

Stonehenge Retirement Planners, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Stonehenge Retirement Planners LLC. If you have any questions about the contents of this brochure, please contact us at (310) 770-5944 or by email at: Mark@StonehengeRP.com or MarkGoldfinger@Gmail.com. 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 Stonehenge Retirement Planners LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Stonehenge Retirement Planners LLC's CRD number is: 292489.

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Registration does not imply a certain level of skill or training.

Version Date: 12/19/2023

Item 2: Material Changes

Stonehenge Retirement Planners LLC has the following material changes to report. Material changes relate to Stonehenge Retirement Planners LLC's policies, practices or conflicts of interests.

- In February 2023, Stonehenge Retirement Planners LLC became eligible to change the firm's primary regulatory authority from the state of Arizona to the U.S. Securities and Exchange Commission.
- Stonehenge Retirement Planners LLC has updated their assets under advisement.
- Stonehenge Retirement Planners LLC has updated office addresses.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Stonehenge Retirement Planners LLC (SRP) is a sub-chapter S corporation organized in the State of California. The firm was first formed in January 2018, and the principal owner is Mark Goldfinger. In February 2023, Stonehenge Retirement Planners LLC became eligible to change the firm's primary regulatory authority from the state of Arizona to the U.S. Securities and Exchange Commission.

B. Types of Advisory Services for Retirement Plan Sponsors

Portfolio Management Services

One of the most misunderstood obligations of managing a qualified retirement plan is the fiduciary duty that Plan Sponsors owes as a manager of that plan. SRP simplifies Plan Sponsor obligations by becoming a co-fiduciary representative. As the co-fiduciary representative, SRP works directly with Plan Sponsors to help build an investment portfolio for the retirement plan, and to put in place procedures that oversee the performance of that investment portfolio. As part of that service, SRP helps Plan Sponsors define the plan's Investment Policy Statement (IPS) and offers ongoing portfolio reviews in order to ensure that the IPS goals and objectives are being met.

SRP stands as an advisor to the fiduciaries of the retirement plan, and while SRP may assist plan participants with financial and retirement education, the overall loyalty of SRP is to the plan's fiduciaries.

SRP seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its plan sponsors and without consideration of SRP's economic, investment or other financial interests. Not only does SRP recommend funds or platforms for each retirement plan, but SRP also conducts appropriate due diligence to ensure that all funds are reasonably priced, and each plan has practical options.

To meet its fiduciary obligations, SRP attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, SRP's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is SRP's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Should Plan Sponsors desire to have SRP assist its plan participants in selecting investment options, SRP will conduct or make available office seminars or virtual meetings that will serve to educate plan participants on the different types of investment choices that can be found within the plan so that plan participants will be able to select those funds that best suit their time horizon and risk tolerance.

SRP offers financial education to clients that may include but is not limited to investment planning; life insurance; retirement planning; education planning; and debt/credit planning.

Services Limited to Specific Types of Investments

SRP generally limits its investment advice to only those investment choices found within the retirement plans of its clients. Such fund choices generally include mutual funds, fixed income funds, real estate funds, target date funds, exchange traded funds, money market funds, and government bond funds.

C. Plan Sponsors Tailored Services and Imposed Restrictions

SRP offers the same suite of services to all its Plan Sponsors. However, specific investment strategies and their implementation are dependent on the IPS (Investment Policy Statement). Plan Sponsors may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. SRP **does not** participate in any wrap fee programs. If and when other fee structures are available, SRP will periodically review these options and discuss them with the plan fiduciaries.

E. Assets Under Advisement

As of December 2023, SRP has approximately \$300,000,000 in Assets Under Advisement.

Item 5: Fees and Compensation

A. Portfolio Management Fees

Total Assets Under Advisement	Annual Fees
\$1 – And Up	0.05% - 1.50%

The advisory fee is calculated using the value of the assets in the Account on the last business day of the prior billing period.

These fees are generally negotiable, and either the Client(s) or SRP may terminate the relationship with 30 days' written notice.

Retirement Education/ Retirement Planning Seminars

Educating plan participants regarding the investments in their retirement accounts is also a fiduciary responsibility. SRP provides ongoing periodic retirement education and retirement planning seminars to clients' retirement plan participants, free of charge.

B. Payment of Fees

Payment of Portfolio Management Fees

Fees are paid in arrears, and never paid in advance.

C. Client Responsibility For Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by SRP. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Outside Compensation For the Sale of Securities to Clients

There are many investment options which pay sales fees (directly or indirectly) to retirement plan advisors. To keep SRP's loyalty to the fiduciaries of the retirement plan, neither SRP nor its supervised persons accept any outside compensation from the sale of investment products, including asset-based sales charges (12b-1 fees) or service fees from the sale of mutual funds.

