

Strategic Planning, Inc.

FORM ADV PART 2A – APPENDIX 1

WRAP FEE PROGRAM BROCHURE

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This wrap fee program brochure provides information about the qualifications and business practices of Strategic Planning, Inc. (“SPI”). If you have any questions about the contents of this brochure, please contact us at 614-802-0170 or sean@stgplan.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. SPI’s description of itself in this brochure as a registered investment adviser does not imply a certain level of skill or training on the part of SPI or its representatives.

Additional information about SPI is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Registered investment advisers are required to amend their brochures when information becomes materially inaccurate. If there are material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes. Since our last updating amendment, dated June 29, 2016, SPI has made material changes to this wrap fee brochure, as follows:

- 1) On February 21, 2017, SPI has applied for registration with the United States Securities and Exchange Commission ("SEC") as a registered investment adviser. Upon approval, SPI intends to withdraw its registration with the State of Ohio.
- 2) In reference to fees for financial planning and consulting services, SPI will charge a flat or hourly rate when providing those services. Please reference Item 5: Fees and Compensation for further detail.
- 3) Pursuant to an agreement with Charles Schwab & Co., Inc. ("Schwab"), the independent custodian that has been selected by SPI, Schwab provided funds to cover the costs related to the transfer of client account assets to Schwab for a limited period of time (the "Initial 12-Month Period"). Schwab also paid for certain technology, marketing and research related business expenses that were incurred for the benefit of client accounts during the Initial 12-Month Period. SPI did not receive any portion of the funds that were provided by Schwab to cover these business expenses. The Initial 12-Month Period has expired. With the expiration of the Initial 12-Month Period, the funds to cover such business expenses are no longer being provided by Schwab. Please reference Item 12: Brokerage Practices for further detail.

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Item 4: Services, Fees and Compensation

Strategic Planning, Inc. is an investment adviser registered with the State of Ohio with an application pending for registration with the Securities and Exchange Commission (“SEC”). Our owner and President is Stanley R. Edgell. Mr. Edgell has been providing investment advisory services to a variety of clients for over forty (40) years.

As used in this brochure, “SPI”, “we”, “our”, and “us” refer to Strategic Planning, Inc. and “you”, “your” and “client” refer to you as either a client or prospective client of our firm.

We offer the wrap fee program described below (“Program”) whereby we manage client accounts for a single, all-inclusive fee that compensates us for investment advisory services and also covers custody services and transaction and commission costs. Under the Program, we recommend investment portfolios that are designed to meet client needs based upon client investment objectives and goals. The investment portfolios will primarily consist of equity securities that are selected based on research conducted by, and provided to, SPI. Other securities, including but not limited to exchange-traded funds (“ETFs”), mutual funds and fixed income securities, may also be recommended when we deem such investments to be appropriate based on your stated goals and objectives.

A. Investment Advisory Services

SPI provides investment advisory services to Program clients by utilizing the consultative process described below. Upon signing SPI’s Client Agreement, each Program client grants SPI and its investment adviser representatives complete and unlimited discretionary authority with regard to the client’s investment portfolio. This means that SPI is provided with the ability to make trades in the client account, including a determination of what positions to buy or sell and the timing of such purchases and sales, without obtaining a client’s prior consent. Such authority does not extend to the withdrawal or transfer of Program account assets.

Program clients will be charged the wrap program account fee (“Program Account Fee”) in accordance with the fee schedule set forth in Part C, entitled *Fee Schedule*, below. Please consider that, depending upon the level of the Program Account Fee charged, the amount of portfolio activity in the Program account, the value of all services provided under the Program and other factors, the Program Account Fee may or may not exceed the aggregate cost of such services if they were to be provided separately. In order to compare the cost of the Program with unbundled services, you should consider the turnover rate in our investment strategies, trading activity in the Program accounts and standard advisory fees and brokerage commissions that would be charged at other firms for similar products and services. Inasmuch as SPI will pay transaction and execution costs associated with equities transactions, a potential disincentive to trade securities may be presented (see *Program Costs* in Part B below).

