



Your vision.
Your values.
Our insight.™

Retirement Strategies, Inc.

PERSONAL WEALTH MANAGEMENT

Part 2A of Form ADV: *Firm Brochure*

Retirement Strategies, Inc.

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3/12/14

This brochure provides information about the qualifications and business practices of Retirement Strategies, Inc. If you have any questions about the contents of this brochure, please contact us at 904-730-3863 or by email at mneeley@retirementstrategies.net. 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 Retirement Strategies, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 134385.

Retirement Strategies, Inc. is a SEC registered investment advisor. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

This Firm Brochure, dated **3/12/14**, provides you with a summary of Retirement Strategies, Inc.'s advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform you of the revision(s) based on the nature of the information as follows.

- Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of **December 31**. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
- Material Changes: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

Summary of Material Changes

- Effective March 12, 2014, our offices will be moving to:

10751 Deerwood Park Boulevard, Suite 302
Jacksonville, FL 32256
- Retirement Strategies receives soft dollars to help offset the cost of research services utilized in our investment management process. Disclosure of this soft dollar arrangement is described in Item 12.
- Retirement Strategies' may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Details of this arrangement are described in Item 14.

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Item 4 Advisory Business

Retirement Strategies, Inc. is a SEC-registered investment adviser with its principal place of business located in Jacksonville, Florida. Retirement Strategies, Inc. provides investment management and financial planning services to individuals, families and businesses. The firm's principal shareholders are listed below. (i.e., those individuals and/or entities controlling 25% or more of the company).

- James W. Carr, Jr.
- William S. Hart

In addition, the following person(s) is also a shareholder of the company:

- Mary Beth Neeley

Types of Advisory Services

Retirement Strategies offers the following advisory services:

INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable annuities
- Mutual fund shares

- United States governmental securities
- Options contracts on securities
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Separate Account Managers

When appropriate and in accordance with the client's investment objectives, Retirement Strategies may utilize one or more independent investment managers to manage client's assets on a discretionary basis. Retirement Strategies will select the manager it deems most appropriate for the client. Factors that Retirement Strategies considers in recommending/selecting separate account managers generally includes the client's stated investment objectives, management style, performance, risk level, reputation, financial strength, reporting, pricing and research.

With respect to assets managed by the separate account manager, Retirement Strategies' role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the separate account manager, and to assist the client in understanding the investments of the portfolio. Retirement Strategies retains the authority to terminate or change the separate account manager when Retirement Strategies, in its sole discretion, believes such termination or change is in the client's best interest.

In instances where the services of a separate account manager are utilized, the separate account investment management fee is charged in addition to the advisory fees charged by Retirement Strategies. The separate account manager advisory fee does not include custodial fees or transaction costs charged by the custodian or broker-dealer.

MODEL PORTFOLIO MANAGEMENT

Our firm also provides portfolio management services to clients using model asset allocation portfolios. Asset allocation is an investment strategy that seeks to reduce investment risk, while pursuing a desired rate of return range, by spreading an individual's investments over a number of asset classes. The goal is to take advantage of the tendency of different asset types to move in different cycles due to market rotation, and thus potentially smooth out the ups and downs of the entire portfolio. Stocks, bonds, alternatives, and cash are the investments normally used.

The asset allocation process normally begins with an analysis of the historical levels of risk and return for each investment type being considered. This historical data is then used as a guide to structuring a portfolio that matches the investor's individual accumulation goals, time horizons, and risk tolerance level. Each model portfolio is designed to meet a particular investment goal.

Income Model/Enhanced Income Model

The Income model and the Enhanced Income Model seek to preserve capital while providing income. This is a conservative risk range designed for the cautious investor, one with a low risk tolerance and/or a short time horizon. It is targeted toward the investor seeking

investment stability and liquidity from their investable assets. The asset allocation for the income model will typically have a range of 1%-20% in cash, 50%-75% in fixed income, 10%-30% in equities, and 0%-10% in alternatives. The Enhanced Income model will typically have 65% in fixed income and 35% in equities.

Income and Growth Model

The Income and Growth Model seeks both modest capital appreciation and income. The moderately conservative risk range is appropriate for the investor with either a moderate time horizon or a slightly higher risk tolerance than the most conservative investor. While this range is still designed to preserve the investor's capital, fluctuations in the values of portfolios may occur from year to year. The asset allocation for the Income and Growth model will typically have a range of 1%-15% in cash, 35%-65% in fixed income, 20%-40% in equities, and 5%-15% in alternatives.

