

PART 2A of FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Superior Planning, Inc. If you have any questions about the contents of this brochure, please contact us at (858) 546-1046 or Kelly@superplan.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Superior Planning, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

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Material Changes

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I. Advisory Business

A. Firm History

Background and Overview

Superior Planning, Inc. was founded in 1982 in Cleveland, Ohio, as Superior Planning a sole proprietorship; incorporated as an Ohio corporation and Registered Investment Advisor (RIA) in 1984; relocated to California in 1987 and subsequently established as a California corporation and RIA.

Superior Planning, Inc. provides family office and investment advisory services to families and the entities they control including trusts, estates, closely held businesses, qualified plans, and charitable organizations. Typical client family engagements are long term, progressively evolving relationship designed to systematically overcome the ongoing challenges of family wealth management and address other family matters beyond financial security.

Planning – Product Distinction

Superior Planning, Inc. is a pioneer in creating a definitive distinction between objective comprehensive family wealth planning – and plan implementation through the use of financial products and services (such as securities and insurance sales, and asset management programs).

Periodic advice is delivered through a proprietary process (the Superplan®), based upon an annually renewable agreement with each client. All aspects of client family's wealth and net worth are considered and recommendations are made with no obligation on the part of the client to buy or procure any financial product or other service from Superior Planning, Inc. or its affiliates.

Family Wealth Guidance Process

The planning process – product distinction enables the family, and the firm to address fiduciary decision making objectively. The firm utilizes at least three separate, situation specific methodologies that are product agnostic, designed to objectively identify best alternative solutions (which may or may not call for a financial product or service). Planning is done prior to shopping for appropriate commercial banking, securities or insurance offerings if and when they are necessary.

All processes (listed below) address the fundamental elements of every family wealth plan (*cash flow, balance sheet, and estate planning*) in a clear, organized manner empowering family fiduciaries to make the most informed decisions possible. The steps

in each of the processes are simple, straightforward, and continuous: plan, execute, prosper, and repeat.

Principal Owners

James F. Thomas, Jr. and M. Elizabeth Thomas, Trustees, James F. Thomas, Jr. and M. Elizabeth Thomas Declaration of Trust, dated June 6, 1994 are 100% stockholders of Superior Planning, Inc.

B. Advisory Services Offered

Superior Planning Inc. does not provide investment advisory services, also known as asset management services; nor does it manage investment advisory accounts not involving investment supervisory services. However, the firm does furnish investment advice through consultations; and issues charts, graphs, reports or other devices clients may use to evaluate securities in the context of comprehensive family wealth management.

On more than an occasional basis, Superior Planning, Inc. furnishes advice to clients on matters not involving securities, such as financial planning, tax planning, liquidity planning, investment planning (including non-securities, life insurance, real estate, business, and use assets), life planning, and estate planning.

As of June 21, 2016, Superior Planning, Inc. manages \$0 in assets for approximately 36 clients.

Tailored Relationships

The goals and objectives for each client are documented in each client's *Master Investment Policy*[™]. Though policy format is standardized to ensure compliance with fiduciary guidelines, each of the basic elements: *Objectives; Time Horizons; Risk Profile and Priority; Assumptions; Performance Expectations; Asset Allocation; and Procedures*; are all tailored to the individual client family and their specific values, vision, and goals.

Clients may impose restrictions on investing in certain securities or types of securities.

Clients are free to pick and choose among any service the firm provides and may exclude any service offered by the firm. All clients are planning clients.

Agreements may not be assigned without client consent.

Types of Agreements

The firm operates primarily and almost exclusively within a finite number of proprietary processes (described below). Clients are engaged by way of individual, annually renewable retainer agreements (based on each family's current situation and the corresponding process they chose) for the purpose of providing specific family office services and planning. The terms, conditions, disclosures, effective date, and pricing of each retainer agreement is formalized in an Engagement Letter signed by both a client fiduciary and a member of the firm.

Services rendered under such agreements may be considered outside business activities to traditional registered representative and investment advisory services.

<u>Retainer Agreements</u>	Description
<u>Programs (Renewable):</u>	
<i>Wealth Management Program™</i>	<i>Master Investment Policy plus Fundamental Planning Guidance and Support</i>
<i>Superplan® Program</i>	<i>Full service "Plan of Plans" Complete Lifestyle, Portfolio and Legacy Coordination Including Master Investment Policy™ and Advisory Team Management</i>
<i>Family Office Program™</i>	<i>Superplan®</i> plus up to Ten Custom Objectives plus Family Governance Protocol and Family Meetings
<i>Widow's Bridge® Program</i>	<i>Superplan®</i> plus Spousal <i>Estate Settlement Plan™</i>
<i>Trustee Advisory Program™</i>	<i>Master Investment Policy™ plus Trustee Guidance and Administrative Support</i>
<u>Plans (Projects):</u>	
<i>Family Wealth Audit™</i>	<i>An Objective Lifestyle, Portfolio and Legacy Assessment including Investment Policy Analysis to Identify Basic Financial Planning Dangers and Opportunities</i>
<i>Business Succession Plan™</i>	<i>Custom Design and Initial Implementation of Closely-held Business Continuation Plan plus Master Investment Policy™ and Advisory Team Coordination</i>

Family Legacy Plan™

Custom Design and Initial Implementation of Family Estate Plan plus Master Investment Policy™ and Advisory Team Coordination

Estate Settlement Plan™

Successor Trustee Estate Settlement Guidance and Administrative Support plus Advisory Team Coordination from Date of Death through Estate Closing Letter

Due Diligence Advisory Plan™

Project Specific Research and Administrative Support

Asset Management Services and Other Financial Products

Superior Planning, Inc. does not provide financial products or asset management services purchased from our affiliates or anyone else which may be considered a conflict of interest to objective planning.

