

bloom, inc.
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January 1, 2014

This Brochure provides information about the qualifications and business practices of bloom, inc. If you have any questions about the contents of this Brochure, or would like to receive the most recent version, please contact us at 888-446-8416 or via email at info@bloom.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.

Bloom, inc. is a Registered Investment Adviser with the United States Securities and Exchange Commission. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about bloom, inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Bloom, inc., was a new adviser in 2013. This is our initial annual update for 2014.

In the future, this section of the Brochure will discuss only the specific material changes that were made to the Brochure and will provide you with a summary of all material changes that have occurred since the last filing of this Brochure with the SEC. This section will also identify the date of our last annual Brochure update.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year (December 31st). We will provide other ongoing disclosure information about material changes as necessary. We will also provide you with a new Brochure, as necessary, based on changes or new information. Currently, our Brochure may be requested at any time, without charge, by contacting Robert O'Blennis, our Chief Compliance Officer, at 888-446-8416 or info@bloom.com.

Additional information about bloom is also available via the SEC's website www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for bloom is 168604. The SEC's web site also provides information about any persons affiliated with bloom who are registered, or are required to be registered, as Investment Adviser Representatives of bloom.

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Item 4 – Advisory Business Introduction

Bloom, inc., (“bloom”) is a Registered Investment Adviser (“Adviser”) which offers investment advice, and Employer Sponsored Retirement Account (“ESRA”) portfolio management services through a web-based application for our Clients. We are registered through and regulated by the United States Securities and Exchange Commission (“SEC”).

We provide investment advice through Investment Adviser Representatives associated with us. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on our behalf. In addition, all advisors are required to have commensurate education and industry experience.

Bloom, inc., was founded in 2013 by Chris Costello, CFP®, who serves as a Managing Member and Investment Advisor, Randy Auf Der Heide who serves as Managing Member and Chief Technology Officer and, and Kevin M. Conard, Managing Member and Investment Advisor. Chris Costello, Randy Auf Der Heide and Kevin Conard are our principal owners. Robert O’Blennis, JD, will serve as the Chief Compliance Officer.

Bloom, inc., is related through common ownership with The Retirement Planning Group, Inc., another Registered Investment Adviser. We share adjacent facilities and some employees with The Retirement Planning Group, Inc.

We provide ESRA portfolio management services to individuals. At a later date we plan to also provide our Clients the resources to consolidate ESRA, IRA(s) and other investment accounts under our management. We are committed to the fiduciary principle of placing the Client’s interests first. We will provide value through our unique web-based portfolio management approach. We value long term relationships with our Clients whom we regard as strategic partners in our business.

Services

We currently provide web-based ESRA portfolio management services to individuals who have traditionally managed their own 401(k)s, 403(b)s, 457s and other ESRA(s) themselves. Our focus is on helping you create, implement and execute investment portfolios that are designed to build and preserve your wealth during the accumulation phase of your life.

As of January 1, 2014, we do not have any assets under management. We provide our portfolio management services on a discretionary basis. This means you have given us the authority to determine the following on your behalf:

- Securities to be bought or sold for your account
- Amount of securities to be bought or sold for your account.

Trading may be required to meet initial allocation targets, after substantial cash deposits that require investment allocation, and/or after a request for a withdrawal that requires liquidation of a position. Additionally, your account may be rebalanced or reallocated periodically in order to reestablish the

targeted percentages of your initial asset allocation. This rebalancing or reallocation will occur on the schedule we have determined. We are not tax or legal professionals and do not give tax or legal advice.

