



Nearpass Financial Counseling, Inc.
A State of Colorado Registered Investment Advisor

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Denver, Colorado 80209
303-733-0354
www.nearpassfinancialcounseling.com

Form ADV Part 2
May 21, 2011

This brochure provides information for Clients and prospective Clients about the qualifications and business practices of Nearpass Financial Counseling, Inc. (NFC). If you have further questions about the services provided by NFC please contact Gary L. Nearpass, CFP® at (303)733-0354 or garynfc@msn.com.

The information contained in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. While the firm and its personnel are registered with the state of Colorado, it does not imply a certain level of skill or training on the part of the firm or its personnel. Additional information about Nearpass Financial Counseling, Inc. is available on the SEC website at www.adviserinfo.sec.gov.

Material Changes

In accordance with SEC Release IA-3060 Nearpass Financial Counseling, Inc. has amended its ADV Part 2 brochure from its previous ADV Part II brochure dated March 11, 2010. Although the content has generally remained the same the following sections have been modified or corrected to more accurately reflect the current operation of the firm:

Section 2 – Fees and Compensation

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Section 1 – Advisory Business

Nearpass Financial Counseling, Inc. (NFC) is a Colorado registered, fee-only financial service corporation owned and operated by Gary L. Nearpass, CFP®, CRPC^(SM). The mission of NFC is to provide honest and fairly priced financial planning and financial problem solving for individuals and families with moderate income levels and moderate net worth. The major focus of NFC is retirement planning; helping Clients who are approaching retirement age to prepare for that transition, as well as working with those who are just starting a career and/or family and looking to the future. We also provide a “financial check-up”, financial problem solving, and investment advice on an hourly, “as needed” basis. NFC does not sell any financial products, nor do we manage wealth.

Service options available to NFC Clients include, but are not limited to: financial goals clarification, cash flow analysis, money management, comprehensive retirement planning, investment allocation review and recommendations, specific planning for insurances, estates, income taxes, home purchasing, loan management and education funding all leading to financial goal realization.

The financial planning process at NFC is client centered, goal oriented, and follows this sequence:

1) Establishing and defining the Advisor-Client relationship:

The NFC Advisor and a potential Client spend enough free, get-acquainted time together, either communicating by phone, email, or face-to-face to determine whether or not the NFC services fit the Client’s needs. If together we determine that there is a fit, we sign a Client Service Agreement specifying the services to be provided and the fees to be charged.

2) Gathering and analyzing Client data:

NFC collects information and documentation to become familiar with the personal or family situation. This information includes biographical and financial data, well as personal needs and goals. We then analyze and evaluate that information and documentation to develop planning strategies.

3) Developing and presenting plans, recommendations and strategies:

NFC designs and presents recommendations commensurate with the Client’s risk tolerance and designed specifically to achieve their personal goals and objectives. The scope of these plans is determined by the original Client Service Agreement.

4) Implementation and follow-up:

The contractual engagement is concluded upon the presentation of the recommendations in the case of hourly planning or a financial physical exam. In the case of a comprehensive retirement plan, the agreement is concluded upon the presentation of a Personal Financial Planning Notebook. Clients then have a number of weeks to contact NFC for clarification or assistance with implementing the suggestions and recommendations.

Further services and/or periodic reviews may be prudent. It is the Client’s responsibility to initiate those services on an as-needed and as- desired basis.

Nearpass Financial Counseling, Inc. became a Registered Investment Advisor firm in Colorado in 2004 and has been owned and operated by Gary L. Nearpass, CFP® since that time. Please refer to the attached ADV Part 2B for more personal information about Gary, as well as his financial planning

background and the experiences that make him especially qualified for retirement planning. NFC ascribes to a “fiduciary standard” which means that the Client’s interests are always the first priority. We work on an as-needed, hourly, and fee-only basis which eliminates commissions and the percentage of assets management expenses, as well as the inherent conflicts of interest associated with those compensation models.

Section 2 – Fees and Compensation

Nearpass Financial Counseling, Inc. provides hourly, fee-only, as-needed financial planning services. The fees for those services are \$180.00 per hour. Payments are due immediately following the completion of the agreed upon service. There are no commissions, performance related, or asset management fees. Hourly fees are billed in 15 minute increments. Financial planning projects spanning more than three months will be billed quarterly. Fees are not collected for services to be provided more than six months in advance. Occasionally discounted fees are negotiated at the discretion of the Advisor.

Project fees, based on the anticipated number of hours involved may be charged for comprehensive financial planning such as a retirement plan. Services to be provided and the anticipated fee range are detailed in the written Client Services Agreement. In such projects, NFC requires a deposit equal to the lesser of one-half of the lower end of the estimated fee range or \$500. The balance of fees due are payable immediately upon presentation of the plan to the Client.

Nearpass Financial Counseling, Inc. may also conduct group educational workshops on specific financial planning topics. Generally, any fee imposed for these workshops will be assumed by an employer or civic group sponsoring the event. If there is a charge to workshop attendees, the fee will be published in the workshop announcement or invitation.

