FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: REED FINANCIAL GROUP, INC. **CRD Number: 140167 Annual Amendment - All Sections** Rev. 10/2012 WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4. Item 1 Identifying Information Responses to this Item tell us who you are, where you are doing business, and how we can contact you. Your full legal name (if you are a sole proprietor, your last, first, and middle names): **REED FINANCIAL GROUP, INC.** Name under which you primarily conduct your advisory business, if different from Item 1.A.: REED FINANCIAL GROUP, INC. List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business. C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of \square your legal name or \square your primary business name: D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: (2) If you report to the SEC as an exempt reporting adviser, your SEC file number: E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 140167 If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates. F. Principal Office and Place of Business (1) Address (do not use a P.O. Box): Number and Street 1: Number and Street 2: 9200 INDIAN CREEK PKWY SUITE 562 Country: ZIP+4/Postal Code: City: State: United States OVERLAND PARK Kansas 66210 If this address is a private residence, check this box: \square

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for

	all of your of whom you a only with the	ffices in the state or sta re registered. If you ard	ates to which you e applying for SE orting to the SEC	te securities authorities, you r are applying for registration of C registration, if you are regis C as an exempt reporting advis Oyees.	or wit sterea	rh I					
	(2) Days of wee business:	(2) Days of week that you normally conduct business at your <i>principal office and place of business:</i>									
	Normal busi 9:00AM-5:0 (3) Telephone n 913-491-08	umber at this location: 68 mber at this location:	ion:								
G.	Mailing address,	if different from your p	rincipal office and	d place of business address:							
	Number and Str	eet 1:	Number and St	reet 2:							
	City:	State:	Country:	ZIP+4/Postal Code:							
	If this address is	s a private residence, c	heck this box: \Box								
Н.		proprietor, state your f of business address in I		ress, if different from your <i>pr</i>	incipa	a/					
	Number and Str	eet 1:	Number and St	reet 2:							
	City:	State:	Country:	ZIP+4/Postal Code:							
					Yes	No					
I.	Do you have one	or more websites?			•	0					
	If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.										
J.	an exempt repor	ting adviser, you must	provide the conta	Compliance Officer: If you are act information for your Chief mplete Item 1.K. below.							
	Name:		Other titles, if a	any:							
	Telephone numb	oer:	Facsimile numb	er:							
	Number and Str	eet 1:	Number and St	reet 2:							
	City:	State:	Country:	ZIP+4/Postal Code:							
	Electronic mail (e-mail) address, if Chief Compliance Officer has one:										

SEC	TION 1.I. Website Addresse		La a annumbe Celle III	o D Costion 1 I for on	-1-			
CEC.	TION 1 T Wakette Address		imation Fileu					
SEC	TION 1.F. Other Offices	No Info	rmation Filed					
CE 2	TION 4 F Other CCC	NO Info	rmation Filed					
SEC	TION 1.B. Other Business N							
	A <i>legal entity identifier</i> is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the <i>legal entity identifier</i> standard was still in development. You may not have a <i>legal entity identifier</i> .							
Р.	Provide your <i>Legal Entity Idea</i>	<i>ntifier</i> if you h	nave one:					
Ο.	Did you have \$1 billion or mo year?	ore in assets o	on the last day of you	r most recent fiscal	Yes O	No ⊙		
	If "yes," provide your CIK number public reporting company):	mber (Centra	l Index Key number t	hat the SEC assigns to	each			
N.	Are you a public reporting con Exchange Act of 1934?	mpany under	Sections 12 or 15(d)	of the Securities	0	•		
	Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D. Yes No.							
М.	Are you registered with a fore	eign financial	regulatory authority?		Yes O	⊙		
	If "yes," complete Section 1.1	L. of Schedule	e D.		V	N.		
L.	Do you maintain some or all of Section 204 of the Advisers A your <i>principal office and place</i>	ct, or similar	state law, somewhere		0	•		
	Electronic mail (e-mail) addr DREED@REEDCOMPANIES.C		t person has one:		Yes	No		
	City: OVERLAND PARK	State: Kansas	Country: United States	ZIP+4/Postal Code: 66210				
	Telephone number: 913-491-0868 Number and Street 1: 9200 INDIAN CREEK PKWY.		Facsimile number: 913-491-0915 Number and Street 2 SUITE 562	2:				
	Name: DOUG REED		Titles: PRES.					
K.	K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Office authorized to receive information and respond to questions about this Form ADV, you reprovide that information here.							

