

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Retirement Counseling Associates, LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

191 Post Road West**Westport****CT****06880****(203) 222-9393**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Retirement Counseling Associates, LLC

SEC File Number:

801-70277

Date:

12/14/2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 75% |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | 17% |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 8% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 0% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- | | | | |
|-----------|---|---|-----------------------------|
| B. | Does applicant call any of the services it checked above financial planning or some similar term? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
|-----------|---|---|-----------------------------|

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Retirement Counseling Associates, LLC

SEC File Number:

801- **70277**

Date:

12/14/2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input checked="" type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Retirement Counseling Associates, LLC

SEC File Number:

801-70277

Date:

12/14/2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☐ ☒

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....
- Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 5**

Applicant:

Retirement Counseling Associates, LLC

SEC File Number:

801- **70277**

Date:

12/14/2009**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please refer to Form ADV Schedule F, Item 11.A.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Please refer to Form ADV Schedule F, Item 11.B.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Retirement Counseling Associates, LLC

SEC File Number:

801-70277

Date:

12/14/2009

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Retirement Counseling Associates, LLC

IRS Empl. Ident.No.:

06-1531582

Item of Form (identify)	Answer
Item 1.D.	<p>ADVISORY SERVICES AND FEES</p> <p>Retirement Counseling Associates, LLC (hereinafter "RCA" or the "Firm") offers personalized investment advisory services to individuals, trusts, estates and charitable organizations. The Firm's services and fee arrangements are described in the following pages.</p> <p>The Firm is organized as a limited liability company formed under the laws of the State of Connecticut. This Schedule F narrative provides clients and prospective clients with information regarding RCA and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of the Firm.</p> <p>Individuals associated with the Firm will provide its investment advisory services. These individuals are appropriately licensed, qualified, and/or authorized to provide advisory services on behalf of RCA. Such individuals are known as Investment Adviser Representatives (IAR).</p> <p><u>Financial Planning and Consulting Services</u></p> <p>RCA offers financial planning and consulting services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. Advice is focused on determining the income that the client may expect in retirement, ways to increase that income, and to help establish plans to accomplish retirement goals. For clients at the point of retirement, advice is provided to help make the many unique financial decisions called for at retirement. Furthermore, in giving advice RCA educates the client in the various methods for increasing personal wealth, makes recommendations for the investment of funds, and meets with client from time to time to assess progress in attaining goals and to review recommendations in light of changing circumstances. Recommendations are made in light of client's goals, risk attitudes, obligations, education, and experience.</p> <p>Financial plans are based on the client's financial situation at the time the plan is presented and on financial information provided by the client to RCA. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. The Firm cannot offer any guarantees or promises that the client's financial goals and objectives will be met. As the client's financial situation, goals, objectives, or needs change, the client should notify RCA promptly.</p> <p>Clients may act on RCA's recommendations by placing securities transactions with any brokerage firm the client chooses. The client is under no obligation to act on RCA's financial planning recommendations. Moreover, if the client elects to act on any of the recommendations, the client is under no obligation to implement the financial plan through RCA.</p> <p>Advice may include non-investment matters such as budgeting, accumulation plans to attain financial goals, mortgage refinancing, choice of optimum retirement date, calculating inflation-hedged retirement income, choice of pension option, Social Security, Medicare, insurance, etc. Advice may be given regarding life insurance, annuities, and long-term care, medical, hospitalization, and disability insurance. Client is free to implement insurance or annuity recommendations or to direct RCA to perform the implementation.</p> <p>Planning services are provided on an ongoing hourly basis. Fees are not negotiable or refundable since billing is made after services are rendered. RCA's fees are calculated at \$270 per hour for a financial planner, \$90 per hour for research and planning support staff, and \$135 per hour for travel. Fees are payable on the first of the month following the</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Counseling Associates, LLC		IRS Empl. Ident.No.: 06-1531582