Either party may terminate a comprehensive engagement upon written notice within five days of signing the Client Services Agreement, at which time no fees would be due. Should the Client terminate the engagement after the five days, the Client is responsible and will be invoiced for any time charges incurred by the Advisor in the preparation of their plan.

Fees paid to Nearpass Financial Counseling, Inc. for financial planning and advisory services are completely separate from the fees and expenses charged by mutual fund companies and their portfolio managers. Complete explanations of these fees and expenses are provided in each mutual fund prospectus. Clients are encouraged to read the prospectus before investing. Clients may also incur transaction costs or administration fees from broker/dealers, banks, trust companies or other service providers. Clients are encouraged to obtain a complete schedule of these fees from the service providers prior to entering into any engagement. Nearpass Financial Counseling, Inc. does not and will not have custody of Client funds or securities. NFC does not receive any portion of these separate fees. The only compensation received by NFC is the fee paid directly by the Client, or in some cases paid by the Client’s employer, a relative, or the Client’s insurance company on behalf of the Client. In addition, there is no minimum amount of assets required to become an NFC Client.

Section 3 – Performance-Based Fees and Side-By-Side Management

Nearpass Financial Counseling, Inc. does not participate in performance based or side-by-side management compensation models. NFC does not manage wealth and does not take custody of Client assets.

Section 4 – Types of Clients

Nearpass Financial Counseling, Inc. is dedicated to providing honest and fairly priced financial planning to individuals, couples and families of all walks of life. There are no minimum income or asset requirements, nor is there a minimum length or minimum price of an engagement. There is an expectation that Clients will provide accurate planning information in a timely fashion to allow for sound results.

NFC reserves the right to decline prospective Clients that we do not deem appropriate for our services. Whenever possible in that situation we will attempt to make recommendations for more appropriate resources.

Section 5 – Methods of Analysis, Investment Strategies and Risk of Loss

Financial planning at NFC is Client centered and goal oriented. It is critical to get to know Clients personally and financially before planning strategies to achieve objectives, and certainly before making any investment recommendations. Examples of personal information are life goals, family structure and family needs, expected life changes, and tolerance for investment risk. Critical financial details are income, expenses, assets, liabilities, future needs and goals, and expected financial changes.

The NFC investment strategy concentrates on “investing to achieve goals; not simply investing to get rich.” We focus on retirement planning, both as Clients approach retirement and as Clients begin early planning in their younger years. We endorse investment planning that 1) is consistent with the Client’s risk tolerance, 2) simplifies the Client’s overall portfolio, and 3) cuts investment expenses whenever possible. To achieve this, NFC employs fundamental, long-term, buy-and-hold philosophies and approaches in investment selection and implementation strategies. We favor a passive approach to investing with asset allocations determined by a Client’s needs, goals and risk tolerance. Careful attention is paid to achieving goals with a minimum of investment risk exposure. Recommendations provided are based on publicly available reports, analyses, research materials, and various subscription services.

NFC makes every attempt to make investment recommendations to earn sufficient returns to achieve Client’s goals and objectives, while matching investment risk to the Client’s risk tolerance. However, there is no guarantee that that objective will be achieved. Clients must be aware that losses can, and do occur in the investment markets and that loss could include the total invested principal.

Section 6 – Disciplinary Information

Neither Nearpass Financial Counseling, Inc., as a firm, nor Gary L. Nearpass, CFP®, as an Advisor have been the subject of a reportable legal or disciplinary event.

Section 7 – Other Financial Industry Activities and Affiliations

Nearpass Financial Counseling, Inc. and Gary L. Nearpass, CFP® are affiliated with four national financial planning organizations: 1) The Certified Financial Planning Board of Standards, 2) The College for Financial Planning, 3) The Garrett Planning Network, and 4) The National Association of Personal Financial Advisors.

The Certified Financial Planning Board of Standards and The College for Financial Planning are the certification and regulatory organizations for the Certified Financial Planner (CFP®) and the Chartered Retirement Planning Counselor (CRPC^(SM)) endorsements respectively. Earning these designations requires a minimal level of education, a completed course of study, successful completion of an examination, a minimal number of years of experience, and the acceptance of the organization's code of ethics (see Section 8). Maintaining these endorsements requires continuing education, adherence to the code of ethics, and an annual license fee.

The Garrett Planning Network, Inc. (GPN) and The National Association of Personal Financial Advisors, NAPFA, are both network organizations of fee-only financial planners which provide training and operational support services for a membership fee. Although there are no Client referral fees, the organizations both provide a membership directory and advisor search service for the general public. Both organizations have certification, continued education, and experiential requirements as well as adherence to a code of ethics.

Neither NFC nor Gary L. Nearpass, CFP® maintains a Client related, material affiliation with other financial services firms such as banks, trust companies or broker dealers.

Section 8 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Nearpass Financial Counseling, Inc. does not participate in Client transactions or personal trading. Gary Nearpass, as the Advisor, does recommend most of the same mutual funds to Clients that he buys for himself. Since he does not place Clients' orders, there is no material effect from preference in timing or order of transactions.

