

Disclosure Brochure

December 23, 2011

Partners for Prosperity, Inc.

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Partners for Prosperity, Inc. (hereinafter "P4P"). If you have any questions about the contents of this brochure, please contact Kim D. Butler at (903) 822-4144. 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 Partners for Prosperity, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Partners for Prosperity, Inc. is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since P4P's last annual update dated December 21, 2010. P4P does not have any material changes to disclose in this Item.

Item 3. Table of Contents

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Supervised Person Brochure Supplement(s)

Item 4. Advisory Business

P4P provides consulting and Prosperity Economics services to individuals through its Prosperity Pathway™ program. Prior to engaging P4P to provide these services, the client is required to enter into one or more written agreements with P4P setting forth the terms and conditions under which P4P renders its services (collectively the “Agreement”).

P4P has been in business as an SEC registered investment adviser since December 27, 2008. Kim D. Butler and Todd A. Langford are the principal owners of P4P.

This Disclosure Brochure describes the business of P4P. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of P4P’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on P4P’s behalf and is subject to P4P’s supervision or control.

Prosperity Pathway™ Program

The Prosperity Pathway™ is an integrated, five-step program that combines Prosperity Economics with investment strategies and step-by-step implementation aimed at helping clients expand their personal economy. Through the five-step process, P4P seeks to help clients measure and recover opportunity cost, execute strategies for controlling their assets, and implement personalized investment strategies. P4P shall also assist clients in selecting appropriate financial products based on their individual desires.

The Prosperity Pathway™ is a one-year program. Typically, P4P covers the five steps of the program over an initial three month period. For the remaining term of the engagement, P4P will provide ongoing consulting and support services to its clients. Upon completion of the Prosperity Pathway™ program, clients may engage P4P for ongoing consulting and support services, or participate in one of the following three programs: The High Road™, the Low Road™ or the No Road™.

The High Road™ is a major overhaul of the initial Prosperity Pathway™ program. Clients in the High Road™ program are provided with quarterly reviews, updated Prosperity Pathway™ documentation, unlimited email consulting support, access to monthly webinars, and other related services.

The Low Road™ is a minor overhaul of the initial Prosperity Pathway™ program. Clients in the Low Road™ program are provided with annual reviews, unlimited email consulting support and other related services.

The No Road™ program provides clients with unlimited email consulting support and other related services.

Item 5. Fees and Compensation

In the event the client determines to engage P4P to provide services through the Prosperity Pathway™, P4P will do so on a fixed fee basis. P4P will charge a fixed fee of \$1,500 for the initial one-year engagement, which is payable upon entering the agreement. Thereafter, clients may engage P4P to provide additional services.

As stated in Item 4, clients who engage P4P for additional services may participate in one of the following three programs: The High Road™, the Low Road™ or the No Road™. All of these programs are additional one-year engagements. P4P's fees for these additional services are negotiable, but generally range from \$300 to \$5,000 on a fixed fee basis, depending on the program selected by the client and scope of the services to be provided.

For the initial Prosperity Pathway™ program as well as the additional High Road™, Low Road™ or No Road™ programs, P4P generally requires the full amount of the fixed fee upon entering the agreement. Either party may terminate the agreement by written notice to the other. In the event the client terminates P4P's services, the balance of P4P's unearned fees (if any) will be refunded to the client. If termination occurs within five business days of entering into an agreement for such services, the client will be entitled to a full refund. Clients are not entitled to a refund after the initial five-step Prosperity Pathway™ program is complete.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with P4P (but not P4P) to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with P4P. Under this arrangement, clients may implement securities transactions through certain of P4P's *Supervised Persons* in their respective individual capacities as registered representatives of various independent SEC registered broker-dealer and members of FINRA (collectively, "*Independent Broker Dealers*"). Brokerage commissions may be charged by *Independent Broker Dealers* to effect these securities transactions and thereafter, a portion of these commissions may be paid by such *Independent Broker Dealers* to *Supervised Persons* of P4P. Prior to effecting any transactions, clients are required to enter into a new account agreement with the *Independent Broker Dealer*. The brokerage commissions charged by such *Independent Broker Dealers* may be higher or lower than those charged by other broker-dealers. In addition, certain of P4P's *Supervised Persons* may also receive ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that the client maintains the mutual fund investment.

A conflict of interest exists to the extent that P4P's *Supervised Persons* recommend the purchase of securities where such *Supervised Persons* receive commissions or other additional compensation as a result of their recommendations. P4P has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients.

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For accounts covered by ERISA (and such others that P4P, in its sole discretion deems appropriate), P4P provides its services on a fee-offset basis. In this scenario, P4P may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by P4P's *Supervised Persons* in their individual capacities as registered representatives of *Independent Broker Dealers*.

Item 6. Performance-Based Fees and Side-by-Side Management

P4P does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

P4P provides its services to individuals.

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

P4P is required to describe the methods of analysis and investment strategies it uses to formulate investment advice or manage assets. P4P only provides the services described in this Disclosure Brochure. Specifically, P4P does not provide investment management services to its clients, nor does it have any trading authority over client accounts. As such, P4P has no analytical methods or investment strategies to disclose in response to this Item.