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>performance of the service.</p> <p>Additionally, RCA lowers the financial planning fee for clients who implement the financial plan through associated persons of RCA in their separate capacities as insurance agents. RCA also lowers the financial planning fee for clients who engage RCA asset management services.</p> <p>If the disclosure brochure - Part II of the Form ADV - is not delivered to the client within 48 hours prior to the client entering into a financial planning agreement, the client may terminate the agreement within five business days of the date of acceptance without penalty. If the client received the disclosure documents 48 hours in advance, or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. The client will incur hourly charges for financial planning and/or consulting services rendered prior to such termination.</p> <p><u>Asset Management Services</u></p> <p>RCA provides discretionary asset management services where the investment advice provided is tailored to meet the needs and investment objectives of the client. RCA may also invest client's assets according to one or more model portfolios developed by the Firm. Subject to any written guidelines, which the client may provide, RCA will be granted discretion and authority to manage the account. Accordingly, RCA is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions include the determination of securities to be purchased/sold and the amount of securities to be purchased/sold. Account assets cannot be transferred from client accounts without client approval and participation.</p> <p>Once the portfolio is constructed, RCA provides continuous supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require. Typically, RCA will obtain trading authorization from client for client brokerage accounts held with a discount broker or other qualified custodian, trust company, or mutual fund company, in order to facilitate implementation of investment advice. RCA receives no commission or remuneration from any such company for such trading activity.</p> <p>Clients are subject to a minimum fee of \$800 per year plus a percentage of assets under management. A fee of .15% of value is billed on annuities. A fee of .50% of value is billed on all other assets under management. Fees are non-negotiable. The annual fee for portfolio management services is billed and payable quarterly in advance based on the value of the client's account on the last day of the previous calendar quarter. The fee is billed on the first day of the month following the end of the relevant calendar quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter.</p> <p>At its discretion, RCA may allow certain accounts of members of the same household to be aggregated for purposes of determining the advisory fee. RCA may allow such aggregation, for example, where RCA services accounts on behalf of minor children of current clients, individual and joint accounts for a spouse, and other types of related accounts.</p> <p>Payment of advisory fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. RCA will not have access to client funds for payment of fees without written consent by the client. Further, the qualified custodian agrees to deliver an account statement, at least quarterly, directly to the client, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy. RCA will receive directly or will have electronic access to a copy of the statement delivered to the</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Counseling Associates, LLC	IRS Empl. Ident.No.: 06-1531582
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Item of Form (identify)	Answer
Item 1.D. (continued)	<p>client. In limited circumstances, RCA will invoice the client for the payment of its management fees.</p> <p>If the disclosure brochure - Part II of the Form ADV - is not delivered to the client within 48 hours prior to the client entering into the asset management agreement, the client may terminate the agreement within five business days of the date of acceptance without penalty. If the client received the disclosure documents 48 hours in advance or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. Any pre-paid, unearned fees will be refunded to client on a pro rata basis. The amount of fee returned to the client is calculated by allocating the previously billed fee between earned and unearned as of the notification date of the termination of services.