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

We	osite Address: HTTP://WWW.REEDCOMPANIES.COM	
SEC	ION 1.L. Location of Books and Records	
	No Information Filed	
SEC	ION 1.M. Registration with Foreign Financial Regulatory Authorities	
	No Information Filed	
_	3 Form of Organization	
A.	How are you organized? Corporation	
	C Sole Proprietorship	
	Limited Liability Paytnership (LLP)	
	Doubne archin	
	Limited Liability Company (LLC)	
	Limited Partnership (LD)	
	Other (checify)	
	C Other (specify).	
	If you are changing your response to this Item, see Part 1A Instruction 4.	
В.	In what month does your fiscal year end each year? DECEMBER	
C.	Under the laws of what state or country are you organized? State Country	
	Kansas United States	
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.	,
	If you are changing your response to this Item, see Part 1A Instruction 4.	
		_
Iten	4 Successions Yes N	_
A.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser?	_
	If "yes", complete Item 4.B. and Section 4 of Schedule D.	
В.	Date of Succession: (MM/DD/YYYY)	
	If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.	

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

2

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

1

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

(5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

1

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

		0	0	C 1-10			0	11-25			
		⊙ ;	26-100	C More the If more that many? (round to the	n 100,		١				
	(2)	Appı	roximately what percenta	•			•	States	s perso	ns?	
	(-)	0%		J 7					<i>p</i> =		
D.	For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and $401(k)$ plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item $5.D.(2)(d)$.										
	(1)	of <i>cl</i>	t types of <i>clients</i> do you <i>ient</i> comprises of your to gory, check all that apply	tal number o							
						<u>Up to</u> 10%	<u>11-</u> 25%	<u>26-</u> 50%	<u>51-</u> 75%	<u>76-</u> 99%	100%
		(a)	Individuals (other than worth individuals)	high net	C	0	0	0	0	<u>557.0</u>	0
		(b)	High net worth individua	als	0	•	0	0	0	0	0
		(c)	Banking or thrift institut	ions	•	0	0	0	0	0	0
		(d)	Investment companies		•	0	0	0	0	0	0
		(e)	Business development of	ompanies	•	0	0	0	0	0	0
		(f)	Pooled investment vehice than investment compared		•	0	0	O	0	О	О
		(g)	Pension and profit shari (but not the plan partici		•	0	O	0	0	0	0
		(h)	Charitable organizations	i	⊙	0	0	0	0	0	0
		(i)	Corporations or other but not listed above	usinesses	⊙	0	O	0	O	0	0
		(j)	State or municipal gove entities	rnment	•	O	O	0	0	O	0
		(k)	Other investment advise	ers	⊙	0	\circ	0	0	0	0
		(1)	Insurance companies		⊙	0	0	0	0	0	О
		(m)	Other:		⊙	0	0	0	0	0	0
	(2)	(rep	cate the approximate am orted in Item 5.F. below) ent fits into more than or	attributable	to eac	h of the	follow apply.	ing typ	oe of <i>cl</i>	<i>lient</i> . If	:
						<u>None</u>	<u>Up to</u> 25%			<u>Jp to</u> 75%	<u>>75%</u>

	(a)	Individuals (othe individuals)	er than <i>high net worth</i>	0	0	0	0	•	
	(b)	High net worth in	ndividuals	0	•	0	0	0	
	(c)	Banking or thrift	institutions	•	0	0	0	0	
	(d)	Investment com	panies	•	0	0	0	0	
	(e)	Business develop	oment companies	•	0	0	0	0	
	(f)	Pooled investme investment comp	nt vehicles (other than panies)	•	0	0	0	0	
	(g)	Pension and prof the plan participa	it sharing plans (but not ants)	•	0	0	0	0	
	(h)	Charitable organ	izations	•	0	0	0	0	
	(i)	Corporations or above	other businesses not liste	ed ⊙	0	0	0	0	
	(j)	State or municip	al government entities	•	0	0	0	0	
	(k)	Other investmen	t advisers	•	0	0	0	0	
	(1)	Insurance compa	anies	•	0	0	0	0	
	(m)	Other:		•	0	0	0	0	
	 ✓ (1) ✓ (2) ✓ (3) ✓ (4) ✓ (5) 	Hourly charges Subscription fee Fixed fees (othe Commissions	assets under your manages (for a newsletter or per r than subscription fees)						
	(6) (7)	Performance-base Other (specify):	sed fees						
Item	5 Inform	ation About You	ır Advisory Business -	Regulato	y Asse	ets Under	r Manag	ement	
Reg	ulatory As	ssets Under Man	agement						
_	(1) D							Yes No)
F.		u provide continuo ties portfolios?	ous and regular superviso	ory or man	ageme	nt service	s to	⊙ C	
		what is the amou	unt of your regulatory ass	sets under	manag	ement an	d total n	umber	
			U.S. Dollar Amou			al Number	of Acco	unts	
		etionary:	(a) \$ 31,241,540	•	d) 238				
		Discretionary:	(b) \$ 400,727	-	e) 1				
	Total	:	(c) \$ 31,642,267	(f) 239				
			. explains how to calcula t follow these instruction					em.	
There	F Info	ation About Vo	u Advisam, Desimor	A dud a a m	A att!!	:			
			ır Advisory Business -	Advisory	ACTIVIT	ies			
AUVI	isory Acti	vicies							