1. Online Employer Sponsored Retirement Account (ESRA) Asset Management Services

Asset management is the professional management of securities (stocks, bonds, mutual funds, ETF's and other securities) and assets (e.g., real estate) in order to meet your specified investment goals. With our ESRA Asset Management Services, you will use our web-based software application to assist you in developing a personalized asset allocation program designed to meet your unique investment objectives. The investments in the portfolio account may include mutual funds, stocks, bonds, etc. depending upon the options available through your employer sponsored 401(k), 403(b), or 457 Plans as well as other employer sponsored Plans. You will input information into the system such as your current age and desired retirement age. Based on the information you input, we will recommend an appropriate asset allocation. Our recommendations and ongoing management are based upon your current age, desired retirement age, and the investment portfolio you have selected. If you decide to implement the recommendations you receive through the software, we will, with your express permission, place all the necessary trades to establish your asset allocation within your ESRA. This allocation will be automatically adjusted as your approach retirement.

Our services will:

- Review your present ESRA account allocation
- Advise on asset selection
- Implement the allocation that you have pre-approved
- Monitor and track assets under our management
- Adjust pre-approved allocation automatically as you approach retirement.

You should update your Account promptly when your financial situation, goals, objectives, or needs change. Should you decide to make a change to your existing allocation, you may do so through the web-based allocation and we will make the changes for you in a timely fashion. **YOU CAN CONTACT YOUR ESRA CUSTODIAN DIRECTLY AT ANY TIME TO IMMEDIATELY CHANGE YOUR INVESTMENT ALLOCATION.**

If you elect to use our services, you will receive a written agreement via email detailing the services, fees, terms and conditions of the relationship. You will also receive this Brochure.

Past performance is not indicative of future results. We cannot guarantee the results of any of our recommendations. Choosing which advice to follow is your decision.

Item 5 – Fees and Compensation

We provide online ESRA Asset Management Services for a fee. Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses your ESRA custodian may charge. You may incur certain charges imposed by custodians, and other third parties. These may include fees charged by managers, custodial fees, short term redemption fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, money market funds and exchange-traded funds (ETFs) also charge internal management fees, which are disclosed in the fund's prospectus. These fees may include, but are not limited to, a management fee, upfront sales charges, and other fund expenses. We do not receive any compensation from these fees. All of these fees are in addition to the fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge.

You could invest in a mutual fund or ETF directly without our services. In that case, you would not receive the services provided by us which are designed, among other things, to assist you in determining which mutual fund(s) or ETFs, and in which combination, are appropriate to your age and years to retirement.

Certain strategies recommended by us may involve investment in mutual funds. Load and no load mutual funds may pay annual distribution charges, sometimes referred to as "12(b)(1) fees". These 12(b)(1) fees come from fund assets, and thus indirectly from Clients' assets. We do not receive any compensation from these fees. The 12(b)(1) fee, deferred sales charges and other fee arrangements will be disclosed upon your request and are typically described in the applicable fund's prospectus.

Our Advisory Agreement defines what fees are charged and their frequency. We bill fees in advance on a monthly basis. No increase in our fee shall be effective without prior written notification to you.

1. Online Employer Sponsored Retirement Account (ESRA) Asset Management Fee Schedule

There is no minimum account size required. Your ESRA balance will determine your fee. For ESRA balances over \$5,000, we will provide our services for \$10.00 per month. For ESRA balances under \$5,000, we will provide our services for \$1.00 per month. This fee is paid monthly, in advance, through credit card, debit card or direct debit from checking or savings account. This fee includes initial reallocation, and quarterly rebalancing of your account. Clients will sign up for a one year term that automatically renews after the one year anniversary unless either party cancels the Advisory Agreement. Clients may terminate their bloom Account at any time including within the initial one year term. All terminations must be communicated through the web-based Account profile that all Clients use to manage their accounts. Fees for our services are non-refundable. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings.

Item 6 – Performance Based Fee and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a Client.

Item 7 – Types of Clients

We provide ESRA Asset Management services to individuals who participate in 401(k)'s, 403(b)'s, 457 Plans and other Employer Sponsored Retirement Accounts. We can work with Clients of any age. We have no minimum account opening balance requirement.