SPI has an initial consultation with its Program clients to gather in-depth information. SPI asks its clients to complete an investor profile worksheet that is designed to elicit information about what matters most to the client, how the client wants to use his/her wealth, and what the client expects from SPI. SPI then uses this information to determine the appropriate investment guidelines, risk tolerance and other factors that will assist in the selection of an investment portfolio that is suitable for the client’s Program account. SPI diversifies and manages the client’s portfolio. Investments are made based upon the client’s investment objectives, risk tolerance, net worth, net income and other relevant factors. For

additional information regarding SPI's management of client portfolios under the Program, see Item 6, *Portfolio Manager Selection and Evaluation*, below.

B. Program Costs

Clients pay a single Program Account Fee because SPI, in addition to providing investment advisory services, has chosen to be responsible for the charges associated with other services. Included among those charges are transaction costs, such as commissions on the purchases and sales of stocks, bonds, ETFs and options. Except as otherwise provided below, Program clients will incur no charges other than SPI's Program Account Fee, as set forth in the fee schedule shown below.

The Program Account Fee does not include, and is separate and distinct from, the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus and will generally include a management fee, other fund expenses and a possible sales charge or distribution fee. In addition to the foregoing fund-related fees and expenses, there may be other fees or costs that are not included in the Program Account Fee, such as margin costs, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

SPI does not maintain custody of Program account assets. Such assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or a bank. SPI requires that its Program clients use Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer and SIPC member, as the qualified custodian. SPI is independently owned and operated and not affiliated with Schwab. Schwab will hold Program account assets in a brokerage account and buy and sell securities when SPI instructs Schwab to do so. Even though Program accounts are maintained at Schwab, SPI can still use other brokers to execute trades for Program accounts, as more fully described in SPI's firm brochure (see SPI Brochure, Item 12, *Brokerage Practices*). To the extent that securities transactions are executed away from Schwab, there may be commission mark-ups and mark-downs that Program clients will pay in addition to the Program Account Fee.

C. Fee Schedule

SPI is compensated in accordance with the Program Account Fee Schedule shown below. The fee that is payable is based on a percentage of the market value of Program account assets on the last business day of each quarterly billing period and is assessed as compensation for the provision of personal investment advisory services rendered, including (i) the creation of a suitable investment portfolio for inclusion in each client's account, and (ii) ongoing portfolio monitoring of Program investments. SPI may reduce or increase its Program Account Fee at any time. However, any increase in fees will be effective only following at least thirty (30) days written notice to any Program client affected by the increase.

Subject to the maximum Program Account Fee limitations contained in the Program Account Fee Schedule, Program Account Fees can be negotiated, depending on a variety of factors, including but not limited to the size of the account, the amount of work anticipated and the attention needed to manage the account. Upon signing SPI's Client Agreement, each Program client authorizes SPI to instruct the custodian to deduct SPI's Program Account Fee directly from the client's account on a quarterly basis.

If the Client's Account equals:	The annual advisory fee applied will be:
From \$0 but less than \$250,000	1.15%
From \$250,000 but less than \$1,000,000	1.00%
From \$1,000,000 but less than \$2,500,000	0.95%
From \$2,500,000 but less than \$3,500,000	0.90%
From \$3,500,000 but less than \$5,000,000	0.85%
From \$5,000,000 but less than \$10,000,000	0.80%
Greater Than \$10,000,000	0.75%

For purposes of applying the fee schedule, a single percentage shall be used to calculate the appropriate fee amount, as opposed to a tiered approach. For example, in a given billing period, if an SPI client has \$1.2 million in a Wrap Fee Program account, the applicable annual fee will be 95 basis points (.95%). Per the fee schedule above, the client's account was over \$1,000,000 but less than \$2,500,000. As stated previously, the Wrap Fee Program fee is a single, all-inclusive fee that compensates SPI for investment advisory services and also covers custody and transaction fees and costs.

D. Products and Services Available to SPI from Schwab Advisor Services

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent advisory firms like SPI. They provide us and our clients with access to their institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab. If we have less than \$10 million in client assets at Schwab, it may charge us quarterly service fees of \$ 1,200. Here is a more detailed description of Schwab's support services.

Services that Benefit Clients. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally will benefit you and your Program account.