Balanced Model/Growth and Income Model

Both the Balanced Model and Growth and Income models have an objective of capital appreciation along with income. These models most often align with a moderate risk investor with a higher tolerance for risk and/or a longer time horizon. The main objective of a moderate risk investor and thus of these models, is to achieve steady portfolio growth while limiting fluctuations to less than those of the overall stock markets. The asset allocation for the Balanced model will typically have a range of 1%-12% in cash, 25%-55% in fixed income, 25% - 65% in equities, and 10%-20% in alternatives. The asset allocation for the Growth and Income model will typically have a range of 1%-10% in cash, 20%-50% in fixed income, 30%-70% in equities and 10%-25% in alternatives.

Growth Model

The objective of the Growth model is capital appreciation. The Growth model most closely aligns with investors in the moderately aggressive risk range with a relatively high tolerance for risk and a longer time horizon. These investors have little need for current income and seek above-average growth from their investments. Moderate Aggressive investors should be able to tolerate moderate fluctuations in their portfolio values with the main objective being capital appreciation. The asset allocation for the Growth model will typically have a range of 1%-8% in cash, 10%-40% in fixed income, 40%-80% in equities, and 12%-30% in alternatives.

Aggressive Growth Model

The objective of the Aggressive model is to provide high growth without providing current income. It is most suitable for investors with an aggressive risk tolerance who have both a high tolerance for risk and a long investment time horizon. Portfolios in this range may have substantial fluctuations in value from year to year, making this model unsuitable for those who do not have an extended investment horizon. The expectation is that this type of portfolio would exceed inflation over the long term. The asset allocation for the Aggressive Growth model will typically have a range of 1%-5% in cash, 0%-30% in fixed income, 50%-100% in equities, and 15%-35% in alternatives.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Through personal discussions with the client in which the client's goals and objectives are established, we determine if the model portfolio is suitable to the client's circumstances. Once we determine the suitability of the portfolio, the portfolio is managed based on the portfolio's goal, rather than on each client's individual needs. Clients, nevertheless, have the opportunity to place reasonable restrictions on the types of investments to be held in their account. Clients retain individual ownership of all securities.

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will generally include advice regarding the following securities:

- Mutual fund shares
- Exchange-traded funds and Exchange-traded notes
- Exchange-listed securities
- Securities traded over-the-counter
- Corporate debt securities (other than commercial paper)
- Variable annuities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

To ensure that our initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances, we will:

1. send quarterly written reminders to each Model Portfolio Management Services client requesting any updated information regarding changes in the client's financial situation and investment objectives;
2. contact each participating client periodically to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose investment restrictions or modify existing restrictions;
3. be reasonably available to consult with the client; and
4. maintain client suitability information in each client's file.

PENSION CONSULTING SERVICES

We also provide several advisory services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, we offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of the following services:

Investment Policy Statement Preparation (hereinafter referred to as "IPS"):

We will meet with the client to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then

prepares a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Selection of Investment Vehicles:

We assist plan sponsors in reviewing and recommending investment options to achieve the plan objectives. We assist plan sponsors in constructing appropriate asset allocation models and we will then review various mutual funds (both index and managed) to determine which investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the IPS.

Monitoring of Investment Performance:

We monitor client investments continually, based on the procedures and timing intervals delineated in the Investment Policy Statement. We supervise the investment options and model portfolios and will make recommendations to the client as market factors and the client's needs dictate. We manage these accounts on a non-discretionary basis.

Employee Communications:

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations. Some plan participants may choose to engage our services to provide investment advice or asset allocation recommendations for their individual account.

FINANCIAL PLANNING

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they affect the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.

- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid and elder law.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, return objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or financial advisor. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

The length of time it will take to complete the financial plan will depend upon the scope and terms of the engagement, provided that all information needed to prepare the financial plan has been promptly provided. Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

CONSULTING SERVICES

Clients can also receive investment or financial planning advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

**Assets under Management
As of December 31, 2013**

	Discretionary	Non-Discretionary	Total
Assets Managed	\$231,517,775	\$6,562,402	\$238,080,177

Item 5 Fees and Compensation

MANAGEMENT FEES

INDIVIDUAL PORTFOLIO MANAGEMENT AND MODEL PORTFOLIO MANAGEMENT

The annualized fee for Investment Advisory Services will be charged as a percentage of assets under management, according to the following schedule:

Assets Under Management	Annual Asset Management Fee
\$ 0 to \$ 1,000,000	1.05% on first \$ 1,000,000
\$ 1,000,000 to \$ 2,000,000	.80% on next \$ 1,000,000
\$ 2,000,000 to \$ 4,000,000	.50% on next \$ 2,000,000
\$ 4,000,000 to \$ 6,000,000	.30% on next \$ 2,000,000
\$ 6,000,000 and above	.20%

A minimum annual fee of **\$7,500** is required for this service. This may be a comprehensive engagement which shall include ongoing financial planning/consulting in addition to Investment Management or Model Portfolio Management Services. This fee amount may be negotiable under certain circumstances. Retirement Strategies, Inc. may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

The schedule below applies to accounts with balances less than \$750,000 that receive investment portfolio management services or model portfolio management services.