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

Our investment strategy for our ESRA Clients involves the selection of mutual funds and exchange-traded funds (ETFs) for our Clients' portfolio based upon the investment options offered in their employer sponsored retirement plan(s). This is done using various means of research and analysis available through our web-based application. We primarily use well-diversified portfolios of an allocation designed to be in line with Client's age and time to retirement given the options available in their ESRA. We attempt to primarily use indexed mutual funds and ETFs when available within the ESRA fund menu.

Our approach does not include frequent trading of securities (i.e. day trading).

IMPORTANT NOTE: IT IS YOUR RESPONSIBILITY TO PROMPTLY INFORM US VIA YOUR ONLINE ACCOUNT IF YOUR PORTFOLIO ALLOCATION DOES NOT MATCH YOUR RISK TOLERANCE.

The implementation of these analyses as part of our investment advisory services to you may include any, all or a combination of the following:

1. Targeted Asset Allocation

We use asset allocation strategies to suit a range of risk tolerances from conservative to growth-oriented. We will recommend for you a portfolio that reflects a suitable asset allocation, based on your age and time to retirement. You may also shift this initial portfolio recommendation to be more or less aggressive. **YOU MUST APPROVE YOUR PORTFOLIO BEFORE WE WILL IMPLEMENT IT.**

If you choose to be more conservative or more aggressive than we believe is appropriate for you, we may suggest you do not hire bloom.

The strategic recommended portfolio allocation will change as you approach your desired retirement age. The investment strategies we use to implement any investment advice given to you generally focus on long term purchases.

We screen and select funds and securities to be added to or removed from the portfolio on a regular basis. In order to perform this type of analysis we use many resources such as Morningstar. Rebalancing review occurs quarterly.

2. Risks

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to handle. You need to understand that investment decisions made for your account by us are subject to various market, currency, economic, political and business risks. The investment decisions we make for you will not always be profitable nor can we guarantee any level of performance.

A list of major risks associated with the strategies, products and methodology we offer are listed below:

1. Bond Fund Risk

Bond funds generally have higher risks than money market funds, largely because they typically pursue strategies aimed at producing higher yields of the risks associated with bond funds include:

- **Call Risk** - The possibility that falling interest rates will cause a bond issuer to redeem—or call—its high-yielding bond before the bond's maturity date.
- **Credit Risk** — the possibility that companies or other issuers whose bonds are owned by the fund may fail to pay their debts (including the debt owed to holders of their bonds). Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.
- **Interest Rate Risk** — the risk that the market value of the bonds will go down when interest rates go up. Because of this, you can lose money in any bond fund, including those that invest only in insured bonds or Treasury bonds.
- **Prepayment Risk** — the chance that a bond will be paid off early. For example, if interest rates fall, a bond issuer may decide to pay off (or "retire") its debt and issue new bonds that pay a lower rate. When this happens, the fund may not be able to reinvest the proceeds in an investment with as high a return or yield.

2. Mutual Funds Risk

The following is a list of some general risks associated with investing in mutual funds.

- **Country Risk** - The possibility that political events (a war, national elections), financial problems (rising inflation, government default), or natural disasters (an earthquake, a poor harvest) will weaken a country's economy and cause investments in that country to decline.
- **Currency Risk** -The possibility that returns could be reduced for Americans investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.
- **Income Risk** - The possibility that a fixed-income fund's dividends will decline as a result of falling overall interest rates.

- Industry Risk - The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.
- Inflation Risk - The possibility that increases in the cost of living will reduce or eliminate a fund's real inflation-adjusted returns.
- Manager Risk -The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of stated objectives.
- Market Risk -The possibility that stock fund or bond fund prices overall will decline over short or even extended periods. Stock and bond markets tend to move in cycles, with periods when prices rise and other periods when prices fall.
- Principal Risk -The possibility that an investment will go down in value, or "lose money," from the original or invested amount.

3. Overall Fund Risk

- Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.
- Before you invest, be sure to read a fund's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.

While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

4. Stock Fund Risk

Although a stock fund's value can rise and fall quickly over the short term, historically stocks have performed better over the long term than other types of investments — including corporate bonds, government bonds, and treasury securities.

