



STRATEGIC PLANNING LLC

Strategic Planning LLC (CRD# 298634)
5190 Governor Dr. Suite 108
San Diego, CA 92122
(619) 623-2120

March 27, 2020

This brochure provides information about the qualifications and business practices of Strategic Planning LLC. If you have any questions about the contents of this brochure, please contact us at (619) 623-2120 above or via e-mail at oleg@strategicplanningclient.com. The information in this brochure has not been approved or verified by any state securities authority.

Strategic Planning LLC is an investment advisor registered with the State of California. Registration with a state securities authority does not imply any level of skill or training. The verbal and written communications of an investment advisor provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Strategic Planning LLC is also available on SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Strategic Planning LLC is 298634.

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm brochure.

Material Changes since the Last Update

There have been three material changes since the firm's initial registration of November 2018.

First, Strategic Planning LLC has changed its office address to: 5190 Governor Dr., Suite 108, San Diego, CA 9222

Second, we have revised our fee structure to a fee schedule based on a percentage of assets under management, as discussed below in Item 5.

Third, we have retained an independent third-party account administrator Buckingham Strategic Partners, LLC ("BSP") to perform certain services such as account administration, portfolio allocation analysis and non-discretionary implementation, trade processing, marketing assistance, back-office fulfillment, report and statement production, and billing services. BSP's services are paid for by Strategic Planning LLC. BSP is an investment adviser registered with the Securities and Exchange Commission.

BSP does not have investment discretion over client assets. As before, the client directs and designates the broker-dealer and custodian to execute transactions in his/her account from among those broker-dealer custodians that have an existing relationship with BSP. BSP requires that a client designate a custodian from among Pershing Advisor Solutions LLC ("Pershing"), Fidelity Brokerage Services LLC ("Fidelity"), Charles Schwab & Company, Inc. ("Schwab"), or TD Ameritrade Institutional ("TD Ameritrade"). Schwab, Fidelity, Pershing and TD Ameritrade are unaffiliated SEC registered broker dealers and FINRA member broker dealers. Each offers to independent advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Neither Strategic Planning LLC nor BSP seeks better execution services or prices from brokers or dealers other than that chosen by the client, which may result in the client paying higher commissions, transaction costs or spreads, or receiving less favorable net prices on transactions for the client's account.

BSP may also sponsor educational seminars for the benefit of Strategic Planning LLC and its clients. Such educational seminars provide Strategic Planning LLC with access to information and ideas regarding practice development, client servicing, investment strategy, relationship management and financial planning. Attendance expenses associated with such educational seminars may be paid or reimbursed, either in whole or in part, by BSP.

Strategic Planning LLC may recommend, where appropriate, that client invest in shares of the SA Funds – Investment Trust (the “SA Funds”), a family of ten asset class mutual funds that are advised, managed, and administered by BSP. BSP does not charge fees directly on investments into the SA Funds because BSP receives certain fees and expenses directly from the SA Funds, as disclosed in each SA Fund’s prospectus.

We currently continue to retain the services of Asset Dedication LLC, which charges its own fees, as described in Item 5. We expect that clients may choose for their accounts to be administered by BPS. We expect that each client that opts to do so would do so by executing a investment advisory agreement specifically consenting for their account(s) to be administered by BPS, as discussed above.

Please contact Oleg Cross, Managing Member and Chief Compliance Officer (619) 623-2120 or by e-mail at oleg@strategicplanningclient.com if you would like a copy of our updated Part 2. Additional information about us is also available on the SEC’s website at www.adviserinfo.sec.gov.

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ITEM 4: ADVISORY BUSINESS

Who is Strategic Planning LLC?

Strategic Planning LLC is a financial planning and investment counseling firm that has been registered as an investment adviser since 2018. Our IARD/CRD number is 298634. Strategic Planning LLC (referred to as “we,” “our,” “us”), has been registered as an investment advisor since 2018. Oleg Cross, Managing Member, acts as the sole principal.

What services are provided by Strategic Planning LLC?

Financial planning advice regarding investments, estate planning, pensions, retirement planning, and general financial matters.

What is a Financial Plan?