G.	What type(s) of advisory services do you provide? Check all that apply.
	(2) Portfolio management for individuals and/or small businesses
	(3) Portfolio management for investment companies (as well as "business
	development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
	(4) Portfolio management for pooled investment vehicles (other than investment
	companies)
	(5) Portfolio management for businesses (other than small businesses) or
	institutional clients (other than registered investment companies and other pooled
	investment vehicles)
	(6) Pension consulting services
	(7) Selection of other advisers (including private fund managers)(8) Publication of periodicals or newsletters
	(8) Publication of periodicals or newsletters(9) Security ratings or pricing services
	(10) Market timing services
	(11) Educational seminars/workshops
	(12) Other(specify):
	Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section
	5.G.(3) of Schedule D.
Н.	If you provide financial planning services, to how many <i>clients</i> did you provide these services
	during your last fiscal year?
	o ⁰
	O 1-10
	C 11 - 25
	0
	⊙ 51 - 100
	C 101 - 250
	C 251 - 500
	O More than 500
	If more than 500, how many?
	(round to the nearest 500)
	In your responses to this Item 5.H., do not include as "clients" the investors in a private
	fund you advise, unless you have a separate advisory relationship with those investors.
I.	If you participate in a wrap fee program, do you (check all that apply):
	(1) sponsor the wrap fee program?
	(2) act as a portfolio manager for the <i>wrap fee program</i> ?
	If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item $5.I.(1)$ or $5.I.(2)$.
	Yes No

J.		esponse to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide stment advice only with respect to limited types of investments?	•	0
SECT		5.G.(3) Advisers to Registered Investment Companies and Business Deve	lopn	nent
		No Information Filed		
SECT	ION	5.I.(2) Wrap Fee Programs		
		No Information Filed		
Item	6 O	ther Business Activities		
In th	is Ite	em, we request information about your firm's other business activities.		
Α.	You	are actively engaged in business as a (check all that apply): (1) broker-dealer (registered or unregistered) (2) registered representative of a broker-dealer (3) commodity pool operator or commodity trading advisor (whether registered exempt from registration) (4) futures commission merchant (5) real estate broker, dealer, or agent (6) insurance broker or agent (7) bank (including a separately identifiable department or division of a bank) (8) trust company (9) registered municipal advisor (10) registered security-based swap dealer (11) major security-based swap participant (12) accountant or accounting firm (13) lawyer or law firm (14) other financial product salesperson (specify):	or	
		ou engage in other business using a name that is different from the names reported as 1.A. or 1.B, complete Section 6.A. of Schedule D.	d in Yes	No
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	0	•
	(2)	If yes, is this other business your primary business?	0	\circ
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you in this business under a different name, provide that name.	ı eng	age
			Yes	No
	(3)	Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	•	О
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you in this business under a different name, provide that name.	u eng	age
SECT	TON	6.A. Names of Your Other Rusinesses		

If you are actively engaged in other business using a different name, provide that name and the other line(s) of business.