Overall "market risk" poses the greatest potential danger for investors in stocks funds. Stock prices can fluctuate for a broad range of reasons, such as the overall strength of the economy or demand for particular products or services.

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 us or the integrity of our management. We do not have any information to disclose about bloom or any of our investment advisors. We adhere to high ethical standards for all advisors and associates. We strive to do what is in your best interests.

Item 10 – Other Financial Industry Activities and Affiliations

Neither bloom nor any of its investment adviser representatives participate in other business activities or has any outside affiliations at this time other than those disclosed below.

1. Broker-Dealer Relationship

Our firm is not registered as a broker-dealer or as a registered representative of a broker-dealer. We have no affiliation with any broker-dealer. We are independently owned and operated.

2. Futures Relationship

We have no advisors registered or active in any futures capacity.

3. RIA Relationship

Robert O’Blennis, Chris Costello and Kevin M. Conard are also Investment Advisor Representatives with The Retirement Planning Group, Inc., a separate SEC Registered Investment Advisor. Robert O’Blennis is also the Chief Compliance Officer of The Retirement Planning Group, Inc.

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

1. General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our Client. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, and as amended.

2. Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with bloom from having an interest in a Client account or participating in the profits of a Client’s account without the approval of the CCO. The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices

You may request a copy of the firm's Code of Ethics by contacting Robert O'Blennis, our Chief Compliance Officer, at 888-446-8416 or info@bloom.com.

3. Personal Trading

We may recommend securities to you that we will purchase for our own accounts.

We may trade securities in our account that we have recommended to you as long as we place our orders after your orders. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts. Under certain circumstances, exceptions may be made to the policies stated above. Records of such trades, including the reasons for the exceptions, will be maintained with our records as required.

ETFs, mutual funds and/or investment sub-accounts which may comprise a variable insurance product are purchased or redeemed at a fixed net asset value are very widely traded. Therefore, it is highly unlikely that purchases of ETFs, mutual funds and variable insurance products by bloom employees will have an impact on the prices of the funds in which you invest. These types of transactions are not prohibited by our policies and procedures.

We have established the following restrictions in order to ensure our fiduciary responsibilities to you are met and to abide by all Insider Trading regulations:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of Investment Advisory Representative(s) of bloom, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.
- We emphasize your unrestricted right to decline to implement any advice rendered.

4. Privacy Statement

We are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Item 12 – Brokerage Practices

1. Best Execution

We have an obligation to seek best execution. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, reputation and responsiveness.

For most ESRA asset management Clients, our options to pursue best execution are severely limited. Because of the nature of ESRA accounts, we are limited to effecting transactions solely through your employer-selected broker-dealer or custodian at pre-arranged rates. We will seek competitive commission rates and terms where possible, but we may not obtain the lowest possible commission rates for account transactions.

2. Directed Brokerage

Our ESRA asset management Clients will use the custodian their employer has selected for their 401(k), 403(b), and 457 Plans or other employer sponsored retirement plans. By directing brokerage to your employer-selected broker-dealer or custodian and directing us to use them, you may pay higher or lower fees than what is available through other relationships. We cannot negotiate the fees you will pay.

3. Trading

Transactions for each Client account will be effected independently.

Item 13 – Review of Accounts

1. Reports

For our ESRA Asset Management Services, your retirement plan sponsor or custodian will provide you with account statements reflecting the transactions occurring in your account and account balances along with confirmations for each securities transaction executed in the account.

We recommend you compare the statements you receive from your retirement plan sponsor or custodian with the information you receive from us. Please immediately notify us of any discrepancies in your ESRA or any concerns you have about the account(s).