Assets Under Management	Annual Asset Management Fee
\$ 0 to \$ 350,000	1.50% on first \$ 350,000
\$ 350,001 to \$ 750,000	.64% on next \$ 400,000

A minimum annual fee of **\$1,500** is required for this service. This engagement may include financial planning services as agreed upon. This fee amount may be negotiable under certain circumstances. Retirement Strategies, Inc. may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Fee Calculation: Advisory fees will be billed quarterly in advance based on the market value of the Client's account on the last day of the previous quarter. Fees are typically directly

debited from client accounts, unless the client has requested to be invoiced.

PENSION CONSULTING FEES

Our fees for Pension Consulting Services are based on a percentage of assets under advisement, generally in the range between 0.50% and 0.75%.

Advisor fees are deducted from plan assets in advance at the beginning of each calendar quarter based on the market value on the last day of the previous quarter.

FINANCIAL PLANNING AND CONSULTING FEES

Retirement Strategies, Inc.'s financial planning fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Financial Planning fees may be calculated and charged on an hourly basis, ranging from \$150 to \$400 per hour. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the advisory relationship.

On a fixed fee per plan, our Financial Planning fees are charged on a fixed fee basis, typically ranging from \$2,500 to \$7,500, depending on the specific arrangement reached with the client.

We may request a retainer upon completion of our initial fact-finding session with the client; however, advance payment will never exceed \$1,200 for work that will not be completed within six months. The balance is due upon completion of the plan.

Financial Planning Fee Offset: Retirement Strategies, Inc. reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee if a financial planning client chooses to engage us for our Portfolio Management Services.

The client will be billed in advance based on our total estimated Financial Planning fees. The balance due will be billed on completion. If billed on an hourly basis, the client will be billed in arrears based on actual hours accrued.

GENERAL INFORMATION

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Retirement Strategies, Inc.'s minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid,

unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will prorate the reimbursement according to the number of days remaining in the billing period.

Limited Negotiability of Advisory Fees: Although Retirement Strategies, Inc. has established the aforementioned fee schedule(s); we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule will be identified in the contract between the adviser and each client.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

Mutual Fund Fees: All fees paid to Retirement Strategies, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Custodian and Brokerage Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer and other fees associated with maintaining an account. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

ERISA Accounts: Retirement Strategies, Inc. is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Retirement Strategies, Inc. may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Retirement Strategies, Inc.'s advisory fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

Additional Compensation: Associated persons of our firm are licensed as registered representatives of a broker-dealer and/or licensed as insurance agents or brokers. In their separate capacity(ies), these individuals are able to implement investment recommendations for advisory clients for separate and typical compensation (i.e., commissions, 12b-1 fees or other sales-related forms of compensation). This presents a conflict of interest to the extent

that these individuals recommend that a client invest in a security which results in a commission being paid to the individuals. Retirement Strategies and associated persons of our firm do not receive commissions or 12b-1 fees on investment advisory accounts.

Clients are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

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

Retirement Strategies, Inc. does not charge performance-based fees (i.e., fees calculated on a share of capital gains on or capital appreciation of the client's assets or any portion of the client's assets).

Item 7 Types of Clients

Retirement Strategies, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially

predict future price movement. We use this specifically for certain asset classes to make tactical allocation changes to our portfolios.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement. An additional risk with using technical analysis for tactical allocation changes is that the allocation change may not produce the desired result due to unanticipated market movements.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Inverse and Leveraged ETFs and ETNs. At various times we may utilize Exchange Traded Funds and/or Exchange Traded Notes that employ techniques involving leverage and options intended to serve as a hedge against certain indices or sectors of a securities market. We will generally use these as a defensive or hedging measure to protect against significant declines in various equity positions that are in the portfolio.

Investing in Inverse and Leveraged ETF's involves risk, including the possible loss of principal. These ETF's are non-diversified and entail certain unique risks, including risk associated with the use of derivatives (swap agreements, futures contracts and similar instruments), imperfect benchmark correlation, leverage and market price variance, all of which can increase volatility and decrease performance. These funds are different from most exchange-traded funds in that they seek leveraged returns relative to an Index and only on a daily basis. These funds also are riskier than similarly benchmarked exchange-traded funds that do not use leverage. Accordingly, the funds may not be suitable for all investors and should be used only by knowledgeable investors who understand the potential consequences of seeking daily leveraged investment results.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price,

time and other factors.