An overall review of your financial situation, taking into account your goals and objectives and focusing on such areas as: asset allocation, asset management, estate planning, risk management, educational planning and retirement. Typically, the Adviser conducts consultations with each client to plan for the future based on that individual client’s financial status, needs and objectives as communicated to the Adviser. This planning may be informal rather than written, and is used to guide the implementation of the investment plan which is written and to be reviewed and approved by the client.

How is a plan implemented?

Strategic Planning LLC provides financial planning services and non-discretionary management services. Strategic Planning LLC provides assistance to clients in the management of investment decisions. Strategic Planning assists the clients in developing an investment policy statement, in developing an investment strategy that will help provide diversification that is consistent with the client’s return expectations and risk tolerance as communicated to us, in selecting and monitoring the performance of service providers and money or fund managers, and in accounting for investment expenses. Both the investment policy statement and the investment strategy that is developed must be reviewed and approved by the client. We may recommend money managers that invest in mutual funds that purchase securities that comprise a particular segment of the market and are not actively traded. We seek to assist client in evaluating their existing portfolios to determine whether risk and returns can be optimized utilizing both Modern Portfolio Theory and Portfolio Dedication Theory.

We have retained an independent third-party account administrator Buckingham Strategic Partners, LLC (“BSP”) to perform certain services such as account administration, portfolio allocation analysis and non-discretionary implementation, trade processing, marketing assistance, back-office fulfillment, report and statement production, and billing services. BSP’s services are paid for by Strategic Planning LLC. BSP is an investment adviser registered with the Securities and Exchange Commission.

BSP does not have investment discretion over client assets. As before, the client directs and designates the broker-dealer and custodian to execute transactions in his/her account from among those broker-dealer custodians that have an existing relationship with BSP. BSP requires that a client designate a custodian from among Pershing Advisor Solutions LLC (“Pershing”), Fidelity Brokerage Services LLC (“Fidelity”), Charles Schwab & Company, Inc. (“Schwab”), or TD

Ameritrade Institutional (“TD Ameritrade”). Schwab, Fidelity, Pershing and TD Ameritrade are unaffiliated SEC registered broker dealers and FINRA member broker dealers. Each offers to independent advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Neither [RIA] nor BSP seeks better execution services or prices from brokers or dealers other than that chosen by the client, which may result in the client paying higher commissions, transaction costs or spreads, or receiving less favorable net prices on transactions for the client’s account.

BSP may also sponsor educational seminars for the benefit of Strategic Planning LLC and its clients. Such educational seminars provide Strategic Planning LLC with access to information and ideas regarding practice development, client servicing, investment strategy, relationship management and financial planning. Attendance expenses associated with such educational seminars may be paid or reimbursed, either in whole or in part, by BSP.

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We currently continue to retain the services of Asset Dedication LLC, which charges its own fees, as described below. We expect that our clients may choose for their accounts to be administered by BPS. We expect that each client that opts to do so would do so by executing a investment advisory agreement specifically consenting for their account(s) to be administered by BPS, as discussed above.

When a client opts to implement the investment strategy through Asset Dedication LLC, an unaffiliated third party investment adviser. Specifically, Strategic Planning LLC has entered into a collaborative arrangement with a third-party investment manager, Asset Dedication, LLC (“Asset Dedication”), an independent adviser whom Strategic Planning LLC has hired to fulfill certain investment management functions on our behalf. Through this arrangement, we provide investment management services and also recommend Asset Dedication’s model portfolios, investment strategies and services to client, when appropriate, based on each client’s individual needs. In this arrangement, each client will need to agree to the services to be provided by Asset Dedication, and further to execute a separate written agreement allowing Asset Dedication to provide their investment management services on a discretionary basis.

We will serve as the communication conduit between the client and this third-party manager. We will be available to answer questions the client may have regarding their account and will provide account reviews on a schedule agreed upon with the client. We will describe the investment programs and strategies available from Asset Dedication that may be most beneficial and appropriate for the client. We will recommend Asset Dedication strategies only in relation to the client’s stated investment objectives and risk tolerance. Asset Dedication also provides operational support to us by running the reporting, billing, and rebalancing software that is used to provide portfolio management services.