</p> <p>Asset Allocation Services</p> <p>RCA offers periodic asset allocation services where the investment advice provided is tailored to meet the needs and investment objectives of the client. As part of this service, RCA will gather information about the client's financial situation and objectives, and assist the client in determining their investment goals, objectives, risk tolerance, and retirement plan time horizon. RCA will review the client's account on a pre-determined, agreed upon periodic basis, such as annually, semi-annually, quarterly, or upon client request. Typically, clients grant RCA discretionary authority to review accounts on a pre-determined calendar schedule to rebalance the account at the expense of the client without prior client consent. Where RCA enters into non-discretionary arrangements with clients, RCA will make recommendations to the client, where appropriate, in accordance with the client's stated financial objectives and RCA will obtain client approval prior to rebalancing the account. The client is free at all times to accept or reject any investment recommendation from RCA. Where RCA has not been granted trading authority to place trades on behalf of the client account, the client is responsible for implementing any changes in the account.</p> <p>RCA's fees are calculated at \$270 per hour for a financial planner, \$90 per hour for research and planning support staff. Payment of fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. RCA will not have access to client funds for payment of fees without written consent by the client. Further, the qualified custodian agrees to deliver an account statement, at least quarterly, directly to the client, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy. RCA will receive directly or will have electronic access to a copy of the statement delivered to the client. In limited circumstances, RCA will invoice the client for the payment of its fees.</p> <p>RCA or the client may terminate the client agreement within five days of the date of acceptance in which case the client will receive a full refund of prepaid fees. There is no refund of charges for hourly billing since this billing would have been for actual services rendered. Thereafter, the client will incur a pro rata charge for bona fide services actually rendered prior to such termination. After the five-day period, either party may terminate the investment advisory agreement by providing written notice to the other party. Any unearned fees will be prorated to the date of termination and promptly refunded to the client.</p> <p>403(b)(7) Accounts</p> <p>For 403(b)(7) accounts held at Fidelity Investments Institutional Services Company, Inc. ("Fidelity"), clients are subject to a \$50 set up fee for each new Fidelity account, which includes the initial account application, submission of all paperwork and correspondence with employer and custodian and submission of initial investment instructions. After the account is open, there may be a \$20 special or supplemental administrative requests or</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Counseling Associates, LLC		IRS Empl. Ident.No.: 06-1531582
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>account transfer fee.</p> <p>For 403(b)(7) accounts held with custodians other than Schwab, clients are subject to a .5% fee to transfer funds from an existing TSA to a custodial account, handle all correspondence and follow-up to assure amounts are properly transferred and credited to new account without tax. A \$125 minimum and \$400 maximum fee applies.</p> <p>Custodians may have their own administrative charges, which are separate from the fees charged by RCA.</p> <p>General Information on Advisory Services and Fees</p> <p>The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory client (15 U.S.C. §80b-5(a)(1)).</p> <p>Advice offered by RCA may involve investment in mutual funds. Clients are hereby advised that all fees paid to RCA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, transaction charges may be incurred when purchasing or selling securities. RCA does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, annuities, RCA, and others to fully understand the total amount of fees to be paid by the client.</p>	
Item 3.L.	<p>TYPES OF INVESTMENTS</p> <p>RCA may provide advice on other types of investments held in a client's portfolio during the advisory relationship and may explore other investment options at the client's request. Additionally, RCA may advise clients on other types of investments deemed appropriate based on the client's stated goals and objectives.</p>	
Item 6.	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Frederick Louis Munk, Jr.</p> <p><i>Year of Birth:</i> 1943</p> <p>CERTIFIED FINANCIAL PLANNER™ professional, (CFP®), 1989.</p> <p>Chartered Financial Consultant (ChFC), 1983.</p> <p>Chartered Life Underwriter (CLU), 1969.</p> <p><i>Formal Education After High School:</i></p> <ul style="list-style-type: none"> University of Connecticut, B.S., Business Administration/Insurance, 1965. <p><i>Business Background for the Previous Five Years:</i></p> <ul style="list-style-type: none"> Retirement Counseling Associates, LLC, Member, 06/1978 – Present. Phoenix Mutual Life Insurance Company, Agent, 10/1980 – Present. <p>Susan J. Hunter</p> <p><i>Year of Birth:</i> 1954</p> <p>CERTIFIED FINANCIAL PLANNER™ professional, (CFP®), 1991.</p> <p><i>Formal Education After High School:</i></p> <ul style="list-style-type: none"> Iona College, New Rochelle, NY, M.B.A., Accounting, 1983. Marist College, Poughkeepsie, NY, B.A., English, 1977. <p><i>Business Background for the Previous Five Years:</i></p> <ul style="list-style-type: none"> Retirement Counseling Associates, LLC, Assistant, 12/2005 – Present; Chief Compliance Officer 05/2009. Americares, Administrative Assistant, 10/2001 – 11/2005. 	
Complete amended pages in full, circle amended items and file with execution page (page 1).		

