



Form ADV Part 2A Disclosure Brochure

Cover Page

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|---------------------------------------|--|
| Name of Registered Investment Advisor | Asset Planning Corporation |
| Address | 234 S. Peters Road, Suite 102 Knoxville, TN 37923 |
| Phone Number | (888) 690-1231 |
| Website Address | www.assetplanningcorp.com |
| E-mail Address | info@assetplanningcorp.com |
| Date of Last Revision | March 8, 2016 |

This Form ADV2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Asset Planning Corporation (“APC” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact us using one of the methods listed above. APC is a registered investment advisor located in the State of Tennessee. The information in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration or notice filing is may be required for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about APC is available on the SEC’s website at: www.adviserinfo.sec.gov by searching for our firm name or by our firm CRD# 7890.

Material Changes

APC has updated advisory services to offer a financial planning-focused wealth management service and updated their hourly financial planning fees. Please see the ***Fees and Compensation*** section for details. APC now generally requires a minimum relationship of \$500,000. Please see the ***Types of Clients*** section for details.

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Advisory Business

Advisory Firm

Asset Planning Corporation (“APC” or the “Advisor”) 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

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 ensure best execution on a discretionary basis. Discretion means that we place trades without prior approval from you.

APC will contact or attempt to contact you at least 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 recommends Charles Schwab as the primary 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, 2015 APC has \$164,024,202 of assets under management on a discretionary basis, and \$4,579,476 of assets under management on a non-discretionary basis, with a total of \$168,603,678 in assets under management.

APC offers advisory services to employer retirement plans and educational workshops for businesses and associations.

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).

| Assets Under Management | Annual Rate (%) |
|--------------------------------|------------------------|
| Up to \$1,000,000 | 0.90% |
| \$1,000,001 to \$3,000,000 | 0.60% |
| \$3,000,000 and Up | 0.30% |

These fees are for wealth management and advisory services and incidental planning 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. Clients with less than \$500,000 in assets under management with APC that need more initial financial planning may be offered a planning-focused management service. Fees for the planning-focused management service are calculated and billed the same as wealth management services at an annual fee of 1.20% of assets under management.

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 will 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 in writing 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. Mutual funds recommended under APC advisory services will be "no-load" or "load-waived." See the section ***Brokerage Practices*** below for more information.

The Agreement for portfolio management services will continue until either APC or you give notice of termination. APC requests thirty (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 through the date of termination.

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 \$250 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. APC also offers a financial planning service for certain wealth management clients as described above.

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.

Other fees and expenses:

Clients may incur certain fees or charges imposed by third parties, other than APC, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The investment advisory fee charged by APC is separate and distinct from these custodian and execution fees.

In addition, all fees paid to APC for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of APC, but would not receive the services provided by APC which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by APC to fully understand the total fees to be paid.

Performance-Based Fees and Side-By-Side Management

APC does **not** charge performance-based fees, which are defined as 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.

APC generally requires a minimum relationship of \$500,000 to effectively implement its advisory services.

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

An investment adviser representative 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 generally recommends that clients custody their assets with Charles Schwab & Co. ("Schwab") a FINRA-registered broker-dealer and member SIPC. Schwab is APC's primary asset custodian. When considering a custodian to recommend 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 consideration for recommending their services. Clients may pay transaction fees to Schwab for the purchase of certain investment products, and these fees are in addition to fees charged by APC for their advisory services.

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 Advisor 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 Advisor 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 Advisor's personnel. Although APC may receive some economic benefit from Schwab due to this institutional relationship, it does not rise to the level of a traditional soft dollar arrangement.

In evaluating whether to recommend 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 advisers supervised by Paul Fain perform all reviews of APC client accounts. 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 are also eligible to receive a general bi-monthly electronic newsletter for no additional fee.

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.

Commissions

APC continues to receive trail commissions from historical insurance product sales.

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. APC does not accept custody of client funds and does not have possession of client securities or assets.

Clients will receive account statements monthly from their chosen custodian. 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. If you accept our recommendation, 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.



Form ADV Part 2B Brochure Supplement

Cover Page

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|---------------------------------------|--|
| Investment Advisory Representatives | Paul K. Fain III, Suzanne W. Himes, Kristine P. Davenport |
| Date of Last Revision | March 8, 2016 |
| Name of Registered Investment Advisor | Asset Planning Corporation (APC) |
| Address | 234 S. Peters Road, Suite 102, Knoxville, TN 37923 |
| Phone Number | 865-690-1231 |
| Website Address | www.assetplanningcorp.com |

This Form ADV Part 2B (“Brochure Supplement”) provides information about the investment advisory representatives of Asset Planning Corporation (“APC” or the “Firm”) that supplements the APC Form ADV Part 2A Disclosure Brochure. You should have received a copy of that disclosure brochure. Please contact Paul Fain, Chief Compliance Officer, if you did not receive APC’s disclosure brochure or if you have any questions about the contents of this brochure supplement.

Paul K. Fain, III, CFP®

Educational Background and Business Experience

Name: Paul K. Fain, III, CFP®

Year of Birth: 1962

Education: University of Tennessee, Knoxville, Tennessee
B.S., Education, 1985
Ohio University, Athens, Ohio
Master of Sports Administration, 1987

Business: Asset Planning Corporation, Knoxville, TN
Marketing Director
1988 - 1990
VP, Marketing
1990 - 1992
President, IA Representative
1992 - Present

CFP® - Certified Financial Planner is issued by the Certified Financial Planner Board of Standards, Inc. Candidates must meet the following requirements:

- Complete CFP® education program or fulfillment by other specified credential
- Bachelor's degree (or higher) from an accredited college or university
- Pass CFP® certification exam
- 3 years of full-time personal financial planning experience
- Continuing education requirement of 30 hours every 2 years

Disciplinary Information

An investment advisor and its supervised persons 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 the IA Rep. Paul Fain does not have additional information to disclose.