Clients will be provided a copy of Asset Dedication’s Disclosure Brochure (ADV Part 2) in their CLIENT RECORDS folder which is set up upon hiring the firm for planning services. Their ADV provides a description of their investment services.

We provide financial planning services, but we do not accept any commissions or sell any insurance or commissionable products. Even so, because we provide financial planning services we must disclose that: (a) a conflict exists between the interests of the investment adviser and the interests of the client; (b) the client is under no obligation to act upon the investment adviser's recommendation, and (c) if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser.

Investment Account Restrictions

We will consider any reasonable restrictions you may require for the management of your portfolio. For example, a client may prefer to avoid certain types of holdings (e.g., “sin stocks,” international stocks, etc.) in their account. If applicable, we will then communicate these restrictions to the third-party investment manager handling your account.

Please be aware that restricting investments to particular assets or asset classes may minimize diversification and potentially increase portfolio volatility, and in some cases may make it impractical to serve the account under an investment management services engagement. We will consider the restriction reasonable if, in our judgment, the restriction does not impair, in any material manner, our ability to manage a client’s assets in accordance with the investment strategy and guidelines for that client’s account.

Wrap Fee Programs

Our firm does not sponsor or serve as a portfolio manager in any investment program involving wrap fees.

Assets Under Management

As of March 26, 2020, Strategic Planning LLC manages approximately \$2,488,288.12 in assets on a non-discretionary basis.

Item 5 - Fees and Compensation

How much do we charge for planning services?

Financial planning services will be provided to clients who elect to implement investment recommendations through Strategic Planning LLC at no additional fee.

Investment Advice/Investment Management Services Fees

When a client opts to implement the investment policy and investment strategy through Strategic Planning LLC, Strategic Planning will charge them the following fees based on a percentage of assets under management, as detailed below, billed quarterly and charged in advance. We have previously charged a flat fee for our services. Fees are negotiable. Clients will only be charged the following percentage of assets under management fee after they sign an investment advisory agreement authorizing this fee and its deduction. Clients will receive quarterly invoices detailing this fee and its calculation, as well as quarterly statements from the custodian showing this fee debited from their accounts. Fee payments will be assessed within ten (10) days of the beginning

of each quarter. The fee is prorated for any period less than a full quarter. Lower fees for comparable services may be available from other sources.

Accounts over \$1 million

1.00% annually of the first \$1,000,000
0.65% annually of the next \$1,000,000
0.45% annually of the next \$2,000,000
0.35% annually of the amount over \$5,000,000

Accounts under \$1 million

1.50% annually of the first \$200,000
1.00% annually of the next \$300,000
0.80% annually of the next \$500,000
0.65% annually of the next \$1,000,000
0.45% annually of the amount over \$2,000,000
0.35% annually of the amount over \$5,000,000

These fees are computed on a “blended rate” basis. For example, an account of \$2,000,000 will be charged 0.825% per year (1.00% on the first \$1,000,000 and 0.65% on the next \$1,000,000).

For clients that will continue to use Asset Dedication, Asset Dedication will charge a separate fee of no more than .35% of client’s assets under management, as detailed in its form ADV and the Fee Schedule attached to their management agreement. Lower fees for comparable services may be available from other sources.

Additional Client Fees

The Advisory Fees discussed above do not include and are not limited to: brokerage commissions, transaction, exchange, wire transfer, electronic fund fees, margin interest or account fees, ticket charges, other fees and taxes on brokerage accounts and securities transactions, or custodial charges, as a third party will handle all brokerage (see Item 12 – Brokerage) and custody of assets (See Item 15 - Custodian). These expenses are charged separately and are in addition to our Advisory Fee.

Clients understand that assets invested in shares of mutual funds, other investment companies or exchange traded funds (“funds”) will be included in calculating the value of the account for purposes of computing our fees and the same assets will also be subject to fund-level expenses, as set forth in the prospectuses of those funds, paid by the funds but ultimately borne by the investor. Such fees are commonly referred to as an expense ratio.