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Retirement Counseling Associates, LLC

IRS Empl. Ident.No.:

06-1531582

Item of Form (identify)	Answer
Item 7.C.	OTHER BUSINESS ACTIVITIES Mr. Munk is a licensed life, health, and annuity insurance agent. As such, he holds agent as well as brokerage licenses and contracts with several health and life insurance companies and brokerage agencies. Mr. Munk and other IARs of RCA, who are licensed to sell insurance products through various agencies, may effect insurance transactions for advisory clients and earn commissions for these activities. Clients are hereby advised that insurance commissions are separate and distinct from the advisory fees charged by the Firm. Clients are under no obligation, contractually or otherwise, to purchase insurance products through the Firm's IARs in their separate capacities as insurance agents and may purchase recommended products through sources other than the Firm.
Item 9.E.	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS RCA or persons associated with the Firm may buy or sell the same securities that are recommended to clients or securities in which clients are invested. It is the Firm's policy that associated persons of the Firm shall not have priority over any client account in the purchase or sale of securities. <u>Description of the Code of Ethics</u> RCA has adopted a Code of Ethics, the full text of which is available to clients and prospective clients upon request. RCA strives to comply with applicable laws and regulations governing its practices. Therefore, RCA has set forth guidelines for professional standards of conduct for its associated persons, the goal of which is to protect client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith, and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines. RCA's Code of Ethics requires that certain associated persons submit personal securities transactions and holdings reports to RCA, which will be reviewed by a qualified representative of the Firm on periodic basis. Associated persons are also required to report any violations of RCA's Code of Ethics. Additionally, RCA maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about clients or their account holdings by RCA or any associated person.
Item 10.	CONDITIONS FOR MANAGING ACCOUNTS As described in Item 1.D. above, managed accounts are subject to a fee of \$800 per year plus a percentage of assets under management. For accounts held at Schwab Institutional® division of Charles Schwab & Co., Inc. ("Schwab Institutional"), clients are subject to a nonrefundable \$50 fee to open up to two accounts and \$25 to open each additional account at Schwab Institutional. For 403(b)(7) accounts held at Fidelity Investments Institutional Services Company, Inc. ("Fidelity"), clients are subject to a \$50 set up fee for each new Fidelity account, which includes the initial account application, submission of all paperwork and correspondence with employer and custodian, and submission of initial investment instructions. After the account is open, there may be a \$20 special or supplemental administrative fee for special requests or account transfers. For 403(b)(7) accounts held by other custodians, clients are subject to a .5% fee to transfer funds from an existing TSA to custodial account, handle all correspondence and follow-up to assure amounts are properly transferred and credited to new account without tax. A \$125 minimum and \$400 maximum fee applies. Non-Fidelity custodians may have their own administrative charges, which are separate from the fees charged by RCA.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Retirement Counseling Associates, LLC	801- 70277	12/14/2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Retirement Counseling Associates, LLC		IRS Empl. Ident.No.: 06-1531582