Other Business Name: ATLANTICMIDWEST

(1) hydray daday (registaned as upperistaned)						
(1) broker-dealer (registered or unregistered)						
(2) registered representative of a broker-dealer						
(3) commodity pool operator or commodity trading advisor (whether registered or exempt						
from registration)						
(4) futures commission merchant						
(5) real estate broker, dealer, or agent						
 ✓ (6) insurance broker or agent ✓ (7) bank (including a separately identifiable department or division of a bank) ✓ (8) trust company ✓ (9) registered municipal advisor ✓ (10) registered security-based swap dealer 						
(7) bank (including a separately identifiable department or division of a bank)(8) trust company						
(9) registered municipal advisor						
(10) registered security-based swap dealer						
(11) major security-based swap participant						
(11) major security-based swap participant(12) accountant or accounting firm						
[(13) lawyer or law firm						
(14) other financial product salesperson (specify):						
SECTION 6.B.(2) Description of Primary Business						
Describe your primary business (not your investment advisory business):						
If you angage in that business under a different name, provide that name						
If you engage in that business under a different name, provide that name:						
SECTION 6.B.(3) Description of Other Products and Services						
Describe other products or services you sell to your <i>client</i> , You may omit products and services that						
you listed in Section 6.B.(2) above.						
FINANCIAL ADVISORY SERVICES LIFE, DISABILITY , HEALTH OR LONG TERM CARE INSURANCE						
FINANCIAL ADVISORY SERVICES LIFE, DISABILITY , HEALTH OR LONG TERM CARE INSURANCE						
FINANCIAL ADVISORY SERVICES LIFE, DISABILITY , HEALTH OR LONG TERM CARE INSURANCE						
FINANCIAL ADVISORY SERVICES LIFE, DISABILITY, HEALTH OR LONG TERM CARE INSURANCE If you engage in that business under a different name, provide that name.						
Item 7 Financial Industry Affiliations						
FINANCIAL ADVISORY SERVICES LIFE, DISABILITY, HEALTH OR LONG TERM CARE INSURANCE If you engage in that business under a different name, provide that name.						
If you engage in that business under a different name, provide that name. Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.						
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FINANCIAL ADVISORY SERVICES LIFE, DISABILITY, HEALTH OR LONG TERM CARE INSURANCE If you engage in that business under a different name, provide that name. Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients. A. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under commoncontrol with you. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered) (2) other investment adviser (including financial planners) (3) registered municipal advisor (4) registered security-based swap dealer (5) major security-based swap participant (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (7) futures commission merchant						
Item 7 Financial Industry Affiliations In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients. A. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under commoncontrol with you. You have a related person that is a (check all that apply): (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered) (2) other investment advisor (including financial planners) (3) registered municipal advisor (4) registered security-based swap dealer (5) major security-based swap participant (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)						

	 (11) lawyer or law firm (12) insurance company or agency (13) pension consultant (14) real estate broker or dealer (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 						
	For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.						
	You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.						
	You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule $206(4)-2(b)(1)$), regardless of whether you have determined the related person to be operationally independent under rule $206(4)-2$ of the Advisers Act.						
	TION 7.A. Financial Industry Affiliations						
Com	plete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.						
	Legal Name of <i>Related Person</i> : RFG GLOBAL ASSET MANAGEMENT, LLC						
	Primary Business Name of <i>Related Person</i> : AMERICASRETIREMENTPLAN.COM						
	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)						
(or						

4. Related Person's CRD Number (if any):

285244

Other

5. Related Person is: (check all that apply)

(a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer

(b) other investment adviser (including financial planners)

(c) \Box registered municipal advisor

(d) \Box registered security-based swap dealer

(e) $\ \square$ major security-based swap participant

	(f)	commodity pool operator or commodity trading advisor (whether registered or					
	(a)	exempt from registration) futures commission merchant					
	(g)						
	(h)						
	(i)						
	(j)						
	(k)	lawyer or law firm					
	(I)	insurance company or agency					
	(m)	pension consultant					
	(n)	real estate broker or dealer					
	(0)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles]				
	(n)	_					
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investre vehicles	пепс				
			Yes	Nο			
6.	Do v	ou control or are you controlled by the related person?	0	·			
0.	D0 y	ou control of the you controlled by the related person.	U	•			
7.	Δre v	you and the <i>related person</i> under common <i>control</i> ?	•				
	7110	you and the related person ander common control.	•				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection	0	•			
	(-)	with advisory services you provide to <i>clients</i> ?	~				
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	О			
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the rel	ated				
		person's office responsible for custody of your clients' assets:					
		Number and Street 1: Number and Street 2:					
		City: State: Country: ZIP+4/Postal Code:					
		If this address is a private residence, check this box: \Box					
			Yes	No			
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	⊙			
	(b)	If the answer is yes, under what exemption?					
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	\circ	⊙			
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed	l				
11.	Do y	ou and the related person share any supervised persons?	•	0			
12.	Do y	ou and the related person share the same physical location?	\circ	⊙			

Item 7 Private Fund Reporting Yes No B. Are you an adviser to any *private fund*? \circ **6** If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D. In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name. SECTION 7.B.(1) Private Fund Reporting No Information Filed SECTION 7.B.(2) Private Fund Reporting No Information Filed Item 8 Participation or Interest in Client Transactions In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients. Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates. **Proprietary Interest in Client Transactions** A. Do you or any related person: Yes No (1) buy securities for yourself from advisory clients, or sell securities you own to (•) advisory clients (principal transactions)? (2) buy or sell for yourself securities (other than shares of mutual funds) that you **③** also recommend to advisory clients? (3) recommend securities (or other investment products) to advisory clients in \odot which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? Sales Interest in Client Transactions

(1) as a broker-dealer or registered representative of a broker-dealer, execute

securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?

