

Form ADV Part 2A
Investment Advisor Brochure



Name of Registered Investment Advisor	Asset Planning Inc.
Address	10833 Valley View Street #470, Cypress, CA 90630
Phone Number	714-827-5794
Website Address	www.assetplanninginc.com
E-mail Address	info@assetplanninginc.com
Date of Last Revision	December 31, 2014

This Form ADV Part 2A (Investment Advisor Brochure) gives information about the investment advisor and its business for the use of clients and prospective clients. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

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

Form ADV Part 2A
**Material Changes to
Investment Advisor Brochure
Asset Planning, Inc.**



Annual Update

The purpose of this document is to discuss only material changes since the last annual update of Asset Planning, Inc. Investment Adviser Brochure. The date of the last annual update was December 31, 2013.

Material Changes since the Last Update

There have been no material changes since the last update.

Within 120 days of our fiscal year end we will deliver our annual Summary of Material Changes if there have been material changes since the last annual updating amendment.

With this summary, we also hereby offer to deliver an updated Investment Adviser Brochure upon your request at any time during the year. You may obtain this information in one of two ways:

- Contact our firm: 714-827-5794 or email to: carols@assetplanninginc.com
- Online access at the Investor Adviser Public Disclosure website at: www.adviserinfo.sec.gov

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Advisory Business

Firm Description

Asset Planning Inc. was founded in 1998 by Sandra C. Field. The firm is federally registered with the SEC (Securities and Exchange Commission) as a Registered Investment Advisor.

Asset Planning Inc. provides personal financial planning and investment management to individuals, families, and their related entities, trusts and estates and family businesses. Asset Planning Inc. works with clients to define financial objectives and to develop strategies for reaching those objectives, some of which may include: identification of financial problems, cash flow and budget management, investment management, tax planning, risk exposure review, education funding, retirement planning, charitable goals, and/or other issues specific to the client.

The firm's compensation is solely from fees paid directly by clients. The firm does not receive commission based on the client's purchase of any financial product, including insurance. No commissions in any form are accepted. No referral fees are paid or accepted. No benefits are received from custodians based on client securities transactions.

Assets under the direct management of Asset Planning Inc. are held by independent custodians, including TD Ameritrade and Charles Schwab, in the client's name. Asset Planning, Inc. does not act as a custodian of client assets.

We may recommend other professionals (e.g., lawyers, accountants, insurance agents, etc.) at the request of the client. Other professionals are engaged directly by the client on an as-needed basis even when recommended by the Advisor. Conflicts of interest will be disclosed to the client and managed in the best interest of the client.

Principal Owners

Sandra C. Field is a 52% stock holder of Asset Planning, Inc. Carol Somoano is 24% stock holder. Diane K. Burch and Carol J. Patrick are each 12% stockholders. There are no intermediate subsidiaries.

Types of Advisory Services

The primary types of services offered by Asset Planning, Inc. are asset management and financial planning.

In performing its services, Asset Planning, Inc. is not required to verify any information received from the client or from the client's other professionals. Each client is advised that it remains his/her responsibility to promptly notify Asset Planning, Inc. when there is any change in his/her financial situation and/or financial objectives for the purpose of reviewing, evaluating, or revising previous recommendations and/or services.

The following are typical services offered to clients:

- ❶ Asset Planning, Inc. provides Asset Management.

As of December 31, 2014, Asset Planning has \$181,541,914 of assets under management on a discretionary basis, and \$1,876,545 of assets under management on a non-discretionary basis.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's financial situation and investment objectives. The client is required to complete an Investment Policy and Objective Questionnaire to help determine their risk tolerance. It is the client's responsibility to notify Asset Planning, Inc. at any time there are changes. Clients may call in at any time during normal business hours to discuss directly with us about the client's account, financial situation, or investment needs. Clients will receive from the custodian firm timely confirmations and monthly statements containing a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program. In addition to custodial statements, Asset Planning, Inc. sends quarterly reports to the client.

② Asset Planning, Inc. provides Financial Plans consistent with the individual client's financial and tax status and risk/reward objectives. Planning may be in-depth or segmented and focus on investments, insurance, taxes, and/or estate plans.