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Item 10. (continued)	For variable retirement income annuities, RCA charges \$500 plus .50% of the face amount of the retirement single premium variable annuity (RSPVA) contract for the research, recommendations, and implementation of a flexible retirement income contract.	
Item 11.A.	<p>REVIEW OF ACCOUNTS</p> <p>Securities held in managed accounts are continuously monitored and reviewed for appropriateness for clients based on the client's stated objectives and risk level tolerance. Frederick L. Munk, Jr., Member of RCA, will be responsible for the overall review process. Mr. Munk or the IAR responsible for the account will review accounts. Specific reviews will be conducted upon client request.</p> <p>As stated in the client agreement, asset allocation accounts are reviewed on an agreed upon schedule, such as annually, semi-annually, or quarterly. The review does not include a comprehensive financial plan review. If asset allocation accounts are non-discretionary, RCA will contact the client for permission to rebalance according to the recommended changes or to instruct the client to rebalance the accounts.</p> <p>Reviews of financial plans are conducted on an as needed basis, upon client request. Clients are encouraged to meet with RCA at least yearly to review plans, recommendations, and progress. The financial planning review consists of a meeting with the client to review progress and change from the last meeting and to reassess needs and goals. Changes would be made in financial plans as indicated by the client's present situation in relation to present needs and goals and Advisor's current market outlook. Frederick L. Munk, Jr., Member, or Susan J. Hunter, Chief Compliance Officer, will do the review as assigned by and under supervision of Mr. Munk.</p>	
Item 11.B.	<p>REPORTS TO CLIENTS</p> <p>Clients will receive statements directly from their account custodians. If available, such information may be accessed electronically. RCA may provide various reports in conjunction with account reviews, which may include, for example, a summary of all investments in each account, market values, yield information, market category, performance data, and pertinent notes/recommendations.</p>	
Item 12.A. (1),(2)	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>Clients of the Firm may grant RCA discretion over the selection and amount of securities to be purchased or sold for their accounts without obtaining their prior consent or approval. However, discretionary investment authority may be subject to specified investment objectives, guidelines and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry. Where RCA enters into non-discretionary arrangements with clients, the Firm will obtain client approval prior to the execution of any transactions for the account.</p>	
Item 12.B. & Item 13.A.	<p>SUGGESTION OF BROKERS/CUSTODIANS AND ADDITIONAL COMPENSATION</p> <p>RCA may recommend that clients establish brokerage accounts with Qualified Custodians to maintain custody of clients' assets and to effect trades for their accounts. RCA is independently owned and operated and not affiliated with any Qualified Custodian. RCA maintains custodial relationships with several unaffiliated, independent, registered broker-dealers, such as Schwab Institutional® division of Charles Schwab & Co., Inc. ("Schwab Institutional"), a FINRA-registered broker-dealer, member SIPC, Fidelity Investments Institutional Services Company, Inc. ("Fidelity"), TIAA-CREF and Vanguard Securities, Inc.</p>	