Yes No

(

B. Do you or any *related person*:

	(2)	recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative?	0	•					
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	€					
Inv	estm	ent or Brokerage Discretion							
C.		you or any <i>related person</i> have <i>discretionary authority</i> to determine the: securities to be bought or sold for a <i>client's</i> account?	Yes •	No C					
	(2)	amount of securities to be bought or sold for a <i>client's</i> account?	•	0					
	(3)	broker or dealer to be used for a purchase or sale of securities for a client's account?	•	Ö					
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	0	•					
D.		ou answer "yes" to C.(3) above, are any of the brokers or dealers <i>related</i> cons?	0	•					
E.	Do y	you or any related person recommend brokers or dealers to clients?	•	O					
F.	If yo	ou answer "yes" to E above, are any of the brokers or dealers related persons?	0	•					
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	0	•					
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	0	•					
Н.		you or any related person, directly or indirectly, compensate person for client referrals?	0	•					
I.		you or any related person, directly or indirectly, receive compensation from person for client referrals?	o	•					
	In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.								
Iten	190	ustody							
In th	nis Ite I <i>clier</i>	em, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other <i>nts</i> that are investment companies registered under the Investment Company Act d about your custodial practices.	of 194	40)					
A.	(1)	Do you have <i>custody</i> of any advisory <i>clients'</i> :	Yes	No					
		(a) cash or bank accounts?	0	\odot					

(b) securities?

 \circ

	have your advi not	e custody solely because (i) r clients' accounts, or (ii) a i sory services you provide to	red with the SEC, answer "No" to Item 9.A.(1)(a) and (you deduct your advisory fees directly from related person has custody of client assets in connectico clients, but you have overcome the presumption that pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from	on witi	h			
	(2)		m 9.A.(1)(a) or (b), what is the approximate amount es and total number of <i>clients</i> for which you have <i>cust</i>	ody:				
		U.S. Dollar Amount (a) \$	Total Number of <i>Clients</i> (b)					
	dedi thos pers do r	uct your advisory fees direct se assets and the number of son has custody of client ass not include the amount of th	red with the SEC and you have custody solely because tly from your clients' accounts, do not include the amount those clients in your response to Item 9.A.(2). If your sets in connection with advisory services you provide to ose assets and number of those clients in your responsion formation in your response to Item 9.B.(2).	unt of relate clien	ed			
В.	(1)		y services you provide to <i>clients</i> , do any of <i>custody</i> of any of your advisory <i>clients</i> ':	Yes	No			
		(a) cash or bank accounts	?	\circ	\odot			
		(b) securities?		\circ	⊙			
	You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).							
	(2)		m 9.B.(1)(a) or (b), what is the approximate amount es and total number of <i>clients</i> for which your <i>related</i>					
		U.S. Dollar Amount (a) \$	Total Number of <i>Clients</i> (b)					
C.			ave custody of client funds or securities in connection oclients, check all the following that apply:	with				
	(1)		nds account statements at least quarterly to the estment vehicle(s) you manage.					
	(2)		countant audits annually the pooled investment e and the audited financial statements are distributed ls.					
	(3)	An independent public according of client funds and securities	ountant conducts an annual surprise examination es.					
	(4)		ountant prepares an internal control report with es when you or your <i>related persons</i> are qualified and securities.					
	that you Scho	are engaged to perform the checked Item 9.C.(2), you	(3) or C.(4), list in Section 9.C. of Schedule D the accordance audit or examination or prepare an internal control reduced not have to list auditor information in Section 9.C. of ded this information with respect to the private funds yedule D).	eport. of				