However, James F. Thomas, Jr., is a Registered Representative and Investment Advisor Representative with Calton and Associates, and a licensed agent for life, disability and long-term care insurance in multiple states. The sales of such products or services are separate transactions from any Programs and Plans and are offered with no obligation to buy. Commissions and fees may be paid in connection with them.

Termination of Agreement

If at any time a client becomes dissatisfied with their agreement of the service provided, they may terminate it. If they do so within 5 days of acceptance of the Engagement Letter they will receive a full refund. Thereafter, either party may terminate it with 30 days written notice, and the retainer will be used to offset the firm's efforts to that point, any remaining balance will be refunded.

II. Fees and Compensation

Description

Retainer pricing is based upon the program or service to be rendered and the degree of complexity associated with the client's situation, and are negotiable (see: Retainer Agreements, above).

Retainer Billing

Retainers are customarily paid in advance for a specified period of time. They are due, in full upon engagement, however, when a client needs or the situation dictates, other terms and conditions are negotiable as necessary.

Other Fees

Superior Planning, Inc. is not qualified to render legal advice, prepare legal documents, prepare or amend the filing of personal income, gift or estate tax returns or to act as trustee. These are separate services provided by the client's attorneys, accountant, or other professional advisors.

Any fees associated with such services are paid directly to the provider and not included within the scope of the engagement agreement with the firm.

Past-Due Accounts and Termination of Agreement

Superior Planning, Inc. reserves the right to stop work on any agreement that is more than 30 days overdue.

In addition, Superior Planning, Inc. reserves the right to terminate any engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate in Superior Planning, Inc.'s judgment, to providing proper financial life planning advice.

Any unused portion of the retainer will be used to offset the firm's efforts to that point, and any remaining balance will be refunded.

III. Types of Clients

Description

Superior Planning, Inc. provides family office and investment advisory services to families and the entities they control including trusts, estates, closely held businesses, qualified plans, and charitable organizations.

Families typically engage the firm in a long term, progressively evolving relationship to systematically overcome the ongoing challenges of family wealth management, and address other matters beyond financial security.

Client relationships vary in scope and length of service.

IV. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

In the course of planning for client families, Superior Planning, Inc. may provide analysis on current and/or proposed investments.

Securities analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include the internet, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and other offering memoranda, filings with the Securities and Exchange Commission, other regulatory agencies and company press releases.

All client portfolios and individual investments within the portfolio are monitored periodically and regularly tested for compliance with the *Asset Allocation, Performance Expectations and Procedures* as dictated in the Master Investment Policy™ and realigned as necessary.

Investment Strategy

The primary investment strategy used on client accounts is strategic asset allocation in conjunction with each client family's values, vision and goals as documented in their *Master Investment Policy*™ Statement (see Tailored Relationships, above).

This means that the firm uses a proprietary report in conjunction with this governing document to oversee and monitor a globally diversified, professionally managed (among all the various accounts and managers they may have) investment portfolio, to control the risk associated with traditional money, bond, stock and tangible (direct ownership) markets.

The investment strategy for a specific client is based upon the parameters and objectives stated by the client during consultations. The client may change these objectives and their *Master Investment Policy*™ at any time.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options and spread strategies).

Risk of Loss

All investment programs have certain risks borne by the investor. The firm's investment approach continually keeps the risk of loss in mind.

Investors face the following investment risks:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and / or intangible events and conditions. This type of risk is caused by external factors independent of security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.
- **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.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. For example, Treasury Bills are highly liquid while real estate properties are not. Recommendations of an asset allocation in Tangibles could result in a portion of a portfolio being illiquid and not readily convertible into cash.

- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, 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.

V. Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

VI. Other Financial Industry Activities and Affiliations

Financial Industry Activities

Superior Planning, Inc. is registered as a California Registered Investment Advisor (RIA).

Employees of the firm are also affiliated with Calton and Associates, a registered broker-dealer and registered investment advisor. For additional disclosure of these activities please visit: www.calton.com/ .

Employees of the firm also affiliate with Palomar Financial Services: www.palomarfinancialservices.com .

Affiliations

Superior Planning, Inc. is a licensee of Superior Planning, the authorized licensor of the plans and programs noted above.

VII. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of Superior Planning, Inc. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Employees of Superior Planning, Inc. may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades.

