian and does not have direct access to your funds and securities except to have advisory fees deducted from your account with your prior written authorization.** The qualified custodian will maintain physical custody of all funds and securities of your Account, and you will retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) for your account.

If you have authorized us to provide asset management services on a discretionary basis, we will make all decisions to buy, sell or hold securities, cash or other investments in your managed account in our sole discretion without consulting with you before making any transactions. You must provide us with written authorization to exercise this discretionary authority, and you can place reasonable restrictions and limitations on our discretionary authority.

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in advance (at the start of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the current billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of a billing period, the prorated fee for the initial billing period is billed in arrears at the same time as the next full billing period's fee is billed.

Fees charged for our asset management services are negotiable based on the complexity of the client's situation, the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client.

For our asset management services, client will be charged the following annual fee based upon the amount of assets under management:

Base Portfolio	Base Fee	Plus % of Excess
\$0	0	1.35%
\$250,000	\$3,375	0.95%
\$500,000	\$5,750	0.85%
\$750,000	\$7,875	0.75%
\$1,000,000	\$9,750	0.70%
\$2,000,000	\$16,750	0.60%
\$3,000,000	\$22,750	0.50%
\$4,000,000	\$27,750	0.40%

There is a minimum account size of \$500,000. *See Item 5 for more details.* WFPG has a minimum annual fee of \$5,000.

The only compensation received by WFPG for asset management services is the annual fee as specified in the client's advisory services agreement. WFPG receives no other forms of compensation in connection with providing asset management services.

WFPG believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher or lower than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

The investment advisory fees will be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to our firm.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

You may incur certain charges imposed by third parties other than WFPG in connection with investments made through your account including, but not limited to, mutual fund sales loads, surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by WFPG are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

The asset management services continue in effect until terminated by either party (i.e., WFPG or you) by providing written notice of termination to the other party. Any prepaid, unearned fees will be promptly refunded by WFPG to you. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

Block Trading

Investment advisors may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. WFPG does not engage in block trading.

It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy to implement all client orders on an individual basis. Therefore, we do not aggregate or "block" client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered

in any way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

Suitability and Investment Strategy

WFPG will assist clients in determining their objective(s), investment strategy, and investment suitability, prior and subsequent to opening an Asset Management account. Clients must contact us to notify of any changes in their investment objective(s) and/or financial situation. Investment strategies used to implement investment advice include, but are not necessarily limited to, long term purchases (investments held at least a year).

Item 5 – Account Requirements and Types of Clients

Minimum Account Size

WFPG requires a minimum of \$500,000 to open an account. To reach this account minimum, clients can aggregate all household accounts. Exceptions may be granted to this minimum for Such circumstances may include but not be limited to: additional assets will soon be deposited or you have other accounts under management with WFPG.

Types of Accounts

WFPG generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations

You are required to execute a written agreement with WFPG specifying the particular advisory services in order to establish a client arrangement with WFPG.

Item 6 – Portfolio Manager Selection and Evaluation

WFPG and its Investment Adviser Representatives act as the portfolio manager(s) for accounts receiving our SWM Program II Services. Our SWM Program II is considered a wrap fee program. For this service, we do not allow the use of portfolio managers that are not associated with WFPG. In other words, the only portfolio managers selected for managing client assets for

our SWM Program II Services are Investment Adviser Representatives of WFPG. Therefore, conflicts of interest present in other wrap fee programs that make available both affiliated and unaffiliated portfolio managers are not present in our wrap fee program. Because our SWM Program II Services program does not provide for outside portfolio managers, we do not have procedures designed to select outside portfolio managers.

Participation in Wrap Fee Programs

WFPG offers asset management services, through our SWM Program II, which is a wrap fee management program. In our wrap fee management program, the fee for advisory services (including portfolio management or advice regarding selecting other investment advisers) and transaction services are provided for one fee. Whenever a fee is charged to a client for services described in this Wrap Fee Program Brochure, we will receive all or a portion of the fee charged.

