



Firm Brochure

FORM ADV PART 2

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www.ResoluteFinancial.com

This brochure provides information about the qualifications and business practices of Resolute Financial LLC. If you have any questions about the contents of this brochure, please contact us. Although this brochure has been submitted, the information in this brochure has not been verified or approved by the United States Securities and Exchange Commission, or by any state securities authority.

Submitted to the US Securities & Exchange Commission

March 22, 2014

Resolute Financial

Material Changes

Annual Update

The Material Changes section of this brochure will be updated, for each filing of a brochure, which shall be done at least annually. Regulations require that notes be made in this section regarding any material changes since the last filing of the Firm Brochure.

Material Changes since the Last Update

In March 2014, we moved from Suite G to Suite E in our building on 102 State St in Newburyport MA.

Our hourly rate as of January 1, 2014 is \$250/hour.

There were no other Material Changes to this ADV since our last filing on February 20, 2013, however, we have chosen to list some incidental word changes to allow comparisons to previous versions.

Incidental changes were made to some sections of this Brochure to more accurately reflect the procedures in place, and to improve overall readability of this Form. Some of these changes include:

There is an annually required update to the assets under management as of 12-31-2013. The Assets Under Management were \$128M, indicated on page 2, and working with 180 clients.

In our Summary, we added our trademark: ***We put your interests first®***

We clarified our Limited Scope Agreements and Financial Review Agreements to indicate that we have a limited amount of hours allocated to project-based work, on an exception basis. Our primary business is to work on a Retainer basis.

On pages 5 and 6 we clarified the definition of “Soft Dollar” arrangements. These are separate from our requirements to earn continuing education credits.

On page 5, we clarified the roles of our employees, some of whom are “Access Persons”. Only Access Persons may buy or sell securities other than mutual funds on behalf of clients.

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Advisory Business

Summary

Resolute Financial LLC was founded in 2003, when Robert Ryan and Thomas Dwyer combined their individual practices to create a larger business, capable of delivering a wide range of financial planning and investment management services. Our business was structured to avoid potential conflicts-of-interest, whenever possible. We embrace a fiduciary responsibility, putting the client's interests first. Resolute Financial is **Registered as a fee-only Corporate Member of NAPFA**, the fee-only industry association.

Today, Resolute Financial, with 3 offices, has grown to become **the largest registered fee-only** firm between Boston and southeastern New Hampshire. The information provided in this document, gives insight into the company, how it operates, and gives disclosures of potential conflicts-of-interest, as required by the US Securities and Exchange Commission.

Firm Description

Resolute Financial provides personalized financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Our advice is provided through consultation with the client and is based on the information received from the client. Advice may include, but is not limited to: determination of financial objectives, identification of existing financial issues, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Resolute Financial is strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted. We are **fee-only at all times**; therefore we are able to be registered. We have trademarked our fiduciary responsibility: ***We put your interests first®***

Our service includes investment advice, with the client participating in the approval of investment selections. Resolute Financial does not act as a custodian of client assets.

Who is handling the money and assets? The client always maintains asset control through account ownership at the Custodian. Resolute Financial places trades for clients under a limited power of attorney, in coordination with the Custodian that holds the assets. The Custodian provides statements to clients at least quarterly.

An evaluation of each client's initial situation is reviewed with the client. Periodic reviews are also conducted to provide reminders of the specific courses of action that need to be taken. Internal reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Any conflict of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client. Resolute Financial will then provide a Letter Agreement that will specify the terms of service offering.

Principal Owners

Robert Ryan, Thomas Dwyer, and Charles Johnson, are the owners (Managers of the LLC).

Types of Advisory Services

Resolute Financial provides: Investment supervisory services, also known as asset management services; Management of investment advisory accounts not involving investment supervisory services; Investment advice and opinions, through consultations.

An important aspect of the services includes advice to clients on matters not involving securities, such as financial planning matters, and taxation issues.

As of December 31, 2013, Resolute Financial directly manages approximately \$128M in assets for approximately 180 clients.