Termination of Services

Either party may terminate the agreement at any time, which will typically be in writing. Should you verbally notify our firm of the termination and, if in two business days following this notification we have not received your notice in writing, we will make a written notice of the termination in our records and send you our own termination notice as a substitute. If a client terminates the services agreement, upon receipt of termination notice, we will promptly return the pro rata portion of any prepaid, unearned fees.

Our firm will not be responsible for future allocations, investment advice or transactional services upon receipt of a termination notice. It will also be necessary that we inform the third-party manager and the custodian of record that the relationship between us and the client has been terminated.

External Compensation for the Sale of Securities to Clients

We do not receive compensation from third-parties for the sale of securities to clients.

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

As Strategic Planning LLC is committed to passive investing, we do not charge any performance-based fees.

Item 7 - Types of Clients

We provide advice primarily to individuals, their trusts and estates. We may work on a limited basis with 401(k) plans, profit sharing plans, and/or defined benefit plans, generally when these plans are connected with an individual who is an existing or prospective client of Strategic Planning LLC. While we do not have any formal minimum requirements for opening an account, for most of our clients our services will make financial sense if they have at least \$500,000 in assets under management.

Our firm reserves the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, or pre-existing relationships. We also reserve the right to decline services to any prospective client for any non-discriminatory reason.

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

Methods of Analysis and Investment Strategies

In general, in determining an overall strategy, Strategic Planning LLC follows the guiding principles of Modern Portfolio Theory (“MPT”), the Efficient Market Hypothesis (“EMH”) and for upcoming retirees the principle of Liability Driven Investing (“LDI”) sometimes referred to as “asset-liability matching” or Portfolio Allocation Theory.

Modern Portfolio Theory - Modern Portfolio Theory says that through diversification, the process of spreading your money across numerous investments, you can reduce risk. By following Modern Portfolio Theory, we put together a selection of investments that are designed to provide the greatest return for any given level of investment risk. Over longer time frames, research shows that the potential for higher returns comes from riskier assets, which also entail additional short-term risk (volatility). If you desire the potential for higher long-term returns, then it is likely a recommendation will be made to allocate a higher percentage of your portfolio toward riskier assets.

The Efficient Market Hypothesis - The efficient market hypothesis states that the financial markets do not allow investors to earn above-average returns without accepting above average risks. The efficient market hypothesis does not necessarily mean that markets are rational, or that they always price assets accurately. In the short run, investments can become over-valued (think tech stocks in 1999, or real estate in 2006) or under-valued (think stock prices in March 2009). Research supporting the efficient market hypothesis shows the evidence is overwhelming that however inconsistent and irregular the behavior of stock prices may be, the market does not create trading opportunities that enable investors to earn extraordinary risk adjusted returns.

Following MPT and EMH does not protect an account, investment or client from investment losses, including the loss of the entire amount invested. Future security returns are unknown. Accounts may go down in value, and emotional decisions that are not in line with a client’s long-term investment strategy may result in the client losing significant amounts of money. Similarly,

even decisions that are in line with a client's long-term investment strategy may lead to the same result. Investing in securities involves risk of loss that clients should be prepared to bear. Liability Driven Investing - LDI is an institutional investment strategy popular with pension funds looking to match a stream of payments to retirees. In the age of the 401(k), individuals must look to their own portfolios to generate pension like income.

Retirees face the same inflow-outflow problem that pension fund managers face except that retirees' liabilities are the withdrawals from their portfolios to replace their paychecks. In the financial planning process, we specify how much a client will need to withdraw each year over their lifetimes. This specified stream of income represents a stream of liabilities that makes LDI a natural fit for retirement. Under dedicated portfolio theory, an income-matching portfolio can be characterized as a smart bond ladder, whereby the portfolio matches a target income stream through a combination of coupon interest and bond redemptions. Duration of the portfolio cash flows is matched to the income needs; the portfolio is thus immunized against interest rate risk without needing to be hedged.

The investing environment of decumulation is fundamentally different from that of accumulation. Retirees must make their portfolios last a lifetime. Most retirees require a withdrawal rate that is higher than the yield curve on government bonds, which means that they must take on the uncertainty of equity investments to achieve a return rate that is high enough to reach their financial goals. Taking on equity exposure, however, introduces a number of risks that need to be managed, including longevity risk. Using an income-matching LDI approach for the fixed-income portion of their overall asset allocation helps manage many of these risks and ultimately helps retirees achieve their retirement goals.