General Description of Other Advisory Services

The following are descriptions of the primary advisory services of WFPG. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and WFPG before we can provide you the services described below.

Financial Planning Services - WFPG offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address the following topics: WFPG will typically provide service on matters concerning estate and retirement planning, employee benefit planning, insurance plans, securities, tax shelters, and capital accumulation methods. WFPG may also advise on income, gift and estate taxes as well as provide advice regarding the purchase, sale or disposition of insurance or assets other than securities or investments.. When providing financial planning services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. Written financial plans prepared by us under this Agreement do not include specific recommendations of individual securities.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning recommendations. To the extent that you would like to implement any of our investment recommendations through WFPG or retain WFPG to actively monitor and manage your investments, you must execute a separate written agreement with WFPG for our asset management services.

Limits Advice to Certain Types of Investments

WFPG provides investment advice on the following types of investments:

- Mutual Funds
- Exchange Traded Funds (ETFs)

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

When providing asset management services, WFPG typically constructs each client's account holdings using Mutual Funds and Exchange Traded funds to build diversified portfolios. It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

Tailor Advisory Services to Individual Needs of Clients

WFPG's advisory services are always provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Performance-Based Fees and Side-By-Side Management

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. **WFPG does not charge or accept performance-based fees.**

Methods of Analysis, Investment Strategies and Risk of Loss

WFPG conducts economic analysis and attempts to analyze and determine the trends. Additionally, WFPG uses data from various sources, on a subscription basis, such as Morningstar for mutual fund screening on a quarterly basis. These sources may use

fundamental and technical analysis in their research. Fundamental analysis generally involves assessing a company's or security's value based on factors such as sales, assets, markets, management, products and services, earnings, and financial structure. Technical analysis generally involves studying trends and movements in a security's price, trading volume, and other market-related factors in an attempt to discern patterns.

You are advised investing in securities involves risk of loss, including the potential loss of principal. Your participation in any of the management programs offered by WFPG will require you to be prepared to bear the risk of loss and fluctuating performance.

WFPG does not represent, warranty or imply that the services or methods of analysis used by WFPG can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by WFPG will provide a better return than other investment strategies.

WFPG primarily uses mutual funds. The risks with mutual funds include:

- **Manager Risk:** The risk that an actively managed mutual fund's investment adviser will fail to execute the fund's stated investment strategy.
- **Market Risk:** The risk that the Stock Market will decline, decreasing the value of the securities contained within the mutual funds we recommend to you.
- **Industry Risk:** The risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.
- **Inflation Risk:** The risk that the rate of price increases in the economy deteriorates the returns associated with the mutual fund.

These are some of the primary risks associated with the way we recommend investments to you. Please do not hesitate to contact us to discuss these risks and others in more detail. Mutual fund fees are described in the fund's prospectus, which the custodian mails directly to the client following any purchase of a mutual fund that is new to the client's account. In addition, a prospectus is available online at each mutual fund company's Web site. At the client's request at any time WFPG will direct the client to the appropriate Web page to access the prospectus.

Voting Client Securities

WFPG does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

Item 7 – Client Information Provided to Portfolio Managers

Only Investment Adviser Representatives of WFPG serve as portfolio managers for our SWM Program II. Our associated Investment Adviser Representatives are responsible for gathering all information provided by you. We will interview and work with you to gather all information needed relative to your investment objectives and needs in order to provide management services through our SWM Program II. You are responsible for promptly contacting your Investment Adviser Representative to notify us of any changes to your financial situation that will impact or materially influence the way we manage your accounts. Since we do not use any outside portfolio managers, we do not share your information with any outside portfolio managers.