③ On occasion we hold seminars. These seminars may include presentations on various financial planning strategies. A fee is not charged to those in attendance.

Fees and Compensation

Description

Asset Planning, Inc. bases its fees as a percentage of assets under management, hourly charges, and fixed fees depending on the client service provided. Fees may be negotiable.

Financial Planning

Fees for Financial Planning services are computed at an hourly rate. Various rates apply as determined by the person performing the service as follows: The hourly rate may range from \$175 - \$250/hour. The rate will be determined by the associate serving the client, their experience level and the complexity of the engagement. Since the nature of the work involves variables or circumstances unknown at the start of the engagement, estimates may be given, but they are not guaranteed. A deposit equal to one hour may be required. A signed contract is not required by either party rather a verbal arrangement is used for most financial plan engagements.

Asset Management

Fees for Asset Management are computed at an annualized percentage of assets under management. The maximum fee charged is 1%. Depending on the size of the account, fee breakpoints may be given on accounts over \$250,000.

These fees are for advisory services only and do not include any transaction fees, which may be charged separately by the custodial firm. See the section heading Brokerage Practices for more information.

Retainer Asset Management

This program fee billing is no longer offered to new clients.

Fee Billing

For Asset Management the fee will be payable quarterly in arrears. The first payment is assessed and due at the end of the first calendar quarter and will be assessed pro rata in the event the Agreement is executed at any time other than the first day of the current calendar quarter. Subsequent payments are due and will be assessed on the first day after the end of each calendar quarter based on the value of the account assets under supervision as of the close of business on the last business day of that quarter.

Payment of fees may be paid directly by the client, or the client may authorize the custodian holding client funds and securities to deduct Asset Planning, Inc. advisory fees directly from the client account in accordance with statements prepared and submitted to the custodian by Asset Planning, Inc. The custodian will provide periodic account statements to the client. Such statements will reflect all fee withdrawals by Asset Planning, Inc. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.

Termination of Agreement

Asset Management services will continue until either party terminates the Agreement with written notice. If termination occurs prior to the end of a calendar quarter, the client will be invoiced for fees due on a pro-rata basis.

For Financial Plans, the client may terminate the engagement at any time and the client will owe a fee for any work done up to the date of termination. The Financial Plan engagement terminates upon delivery of the plan or services at which time all fees are due. At this time no refunds will be made.

The Advisory Agreement contains a pre-dispute arbitration clause. Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

Compensation for Sales of Investment Products

The firm's compensation is solely from fees paid directly by clients. The firm does not receive commission based on the client's purchase of any financial product, including insurance. No commissions in any form are accepted.

Performance-Based Fees

Asset Planning, Inc. does not use a performance-based fee structure because of the potential conflict of interest. Performance based compensation may create an incentive for the advisor to recommend an investment that may carry a higher degree of risk to the client. However, the nature of asset-based fees allows Asset Planning, Inc. to participate in the growth of the client's wealth. This also means that our fees can decline if the client's portfolio declines in value.

Types of Clients

Asset Planning, Inc. provides advisory services to individuals, families, trusts, estates, pension and profit sharing plans and other ERISA accounts, and business entities.

Generally, for asset management the minimum account size for Sandra C. Field is \$400,000, and \$100,000 for Carol Somoano and \$100,000 for Erin Nelsen. The minimum account size is waived for clients that have had a complete financial plan prepared by Asset Planning, Inc.

There is no minimum for clients retaining financial planning services.

Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

Security analysis methods at Asset Planning, Inc. include fundamental analysis. The main sources of information include Morningstar reports, fund prospectuses, financial newspapers and magazines, research materials provided by others, filings with the Securities and Exchange Commissions, and annual reports. Employees of Asset Planning, Inc. also attend meetings with fund and portfolio managers, conference calls and industry conferences.