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

SRP does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

SRP generally provides advisory services to the following types of clients:

- ❖ Pension and Profit-Sharing Plans
- ❖ 401k, 457, & 403b Plans (Defined Benefit Plans and or Defined Contribution Plans)

There is an account minimum of \$10,000, which may be waived by SRP in its discretion.

Item 8: Methods of Analysis, Investment Strategies,

A. Methods of Analysis and Investment Strategies

Methods of Analysis

Along with the retirement plan's fiduciaries, SRP may apply the following methods of analysis including charting analysis, fundamental analysis, modern portfolio theory, quantitative analysis and technical analysis.

Charting analysis involves the use of patterns in performance charts. SRP uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data, primarily price and volume.

Once the investment strategy is assembled, SRP will periodically review the strategy and will, when necessary, recommend changes to the plan's fiduciaries.

Investment Strategies

SRP uses both long-term and short-term investment strategies.

Investing in all securities involves a risk of loss that clients should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

SRP will educate plan fiduciaries on how these strategies are used to build and maintain an investment platform. Periodically, SRP will examine these strategies and re-evaluate and adjust them as appropriate with the plan fiduciaries.

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments.

These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Investing in securities involves a risk that all investors should be prepared to bear. It is SRP's function to educate plan participants understand these risks to help minimize losses over time.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency. SRP seeks to minimize the risk of loss through education and oversight.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or

other precious metals, (3) a significant change in the attitude of speculators and investors.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do. SRP does not recommend nor does SRP ever offer or place any variable annuities within any client's retirement plan.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that all investors should be prepared to bear. SRP helps plan sponsors and plan participants understand this risk through financial education.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither SRP nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither SRP nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Mark Goldfinger, the 100% owner of SRP, is an Investment Advisor Representative, and has for many years held a license in California as an insurance agent. From time to time, he may offer plan participants advice on insurance products. Clients are made aware that these insurance products, when purchased, will pay the selling insurance agent a commission, and this may involve a conflict of interest, as commissionable products may conflict with the fiduciary duties of a registered investment adviser. Every Investment Advisor Representative of SRP always acts in the best interest of the client, including the sale of commissionable products to plan participants of its advisory clients. Clients and their plan participants are in no way required to utilize the services of any representative of SRP in connection with such individual's activities outside of SRP.

All material conflicts of interest are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

D. Selection of Other Advisers

SRP does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

SRP has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. SRP's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

SRP does not recommend that clients buy or sell any security in which a related person to SRP or SRP has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of SRP may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of SRP to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. SRP will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of SRP may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of SRP to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, SRP will never engage in trading that operates to the client's disadvantage if representatives of SRP buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

Custodians and/or Broker/Dealers

SRP does not recommend to clients or prospects which Custodians or broker-dealers to use for their retirement plans since this is to be chosen only by the retirement plan's Plan Administrator.

1. Research and Other Soft-Dollar Benefits

SRP has no formal soft dollars program in which soft dollars are used to pay for third party services, and SRP does not receive soft dollar benefits for research, products, or other services from custodians and broker-dealers in connection with client securities transactions.

2. Brokerage for Client Referrals

SRP receives no referral fees from any broker-dealer or custodians in exchange for using that broker-dealer, custodian or third party.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Retirement portfolios of each Plan Sponsor are reviewed either quarterly, semi-annually, or annually, by Mark Goldfinger, owner.

B. Factors That Will Trigger a Non-Periodic Review of Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content Provided to Clients

Each client of SRP's advisory services (provided on an ongoing basis by the Plan Administrator and or the Plan's Custodian) will have online access to the client's account, including assets held, asset value, and calculation of fees.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

SRP does not receive any economic benefit directly or indirectly from any third party.

B. Compensation to Non – Advisory Personnel for Client Referrals

SRP does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

As previously stated, SRP does not collect client fees in advance. Therefore, all SRP advisory fees that are deducted directly from client accounts (at either the month's end, quarter's end, semi-annual's end, or annual end) are deemed to be SRP's earned commissions. SRP does not at any time have custody to any client(s) account or funds. Clients will receive from their respective Custodian all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

SRP does not have discretionary authority over any client assets.

Item 17: Voting Client Securities (Proxy Voting)

SRP will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

SRP neither requires nor solicits prepayment of fees from any client, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither SRP nor its management has any financial condition that is likely to reasonably impair SRP's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

SRP has never been the subject of a bankruptcy petition.