
Financial Planning Concepts of America, Inc.

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This Brochure provides information about the qualifications and business practices of Financial Planning Concepts of America, Inc. If you have any questions about the contents of this Brochure, please contact us at 718-667-5050 or email jmarchese@fpcamerica.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.

Financial Planning Concepts of America, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Financial Planning Concepts of America, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated February 16, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Renee De Muccio at 718-667-5050 or rdemuccio@fpcamerica.com. Our Brochure is also available on our web site fpcamerica.com, also free of charge.

Additional information about Financial Planning Concepts of America, Inc is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Financial Planning Concepts of America, Inc. who are registered, or are required to be registered, as investment adviser representatives of Financial Planning Concepts of America, Inc .

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Item 4 – Advisory Business

Financial Planning Concepts of America (FPCA) creates and manages client investment portfolios in accordance with each client's individual needs, objectives, and risk tolerance. Joseph R. Marchese, CFP is the sole investment manager and owner of the firm for 21 years. FPCA currently has discretionary assets under management of approximately 53 million dollars as of December 31, 2011.

Additionally, FPCA also provide Financial Planning services which will typically involve the review of a client's overall financial situation, personal and financial goals, risk tolerance and objectives. Financial planning services offered through FPC may include one or more of the following:

Portfolio Review and Evaluation	Retirement Account Analysis
Cash Flow and Net Worth Analysis	Risk Management Analysis
Budgeting	Tax Planning
Tax Projections	Developing a Comprehensive Written Financial Plan
Retirement Planning	Consulting with Qualified Plan Sponsors and TPA's
Education Funding Planning	
Estate Analysis and Planning	
Discussion of the Purchase of Substantial Assets (eg. Home, Auto, Vacation Residence, Etc.)	

Item 5 – Fees and Compensation

All fees are subject to negotiation.

Fees are based on a percentage of assets under management as follows:

\$0 - \$499,999.99 minimum of .75% and maximum of 1.4% annually
\$500,000 - \$999,999.99 minimum of .75% and maximum of 1.4% annually
\$1,000,000 - \$1,999,999.99 minimum of .75% and maximum of 1.25% annually
\$2,000,000 - \$4,999,999.99 minimum of .65% and maximum of 1.0% annually
\$5,000,000 and above minimum of .5% and maximum of .75% annually

This fee is automatically deducted quarterly in advance by the custodian from the client's account unless the client prefers to pay directly. The formula used to calculate the quarterly fee is: Account value at quarters end X % / 365 days X days/qtr. Approximately 100% of assets are custodied at Fidelity Investments.

In some cases transaction fees may be generated through securities transactions executed through Fidelity Investments. Transaction fees are not commissions and FPC does not receive any compensation in relation to these fees.

Depending on the complexity and structure of the investment management strategy selected by the client, there may be a one-time non-refundable set-up fee of no more than 1% of the total value of assets to be managed. Set-up fees, if applicable, are intended to cover such services as initial portfolio review and analysis, evaluation of a client's personal and financial goals, risk tolerance, investment objectives, product research, selection of an appropriate investment management strategy, and completion of the documents required by FPC and Fidelity to establish an account(s).

Account fees, and the costs associated with purchasing and owning securities, may be more or less than fees, charges, and costs of similar financial plans and investment management services offered by other financial professionals, product sponsors, or investment advisors.

Client acknowledges receipt of Part II of Form ADV, or a disclosure statement containing the equivalent information. If the appropriate disclosure statement was not delivered to the Client at least 48 hours prior to the Client entering into any written or oral advisory agreement with this investment adviser, then the Client has the right to terminate the agreement without penalty within five (5) business days after entering into the agreement. For purposes of this provision, an agreement is considered entered into when all parties to the agreement have signed the agreement. If the Client terminates the contract on this basis, all fees paid by the Client will be refunded. If Client was assessed a Set-up Fee, only a pro-rata portion of the unused fee will be refunded.

This Agreement shall continue in effect until terminated by either party by giving notice to the other party, and any prepaid, unearned fees will be promptly refunded upon written request, determined on a pro-rata basis. There will be no termination fee; however, Client accounts may be subject to a modest cost of reimbursement of fees related to transferring the account.

