



Form ADV Part 2A Investment Advisor Brochure

Cover Page

Name of Registered Investment Advisor	Asset Planning Corporation
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This brochure gives information about the qualifications and business practices of Asset Planning Corporation. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about our firm is available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Asset Planning Corporation has updated our services and fee schedule for new clients as follows:

Fee for Young Investors Foundation Plan is \$500 (changed from \$300)

Wealth Management Service:

Includes financial planning and portfolio management

Fee Schedule:

- Total Portfolio up to \$1 million: 0.9% of portfolio balance
- Total Portfolio of \$1 million to \$3 million: 0.9% to \$1 million, then, .6% of portfolio balance
- Total Portfolio of over \$3 million: 0.9% to \$1 million, then 0.6% to \$3 million, then 0.3% of portfolio balance

Initial Set-up fee has been eliminated

Minimum annual fee is \$4,000

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Advisory Business

Advisory Firm

Asset Planning Corporation (“APC”) was founded by P. Kemp Fain, Jr. and has been providing independent investment advisory services since 1975. Paul K. Fain, III is the President and principal owner and has been in the financial services industry since 1988.

The following pages describe APC’s services, fee arrangements, and business practices.

Advisory Services

APC provides a wealth management service, which contributes to approximately 92% of our revenue.

Wealth management is a process designed to help you determine your financial goals and the strategies that will increase the likelihood of reaching those goals. APC’s wealth management service includes both personal financial planning and portfolio management.

The steps in the financial planning process are:

1. Establishing and defining the client-adviser relationship.
2. Gathering client data, including goals.
3. Analyzing and evaluating your financial status.
4. Developing and presenting financial planning recommendations and/or alternatives.
5. Implementing the financial planning recommendations (portfolio management).
6. Monitoring the financial planning recommendations.

Financial planning may focus on areas including investment strategy, financial independence (retirement), education funding, insurance, taxes, and estate planning.

The objective of portfolio management is to maximize the rate of return consistent with your financial goals and risk tolerance. As a result of successful planning, many people accumulate portfolios of assets, which require time and expertise to manage. Many investors lack the time required to efficiently manage their assets. Portfolio management provides ongoing, professional supervision of your investment assets. Also, clients find it convenient to have a third party keep records and manage their investments for them. You specify your risk tolerance level. APC reviews managed portfolios at least quarterly and we make any needed changes to rebalance to the target asset allocation and/or to improve fund quality on a discretionary basis. Discretion means that we place trades without prior approval from you.

APC will contact or attempt to contact you annually to review your financial plan and portfolio. It is your responsibility to notify APC at any time there are changes in your financial situation or life matters. You may contact APC as needed to discuss your account, financial situation, or investment needs.

APC currently uses Charles Schwab as the asset record-keeper and custodian for managed accounts. You will receive from the custodian timely confirmations and monthly statements containing a description of all transactions and all account activity. You will retain rights of ownership of all securities and funds in the account to the same extent as if you held the securities

and funds outside APC's portfolio management service. In addition to custodial statements, APC sends quarterly performance reports to you.

As of December 31, 2011 APC has \$116,070,127 of assets under management on a discretionary basis, and \$4,079,067 of assets under management on a non-discretionary basis.

APC provides personal financial planning services that contribute to approximately 3% of APC's revenue.

APC offers a foundational planning service for younger individuals and families, which includes budgeting and savings recommendations, goal setting and general investment guidelines. APC may also offer consultative planning services at our discretion.

APC occasionally holds client seminars and workshops. These seminars may include presentations on various investment topics or on financial planning strategies. Generally, there is not a fee to attend.

Fees and Compensation

Fees for wealth management services:

- **Annual Fees:** Fees are calculated and billed following the end of each calendar quarter. The first billing is calculated on a prorated basis starting from the date of the services agreement (the inception date).
 - Total Portfolio up to \$1 million: 0.9% of portfolio balance
 - Total Portfolio of \$1 million to \$3 million: 0.9% to \$1 million, then, .6% of portfolio balance
 - Total Portfolio of over \$3 million: 0.9% to \$1 million, then 0.6% to \$3 million, then 0.3% of portfolio balance
 - Minimum annual fee of \$4,000

These fees are for planning and advisory services only and do not include any transaction fees which may be charged separately by the broker/dealer custodial firm or management fees paid by mutual funds for fund management. Mutual funds recommended under APC advisory services will be "no-load" or "load-waived." See the section heading Brokerage Practices for more information.