General Investment Strategy and Method of Analysis Material Risks

We believe our strategies and investment recommendations are designed to produce the appropriate potential return for the given level of risk; however, we cannot guarantee that an investment objective or planning goal will be achieved. As an investor you must be able to bear the risk of loss that is associated with your account, which may include the loss of some or your entire principal. In general, risks regarding markets include interest rates, company, and management risk, among others. Examples include:

Passive Market Strategies – Should a portfolio employ a passive, efficient markets approach (sometimes associated with index investing), an investor will need to consider the potential risk that the broader allocation may at times generate lower-than-expected returns than that from a specific asset, and that the return on each type of asset is a deviation from the market return for the asset class. It is felt that this variance from the “expected return” is generally low under normal market conditions if the portfolio is made up of diverse, low or non-correlated assets. Correlation refers to the extent in which prices move in the same direction, therefore, non-correlated investment strategies may be used within a portfolio to neutralize or counterbalance the risk should one or more types of holdings fall in value.

Active Management Strategy Risks – A portfolio that employs active management strategies may, at times, outperform or underperform various benchmarks or other strategies. In an effort to meet or surpass these benchmarks, active portfolio management may require more frequent trading or “turnover.” This may result in shorter holding periods, higher transactional costs and/or taxable events generally borne by the client, thereby potentially reducing or negating certain benefits of active asset management.

Company Risk – When investing in securities, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its

industry. This is also referred to as unsystematic risk and can be reduced through appropriate diversification.

Financial Risk – Excessive borrowing to finance a business operation increases profitability risk because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Fundamental Analysis – The risk involved in employing fundamental analysis is that information obtained may be incorrect; the analysis may not provide an accurate estimate of earnings, which may be the basis for a security's value. If a security's price adjusts rapidly to new information, a fundamental analysis may result in unfavorable performance.

Inflation Risk – When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

Management Risk – An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.

Market Risk – When the stock market as a whole or an industry as a whole falls, it can cause the prices of individual stocks to fall indiscriminately. This is also called systemic or systematic risk.

Research Data – When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while our firm makes every effort to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice on or investment management of an account.

Socially Conscious Investing – If you require your portfolio to be invested according to socially conscious principles, you should note that returns on investments of this type may be limited and because of this limitation you may not be able to be as well diversified among various asset classes. The number of publicly traded companies that meet socially conscious investment parameters is also limited, and due to this limitation, there is a probability of similarity or overlap of holdings, especially among socially conscious mutual funds or ETFs. Therefore, there could be a more pronounced positive or negative impact on a socially conscious portfolio, which could be more volatile than a fully diversified portfolio.

Security-Specific Material Risks - ETF and Mutual Fund Risk – ETFs and mutual funds may carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. The risk of owning these types of holdings also reflects the risks of their underlying securities.

Fixed Income Risks – Various forms of fixed income instruments, such as bonds, money market funds, bond funds, and certificates of deposit, may be affected by various forms of risk, including:

- **Credit Risk** - The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer's ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and typically have priority to

assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

- Duration Risk - Duration is a measure of a bond's volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

- Interest Rate Risk - The risk that the value of the fixed income holding will decrease because of an increase in interest rates.

- Liquidity Risk - The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

- Reinvestment Risk – With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our advisory business or the integrity of each supervised person providing investment advice. We have no such information to disclose.

Item 10 - Other Financial Industry Activities and Affiliations

Neither the firm, its management, nor its associates, are registered or have an application pending to register as a Financial Industry Regulatory Authority (FINRA) or National Futures Association (NFA) introducing broker/ dealer, or as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Neither Strategic Planning LLC nor its management have a material relationship with any of the following types of entities: municipal securities dealer, or government securities dealer or broker; banking or thrift institution; accountant or accounting firm; pension consultant; insurance company or agency; or sponsor or syndicator of limited partnerships.