Miscellaneous Disclosures Regarding any Indirect Fees

The fees charged by FPC for investment advisory and financial planning services do not include charges imposed by product sponsors. For example, mutual funds charge management fees to manage the specific stocks, bonds, etc. in each fund. Some funds also charge 12b-1 distribution fees. Mutual funds participating in custodian's NTF (No-Transaction-Fee) Fund platforms usually have 12b-1 fees associated with them. FPC does not receive any compensation in relation to these fees. Clients should read each product prospectus carefully for all fees associated with the product.

Fees for Financial Planning Services

Fees for financial planning services will vary depending on the scope of services provided, complexity of the process undertaken, the types of issues addressed and the frequency that the services are rendered. FPC will generally charge for financial planning services one of three basic types of fees as follows:

1. Comprehensive Financial Planning Fee: If the client engages FPC in writing to create a written comprehensive financial plan, fees are negotiable but will typically range from \$250 to \$10,000 or \$100 to \$250 an hour depending upon the client's stated needs, goals, and the complexity of the client's personal and financial

situation. This fee should be agreed upon at the time the client agreement is executed. Comprehensive financial planning fees are payable in one of several ways:

- (i) Flat fee of which a portion is payable on execution of the client agreement and the remainder upon delivery of the completed financial plan.
- (ii) Flat fee of which a portion is payable upon completion of the information gathering process and the remainder upon delivery of the completed financial plan.
- (iii) Hourly fee with a negotiated retainer payable at the time the client agreement is executed.

2. Review Fees: Fees for one-time or ongoing reviews of and/or updates to a comprehensive financial plan are negotiable and should be agreed to at the time the client agreement is executed. The fees are payable as in (i), (ii), or (iii) above.

3. Limited Scope Planning Fee: Fees for limited scope services that focus on one or more separate specific areas but do not involve the creation of a comprehensive financial plan are negotiable based on the complexity of the issues involved and the nature of the analysis/advice requested and should be agreed to at the time the client agreement is executed. The fees are payable as in (i), (ii), or (iii) above.

All financial planning fees described above are for services rendered by FPC and Joseph Marchese and do not include fees incurred by you with other professionals (e.g., personal attorney, accountant, stockbroker, insurance agent) in connection with the financial planning process. No FPC client is under any obligation to use Joseph Marchese or Fidelity Institutional.

Item 6 – Performance-Based Fees and Side-By-Side Management

FPC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

FPC provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans.

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

“Investing in securities involves risk or loss that clients should be prepared to bear.”

FPC’s investment strategy involves investing for the long-term (minimum of 3 years, preferably 5 or more). FPC takes the time to understand each client’s needs and concerns. Establishing a client’s tolerance for risk,

along with each person's time frame, and asset class correlation's with financial markets helps FPC design an investment portfolio a client will stick with.

FPC recommends a well-diversified portfolio allocated among the following asset classes using mutual funds:

- U.S. and International Equity investments (moderate-risk and aggressive stocks),
- U.S. and International Income producing investments (municipal and corporate bonds, convertible bonds, and preferred stock),
- Short term cash investments (money markets, short-term CD's and treasuries)
- International Emerging Market and Sector funds for very aggressive accounts
- Alternative asset classes (e.g., real estate, commodity futures, hedge funds) if appropriate

Investments in any mutual fund are not guaranteed by any agency or program of the U.S. government or by any other person or entity, and you could lose money investing. You should consider your own investment goals, time horizon and risk tolerance before investing. The principal risks associated with investing in mutual funds include the following:

Equity Securities and Market Risk: The financial risk that the fund managers may select individual companies or securities that do not perform as anticipated, the risk that the stocks and markets in which some mutual funds invest may experience periods of turbulence and instability, and the general risk that domestic and global economies and stock markets may go through periods of decline and cyclical change.

Foreign Investment Risk: Investments in foreign securities may be riskier than U.S. investments for a variety of reasons such as, without limitation, unstable international, political and economic conditions, currency fluctuations, foreign controls on investment and currency exchange, foreign governmental control of some issuers, potential confiscatory taxation or nationalization of companies by foreign governments, sovereign solvency considerations, withholding taxes, a lack of adequate company information, less liquid and more volatile exchanges and/or markets, ineffective or detrimental government regulation, varying accounting standards, political or economic factors that may severely limit business activities, and legal systems or market practices that may permit inequitable treatment of minority and/or non-domestic investors.

Currency Risk: performance may be materially affected positively or negatively by foreign Currency's strength or weakness relative to the U.S. dollar

Credit Risk: Mutual funds could lose money if the issuer of a fixed or variable income security cannot meet its financial obligations and defaults or goes bankrupt.