For APC's wealth management service, each quarterly fee is calculated on the value of the portfolio as of the last business day of the preceding quarter. The first quarterly fee may be adjusted pro rata based on the inception date of asset management. Portfolio management fees are **not** pre-paid.

Payment of fees may be paid directly by you, or you may authorize the custodian holding client assets to deduct APC advisory fees direct from the account in accordance with billing information prepared and submitted to the custodian by APC. The custodian will provide periodic account statements to you. Such statements will reflect all fee withdrawals by APC. It is your responsibility to verify the accuracy of the

fee calculation. The custodian will not determine whether the fee is properly calculated. APC will also send a billing statement to you showing how the fee is calculated.

The Agreement for portfolio management services will continue until either APC or you gives notice of termination. APC requests 30 days written notice. If the effective date of termination occurs prior to the end of a calendar quarter, you will be invoiced for fees due on a prorated basis.

Fees for financial planning services:

Fees are billed following delivery of the written plan to you or upon conclusion of the consultation.

- Young Investors Foundation Plan \$500
- Consulting services are offered at APC's discretion at a rate of \$150 per hour.

Fees are not negotiable, however planning services may be provided to APC employees and family at no charge.

The Agreement for financial planning services terminates after delivery of the plan and payment of the fee. The Agreement for hourly consulting services terminates upon delivery of the service.

Fees for other services:

APC may provide customized services and negotiated fees for ERISA plans, non-profit organizations and foundations and services may be provided to APC employees and family at no charge. Otherwise, fees are not negotiable.

Performance-Based Fees and Side-By-Side Management

APC does **not** charge performance-based fees (fees based on a share of capital gains on or capital appreciation in your account.)

Types of Clients

APC provides wealth management services to individuals, pension and profit sharing plans and other ERISA accounts, trusts, estates, business entities, and non-profit organizations.

Methods of Analysis, Investment Strategies, and Risk of Loss

APC uses strategic asset allocation strategies for portfolio management, based on principals of diversification. Our primary investment tools are no-load mutual funds and ETFs (exchange traded funds). From time to time, CD's or individual bonds may also be used for a portion of a portfolio's cash and fixed income allocation.

APC selects and evaluates mutual funds based on their people, process, performance, and cost. Once selected, a manager is allowed periods of under-performance if they remain consistent to their philosophy and process. They may be replaced immediately if their implementation strays significantly from the

stated philosophy or process. Evaluation of managers entails a detailed review of all available pertinent information, including fundamental and cyclical analyses. Performance is measured against appropriate benchmarks, not broad market indices.

By its nature, financial planning is looking to the long-term. After your short-term cash needs and emergency fund are evaluated, investment strategies are designed to help you achieve your long term financial goals.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for you will result in your goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, you should read the prospectus in full.

Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. APC does not have any disclosure items.

Other Financial Industry Activities and Affiliations

Investment adviser representatives of APC may hold life, health, and disability insurance licenses with the State of Tennessee primarily for the purpose of using the John Hancock 401(k) retirement plan group annuity contract. When recommended to a client, APC receives an asset-based fee from John Hancock. If client insurance needs are discovered during the financial planning process, the client is referred to an unrelated, independent insurance broker for potential implementation of those recommendations.

Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading

Code of Ethics

APC maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that may arise from personal trading by advisory personnel. The Code of Ethics is based on ethical conduct premised on fundamental principles of openness, integrity, honesty, loyalty, professionalism and trust. Clients and prospective clients may request a copy of the Code of Ethics.