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Item 12.B. & Item 13.A. (continued)	<p>("Vanguard"), collectively "Qualified Custodians." While clients are free to choose any broker-dealer/custodian or other service provider, RCA typically recommends that a client establish an account with a firm with which RCA has an existing relationship. When recommending a Qualified Custodian, RCA will attempt to minimize the total cost for all brokerage services paid by the client.</p> <p>Schwab Institutional provides RCA with access to its institutional trading and custody services, which are not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. Other recommended Qualified Custodians may provide similar services.</p> <p>Services provided by Schwab Institutional or other Qualified Custodians are not contingent upon RCA committing to any specific amount of business (assets in custody or trading commissions). Brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For RCA accounts maintained in its custody, Schwab and/or other Qualified Custodians generally do not charge separately for custody services, but may be compensated by account holders through commissions and other transaction-related or asset-based fees for certain securities trades that are executed through the Qualified Custodian or that settle into such brokerage accounts.</p> <p>Schwab Institutional and other Qualified Custodians make available to RCA other products and services that benefit RCA but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or a substantial number of RCA clients, including accounts not maintained at Schwab or other Qualified Custodians.</p> <p>Products and services that assist RCA in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of RCA's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.</p> <p>Schwab Institutional or other Qualified Custodians may offer other services intended to help RCA manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Qualified Custodians may make available, arrange, and/or pay third-party vendors for the types of services rendered to RCA. Qualified Custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to RCA. Qualified Custodians may also provide other benefits such as educational events or occasional business entertainment for RCA personnel. In evaluating whether to recommend or require that clients custody their assets at a particular Qualified Custodian, RCA may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by the Qualified Custodian, which may create a potential conflict of interest.</p> <p>Best execution is not measured solely by reference to transaction fees. In suggesting a</p>	
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Item 12.B. & Item 13.A. (continued)	<p>Qualified Custodian, RCA will endeavor to select those it believes provides quality services with competitive transaction fees. The reasonableness of transaction fees is based on several factors, including the Qualified Custodian's ability to provide professional services, competitive transaction fees, volume discounts, execution price negotiations, reputation, experience, and financial stability of the Qualified Custodian, and the quality of service rendered by the Qualified Custodian in other transactions.</p> <p>Clients may utilize the Qualified Custodian of their choice and have no obligation to purchase or sell securities through such broker as RCA recommends. However, RCA reserves the right not to accept the client's account if the client wishes to direct brokerage outside one of the Qualified Custodians recommended by RCA since such arrangement may be too inefficient for RCA to effectively manage the accounts.</p> <p>IARs of RCA, who are licensed to sell insurance products through various agencies, may effect insurance transactions for advisory clients and earn commissions for these activities. Clients are hereby advised that insurance commissions are separate and distinct from the advisory fees charged by the Firm. Clients are under no obligation, contractually or otherwise, to purchase insurance products through the Firm's IARs in their separate capacities as insurance agents and may purchase recommended products through sources other than the Firm.</p> <p>MISCELLANEOUS DISCLOSURES</p> <p><u>Aggregation of Trades</u> RCA clients primarily hold mutual fund shares, which are settled at net asset value rather than market value. However, on occasion, where suitable, RCA may aggregate other securities transactions for multiple discretionary accounts. When orders are aggregated, each participating account receives the weighted average share price for all transactions in a particular security effected to fill such orders at the time of execution and transaction costs are shared pro rata based upon each account's participation in the transaction. However, smaller clients may bear higher charges if they fail to meet the minimum account sizes set by the broker. Allocations of orders among client accounts will be made in a fair and equitable manner. However, because block trades are time sensitive, RCA will not be able to aggregate securities transactions for non-discretionary accounts. Therefore, different clients may pay different prices on individual securities transactions and may not be able to purchase or sell the same quantity of securities as other clients.</p> <p><u>Trade Error Correction</u> On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In such situations, the Firm seeks to rectify the error by placing the client account in an identical position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including, but not limited to, canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, it remains in the error account of the executing broker/dealer or account custodian and is not allocated to the client account.</p> <p><u>Proxy Voting and Class Action Lawsuits</u> RCA will not vote proxies on behalf of advisory client accounts. Although, on rare occasions and only at the client's request, RCA may offer clients advice regarding corporate actions and the exercise of proxy voting rights. Ultimately, clients owning shares of common stock or mutual funds must exercise their own right to vote as a shareholder.</p>	

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	<p>From time to time, securities held in the accounts of clients may be the subject of class action lawsuits. RCA has no obligation to determine if securities held by clients are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, RCA has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured because of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.</p> <p><u>Client Privacy</u></p> <p>The Firm views protecting its clients' private information as a top priority and pursuant to the requirements of the federal Gramm-Leach-Bliley Act, the Firm has instituted policies and procedures to ensure that client information is kept private and secure.</p> <p>RCA does not disclose any nonpublic personal information about its clients or former clients to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client's account, RCA may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.</p> <p>RCA restricts internal access to nonpublic personal information about the client to those associated persons of the Firm who need access to that information in order to provide services to the client. As emphasized above, it is the Firm's policy never to sell information about current or former clients or their accounts to anyone. It is also the Firm's policy not to share information unless required to provide services, at the request of a client, or as required by law.</p> <p>RCA restricts internal access to non-public personal information to those employees who need access to such information in order to provide products or services to a particular client. RCA also maintains physical, electronic, and procedural safeguards to protect client information.</p> <p>A copy of RCA's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, RCA will deliver a copy of the current privacy policy notice to its existing advisory clients annually. Questions regarding this policy should be directed to Susan J. Hunter, Chief Compliance Officer, at (203) 222-9393.</p>	

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