



Firm Brochure

FORM ADV PART 2

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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. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Resolute Financial LLC is available on the SEC's website at www.adviserinfo.sec.gov

Submitted to the US Securities & Exchange Commission

February 9, 2011

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 changes since the last filing of the Firm Brochure.

Material Changes since the Last Update

The format has completely changed from a checkbox style of report, to this style, known as the Brochure.

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Specific business changes from the last revised ADV of November 28, 2009 are:

Elimination of hourly agreements and Strategic Market Portfolios for clients, now offered as flat fixed fee agreements known as Limited Scope Agreements for legacy clients.

Retainer Agreement minimum fees were revised.

Resolute Financial agrees to accept Discretionary authority to manage assets, please refer to Letter Agreements for each client for further information.

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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 full range of in-depth comprehensive financial planning and investment management services. We have structured our business 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 firm in NAPFA**, the fee-only industry association.

Today, Resolute Financial has grown to become the largest **fee-only** firm between Boston and 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 confidential 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.

Investment advice is provided, 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 communicated to provide reminders of the specific courses of action that need to be taken. More frequent 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. Conflicts 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 and 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, 2010, Resolute Financial advises on approximately \$86M in assets, and directly manages approximately \$62M in assets for approximately 115 clients.

Types of Agreements

The following agreements define the client relationships at Resolute Financial.

Retainer Advisory Service Agreement

All aspects of the client's financial affairs are reviewed. As goals and objectives change over time, investment management and planning recommendations are made and implemented on an ongoing basis.

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. An Advisory Service Agreement includes: 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 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 based on an Advisor rate of \$200/hour.

The minimum annual fee is \$2,400 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 adjustments may occur. Either the client or Resolute Financial may terminate an Agreement by written notice to the other party. At termination, fees paid in advance will be refunded on a pro rata basis for the portion of the quarter uncompleted, assuming that a minimum of the first two quarterly payments have been received, as required by the Agreement.

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. It is our preference to work with clients' existing preparer.

Limited Scope Agreements

Resolute Financial provides limited scope services for existing/legacy clients who need advice in a specifically limited scope. The hourly rate for estimating the fee for limited scope engagements is \$200/hr, and is offered to legacy clients as a fixed, flat fee, stated in advance, and is negotiable. This offering is available to legacy clients, and may be terminated by either party at any time.

Termination of the Retainer Agreement

A Client may terminate the Retainer Agreement at any time after the completion of the first 2 quarters (6 months) 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 priced 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 per agreement 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 mutual fund company charges 0.5% for their services.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted. Fund fees are in addition to the fees paid by you 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 generally 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, 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 Securities and Exchange Commission, 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, 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).

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment 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 employees may buy or sell securities that are also held by clients. We seek to avoid conflicts-of-interest between client trades and Employee trades (Personal Trades), by using mutual funds and ETF investments. Mutual funds help us avoid conflicts, because it is not possible to trade a mutual fund ahead, as mutual fund trades are all made at the same price as of the close of trading. In any event, Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the Resolute Financial *Compliance Manual*.

Personal Trading

The Chief Compliance Officer of Resolute Financial is Charles Johnson. He reviews all employee trades each quarter. His Personal trades are reviewed by at least one other partner. The Personal trading reviews ensure that the personal trading of

employees does not affect the markets, and that clients of the firm receive preferential treatment (ahead of employees and owners). 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

Resolute Financial does not have any affiliation with product sales firms. Specific custodian recommendations 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 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, travel awards, and software support. Resolute Financial does not receive and will not accept soft-dollar support, beyond a de-minimus limit of \$75. The de-minimus limit allows for incidental expenses paid for by sponsors at conferences and other large group settings.

Order Aggregation

Resolute Financial does not engage in order aggregation.

Review of Accounts

Periodic Reviews

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

Review Triggers

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

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to 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. The frequency is determined by the Retainer Agreement.

Client Referrals and Other Compensation

Incoming Referrals

Resolute Financial has been fortunate to receive many client referrals over the years. The referrals came 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. Clients are reminded annually 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, when agreed to by the client. 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 been given.

The client approves the custodian to be used 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 are expected to 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 more than \$600 per client, AND 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 advisors in its employ 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

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:

- 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 10-hour CFP® Certification Exam.
- Three-year 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 enrollment requirements:

- 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 Partners

Robert T Ryan, 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, Resolute Financial LLC

Previous Employment: Robert T Ryan Financial Planning, Wakefield MA;

Financial Planner at Back Bay Financial Group, Boston 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, 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, Everett Pattern & Mfg, Middleton, MA; Product Manager at Texas Instruments Inc.

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None