We have retained an independent third-party account administrator Buckingham Strategic Partners, LLC (“BSP”) to perform certain services such as account administration, portfolio allocation analysis and non-discretionary implementation, trade processing, marketing assistance, back-office fulfillment, report and statement production, and billing services. BSP's services are paid for by Strategic Planning LLC. BSP is an investment adviser registered with the Securities and Exchange Commission.

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management and financial planning. Attendance expenses associated with such educational seminars may be paid or reimbursed, either in whole or in part, by BSP.

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We have conducted due diligence and made sure that BSP and Asset Dedication is are investment advisers registered with the U.S. Securities and Exchange Commission.

Does Strategic Planning LLC provide Legal Services?

No. The Advisor is a financial counselor and investment advisor and limits its services to financial and retirement planning. However, legal services are available from a firm affiliated with the Managing Member of Strategic Planning LLC, namely, Cross Law APC, a professional corporation, an estate planning and litigation law firm.

Mr. Cross expects to spend approximately 50% respectively, in the capacity of estate planning and litigation attorney. It is expected that clients of the law firm may also become clients of Strategic Planning LLC. However, there is no obligation, for those clients to do so, or for clients of Strategic Planning LLC to use the services provided by the law firm.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Does Strategic Planning have a Code of Ethics?

Yes. We have adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by Strategic Planning LLC and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using non-public information gathered when providing services to you for our own gains, or
- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Does Strategic Planning LLC invest in financial products recommended to their clients?

We do not recommend clients to buy or sell a security – other than shares in a mutual fund - in which Strategic Planning LLC or an investment adviser representative or supervised person has an ownership position, or may purchase or sell, or Strategic Planning LLC or an investment adviser representative or supervised person of Strategic Planning LLC may purchase a security of the same class as securities held in a client’s account. Typically, these will be shares in a mutual fund.

Strategic Planning and its associated persons may purchase or sell shares of mutual funds for their own account based on personal investment considerations subject to policies and procedures governing personal securities holdings and transactions, which represents a conflict of interest. In an effort to avoid conflicts of interest, Strategic Planning LLC monitors and supervises the personal securities transactions of all employees and its owner. Monitoring is conducted by Oleg Cross, Managing Member and Chief Compliance Officer of Strategic Planning LC. Strategic Planning LLC retains records of all securities transactions conducted by employees and owners. For compliance purposes with regulations, all employees and the owner are considered “access persons” whose transactions will be monitored.

ITEM 12: BROKERAGE PRACTICES

Does Strategic Planning LLC suggest broker-dealers to clients?

Strategic Planning LLC does not receive soft dollar benefits from any of the broker-dealer custodians with whom it works.

Although we may recommend Fidelity Investments Wealth Management (“Fidelity”) for which National Financial Services, LLC serves as broker/dealer and qualified custodian, the client is not under any obligation to use Fidelity, and we can work with other broker-dealer custodians at client’s request. The client may also use Pershing Advisor Solutions LLC (“Pershing”), Charles Schwab & Company, Inc. (“Schwab”), or TD Ameritrade Institutional (“TD Ameritrade”).

Soft dollars: Strategic Planning LLC may receive an economic benefit from external sources in the form of the support products and services they make available to us and other independent investment advisors. The availability to us of an external source’s products and services is not based on our offering particular investment advice, such as buying particular holdings for our clients. Strategic Planning LLC does receive research or products and services from Fidelity in connection with client securities transactions. This includes securities research and a trading platform. As a practice, Strategic Planning LLC does not rely on the research provided by Fidelity Investments Wealth Management or which National Financial Services, LLC.

Strategic Planning LLC does not receive client referrals from any broker-dealers.

ITEM 13: REVIEW OF ACCOUNTS

Will I receive periodic statements and reviews?

Clients who opt to implement the investment strategy through Strategic Planning LLC will be contacted at least annually for review of their needs and objectives, and portfolio performance. Clients should promptly inform us whenever there is any change in their financial needs, objectives or circumstances.

Reviews will be performed by Oleg Cross, Managing Member. Reviews determine the conformity of the account to the investment plan set forth in the investment policy statement. Clients receive statements at least quarterly, containing at least current investment holdings, transaction summaries, and market values. Monthly statements will be provided by the custodian of the assets.