Item 14 – Client Referrals and Other Compensation

In limited cases, with full written disclosure to our Client, we may compensate a third party or a related entity, The Retirement Planning Group, Inc. for a Client referral. In such cases, the existence of this relationship is included in the Client's Investment Management Agreement. Compensation to the third

party is a usual and customary amount, which is also disclosed to our Client. Further, the Client separately acknowledges in writing their awareness of and consent to this compensation. This type of arrangement will not increase expenses to our Client. All Clients will pay our normal stated fees.

Item 15 – Custody

We are deemed to have custody of our ESRA Asset Management Clients' assets because we possess the personal information necessary to access and trade their accounts through their custodians. This access could potentially give us authority to remove assets from such accounts. We will not use this access to remove assets from your account. In order to fulfill our regulatory responsibility for these accounts over which we have custody, the following safeguards have been instituted:

- All Client accounts are required to be held at your ESRA custodian.
- A surprise audit of bloom is conducted, at least annually, by an independent certified public accountant who examines custodied Client funds and securities.

Item 16 – Investment Discretion

You will grant us discretionary authority at the beginning of our advisory relationship. This allows us to select the identity and amount of securities to be bought or sold. This information is described in the Advisory Agreement you sign with us which contains a limited power of attorney which gives us a limited scope of authority to act on your behalf with your accounts.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, we do not have any authority to and do not vote proxies on behalf of advisory Clients. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We are authorized to instruct the custodian to forward you copies of all proxies and shareholder communications relating to your account assets.

Item 18 – Financial Information

Since we have discretionary authority, we are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our Client. We have not been the subject of any bankruptcy proceedings.

In no event shall we charge advisory fees that are both in excess of twelve hundred dollars and more than six months in advance of advisory services rendered.

APPENDIX I. FORM ADV Part 2B: January 1, 2014 Brochure Supplements

Advisor: Chris K. Costello, CFP®

Bloom, Inc., 11512 West 119th Street, Suite Z, Overland Park, Kansas 66213.

Contact: 888-446-8416 or via email at info@bloom.com.

This brochure supplement provides information about Chris Costello that supplements the bloom, inc., brochure. Please contact Robert O’Blennis at 888-446-8416 or via email at info@bloom.com if you would like to receive our brochure or if you have any questions about the contents of this supplement. Additional information about Chris Costello is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Name: Chris K. Costello

Year of Birth: 1973

Education: University of Kansas, B.S. in Business Administration, 1995

Professional Designations:

CERTIFIED FINANCIAL PLANNER™ (CFP®) since July 2009.

Chartered Retirement Planning CounselorSM (CRPC®) since June 2006.

Business Background (preceding five years):

The Retirement Planning Group, 2/2004 to Present: Financial Advisor, CEO.

Additional Information

Mr. Costello has no disciplinary information to disclose. Mr. Costello is also a Financial Advisor and CEO of The Retirement Planning Group, located in Overland Park, Kansas. There are no other compensation arrangements to disclose. Mr. Costello is subject to supervision through the Compliance program in place at bloom.

Advisor: Kevin Conard, CRPC®

Bloom, Inc., 11512 West 119th Street, Suite Z, Overland Park, Kansas 66213.

Contact: 888-446-8416 or via email at info@bloom.com.

This brochure supplement provides information about Kevin Conard that supplements the bloom, inc., brochure. Please contact Robert O’Blennis at 888-446-8416 or via email at info@bloom.com if you would like to receive our brochure or if you have any questions about the contents of this supplement. Additional information about Kevin Conard is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Name: Kevin M. Conard

Year of Birth: 1974

Education: University of Kansas, B.S. in Business Administration, 1997

Professional Designations:

Chartered Retirement Planning CounselorSM (CRPC[®]) since May 2006.

Business Background (preceding five years):

The Retirement Planning Group, 2/2004 to Present: Financial Advisor, President.

Additional Information

Mr. Conard has no disciplinary information to disclose. Mr. Conard is also a Financial Advisor and President of The Retirement Planning Group, located in Overland Park, Kansas. There are no other compensation arrangements to disclose. Mr. Conard is subject to supervision through the Compliance program in place at bloom.