Services that May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial

number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Services that are Currently Being Used. In addition to the institutional brokerage services described above, SPI currently makes use of the following information and technology services that are made available by Schwab:

- Schwab Advisor Center, which includes the following primary features:
 - account information, balances, positions, cost basis and transactional information
 - trading/rebalancing tools
 - news and resources
 - account alerts
 - forms and applications
 - custodial statements, tax information and trade confirmations

- investment proposal center
- Schwab Alliance, a client facing website that enables users to view transactions, positions, balances, account history and cost basis information
- Morningstar Office, which includes research and analysis and billing information

Our Interest in Schwab's Services. The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services as long as we keep a total of at least \$10 million of client assets in accounts at Schwab. The \$10 million minimum may give us an incentive to require you to maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our belief is primarily based on our evaluation of the factors discussed in our firm brochure regarding the selection of custodians and brokers (see SPI Brochure, Item 12, *Brokerage Practices*), including the scope, quality and price of Schwab's services, and not Schwab's services that benefit only us. Given the amount of client assets that we have under management, we do not believe that maintaining at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Item 5: Account Requirements and Types of Clients

SPI provides investment advisory services under the Program to individuals, including high net worth individuals, pension and profit sharing plans, charitable organizations and businesses. There is no minimum account size for participation in the Program. However, SPI may recommend that certain clients with assets under \$50,000 be invested in mutual funds that comprise SPI's mutual fund platform. For additional information regarding SPI's mutual fund platform, please see SPI's firm brochure (SPI Brochure, Item 4, *Advisory Business*).

Item 6: Portfolio Manager Selection and Evaluation

Your SPI investment adviser representative is the sole portfolio manager with respect to the Program. Please see the appropriate SPI Brochure Supplement (Form ADV, Part 2B) that provides pertinent information about your SPI investment adviser representative. Investment adviser representatives are selected by SPI based on various criteria, including training and experience.

As part of the portfolio management process, your SPI investment adviser representative conducts economic analysis using public information sources, as well as prospectuses and annual reports and Morningstar Office, and attempts to analyze and determine the trends. 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 movement's in a security's price, trading volume, and other market-related factors in an attempt to discern patterns.

Program clients will have the opportunity to place reasonable restrictions on investments in certain securities, types of securities or industry sectors. It is the client's responsibility to advise SPI of

the client's investment objectives and any changes thereto, as well as any specific investment restrictions applicable to the client. In the event that a client deems any investment recommended or made to be inconsistent with the client's investment objectives or restrictions, it is the client's responsibility to provide prompt written notice to SPI.

There is no assurance that any investment or strategy will be profitable or successful in achieving a client's specific investment objectives or personal financial goals. It is impossible to predict with total certainty any return on any investment over any period of time. No such implication, suggestion or guarantee regarding your ability to attain any goal simply by investing in the hypothetical amount at the hypothetical returns for the estimated time periods contained in any plan or report is intended or implied. Any illustrations provided to a client should not be considered as a prediction of any investment result. Principal values of your investments will fluctuate and when redeemed, may be worth more or less than your original investment. Asset allocation does not ensure a profit or protect against losses in any market, including a declining market.

Investing in securities involves the risk of loss that clients should be prepared to bear. Set forth below are specific risks that clients should be aware of and keep in mind.

Equity Risk. Equity securities generally have greater price volatility than debt securities. Equity securities may decline in value because of changes in the actual or perceived financial condition of their issuers or other events affecting the price of their shares.

Market Risk. Prices may increase or decrease, sometimes suddenly and unpredictably, due to general market conditions.

Liquidity Risk. Your investment adviser representative may not be able to purchase or sell a security in a timely manner or at desired prices or achieve SPI's desired weighting in a security.

Foreign Issuers Risk. Investments in securities of foreign issuers may involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory and other conditions; changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges); differing accounting, auditing, financial reporting, taxes and legal standards and practices; differing securities market structures; and higher transaction costs.

As indicated in Item 5 above, SPI offers a mutual fund platform to clients for whom such platform may be appropriate. In addition, SPI offers comprehensive financial planning services that are described in SPI's firm brochure (see SPI Brochure, Item 4, *Advisory Business, Financial Planning Services*).

As a matter of firm policy, SPI does not vote proxies on behalf of its advisory clients. For more information regarding this policy, please refer to SPI's firm brochure (see SPI Brochure, Item 17, *Voting Client Securities*).

SPI does not charge performance-based fees (i.e., fees based on a share of capital gains on or capital appreciation of the assets of a client). As a result, SPI does not engage in side-by-side management (management of accounts that are charged a performance-based fee and accounts that are charged another type of fee).