Risk of Loss. Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Neither our firm nor our management personnel have reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

As disclosed at item 5 of this Brochure, some of our officers and associated persons are separately licensed as registered representatives of a broker-dealer and/or licensed as insurance agents or brokers. Clients should be aware that the receipt of additional compensation by Retirement Strategies, Inc. and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Retirement Strategies, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Retirement Strategies, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Retirement Strategies, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to mneeley@retirementstrategies.net, or by calling us at 904-730-3863.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security (ies) which may also be recommended to a client.

We may aggregate our employee trades with client transactions where possible. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.

3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. It is our firm's policy not to engage in agency cross trades or principal trades.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
9. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
10. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
11. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
12. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

As our firm does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, clients must direct Retirement Strategies, Inc. as to the broker-dealer to be used.

Retirement Strategies, Inc. requests that clients direct us to place trades through Fidelity Investments. Retirement Strategies, Inc. has evaluated Fidelity and believes that it will provide our clients with a blend of execution services, commission costs and professionalism that will assist our firm to meet our fiduciary obligations to clients.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker other than Fidelity if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account. In directing the use of Fidelity, it should be understood that Retirement Strategies, Inc. will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved.

Clients should note, while Retirement Strategies, Inc. has a reasonable belief that Fidelity is able to obtain best execution and competitive prices, our firm will not be independently seeking best execution price capability through other broker-dealers. Not all advisers require clients to direct it to use a particular broker-dealer.

Retirement Strategies, Inc. will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Retirement Strategies, Inc.'s block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Retirement Strategies, Inc. or our firm's order allocation policy.
- 2) The portfolio trader in concert with the adviser must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 4) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation.
- 5) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian, Fidelity Investments, transaction costs may be based on the number of shares traded for each client.
- 6) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 7) Retirement Strategies, Inc.'s client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 8) Funds and securities for aggregated orders are clearly identified on Retirement Strategies, Inc.'s records and to Fidelity, with the appropriate account numbers for each participating client.
- 9) No client or account will be favored over another.
- 10) Trades can only be aggregated among clients that have directed the use of the same

broker-dealer.

Retirement Strategies, Inc. has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides our firm with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us 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 fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help our firm manage and further develop its advisory practice. Such services include, but are not limited to, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom Retirement Strategies, Inc. may contract directly.

Retirement Strategies, Inc. is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of Retirement Strategies, Inc.'s clients and satisfies our client obligations.

Soft Dollar Benefits

In recommending a broker-dealer, we will consider the value of research and additional brokerage products and services a broker-dealer has provided or will provide to our clients and our firm. In certain situations, receipt of these additional brokerage products and services are considered to have been paid for with 'soft dollars.' Because such services could be considered to provide a benefit to our firm, we may have a conflict of interest in directing your brokerage business. We could receive benefits by selecting a particular broker-dealer to execute your transactions, and the transaction compensation charged by that broker-dealer might not be the lowest compensation we might otherwise be able to negotiate.

Retirement Strategies, Inc. uses the services of Fact Set, to obtain research utilized in our investment management process. This research service is of the type described in Section 28(e) of the Securities Exchange Act of 1934 and is designed to augment our own internal research and investment strategy capabilities.

Retirement Strategies, Inc. directs orders to Fidelity for the purchase and sale of securities for accounts with respect to which Retirement Strategies, Inc. exercises investment discretion. Per the terms of an agreement with Fidelity, Fidelity will credit Retirement Strategies with a portion of the commission charge for each qualifying transaction. Credits will be utilized to offset research expenses charged by Fact Set. This may be done without prior agreement or understanding by the client (and done at our discretion). The research we receive will generally be used in servicing all of our clients' accounts. Our use of these products and services will not be limited to the accounts that paid commissions to the broker-dealer for such products and services. In addition, we may not allocate soft dollar benefits to your accounts proportionately to the soft dollar credits the accounts generate. As part of our fiduciary duties to you, we endeavor at all times to put your interests first.

When Retirement Strategies, Inc. uses client brokerage commissions to help offset the cost for research, we receive a benefit to the extent that Retirement Strategies, Inc. does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. You should be aware that the receipt of economic benefits by our firm is considered to create a conflict of interest. As part of our fiduciary duty to you, we endeavor at all times to put your interests first.