Types of Agreements

The following agreements define the client relationships at Resolute Financial.

Retainer Advisory Service Agreement

We provide services on an ongoing basis. As goals and objectives change over time, investment management and planning recommendations are revised and implemented.

The scope of work, and the fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. The scope of services may include: cash flow management; insurance review; investment advisory and management (including performance reporting); education planning; retirement planning; estate planning; and tax planning, as well as the implementation of recommendations within each area.

The annual Advisory Service Agreement fee is based on an estimate of the costs of providing the services, billed as a flat fixed quarterly fee. In determining the fee, the net worth of the client is one indicator, because it typically relates to the expected complexity of services offered. The fee is also impacted by the complexity of the client investment situation. The Agreement fee is calculated, based on an Advisor rate of \$250/hour.

The minimum annual Retainer fee is \$2,800 and is negotiable. Current client relationships exist where the fees are both higher and lower than the minimum fee.

The Retainer Advisory Service Agreement is an ongoing agreement and future fee adjustments may occur. Either the client or Resolute Financial may terminate an Agreement by written notice to the other party. At termination, Retainer fees paid in advance will be refunded on a pro rata basis for the portion of the quarter uncompleted.

Tax Preparation

Client relationships include tax **planning**, however, in some cases, Resolute Financial will also provide complete tax **preparation** and electronic filing. Tax **preparation** is covered under separate agreements with clients. We **strongly** prefer to work with clients' existing preparer.

Limited Scope Agreements, and Financial Review Agreements

Resolute Financial offers a small amount of its capacity to provide planning services that are done on a project basis. The hourly rate for these projects is \$250/hr and is quoted as a specific project, or, one-time financial planning review. When the available time allocated to projects is fully booked, we may be unable to provide these project-oriented services.

Payment is required at the beginning of the project, or in advance.

Termination of the Retainer Agreement

A Client may terminate the Retainer Agreement at any time by notifying Resolute Financial in writing, with at least 30 days notice, and paying the rate for the time spent on the investment

advisory engagement prior to the effective date of termination. If the client made an advance payment, Resolute Financial will refund any unearned portion of the advance payment.

Resolute Financial may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, Resolute Financial will refund any unearned portion of the advance payment.

Fees and Compensation

Description

Retainer Agreements are determined based on the complexity of work, and are offered as a fixed, flat rate quarterly fee. Fees are negotiable.

Fee Billing

Retainer Agreement fees are billed quarterly, in advance, meaning that we invoice clients at the beginning of the three-month billing period. Fees are customarily deducted from client accounts unless otherwise agreed to in writing, as stated in the Retainer Agreement.

Fees for Limited Scope services, and Tax preparation are billed separately with the client.

Fees Charged by Custodians

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks, and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an Expense Ratio. For example, an Expense Ratio of 0.50 means that the fund company charges 0.5% annually for their services.

It is helpful to know that fund companies report their returns *after* their fees have been deducted. Fund fees are separate from client fees paid to Resolute Financial.

Past Due Accounts and Termination of Agreement

Resolute Financial reserves the right to stop work on any account that is more than 90 days overdue. In addition, Resolute Financial reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in Resolute Financial's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 30 days.

Types of Clients

Description

Resolute Financial provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations or business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include Fundamental analysis, Technical analysis, and Asset Allocation using Modern Portfolio Theory.

The main sources of information include research materials prepared by others, financial newspapers, magazines, and websites, corporate rating services, timing services, annual reports, prospectuses, filings with the SEC, and company press releases.

Other sources of information that Resolute Financial may use include subscription services purchased from Morningstar.

Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation utilizing a core and satellite approach. This means that we use low-cost passively-managed index and exchange-traded funds as the core investments, and then add actively-managed funds if and when there are greater opportunities to make a difference. Portfolios are globally diversified to avoid concentrating the risks of investing only in US bond and stock markets. Portfolios include bonds and other fixed income funds, CDs, commodity futures funds, separately managed accounts, and stock equity funds.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Investment selections may include long-term purchases, short-term purchases, short sales, margin transactions, and when specified by clients, option writing (including covered options, uncovered options or spreading strategies). We do not advise on selecting hedge funds.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our approach constantly keeps the risk of loss in mind. Investment risks are detailed in a fund prospectus.