Investment Strategies

The primary investment strategy we use for clients is strategic asset allocation strategies for portfolio management. We may use passive-managed index and exchange-traded funds when appropriate for the client and actively-managed funds, dividend paying stocks and individual bonds and stocks where there are opportunities to make a difference by security selection. Portfolios are generally globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives, income needs, and tax situation stated by the client during consultations. The client may change these objectives at any time. The client's goals and objectives are recorded during meetings and via correspondence with the client. Each client portfolio is constructed solely for that client. We do not use model portfolios, and we do not utilize composites to illustrate results.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach keeps the risk of loss in mind. However, as with all investments, clients face investment risks including the following: loss of principal risk, interest-rate risk, market risk, inflation risk, currency risk, reinvestment risk, business risk, liquidity risk, and financial risk.

Disciplinary Information

Legal and Disciplinary

Asset Planning, Inc. and its employees have not been involved in any legal or disciplinary events related to past or present activities.

Other Financial Industry Activities and Affiliations

Activities

Asset Planning, Inc. does not participate in any other business activities.

Affiliations

Asset Planning, Inc. does not have arrangements that are material to its advisory business or its clients with any related person. We may at times recommend unrelated, third party investment managers who have a greater expertise in certain disciplines when appropriate for the client; we do not receive any compensation for the recommendation or selection of these investment advisors.

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

Code of Ethics

Asset Planning, Inc. maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics.

Personal Trading

At times Asset Planning, Inc. and its employees may at times buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades and will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Brokerage Practices

Selection of Brokerage Firms

Asset Planning, Inc. does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. Asset Planning, Inc. recommends custodians based on the proven integrity and financial responsibility of the firm, best execution of orders at reasonable trade fees and the quality of client service. Asset Planning, Inc. recommends discount brokerage firms and trust companies (qualified custodians), such as TD Ameritrade and Charles Schwab. Asset Planning Inc. does not receive fees or commissions from any of these arrangements, although Asset Planning, Inc. may benefit from electronic delivery of client information, electronic trading platform and other services provided by the custodians for the benefit of clients. Asset Planning, Inc. may also benefit from other services provided by custodians, such as research, continuing education, and practice management advice. These benefits are standard in a relationship with these custodians and are not in return for client recommendations or transactions.

Trading fees charged by the custodians are reviewed on an annual basis. Asset Planning, Inc. does not receive any portion of trading fees.

Soft Dollars

Asset Planning, Inc. does not receive soft dollar benefits from the custodians to whom we recommend clients. However, Asset Planning, Inc. does receive products and services from Charles Schwab & Co. and TD Ameritrade that may be used to service all or a substantial number of client accounts. Schwab and TD Ameritrade may waive or discount fees for these products or services at their discretion. Schwab and TD Ameritrade may also make available other services intended to help Asset Planning, Inc. manage and further develop their business enterprise, including consulting, publications, practice management conferences, information technology, and regulatory compliance.

As a fiduciary, we endeavor to act in our clients' best interests at all times. Our recommendation that clients maintain their assets at Schwab or TD Ameritrade is based solely on the nature of cost or quality of custody and brokerage services provided by the custodian.

Directed Brokerage

We do not direct brokerage for specific client transactions except individual municipal or corporate bonds, for which we select the broker-dealer with the best pricing on each individual trade.

Trades in mutual funds do not garner any client benefit. However, when more than one account is trading a particular stock or ETF on the same day, block trading may be used to get identical pricing on the trades.

Review of Accounts

Asset Management

Asset Planning, Inc. monitors the individual investments under Asset Management each day the market is open. Portfolio performance is reviewed on a quarterly basis at a minimum. Asset Planning, Inc. offers clients an in-person portfolio review meeting whenever requested by the client.

Account reviews are performed more frequently when market conditions dictate, or when client's objectives change. A review may be triggered by client request, changes in market condition, new information about an investment, changes in tax laws, or other important changes.

Financial Planning

The financial plan is a snapshot in time and no ongoing reviews are conducted. We recommend clients engage us on an annual basis to review and update the financial plan.

Account reviews are performed by Sandra C. Field, Carol Somoano or Erin Nelsen. The number of households for which reviewer is responsible varies. The current total number of households is approximately 240.

Regular Reports

Asset Management and Retainer clients receive standard account statements from the custodians. Asset Planning, Inc. also prepares a quarterly report package which includes our newsletter and quarterly reports prepared from our portfolio accounting software. These reports include an asset allocation graph and report, portfolio statement of holdings and a billing statement. Annual reports prepared include the annual portfolio performance summary and tax related reports.