Item 7: Client Information Provided to Portfolio Manager

The investor profile information referenced in Item 4, Part A, above is disclosed to your SPI investment adviser representative to enable us to determine the Program investments that are suitable for you. Such information is held in confidence and is not disclosed by SPI to anyone without your consent, except as may otherwise be required by applicable law.

Item 8: Client Contact with Portfolio Manager

SPI investment adviser representatives strive to make themselves accessible to clients. You are encouraged to contact your SPI investment adviser representative with respect to any questions that you may have regarding the Program. Any changes regarding your investment objectives, risk tolerance or requested restrictions should be communicated promptly to your SPI investment adviser representative.

Item 9: Additional Information

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 them or the integrity of their management. Neither SPI nor any of its investment adviser representatives are, or have been subject to, any disciplinary action or judgments.

Other Financial Industry Activities and Affiliations

As noted above, SPI provides financial planning services to its clients. To the extent that a financial plan prepared by SPI includes recommendations that certain securities be purchased by a client, investment adviser representatives of SPI can implement those recommendations by selecting an appropriate broker-dealer to execute client transactions. Please see the SPI brochure (Item 12, *Brokerage Practices*) for a discussion of the process that is used for the selection of broker-dealers for trade execution purposes. To the extent that such an SPI financial plan includes a recommendation that certain insurance products be purchased by a client, investment adviser representatives of SPI have the ability to implement that recommendation by offering certain insurance products for sale in their capacity as appointed agents of various insurance companies. These persons may earn commission-based compensation for selling insurance products. Such compensation is separate and in addition to SPI investment advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of SPI who are insurance agents may have an incentive to recommend insurance products. However, you are under no obligation, contractually or otherwise, to implement financial plan recommendations and are under no obligation to purchase securities products or insurance products through anyone affiliated with SPI.

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

SPI has adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct and fiduciary duty to its clients. The Code of Ethics includes (i) provisions relating to confidentiality of client information, (ii) a prohibition on insider trading, (iii) a prohibition on rumor mongering, (iv) restrictions on the acceptance of significant gifts, (v) provisions relating to the

reporting of certain gifts and business entertainment items, and (vi) personal securities trading procedures, among other things. All supervised persons at SPI must acknowledge the terms of the Code of Ethics annually, or as amended.

SPI may recommend to clients or prospective clients the purchase or sale of securities in instances in which other SPI clients or persons associated with SPI directly or indirectly have an interest in those same securities. Persons associated with SPI are required to follow SPI's Code of Ethics. Subject to satisfying this policy and applicable laws, SPI's officers, directors and employees may trade for their own accounts in securities that are recommended to and/or purchased for SPI's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of SPI associates will not interfere with (i) the making of decisions that are in the best interest of advisory clients, and (ii) the implementation of such decisions while, at the same time, allowing SPI associates to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interests of SPI's clients. In addition, the Code of Ethics requires pre-clearance of many transactions and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit SPI associates to invest in the same securities as clients, there is a possibility that SPI personnel might benefit from market activity by a client. Trading by SPI associates is continually monitored under the Code of Ethics in an effort to prevent conflicts of interest between SPI and its clients.

Certain accounts of SPI associates may trade in the same securities with client accounts on an aggregated basis when consistent with SPI's obligation of best execution. In such circumstances, the accounts of associates and the accounts of clients will share commission costs equally and receive securities at a total average price. SPI will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the trade order.

SPI's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting us.

It is our policy that the firm will not affect any principal or agency cross securities transactions for client accounts. SPI will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Review of Accounts

Client accounts are managed and reviewed continuously by SPI's investment adviser representatives and are formally reviewed on an annual basis by Stanley Edgell, SPI's President and Chief Compliance Officer. The review process includes each of the following elements: (i) evaluate the

strategy that has been employed, (ii) monitor the portfolio and (iii) address the need to rebalance. In addition, account reviews may be triggered by a specific client request or a change in a client's goals or objectives.

All clients will receive a written annual report that outlines the client's current positions and provides the current market value and cost basis of all positions within the account.

Client Referrals and Other Compensation

SPI does not offer compensation to any party for client referrals and does not accept referral fees.

Financial Information

We do not receive fees of more than \$500 six months or more in advance. Accordingly, we are not required to provide financial information to our clients. We do not have a financial condition that would impair our ability to meet our contractual commitments to our clients.

Item 10: Requirements for State-Registered Advisers

Not applicable. SPI is an SEC registered investment adviser.