Disciplinary Information

Legal and Disciplinary History

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Affiliations

Resolute Financial is a fee-only, independent firm, and is not Affiliated with any other firm. We do not receive fees or other forms of compensation from any source other than clients.

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

Code of Ethics

The employees of Resolute Financial have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Resolute Financial and its “Access Persons” employees may buy or sell securities that are also held by clients. We seek to minimize conflicts-of-interest by using mostly mutual funds for client trades. Mutual funds help us avoid conflicts, because it is not possible to trade a mutual fund ahead of the client, as mutual fund trades are all made at the same price at the close of the trading day. In any event, our Access Persons Employees may not trade their own securities ahead of client trades.

Personal Trading

The Chief Compliance Officer of Resolute Financial is Charles Johnson. He reviews all Access Persons employee trades each quarter. His own Personal trades are reviewed by at least one other partner for compliance purposes. The Personal trading reviews ensure that the personal trading of Access Persons employees does not affect the markets. It also allows Clients of the firm to benefit from preferential treatment (clients are ahead of employees and owners if simultaneous trades occur). Because most employee trades are infrequent mutual fund trades or exchange-traded fund trades, the typical trades do not affect the markets.

Brokerage Practices

Selecting Brokerage Firms

Our recommendations for choosing a Custodian are made to Clients based on their need for such services. Resolute Financial recommends Custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Resolute Financial recommends discount brokerage firms and trust companies (qualified Custodians), including Fidelity Investments, and TD Ameritrade.

Resolute Financial does not receive fees or commissions from any of these arrangements.

Best Execution

Resolute Financial reviews the execution of trades at each custodian, to determine if trades are handled efficiently by the custodians, and at the best available prices. Trades are listed in reports known as “trade blotters” each quarter, for review by the Chief Compliance Officer. Trading fees charged by the custodians are also reviewed on a quarterly basis. Resolute Financial does not receive any portion of the custodian’s trading fees.

Soft Dollars

Soft -dollars are an industry practice where non-monetary support is given to an advisory firm in the form of Investment Research reports, awards, and dollar credits. We do not accept these. However, it should be noted that employees are encouraged and in some cases required to attend educational events that are sponsored by financial products companies.

These events are approved for our employees when the events occur in large group settings (not just for Resolute Financial), and provide opportunities for continuing education.

Order Aggregation

Resolute Financial does not engage in Order Aggregation. We do not do Block Trades.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by CFP® practitioners of the firm. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Conditions that may trigger a review include changes in the tax laws, new investment information, market changes, and changes in a client's own situation.

Regular Reports

Account reviewers are members of the Investment Committee, which include all the CFP® professionals in the firm. Reviewers consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client. Clients receive periodic communications on at least an annual basis.

Client Referrals and Other Compensation

Incoming Referrals

Resolute Financial has been fortunate to receive many client referrals over the years. The referrals come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

Resolute Financial does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which means the Custodians provide account statements directly to clients at their address of record at least quarterly. Resolute Financial is not a custodian.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians, to the performance report statements provided by Resolute Financial. Written notices are mailed to clients annually, reminding them to review their Custodian statements.

Investment Discretion

Discretionary Authority for Trading

Client Letter Agreements state that Resolute Financial accepts discretionary authority to manage securities accounts on behalf of clients. Discretion means that Resolute Financial has the authority to determine, without obtaining specific client consent, the securities to be purchased or sold, and the amount of the securities to be bought or sold. However, Resolute Financial consults with the client prior to making trades to obtain concurrence, if a blanket trading authorization has not previously been given.

The client approves the choice of Custodian and the commission rates paid to the custodian. Resolute Financial does not receive any portion of the transaction fees or commissions paid by the client to the custodian on trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may implement trades in a timely manner.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades. This is part of the Custodian account agreements.