D.	Do you or your related person(s) act as qualified custodians for your clients in	Yes No
	connection with advisory services you provide to <i>clients</i> ?	
	(1) you act as a qualified custodian	\circ
	(2) your related person(s) act as qualified custodian(s)	0 0
	If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodic than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related to be operationally independent under rule 206(4)-2 of the Advisers Act.	fied
E.	If you are filing your <i>annual updating amendment</i> and you were subject to a surprise examination by an <i>independent public accountant</i> during your last fiscal year, provid (MM/YYYY) the examination commenced:	
F.	If you or your <i>related persons</i> have <i>custody</i> of <i>client</i> funds or securities, how many pincluding, but not limited to, you and your <i>related persons</i> , act as qualified custodian your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	
SEC	TION 9.C. Independent Public Accountant	
	No Information Filed	
Iten	1 10 Control Persons	
In th	nis Item, we ask you to identify every <i>person</i> that, directly or indirectly, <i>controls</i> you.	
B. S asks info	ou are submitting an initial application or report, you must complete Schedule A and Schedule A asks for information about your direct owners and executive officers. Schedule for information about your indirect owners. If this is an amendment and you are updowners are updowners on either Schedule A or Schedule B (or both) that you filed with all application or report, you must complete Schedule C.	lule B ating
A.	Does any <i>person</i> not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, <i>control</i> your management or policies?	0 0
	If yes, complete Section 10.A. of Schedule D.	
В.	If any <i>person</i> named in Schedules A, B, or C or in Section 10.A. of Schedule D is a pureporting company under Sections 12 or 15(d) of the Securities Exchange Act of 193 complete Section 10.B. of Schedule D.	
SEC	TION 10.A. Control Persons	
	No Information Filed	

No Information Filed

Item 11 Disclosure Information

SECTION 10.B. Control Person Public Reporting Companies

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees

	ou must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the uestions in this Item 11.					
		Yes	No			
Do a	any of the events below involve you or any of your supervised persons?	0	•			
<u>For</u>	"yes" answers to the following questions, complete a Criminal Action DRP:					
A.	In the past ten years, have you or any advisory affiliate:	Yes	No			
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	О	⊚			
	(2) been <i>charged</i> with any <i>felony</i> ?	0	⊙			
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are copending.	ırrent	tly			
В.	In the past ten years, have you or any advisory affiliate:					
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	•			
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	•			
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are cupending.	urrent	:ly			
For	"yes" answers to the following questions, complete a Regulatory Action DRP:					
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No			
	(1) found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot			
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	O	•			

	(3)	found you or any advisory affiliate to have been a cause of an investment- related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4)	entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	О	•
	(5)	imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	0	•
D.		any other federal regulatory agency, any state regulatory agency, or any foreign ncial regulatory authority:		
	(1)	ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	О	•
	(2)	ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	О	•
	(3)	ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4)	in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	О	•
	(5)	ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	0	•
E.	Has	any self-regulatory organization or commodities exchange ever:		
	(1)	found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot
	(2)	found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	•
	(3)	found you or any advisory affiliate to have been the cause of an investment- related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4)	disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?	0	•
F.		an authorization to act as an attorney, accountant, or federal contractor granted ou or any advisory affiliate ever been revoked or suspended?	0	•
G.		you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that Id result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	•
	-	answers to the following questions, complete a Civil Judicial Action DRP:		
Н.	(1)	Has any domestic or foreign court:	Yes	No
		(a) in the past ten years, enjoined you or any <i>advisory affiliate</i> in connection with any <i>investment-related</i> activity?	О	⊚
		(b) ever <i>found</i> that you or any <i>advisory affiliate</i> were <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	0	⊚

	(c) ever dismissed, pursuant to a settlement agreement, an investment- related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	•
(2	2) Are you or any <i>advisory affiliate</i> now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•
Item 1	2 Small Businesses		
entitie	C is required by the Regulatory Flexibility Act to consider the effect of its regulations In order to do this, we need to determine whether you meet the definition of "smalss" or "small organization" under rule 0-7.		mall
respon million	r this Item 12 only if you are registered or registering with the SEC and you indicated se to Item 5.F.(2)(c) that you have regulatory assets under management of less than . You are not required to answer this Item 12 if you are filing for initial registration as r, amending a current state registration, or switching from SEC to state registration.	า \$25	
For pu	rposes of this Item 12 only:		
•	Total Assets refers to the total assets of a firm, rather than the assets managed on of <i>clients</i> . In determining your or another <i>person's</i> total assets, you may use the tot shown on a current balance sheet (but use total assets reported on a consolidated be sheet with subsidiaries included, if that amount is larger). Control means the power to direct or cause the direction of the management or policy.	al as aland	sets
	a <i>person</i> , whether through ownership of securities, by contract, or otherwise. Any <i>person</i> that directly or indirectly has the right to vote 25 percent or more of the securities, or is entitled to 25 percent or more of the profits, of another <i>person</i> is preto <i>control</i> the other <i>person</i> .		
		Yes	No
	id you have total assets of \$5 million or more on the last day of your most recent scal year?	О	0
If "yes	," you do not need to answer Items 12.B. and 12.C.		
B. D	o you:		
(:	 control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? 	О	0
(2	2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0
C. A	re you:		
(:	1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
(2	2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0

Schedule A Direct Owners and Executive Officers

- Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act); Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY
REED, DOUGLAS, EARL		CHIEF EXECUTIVE OFFICER	08/1999

Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.

- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes

C - 25% but less than

E - 75% or more

are:

50%

D - 50% but less than 75%

F - Other (general partner, trustee, or elected manager)

- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Arbitration DRPs									
No Information Filed									
Bond DRPs									
No Information Filed									
Judgment/Lien DRPs									
No Information Filed									
Part 1B Item 1 - State Registration									
	s Part 1B only if y		r registration, or are registered, nuthorities.						
additional state registrati application. If you are alr with an additional state of	on(s). Check the bo eady registered with the states, check the the boxes next to	oxes next to the state th at least one state boxes next to the st the states in which	For state registration or requesting es to which you are submitting this and are applying for registration rates in which you are applying for you are currently registered or						
Jurisdictions									
☐ AL	☐ ID	№ MO	☐ PA						
☐ AK	□ IL		☐ PR						
□ AZ	☐ IN	☐ NE	☐ RI						
☐ AR	☐ IA	☐ NV	☐ SC						
☐ CA	▼ KS	☐ NH	☐ SD						
□ со	☐ KY	□ NJ	☐ TN						
Г СТ	□ LA	☐ NM	☐ TX						
☐ DE	☐ ME	□ NY	UT						
_ DC	☐ MD	□ NC	. ⊤ ∨τ						
∏ FL	□ MA	□ ND	□ VI						
☐ GA	□ MI	П он	□ VA						
	☐ MN								
☐ GU		□ ok	□ WA						
☐ HI	☐ MS	☐ OR	□ WV						
			I WI						
Part 1B Item 2 - Addition	onal Information								
Complete this Item 2A. o appear in Item 1J. or 1K.			sion and compliance does not						
A. Person responsible f									
Name:		Title:							
DOUGLAS REED		PRESIDENT							
Telephone:		Fax:							
913-491-0868		913-491-0915							
Number and Street	1:	Number and Stree	et 2:						
9200 INDIAN CREE		SUITE 470							
City:	State:	Country:	ZIP+4/Postal Code:						
OVERLAND PARK	Kansas	United States	66210						

Email address, if available:

DREED@REEDCOMPANIES.COM

If this address is a private residence, check this box: \blacksquare

- B. Bond/Capital Information, if required by your home state
 - (1) Name of Issuing Insurance Company:
 - (2) Amount of Bond:

\$.00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?

 \odot \circ

Part 1B - Disclosure Questions

BOND DISCLOSURE

For "yes" answers to the following question, complete a Bond DRP.

C. Has a bonding company ever denied, paid out on, or revoked a bond for you, any advisory affiliate, or any m

JUDGMENT/LIEN DISCLOSURE

For "yes" answers to the following question, complete a Judgment/Lien DRP.

D. Are there any unsatisfied judgments or liens against you, any advisory affiliate, or any management person

ARBITRATION DISCLOSURE

For "yes" answers to the following questions, complete an Arbitration DRP.

- E. Are you, any advisory affiliate, or any management person currently the subject of, or have you, any adviso alleging damages in excess of \$2,500, involving any of the following:
 - (1) any investment or an investment-related business or activity?
 - (2) fraud, false statement, or omission?
 - (3) theft, embezzlement, or other wrongful taking of property?
 - (4) bribery, forgery, counterfeiting, or extortion?
 - (5) dishonest, unfair, or unethical practices?

CIVIL JUDICIAL DISCLOSURE

For "yes" answers to the following questions, complete a Civil Judicial Action DRP.

- F. Are you, any advisory affiliate, or any management person currently subject to, or have you, any advisory a organization, or administrative proceeding involving any of the following:
 - (1) an investment or investment-related business or activity?
 - (2) fraud, false statement, or omission?
 - (3) theft, embezzlement, or other wrongful taking of property?
 - (4) bribery, forgery, counterfeiting, or extortion?
 - (5) dishonest, unfair, or unethical practices?