Interest Rate Risk: The value of some mutual fund's investments in fixed or variable income securities may fall when interest rates rise.

High-Yield Risk: High-yield corporate debt securities with credit ratings that are below investment grade (also known as "junk bonds") may be subject to potentially higher risks of default and greater volatility than other debt securities.

Prepayment Risk: Funds that invest in income securities bear the risk that an issuer will exercise its right to pay principal on an obligation held by a Fund (such as an asset-based security) earlier than expected. This may happen during a period of declining interest rates. Under these circumstances, a fund may be unable to recoup all of its initial investment or may receive a lower-than-expected yield from this investment and may need to reinvest in lower yielding securities.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of FPC or the integrity of FPC's management. FPC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Under certain circumstances Joseph Marchese may be hired as an independent agent, to sell any number of insurance products and will receive separate and typical compensation for insurance or annuities sales. It is estimated that insurance activities will take up less than one half of 1% of professional activities. Clients are free to implement investment advice through any broker/dealer or product sponsor they may select.

Joe Marchese currently serves on the Investment Committee of the Staten Island Children's Museum. He also serves on the Board of Managers for the YMCA of Staten Island, the Investment Committee for the YMCA of Greater New York, and the Board of Directors of the Staten Island Rotary Club. He has served on the Board of Directors of the Alzheimer's Foundation of Staten Island, and has also served on a number of fundraising committees for Staten Island non-profits including the Staten Island Historical Society, Snug Harbor Cultural Center, and Eger Nursing Home.

Item 11 – Code of Ethics

FPC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at FPC must acknowledge the terms of the Code of Ethics annually, or as amended.

From time to time FPC or one of its employees may purchase or own the same securities that Joseph Marchese recommends to clients. When the recommendation to the client involves individual stocks, stock options or bonds there could be a conflict of interest with the client. FPC has adopted policies and procedures to ensure that such conflicts are fully disclosed and that neither FPC nor its employees may trade ahead of or otherwise against the interest of clients.

To avoid actual conflicts of interest with clients FPC, among other things, does the following:

1. Provides access to ongoing continuing education regarding avoiding conflicts of interest.
2. Requires all employees to report quarterly securities trading in personal accounts (except mutual funds and government securities)
3. Prohibits any employee from executing securities transactions for clients or on their personal accounts based on information that is not available to the public on reasonable inquiry.

It is FPC's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. FPC 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. FPC's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Renee De Muccio.

Item 12 – Brokerage Practices

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients.

Clients execute and grant full discretion to FPC. Clients have the ability to place reasonable restrictions on the types of investments that may be purchased and may also place reasonable limitations on the discretionary power granted so long as the limitations are specifically set forth in the client's investment advisory agreement

FPC uses Fidelity as a custodian. Fidelity is also a broker and as such, FPC will recommend Fidelity as a broker as well. At least annually, FPC will review alternative broker/dealers and custodians in the marketplace to ensure its custodians are meeting the applicant's duty to provide best execution for client accounts.

Item 13 – Review of Accounts

Investment Advisory Accounts are reviewed at minimum annually by Joseph Marchese, a Certified Financial Planner, for compliance with Client's chosen investment objective and verification of trades and fee deduction. Reviews focus on asset allocation mix and performance with respect to investment objectives, goals and personal and financial situation. Performance reports will be distributed to Client's quarterly, semi-annually or

annually at client's choice. In addition clients will receive confirmations of purchases and sales and quarterly and or monthly statements directly from their custodian. Clients may also have electronic access to their portfolio and may be able to create and print various information concerning their portfolio investments.

For fee-based financial planning services, reviews are conducted by Joseph Marchese, a Certified Financial Planner. Clients are encouraged to participate in a financial planning review at least annually, and more frequently if their personal, financial, or investment situation changes. Reviews are designed to uncover and factor in such material changes, which may alter prior recommendations. A written financial planning report covering services contracted for will be provided at each review.

Item 14 – *Client Referrals and Other Compensation*

Financial Planning Concepts of America, Inc. may receive client referrals from attorneys, CPA's, and existing clients. FPC does not receive client referrals from outside solicitors.

Item 15 – *Custody*

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. FPC urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – *Investment Discretion*

FPC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, FPC observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, FPC's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to FPC in writing.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, FPC does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. FPC may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about FPC's financial condition. FPC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.