Clients will enter into arrangements for custody of assets, including funds and securities, with a custodian. The custodian is a third-party not affiliated with the Adviser. The majority of clients meets with Strategic Planning LLC twice a year. Additionally, review of financial plans occurs upon a client's request. Strategic Planning LLC suggests that the plans are reviewed at least annually.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We do not pay anyone for client referrals.

ITEM 15: CUSTODY

At no time does Strategic Planning LLC accept physical custody of client assets or provide custodial services apart from authorized fee withdrawals. All clients work with a third-party custodian for handling of cash and securities, from which clients receive monthly (or quarterly) brokerage statements, and tax reporting. Clients of Strategic Planning are encouraged to regularly compare their portfolio values reporting on Strategic Planning quarterly portfolio reports with the statements generated by the custodian to ensure accuracy. Clients who elect to have fees deducted from custodial accounts recognize that this fee is a percentage of assets under management, as described in Item 5 and their investment advisory agreement, billed quarterly charged in advance. Clients will sign an agreement to authorize this fee deduction. Clients will receive quarterly invoices detailing this fee and its calculation, as well as quarterly statements from the custodian showing this fee debited from their accounts.

ITEM 16: INVESTMENT DISCRETION

We do not provide investment management services on a discretionary basis. BSP provides its services on a non-discretionary basis as well.

However, Asset Dedication LLC provides investment management services on a discretionary basis only, and will only provide services upon the execution by the client of a separate agreement wherein the client grants Asset Dedication LLC the ability to provide such services on a discretionary basis.

ITEM 17: VOTING CLIENT SECURITIES

Strategic Planning LLC will not vote proxies on behalf of client accounts. The client retains this right and responsibility. In the event Strategic Planning LLC receives any notice of a class action, claim forms and other such materials related to securities purchased or held in any client account, such notices, forms and materials are forwarded to clients for review and disposition by clients and/or their legal counsel. We do not advise or act for clients in legal actions or proceedings, including class actions or bankruptcies that may involve securities purchased, sold or held in client accounts.

ITEM 18: FINANCIAL INFORMATION

We do not charge or solicit pre-payment of more than \$500 in fees per client six months or more in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Principal Executive Officers and Management Persons Education and Business Background:

Oleg Cross
Managing Member and Chief Compliance Officer

Business Background

- CROSS LAW APC, a professional law corporation (fka Cross Plaintiff Law Firm APC, Cross Prescott), Attorney and President, September 2009 – Present;
- COOLEY GODWARD KRONISH LLP, a law firm, Associate Attorney, January 2008 – September 2009;
- PAUL, HASTINGS, JANOFSKY & WALKER LLP, a law firm, Associate Attorney, September 2006 – January 2008.

Educational Background

DUKE UNIVERSITY SCHOOL OF LAW, J.D., L.L.M. (International & Comparative Law); May 2006

ABILENE CHRISTIAN UNIVERSITY, B.A. (*Magna Cum Laude*) in Biblical Studies; May 2002.

None of the Principal Executive Officers and Management persons listed have had any complaints or any events required to be disclosed in this section. Neither Strategic Planning LLC nor any of its Management persons have any relationships or arrangements with any issuers of securities, and no one related to Strategic Planning LLC receives or charges performance-based fees.

Oleg Cross is also the sole shareholder and President of Cross Law APC, a professional corporation, an estate planning and litigation law firm. Mr. Cross expects to spend approximately 50% in that capacity. Clients of the law firm may also become clients of Strategic Planning LLC. There is no obligation, however, for those clients to do so, or for clients of Strategic Planning LLC to use services provided by the law firm.

California Code of Regulations Section 260.238 (k) provides that failing to disclose to a client in writing before entering or renewing an advisory agreement with that client any material conflicts of interest 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 does not promote "fair, equitable or ethical principles." We have disclosed all known material conflicts of interest.

Strategic Planning LLC Business Continuity Plan Disclosure

We have adopted a business continuity plan that provides detailed steps to mitigate and recover from the loss of office space, communications or services. The business continuity plan covers

natural disasters such as earthquakes or fire, as well as man-made disasters such as loss of electrical power, nuclear emergencies, chemical or biological events, and communication outages.