Item 8 - Client Contact with Portfolio Managers

Only Investment Adviser Representatives of WFPG serve as portfolio managers for our SWM Program II. There are no restrictions placed on your ability to contact and consult with their portfolio managers. It is the policy of WFPG to provide for open communications between the Investment Adviser Representatives and clients. You are encouraged to contact your Investment Adviser Representative whenever you have questions about the management of your account(s).

Item 9 - Additional Information

Disciplinary Information

We have no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or the integrity of our management.

Other Financial Industry Activities and Affiliations

WFPG is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered investment adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with WFPG.

Insurance Agent

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, may suggest that you implement recommendations of WFPG by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive for the representative to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as an insurance agent. Consequently, the advice rendered to you could be biased. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

Interest in Client Transactions and Code of Ethics

- A. WFPG has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. WFPG takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as WFPG's policies and procedures. Further, WFPG strives to handle your non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides you with WFPG's Privacy Policy. As such, WFPG maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, WFPG's Code of Ethics establishes WFPG's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.
- B. Neither WFPG nor its associated persons recommends to clients or buys or sells for client accounts any securities in which we have a material financial interest.
- C. WFPG and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, WFPG and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or

sold to you. WFPG and its associated persons will not put their interests before your interest. WFPG and its associated persons may not trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.

- D. WFPG is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Account Reviews

Managed accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by Investment Advisor Representative, with reviews performed in accordance with your investment goals and objectives.

Account Statements and Reports

For our asset management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian.

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Client Referrals and Additional Compensation

WFPG does not enter into agreements with any persons to refer clients to WFPG.

We may from time to time receive expense reimbursement for travel from the account custodian. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events. This creates a conflict of interest in that there is an incentive to recommend certain account custodians based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

Financial Information

WFPG 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 the 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, WFPG has not been the subject of a bankruptcy petition at any time.

Item 10 - Customer Privacy Policy Notice

The information contained in this section will also be disclosed in WFPG's Privacy Policy Statement. This statement will be provided to all clients in accordance with the rules and regulations of the *Gramm-Leach-Bliley Act of 1999*.

As a registered investment advisor, Waller Financial Planning Group, Inc. and its investment adviser representatives will gather and develop personal information regarding our clients. This information will be gathered and developed by us for the following purposes:

1. To determine the client's financial goals and objectives
2. To determine the level of advisory services needed and desired by the client
3. To provide the client with specific recommendations regarding advisory services
4. To provide the client with specific recommendations regarding financial products
5. To provide ongoing support and recommendations regarding financial products held in the client's account

Client information that Waller Financial Planning Group, Inc. will collect may include, but not be limited to the following:

- Information received from clients on financial inventories through consultations with its representatives. This information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other records concerning the clients' financial conditions and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Information developed as part of financial plans, analyses or investment advisory services.
- Information concerning investment advisory account transactions, such as wrap account transactions.
- Information about clients' financial products and services transactions with Waller Financial Planning Group, Inc.

When a client account is closed, Waller Financial Planning Group, Inc. will continue to keep all client information confidential in accordance with the principles stated in its privacy policy. A copy of the Privacy Policy Notice will be delivered to all clients in writing by at least one of the following methods:

- By hand delivering a copy to the client
- Mailing a copy to the client's address on record
- If business is conducted electronically, a notice may be posted on an electronic site as long as the client acknowledges receipt of the Privacy Policy Notice prior to the client obtaining any services or products from Waller Financial Planning Group, Inc.

A copy of the Privacy Policy Notice will be provided to the client no later than the time a client establishes a relationship with Waller Financial Planning Group, Inc., unless this situation would cause a delay in the client obtaining services and the client agrees to accept the notice at a later date. When this situation applies, a copy of the Privacy Policy Statement will be delivered to the client within a reasonable time period following the transaction.

Any time a change is made to the Privacy Policy, the statement to clients will be revised. The revised statement will be given to all affected clients prior to any disclosure of information. In addition, Waller Financial Planning Group, Inc. will provide a copy of its Privacy Policy Statement to all current and existing clients at least annually.