P4P's programs are designed to assist clients with measuring and recovering opportunity cost, executing strategies for controlling their assets, and implementing personalized investment strategies. P4P shall also assist clients in selecting appropriate financial products based on their individual desires if requested.

P4P's programs are intended to suit clients' individual financial needs and goals; however, the effectiveness of such strategies may depend on client implementation. Clients should be aware that certain strategies recommended by P4P may involve various risks, such as tax consequences, loss of capital, illiquidity, and market risks. Clients should be prepared to bear these risks.

Item 9. Disciplinary Information

P4P is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. P4P does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

P4P is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. P4P has described such relationships and arrangements below.

Partners for Fiscal Fitness™

P4P offers fiscal fitness services to certain persons through P4P d/b/a/ Partners for Fiscal Fitness. The Fiscal Fitness™ program is a 12-48 month process aimed at helping clients pay off their debt while developing the habit of saving money and working through financial recovery issues. The program, among other things, includes the review of financial data provided by clients, monthly calls and assisting clients with term insurance.

Certain of P4P's *Supervised Persons* working in the Fiscal Fitness™ program, in their individual capacities, are also dually registered investment adviser representatives, registered representatives and insurance agents with various registered investment advisers, broker-dealers and insurance companies, respectively.

As described in Item 5, clients in the Fiscal Fitness™ program can engage certain of P4P's *Supervised Persons* to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with P4P.

While P4P does not sell such insurance products to its investment advisory clients, P4P does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that P4P recommends the purchase of insurance products where P4P's *Supervised Persons* receive insurance commissions or other additional compensation.

Life Settlement Solicitor

P4P does not render life settlement services to its clients. However, P4P may act as a solicitor and recommend certain of its clients to Life Partners, Inc., a life settlement provider located in Waco, Texas. Life Partners, Inc. shall render these services independently of P4P. P4P shall be entitled to receive a referral fee for these services.

Hard Money Lending Services Solicitor

P4P does not render hard money lending services to its clients. However, P4P may act as solicitor and recommend certain of its clients to Steadfast Funding, LLC, a hard money lender located in Austin, Texas. Steadfast Funding shall render these services independently of P4P. P4P is entitled to receive a referral fee for these services.

IPO Investment Solicitor

P4P does not target IPO investments for its clients. However, P4P may act as solicitor and recommend certain of its clients to The Investors Registry, a company located in Las Vegas, Nevada. The Investors Registry focuses on identifying micro-cap investment opportunities, and seeks to help investors target positioning at the Pre-IPO level in companies that are implementing “go public” strategies within twelve months. The Investors Registry shall render these services independently of P4P. P4P is entitled to receive a referral fee for these services.

Mortgage Solicitor

P4P does not render real estate or mortgage services to its clients. However, P4P may act as solicitor and recommend certain of its clients to Flagship Financial Group, a licensed mortgage broker located in Salt Lake City, Utah. Flagship Financial Group renders these services independently of P4P. P4P is entitled to receive a referral fee for these services.

Item 11. Code of Ethics

P4P has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“*Code of Ethics*”). In accordance with Section 204A of the Investment Advisers Act of 1940 (the “Advisers Act”), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by P4P or any of its associated persons. The *Code of Ethics* also requires that certain of P4P’s personnel (called “*Access Persons*”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

P4P generally does not provide investment management services to its clients, or have any trading authority over client accounts.

Clients and prospective clients may contact P4P to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

P4P does not provide investment management services and therefore, does not select or recommend broker-dealers for client transactions.

Item 13. Review of Accounts

Through the five-step Prosperity Pathway™ program, P4P conducts an initial telephone or Internet conference to identify action items that are specific to each step of the program. Over the next three months, P4P works with clients as part of an ongoing process to implement the program. Subsequently, and for the remaining term of the initial engagement, clients may contact P4P at their discretion. For those clients in the High Road™ program, reviews are conducted on a quarterly basis. For those clients in the Low Road™ program, reviews are offered on an annual basis. Annual reviews for clients in the LowRoad™ program shall be subject to a fixed fee of \$500. Such reviews are conducted by one of P4P's representatives.

Item 14. Client Referrals and Other Compensation

P4P is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, P4P is required to disclose any direct or indirect compensation that it provides for client referrals.

If a client is introduced to P4P by either an unaffiliated or an affiliated solicitor, P4P may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee is paid solely from P4P's fee, and does not result in any additional charge to the client. If the client is introduced to P4P by an unaffiliated solicitor, the solicitor provides the client with a copy of P4P's written disclosure brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of P4P discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of P4P's written disclosure brochure at the time of the solicitation.

Item 15. Custody

P4P does not have custody of any client accounts and does not debit fees.

Item 16. Investment Discretion

P4P is required to disclose if it accepts discretionary authority to manage securities accounts on behalf of clients. P4P is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. P4P does not provide investment management services; therefore, P4P does not exercise discretion on behalf of clients.

Item 17. Voting Client Securities

P4P is required to disclose if it accepts authority to vote client securities. P4P does not vote client securities on behalf of its clients.

Item 18. Financial Information

P4P does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, P4P is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. P4P has no disclosures pursuant to this Item.

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