Client Referrals & Other Compensation

Incoming Referrals

Asset Planning, Inc. has been fortunate to receive many client referrals over the years. The referrals have come from current clients, estate planning attorneys, accountants, and other sources. The firm does not pay for referrals.

Referrals to Other Professionals

Asset Planning, Inc. does not accept referral fees or any form of remuneration from other professionals when a client is referred to them.

Custody

Clients will receive account statements at least quarterly from the custodian (TD Ameritrade or Charles Schwab). Clients are urged to compare custodial account statements against statements prepared by Asset Planning, Inc. for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Investment Discretion

Discretionary Authority for Trading

Asset Management Clients: Asset Planning, Inc. accepts discretionary authority to manage securities accounts on behalf of clients. Asset Planning, Inc. has the authority without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. Clients must sign a limited power of attorney before Asset Planning, Inc. is given discretion authority. The limited power of attorney is included in the qualified custodian's account application for our main custodians (TD Ameritrade and Charles Schwab).

Retainer Management clients: Asset Planning, Inc. does not have discretion over these client accounts. A limited power of attorney, limited to the power of executing trades on a non-discretionary basis will be obtained from clients.

Asset Planning, Inc. does not have authority to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

Voting Client Securities

Asset Planning, Inc. does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Financial Information

Financial Condition

Asset Planning, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. A balance sheet is not required to be provided because Asset Planning, Inc. does not serve as a custodian for client funds or securities and does not require prepayment fees.

Form ADV Part 2B
Brochure Supplement



Supervised Persons

Sandra C. Field, Carol Somoano, Erin Nelsen and Joanne Liu

Name of Registered Investment Advisor	Asset Planning Inc.
Address	10833 Valley View Street #470, Cypress, CA 90630
Phone Number	714-827-5794
Website Address	www.assetplanninginc.com
E-mail Address	info@assetplanninginc.com
Date of Last Revision	December 31, 2013

This Brochure Supplement provides information about Sandra C. Field, Carol Somoano, Erin Nelsen, and Joanne Liu that supplements the Asset Planning, Inc. brochure. You should have received a copy of that brochure. Please contact Carol Somoano, Chief Compliance Officer if you did not receive Asset Planning, Inc.'s brochure or if you have any questions about the contents of this supplement. Additional information about Asset Planning, Inc. is available on the SEC's website at: www.adviserinfo.sec.gov

Education and Business Standards

Asset Planning, Inc. requires that any employee whose function involves determining or giving investment advice to clients must be a graduate of a four year college and must:

1. Have at least three years' experience in accounting, investments or financial planning;
2. Hold the Series 65 Investment Advisor Representative or equivalent;
3. Hold or be pursuing one of the following designations: Certified Financial Planner™ (CFP®), Certified Financial Analyst (CFA) or Chartered Financial Consultant (ChFC®), Masters in Business Administration (MBA);
4. Subscribe to the Code of Ethics of the CFP® Board of Standards;
5. Be properly licensed for all activities in which they are engaged.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

CERTIFIED FINANCIAL PLANNER™

CERTIFIED FINANCIAL PLANNER,™ CFP® and federally registered CFP (with flame design) marks (collectively the “CFP® marks” are professional certification marks granted in the United States by Certified Financial Board of Standards, Inc. (“CFP Board”). The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification.

To attain the rights to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree (or higher) from an accredited college or university. CFP’s Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000/hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethic requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning in the best interest of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or revocation of their CFP® certification.

Sandra C. Field, MBA, CFP®, President

Educational Background:

- Year of Birth: 1955
- California State University, Long Beach, Bachelors of Science, Finance & Investments, 1985
- College for Financial Planning, 1988, Financial Planning Program
- University of Southern California Masters, Business Administration, 1996

Business Experience:

- Sandra has been a Certified Financial Planner since receiving her designation in July, 1988. She founded Asset Planning, Inc. in 1998. She became a fee-only NAPFA financial planner and investment advisor in 2003. Prior to being fee-only, she was a registered principal (series 24) general securities registered representative (series 7) with a brokerage firm from 1985 to 2003. She also holds the tax planning practitioner certification from the College for Financial Planning. Sandra is the past President of the Seal Beach Chamber of Commerce and has served as Vice President of Finance on the Board of Directors for the American Cancer Society and as Business Advisor to the City of Seal Beach. She was a board member for seven years for the Financial Planning Association of Orange County and an active member of NAPFA.