Voting Client Securities

Proxy Votes

Resolute Financial does not vote proxies on securities. Clients may vote their own proxies. When assistance on voting proxies is requested, Resolute Financial will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

Financial Information

Financial Condition

Resolute Financial does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

Regulations do not require a balance sheet to be provided to clients. Resolute Financial does not serve as a custodian for client funds or securities, and does not require prepayment of fees of six months or more in advance (limits established by state regulators).

Privacy Notice of Resolute Financial

Maintaining your trust and confidence is our highest priority. We recognize that protecting the privacy and security of our customers is an important responsibility. We also realize that you expect us to service you in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. We want you to know what information we collect and how we use and safeguard that data.

What Information We Collect

We collect certain nonpublic personal identifying information about you (such as your name, address, social security number, etc.) from information that you provide on applications or other forms as well as communications (electronic, telephone, written or in person) with you or your authorized representatives

(such as your attorney, accountant, etc.). We may also collect information about your brokerage accounts and transactions (such as purchases, sales, account balances, inquiries, etc.).

What Information We Disclose

We never disclose the nonpublic personal information collected about you to anyone except in furtherance of our business relationship, and then only to those persons necessary to effect the transactions and provide the services that you authorize (such as broker-dealers, custodians, investment managers etc.) or as otherwise provided by law.

Massachusetts's law prohibits us from disclosing the nonpublic personal information about you to other third parties unless we have your prior written consent. If you decide at some point to either terminate our services or become an inactive customer, we shall continue to adhere to this privacy policy.

Security of Your Information

Resolute Financial restricts access to your nonpublic personal information to those who need to know that information to service your account. We maintain physical, electronic and procedural safeguards that comply with applicable federal and/or state standards to protect your nonpublic personal information.

Brochure Supplement: Form ADV Part 2B

Education and Business Standards

Resolute Financial requires that its advisors have a bachelor's degree and further coursework demonstrating knowledge of financial planning and tax planning. Examples of acceptable coursework include: an MBA, MS, a CFP®, a JD, or EA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Our employees have earned certifications and credentials that the SEC requires to be explained in further detail:

Certified Financial Planner (CFP®): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements are:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the CFP® Exam and qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

Enrolled Agent (EA): Enrolled Agents are enrolled by the Internal Revenue Service and authorized to use the EA designation. EA requirements are:

- Successful completion of the three-part IRS Special Enrollment Examination (SEE), or completion of five years of employment by the IRS in a position which regularly interpreted and applied the tax code and its regulations.
- Successfully pass the background check conducted by the IRS.

Biographic Information of the Advisors

Robert T Ryan, MS PFP, JD, CFP®

Born: 1950

Education: Tufts University, BA

New England School of Law, JD

Bentley University, MS PFP (Personal Financial Planning)

Business background, preceding 5 years:

2003 - Present Partner and Chief Investment Officer, Resolute Financial LLC

Previous Employment: Robert T Ryan Financial Planning, Wakefield MA

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Thomas G Dwyer, EA, CFP®

Born: 1958

Education: Lawrence University, Appleton WI. BA

Boston University, Certificate in Financial Planning

Business background, preceding 5 years:

2003 - Present Partner and Chief Financial Officer, Resolute Financial LLC

Previous Employment: Thomas G Dwyer Financial Planning, Newburyport MA

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Charles M Johnson, MBA, CFP®

Born: 1955

Education: WPI, BS Engineering

Cornell University, MBA

Boston University, Certificate in Financial Planning

Business background, preceding 5 years:

2006 - Present Partner and Chief Compliance Officer, Resolute Financial LLC

Previous Employment: CFO at EPM, Middleton, MA; Product Manager at Texas Instruments.

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

George J Paquin, MBA, CFP®

Born: 1946

Education: Northeastern University, BS Engineering

Clark University, MBA, concentration in Finance

Business background, preceding 5 years:

2011 - Present Senior Financial Planner, Resolute Financial LLC

2003 – 2010 George Paquin, CFP® Financial Planning and Investment Management

1997 – 2003 Financial planning and asset management positions with fee-only firms.

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None