Other Business Activities

Mr. Fain holds life, health, and disability insurance licenses with the State of Tennessee.

Mr. Fain holds a State of Tennessee real estate license and is the general partner and trustee of one land partnership trust. The partners are not advisory clients of the firm. Paul spends less than 10% of his time on this activity.

Additional Compensation

Paul Fain may receive additional compensation from his other business activities, which are described above.

Supervision

Paul Fain is the President and Chief Compliance Officer. As such, he oversees all investment advice provided to clients.

Suzanne W. Himes, CFP®

Educational Background and Business Experience

Name: Suzanne W. Himes, CFP®

Year of Birth: 1965

Education: University of Texas, Austin, Texas
B.B.A., Accounting, 1987

Business: Asset Planning Corporation, Knoxville, TN
Administrative Assistant
1999 - 2001
Portfolio Administrator
2001 – 2008
Portfolio Administrator, IA Representative
2008 - 2010
Associate Adviser, IA Representative
2010 – 08/2014
Lead Planner, IA Representative
08/2014 to Present

CFP® - Certified Financial Planner is issued by the Certified Financial Planner Board of Standards, Inc. Candidates must meet the following requirements:

- Complete CFP® education program or fulfillment by other specified credential
- Bachelor's degree (or higher) from an accredited college or university
- Pass CFP® certification exam
- 3 years of full-time personal financial planning experience
- Continuing education requirement of 30 hours every 2 years

Disciplinary Information

An investment advisor and its supervised persons 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 the IA Rep. Suzanne Himes does not have additional information to disclose.

Other Business Activities

Suzanne Himes does not have additional information to disclose.

Additional Compensation

Suzanne Himes does not have additional information to disclose.

Supervision

Suzanne Himes provides investment advice under the supervision of Paul K. Fain, III, who monitors portfolios for investment objectives and other supervisory reviews. Paul K. Fain, III is the President and Chief Compliance Officer. Paul Fain may be contacted at the phone number as shown on the cover page.

Kristine P. Davenport

Educational Background and Business Experience

Name: Kristine P. Davenport

Year of Birth: 1989

Education: University of Tennessee
B.S., Business Administration, 2012

Business: Asset Planning Corporation, Knoxville, TN
Associate Adviser, IA Representative, 03/2014 – Present
Regions Financial Corporation
Financial Services Representative, 09/2013 – 03/2014
BPV Capital Management
Marketing Communications Associate, 02/2013 – 08/2013
CirrusPath, Account Executive
08/2012 – 02/2013
Not employed, 2009 – 07/2012

Disciplinary Information

An investment advisor and its supervised persons 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 the IA Rep. Kristine Davenport does not have additional information to disclose.

Other Business Activities

Kristine Davenport does not have additional information to disclose.

Additional Compensation

Kristine Davenport does not have additional information to disclose.

Supervision

Kristine Davenport provides investment advice under the supervision of Paul K. Fain, III, who monitors portfolios for investment objectives and other supervisory reviews. Paul K. Fain, III is the President and Chief Compliance Officer. Paul Fain may be contacted at the phone number as shown on the cover page.

Privacy Policy

Effective date: March 8, 2016

ASSET PLANNING CORPORATION, an independent financial planning firm, is committed to safeguarding the confidential information of its clients. We hold all personal information provided to our firm in the strictest confidence. These records include all personal information that we collect from you in connection with any of the services provided by Asset Planning Corporation. We have never disclosed information to nonaffiliated third parties, except as permitted by law, and do not anticipate doing so in the future. If we were to anticipate such a change in firm policy, we would be prohibited under the law from doing so without advising you first. As you know, we use health and financial information that you provide us to help you meet your personal financial goals while guarding against any real or perceived infringements of your rights of privacy. Our policy with respect to personal information about you is listed below.

- **We limit** employee and agent access to information only to those who have a business or professional reason for knowing, and only to nonaffiliated parties as permitted by law. (For example, federal regulations permit us to share a limited amount of information about you with a brokerage firm in order to execute securities transactions on your behalf, or so that our firm can discuss your financial situation with your accountant or lawyer upon your request.)
- **We maintain** a secure office and computer environment to ensure that your information is not placed at unreasonable risk.
- **We deliver** a copy of this Privacy Policy annually for as long as you maintain an ongoing relationship with Asset Planning Corporation. We will also deliver a copy should we make any revisions that materially change this Privacy Policy.
- **The categories** of nonpublic personal information that we collect from a client depend upon the scope of the client engagement. It will include information about your personal finances, information about your health to the extent that it is needed for the planning process, information about transactions between you and third parties, and information from consumer reporting agencies.
- **For unaffiliated third parties** that require access to your personal information, including financial service companies, consultants, and auditors, we also require strict confidentiality in our agreements with them and expect them to keep this information private. Federal and state regulators also may review firm records as permitted under law.
- **We do not provide** your personally identifiable information to mailing list vendors or solicitors for any purpose.
- **Personally identifiable information** about you will be maintained during the time you are a client, and for the required time thereafter that such records are required to be maintained by federal and state securities laws, and consistent with the CFP Board Code of Ethics and Professional Responsibility. After this required period of record retention, all such information will be destroyed.
- **Because, except as noted above**, we do not disclose information to unaffiliated third-parties we are not required to have "Opt-out" provisions or methods for disclosure of information (per the exemptive relief provided under section 248.13 of the Gramm-Leach-Bliley Act).

Please direct any questions regarding the above policy to Paul K. Fain, III, President, at paul@assetplanningcorp.com or by simply by calling us at (865) 690-1231 or toll free at (888) 690-1231.