Trade Errors

As a fiduciary, Retirement Strategies has the responsibility to effect orders correctly, promptly and in the best interests of our clients. In the event an error occurs in the handling of any client transactions Retirement Strategies' policy is to seek to identify and correct any error as promptly as possible without disadvantaging the client in any way. Should Retirement Strategies discover a trade error attributable to the action or inaction of Retirement Strategies or its staff, it is Retirement Strategies' policy to correct the error so as to place the client in as good a position as he/she would have been in had the error not occurred. When correcting a trade error that results in a profit, as a matter of policy, Retirement Strategies will retain the proceeds of the error correction in an "error-account" maintained in the firm's name with a qualified custodian and later use these proceeds to offset future trade errors resulting in a loss. Clients should note that the use of proceeds from profitable trade errors to offset the cost of trade error losses may be deemed a benefit to Retirement Strategies and a conflict between the interests of the client and the interests of Retirement Strategies. Trade errors will always be corrected taking into consideration any lost opportunity costs and other costs attributable to the error and to any delay in its correction, if applicable.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES

INDIVIDUAL PORTFOLIO MANAGEMENT AND MODEL PORTFOLIO MANAGEMENT

While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least annually. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Model Portfolio accounts are managed based on the portfolio's goal, rather than on each client's individual needs. We have several processes in place as disclosed in Item 4 of this Brochure to ensure that our initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances.

These accounts are reviewed by:

James W. Carr, Jr., Principal

William S. Hart, Principal

and/or Associated Persons of Retirement Strategies, Inc.

In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, we provide quarterly reports summarizing account performance, balances and holdings.

PENSION CONSULTING SERVICES

Retirement Strategies, Inc. will review the client's Investment Policy Statement (IPS) whenever the client advises us of a change in circumstances regarding the needs of the plan. Retirement Strategies, Inc. will also review the investment options of the plan according to the agreed upon time intervals established in the IPS. Such reviews will generally occur quarterly.

These accounts are reviewed by: ***James W. Carr, Jr., Principal and/or Retirement Strategies' Associated Persons.***

Retirement Strategies, Inc. will provide reports to Pension Consulting Services clients based on the terms set forth in the client's Investment Policy Statement (IPS).

FINANCIAL PLANNING AND CONSULTING SERVICES

While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

Financial Planning clients will receive a completed financial plan. Financial plans are updated periodically as contracted for.

Item 14 Client Referrals and Other Compensation

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

It is Retirement Strategies, Inc.'s policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

The custody rule under the Investment Advisers Act of 1940 defines custody as "holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them." Any arrangement or capacity that authorizes or permits the adviser or a related person of the adviser to withdraw client funds or securities, e.g. a general power of attorney or serving as trustee on a client's trust constitutes custody for advisers.

Retirement Strategies is deemed to have custody because an officer of Retirement Strategies serves as trustee and power of attorney for a client. We also maintain client login credentials for the purpose of managing retirement plan accounts. In some cases, possession of these credentials constitutes custody. As an adviser with custody, Retirement Strategies' policy is to ensure that we maintain client funds and securities with "qualified custodians" who provide at least quarterly account statements directly to our clients or a selected "independent representative." Additional books and records are maintained for those clients for whom Retirement Strategies maintains custody regarding client transactions, receipts/deliveries of funds and securities, confirmations and positions. Advisers deemed to have custody of client's funds or securities are also required to obtain a surprise annual examination of client assets by an independent public accountant. Retirement Strategies Inc. has engaged an independent accountant to perform a surprise annual examination of client assets as required by the SEC.

Direct Debiting of Fees

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. As such, Retirement Strategies, Inc. is deemed by the SEC to have custody of those accounts where fees are debited directly from the client's account.

As part of this billing process, the client's custodian is advised of the amount of the fee to be

deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their billing statement to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions. Retirement Strategies reserves the right to decline acceptance of any client account.

Item 17 Voting Client Securities

We vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

Retirement Strategies has adopted and implemented proxy-voting policies with the goal of ensuring that all proxies are voted in the client's best interest. Retirement Strategies has contracted with Broadridge Investor Communication Solutions, Inc. for proxy voting services. Broadridge utilizes the research recommendations from Glass, Lewis & Co.

Utilizing Broadridge's proxy voting recordkeeping services, our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document used that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Mary Beth Neeley by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our

complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact *Mary Beth Neeley* by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting us at:

Retirement Strategies, Inc., 10751 Deerwood Park Boulevard, Suite 302, Jacksonville, FL 32256, or by phone at 904-730-3863.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts and is deemed to have custody, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Retirement Strategies, Inc. has no additional financial circumstances to report.

Retirement Strategies, Inc. has never been the subject of a bankruptcy petition.