Personal Trading

At times, APC and/or its employees may take positions in the same securities as clients, and we will try to avoid conflicts with clients. APC and its access persons will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades. We will not violate the Advisor's fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur, disclosure will be made to you at the time of trading. Incidental trading not deemed to be a conflict would not be disclosed at the time of trading.

Brokerage Practices

Selection or recommendation of broker/dealers

APC suggests the use of “discount” brokers. There are no other considerations received by us from any broker. APC recommends that clients custody their assets with Charles Schwab & Co., and Schwab is currently the only custodian APC uses for new accounts. When selecting a custodian for client assets, APC considers a number of factors, including, for example, the financial stability and reputation of the broker, the quality of the account services support, the quality of the investment research, transaction costs, investment strategies, settlement, custody, record keeping, and other services which benefit all clients.

APC is independently owned and operated and not affiliated with Schwab. We do not receive any commissions or fees from recommending their services. Clients may pay transaction fees to Schwab for the purchase of some "no-load" funds, ETFs, stocks and bonds.

Soft Dollar Practices

Schwab provides APC with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon the firm committing to Schwab any specific amount of business (assets in custody or trading commissions).

Schwab's brokerage services include trade execution, duplicate statements, 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. For APC's client accounts maintained in its custody, Schwab generally does not charge 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 Schwab or that settle into Schwab accounts.

Schwab also makes available to APC other products and services that benefit the firm but may not directly benefit APC's clients' accounts. Many of these products and services may be used to service all or some substantial number of APC's accounts, including accounts not maintained at Schwab. Schwab's products and services that assist APC 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; (iii) provide research, pricing and other market data; (iv) facilitate payment of APC's management fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help APC 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. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to APC. Schwab 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 APC. Schwab may also provide other benefits such as educational events or occasional business entertainment of the firm's personnel.

In evaluating whether to recommend or require that clients custody their assets at Schwab, APC may take into account the availability of some of the above products and services 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 Schwab, which may create a potential conflict of interest.

Trade Aggregation

APC provides individual investment advice to each client portfolio, primarily using mutual funds, and therefore, does not combine client transactions in block trades in the normal course of our trading process.

Review of Accounts

Paul Fain or associate advisers supervised by Paul Fain perform all client reviews. All clients are clients of APC. When APC has prepared a written analysis for you, the analysis is delivered to you by secure internet or traditional mail. All wealth management clients are contacted at least annually to schedule a review meeting.

Portfolios are reviewed at least quarterly or when economic or market conditions so dictate. The economy, the markets and recommended investments are reviewed regularly. Portfolios are reviewed for asset allocation and suitability of securities relative to client investment objectives. All portfolio management clients complete an Investment Policy Statement to guide the process.

APC sends quarterly reports to wealth management clients summarizing the cash flows in and out of the account, portfolio time-weighted rates of return, list of investments, and an asset allocation analysis. Additional commentary or other supplementary materials may also be included. Financial planning clients receive written planning analysis and a summary based on the specific service. All APC clients also receive a general bi-monthly newsletter (free).

Client Referrals & Other Compensation

Referral Fees Paid

APC does not give compensation for client referrals.

Referral Fees Received

APC does not have agreements with other Registered Investment Advisors and does not receive any compensation for recommending other Advisors to clients.

Custody

APC is deemed to have custody of client funds solely because of the management fee deduction authority granted by you in the custodial account document.

You will receive account statements monthly from the custodian, Charles Schwab. You are urged to compare custodial account statements against statements prepared by APC for accuracy. Minor variations

may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Investment Discretion

Wealth management clients give APC discretionary trading, fee payment and disbursement authorization as part of the custodian account application. You designate that Charles Schwab is to be used for trading and custodial services as part of the account application. APC may “trade away” for individual bond transactions in order to seek best execution. The bonds will be custodied at Schwab under an institutional brokerage arrangement. These authorizations will be stopped upon the termination of the client service agreement.

Voting Client Securities

APC does not vote proxies. It is your responsibility to vote proxies. You are informed within the service agreement that it is your responsibility to vote proxies. You will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page of this brochure.

Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met; there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years. APC does not have any disclosure items in this section.