Dart	1 R _	Ruc	ino	ss Information				
G.				ss Activities				
G.		Are	you	, any <i>advisory affil</i>		person actively engaged in b	usine	SS
	as a(n) (check all that apply): Tax Preparer							
	Issuer of securitiesSponsor or syndicator of limited partnerships (or equivalent), excluding portnerships						ed	
	investment vehicles Sponsor, general partner, managing member (or equivalent) of pooled invehicles Real estate adviser					equivalent) of pooled invest	ment	
	(2)	If y	ou, a	any <i>advisory affilia</i> s other than those	listed in Item 6.A of Part 1	rson are actively engaged ir A or Item 2.G(1) of Part 1B of time spent on that busines	,	
Н.		u pr	ovid		g services, the investments	s made based on those servi		t
					Securities Investments	Non-Securities Investme	ents	
				,000	•	•		
				\$500,000	0	О		
	\$50	00,00)1 to	\$1,000,000	0	O		
	\$1,	000,	001	to \$2,500,000	O	O		
	\$2,	500,	001	to \$5,000,000	O	О		
	Moi	e th	an \$	5,000,000	О	О		
	If securities investments are \$1,000,000)				e over \$5,000,000, how mu	uch? (round to the nearest		
		[f no \$1,0			ts are over \$5,000,000, ho	w much? (round to the near	est	
I.	Cust	•					Yes	No
	(1)			y Fees withdraw advisory	fees directly from your <i>clie</i>	anto' accounts? If you		
				ed "yes", respond t		ents accounts: If you	⊚	0
		(a)		you send a copy of e that you send a o	f your invoice to the custod copy to the <i>client</i> ?	lian or trustee at the same	\odot	О
		(b)	disł		end quarterly statements to e custodian account, includi		•	0
		(c)			le written authorization per unts held by the custodian o		•	О
	(2)	Poo	led 1	Investment Vehicle	es and Trusts			
		(a)	(i)	member, or perso investment vehicl investment vehicl	ed person act as a general on serving in a similar capa le for which you are the advice, or for which you are the he pooled investment vehic llowing:	city, for any pooled viser to the pooled adviser to one or more of	O	•

		(a) (i		As the general partner, managing member, or person serving in a similar capacity, have you or a <i>related person</i> engaged any of the following to provide authority permitting each direct payment or any transfer of funds or securities from the account of the pooled investment vehicle?		
				Attorney	\circ	\odot
				Independent certified public accountant	0	\odot
				Other independent party	0	0
				Describe the independent party:		
		is fe n ir y s c	s er ees not nve rear hal	purposes of this Item 2I.2(a), "Independent party" means a person that: ngaged by the investment adviser to act as a gatekeeper for the payment, expenses and capital withdrawals from the pooled investment; (B) does control and is not controlled by and is not under common control with the estment adviser; (C) does not have, and has not had within the past two rs, a material business relationship with the investment adviser; and (D) I not negotiate or agree to have material business relations or commonly trolled relations with an investment adviser for a period of two years aftering as the person engaged in an independent party agreement.	t of s e	
		tı	rus	you or a related person act as investment adviser and a trustee for any t, or act as a trustee for any trust in which your advisory clients are eficiaries of the trust?	0	•
	(3)			require the prepayment of fees of more than \$500 per <i>client</i> and for six or more in advance?	0	\odot
J.	If yo	u are	org	anized as a sole proprietorship, please answer the following:	Yes	No
		(1) (Have you passed, on or after January 1, 2000, the Series 65 examination?	\circ	\circ
		(1		Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?	\circ	O
		(2) (Do you have any investment advisory professional designations?	0	0
				If "no", you do not need to answer Item 2.J(2)(b).		
		(1		I have earned and I am in good standing with the organization that issued the following credential: ☐ Certified Financial Planner ("CFP") ☐ Chartered Financial Analyst ("CFA") ☐ Chartered Financial Consultant ("ChFC") ☐ Chartered Investment Counselor ("CIC") ☐ Personal Financial Specialist ("PFS") ☐ None of the above		
	(3)	Your Num		cial Security :		
K.		u are o	org	anized other than as a sole proprietorship, please provide the		
	(1)			the date you obtained your legal status. Date of n: 07/23/1999		
	(2)	Indic No.:	ate	e your IRS Empl. Ident. 48-1218636		

Part 2

Amend, retire or file new brochures:

Brochure ID	Brochure Name		Bro
	REED FINANCIAL GROUP, INC.	Individuals, High net worth individuals, Includes material about s	upervised persoi
		Individuals, High net worth individuals, Pension plans/profit shar in a supplement (state-registered advisers only), The document	

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY DOUGLAS REED 02/25/2017

Printed Name: Title:
DOUGLAS REED PRESIDENT

Adviser CRD Number:

140167

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:

140167

STATE-REGISTERED INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your principal office and place of business and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYYY Printed Name: 02/25/2017 DOUGLAS REED CRD Number:

140167

Authorized Signatory:	Title:	
DOUGLAS REED	PRESIDENT	