Disciplinary Information: None

Other Professional Activities: None

Additional Compensation: None

Supervision:

Sandra C. Field's compliance related activities are supervised by Carol Somoano, Chief Compliance Officer. She reviews Sandra's investment advisory work through frequent office interactions. She also reviews Sandra's activities through our portfolio management system.

Carol Somoano's contact information:

(714) 827-5794 and/ or carols@assetplanninginc.com

Carol Somoano, MBA, CFP®, Vice- President, Chief Compliance Officer

Educational Background:

- Year of Birth: 1964
- California State Polytechnic University, Pomona, Bachelors of Science, Business Administration: Accounting, 1986
- California State University, Fullerton, Masters, Business Administration, 1995
- University of California, Irvine, Financial Planning Program, 2004

Business Experience:

- Carol has been a Certified Financial Planner since 2004. Carol was as a management accountant for 15 years before deciding to concentrate on fee-only financial planning and investment management. She completed the UCI Financial Planning program and passed the CFP exam in March of 2004. She is also licensed as a Notary Public and Realtor. In 2005 she became a Registered Investment Advisor Representative. Carol, does not sell, but is licensed to provide advice on life, long-term care and disability insurance. Carol, does not sell real estate but is licensed to be able to provide research and advice on real estate matters. She is an active member of the Orange County Financial Planning Association and NAPFA (National Association of Personal Financial Advisors).

Disciplinary Information: None

Other Professional Activities: None

Additional Compensation: None

Supervision:

Carol Somoano's compliance related activities are supervised by Sandra C. Field, President. She reviews Carol's investment advisory work through frequent office interactions. She also reviews Carol's activities through our portfolio management system.

Sandra C. Field's contact information:

(714) 827-5794 and/ or Sandra@assetplanninginc.com

Erin Nelsen, CFP®, Associate Financial Planner

Educational Background:

- Year of Birth: 1980
- California State University, Fullerton, Bachelors of Arts, Business Administration-Finance, 2007
- California State University, Fullerton, Personal Financial Planning Program, 2007
- College for Financial Planning, Para planner Program, 2008

Business Experience:

- Erin has been a Certified Financial Planner since 2012 and has worked at Asset Planning, Inc. since April of 2007. She obtained the Registered Investment Advisor Representative designation

after passing the Uniform Investment Advisors Law Exam (Series 65) in 2008. Erin is an active member of the Orange County Financial Planning Association and NAPFA.

Disciplinary Information: None

Other Professional Activities: None

Additional Compensation: None

Supervision:

Erin Nelsen's compliance related activities are supervised by Carol Somoano, Chief Compliance Officer. She reviews Erin's investment advisory work through frequent office interactions. She also reviews Erin's activities through our portfolio management system.

Carol Somoano's contact information:

(714) 827-5794 and/ or carols@assetplanninginc.com

Joanne Liu, Associate Financial Planner

Educational Background:

- Year of Birth: 1971
- Indiana State University, Bachelors of Science, Business Administration-Finance, 2000
- Indiana State University, Masters, Business Administration, 2002

Business Experience:

- Joanne was a financial analyst for 2 years at a public company before becoming a Financial Planner. Joanne has been an Associate Financial Planner at Asset Planning, Inc. since December 2002. She obtained the Registered Investment Advisor Representative designation after passing the Uniform Investment Advisors Law Exam (Series 65) in 2003.

Disciplinary Information: None

Other Professional Activities: None

Additional Compensation: None

Supervision:

Joanne Liu's compliance related activities are supervised by Carol Somoano, Chief Compliance Officer. She reviews Joanne's investment advisory work through frequent office interactions. She also reviews Joanne's activities through our portfolio management system.

Carol Somoano's contact information:

(714) 827-5794 and/ or carols@assetplanninginc.com