Personal Trading

The Chief Compliance Officer of Superior Planning, Inc. is Emily Bost (Kelly) Nilsson. She reviews all affiliated employee trades each quarter. Her trades are reviewed by James F. Thomas, Jr.

VIII. Brokerage Practices

Selecting Brokerage Firms

Although employees of Superior Planning, Inc. may have an affiliation with Calton and associates, member FINRA-SIPC, clients are free to associate and conduct business with any brokerage firm, insurance agent, or other financial services and providers they desire and are under no obligation to buy any financial product or service from affiliated employees of the firm.

From time to time Superior Planning, Inc. may be asked to review custodians for client families as part of the planning engagement. Superior Planning, Inc. recommends custodians based on the proven integrity and financial responsibility of the vendor and the best execution of orders at reasonable commission rates.

From time to time Superior Planning, Inc. may recommend brokerage firms and/or trust companies (qualified custodians) to clients based on their need for such services.

Superior Planning Inc. does not directly receive fees or commissions from any of the recommendations to custodians, brokerage houses or trust companies.

Employees of Superior Planning, Inc. may, through the affiliation with Calton and Associates, may receive fees or commissions for the recommendations made. Commissions and fees are then assigned by employees to Superior Planning, Inc. in exchange for salary and bonus compensation.

IX. Review of Accounts

Periodic Reviews

Account reviews for the purposes of comprehensive planning are performed quarterly by the firm's Planning Officer. Account reviews are performed more frequently if market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information and changes in a client's own situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current Master Investment Policy™, security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least an annual basis. The written updates may include a net worth statement, portfolio statement, and a summary of objectives and progress toward meeting those objectives.

X. Client Referrals and Other Compensation

Incoming Referrals

Superior Planning, Inc. receives client referrals from a number of different sources. The referrals come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. Employees may receive a fixed bonus for referring a client to the firm.

Under certain circumstances, the firm may pay a qualified solicitor referral fees in accordance with Rule 206(4)-3 of the Investment Advisers act of 1940 solely from the firm's retainer and shall not result in additional charges to the client.

Referrals Out

Superior Planning, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospective client or client is referred to them.

Other Compensation

Any commission, asset management fee or other compensation received by an employee of Superior Planning, Inc. on behalf of the firm's clientele is assigned to the firm.

XI. Custody

Account Statements

All account statements are registered in the name of the client at their address of record.

Performance Reports

Superior Planning, Inc. prepares aggregated reports for clients for a comprehensive view of all holdings, assets and liabilities. In some cases Superior Planning, Inc. has access to client accounts. In other cases, the client must supply information to Superior Planning, Inc. Aggregated reports prepared by the firm are for planning purposes, and the account statements from independent custodians should be relied upon when differences in the reports appear.

Net Worth Statements

Clients are frequently provided net worth statements and net worth graphs that are generated from our client relationship management system. Net worth statements contain approximations of bank balances provided by the client, as well as the value of land and hard-to-price real estate and other pertinent assets. The net worth statements are used for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

XII. Investment Discretion

Discretionary Authority for Trading

Superior Planning, Inc. does not accept discretionary authority to manage securities on behalf of clients. Superior Planning, Inc. has no authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. An employee of Superior Planning, Inc. consults with the client prior to each trade to obtain authorization.

Limited Power of Attorney

A limited power of attorney allows us a trading authorization for this purpose. Clients do not authorize the firm with such power.

XIII. Voting Client Securities

Proxy Votes

Superior Planning, Inc. does not vote proxies on securities. Clients are expected to vote their own proxies.

When assistance on voting proxies is requested, Superior Planning, Inc. will provide recommendations to clients. If a conflict of interest exists, it will be disclosed.

XIV. Financial Information

Financial Condition

Superior Planning, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

XV. Business Continuity Plan

General

Superior Planning, Inc. has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as earthquakes, snow storms, hurricanes, tornados, and flooding. The plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identifies to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates our moving the office to an alternate location.

Loss of Key Personnel

Superior Planning, Inc. has not signed a Business Continuation Agreement with another financial advisory firm to support Superior Planning, Inc. in the event of James F. Thomas, Jr.'s serious disability or death.

XVI. Information Security Program

Information Security

Superior Planning, Inc. maintains an information security program to reduce the risk that no personal or confidential information may be breached.

Privacy Notice

Superior Planning, Inc. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

Nonpublic information that we collect may include information about personal finances, information about health to the extent that it is needed for the financial planning process, information about transactions with third parties, and consumer reporting agencies (e.g. credit reports); information necessary for financial goals setting.

With permission, we disclose limited information to affiliated attorneys, accountants, and mortgage lenders. Clients may opt out of our sharing information with such third parties by notifying us by telephone; (858) 546-1046, mail: 4275 Executive Square, Suite 990 La Jolla, CA 92037, FAX: (858) 546-8334, email: kelly@superplan.com, or in person.

We maintain a secure office to ensure that information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access

to personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our company records and personal records as permitted by law.

Personal information is maintained for engaged clients and for the required period thereafter under by federal and state securities laws. Afterward, it may be destroyed.

We will notify in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.