NFC holds itself to a fiduciary standard and as such, always strives to act in the best interest of its Clients. The firm adheres to the rigorous code of ethics required for Certified Financial Planner (CFP®) licensure which is detailed on the CFP Board of Standards website www.cfp.net. The CFP® Code of

Ethics clearly defines Rules of Conduct, Practice Standards, and Disciplinary Rules which in combination guides NFC daily operation and Client interactions.

In addition, NFC adheres to a strict privacy policy which is available to all Clients and prospective Clients on the NFC website at www.nearpassfinancialcounseling.com.

Section 9 – Brokerage Practices

Nearpass Financial Counseling, Inc. does not manage wealth and never takes custody of Client assets. NFC does not provide brokerage services and does not have a relationship with any brokerage agents. If Clients request recommendations for brokerage services they are given multiple major discount brokerage services operating in Denver, Colorado. No compensation or special benefit comes to NFC from the brokerage agents for these recommendations.

Section 10 – Review of Accounts

Nearpass Financial Counseling, Inc. does not provide automatic, ongoing monitoring of its financial planning, investment advice, or Client investment performance. Clients will receive monthly or quarterly savings and investment account statements directly from the banks, mutual fund companies or brokerage companies where they hold funds. Periodic financial planning and investment recommendation reviews may be appropriate, and it will be the Client's responsibility to request that service.

Section 11 – Client Referrals and Other Compensation

Nearpass Financial Counseling, Inc. does not pay any fees, nor does it receive any fees for Client referrals.

Section 12 – Custody

Neither Nearpass Financial Counseling, Inc. as a firm, nor Gary L. Nearpass, CFP®, as an Advisor have taken or will take custody of a Client's assets including cash, savings and investment accounts, and securities.

Section 13 – Investment Discretion

Neither Nearpass Financial Counseling, Inc. nor Gary L. Nearpass, CFP® exercises any discretion over Client investments. Investment recommendations are made in accordance with Section 5 (above) while always holding to the fiduciary standard.

Section 14 – Voting Client Securities

Neither Nearpass Financial Counseling, Inc. as a firm, nor Gary L. Nearpass, CFP®, as an Advisor have voted or will vote proxies for Client securities.

Section 15 – Financial Information

Due to the nature of services provided by NFC an audited balance sheet is not required or provided in this compliance document. No other financial documentation or circumstance exists that is required or appropriate for disclosure here.

Part 2A Appendix 1 – Wrap Fee Program Brochure

Nearpass Financial Counseling, Inc. does not participate in wrap fee programs.



Gary L. Nearpass, CFP®
A State of Colorado Registered Investment Advisor
Principal
Nearpass Financial Counseling, Inc.

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Form ADV Part 2B
Brochure Supplement – Advisor Personnel
May 21, 2011

This brochure provides information for Client and prospective Clients about the qualifications and business practices of Gary L. Nearpass, CFP®. If you have further questions about the services provided by Gary please contact him at (303)733-0354 or garynfc@msn.com.

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Gary L. Nearpass, CFP® (Born 1944)
Principal
Nearpass Financial Counseling, Inc.

Education:

Achieved CRPC^(SM), Chartered Retirement Planning Counselor professional status, 2009,
The College for Financial Planning

Achieved CFP®, Certified Financial Planner® professional status, 2007, The CFP Board of Standards

Achieved Colorado Registered Investment Advisor (RIA) status, 2003, State of Colorado

Certificate in Personal Financial Planning, 2003
A CFP Board Certified Program
Metropolitan State College of Colorado, Denver

Master of Science in Finance, 2003
University of Colorado, Denver

Doctor of Philosophy in Educational Psychology, 1989
University of Colorado, Boulder

Master of Arts in Psychology, Counseling and Guidance, 1970
University of Northern Colorado, Greeley

Bachelor of Science in Math and Physical Science, 1966
Michigan State University, East Lansing

Experience:

2004-Present
Self-employed personal financial planner

1997-2004
Self-employed educational consultant
Graduate student in accounting, economics, finance and financial planning

1972-1997
High school counselor
Cherry Creek Schools
Englewood, Colorado

Disciplinary Information:

Gary L. Nearpass, CFP® has never been the subject of a reportable legal or disciplinary event in any area of the financial planning profession.

Other Business Activities:

Gary L. Nearpass, CFP® is not engaged in any other investment-related business or any other financial services business or occupation.

Additional Compensation:

Gary L. Nearpass, CFP® receives no financial compensation other than the hourly, fee-only compensation paid directly by NFC Clients or employers, relatives or insurance companies paying those fees on the Client's behalf (see ADV 2A Section 2).

Supervision:

Gary L. Nearpass, CFP® is the owner and sole practitioner at Nearpass Financial Counseling, Inc. and works independently of other financial service firms. In that model, conflicts of interest could occur due to a lack of supervision and a lack of separation of duties. NFC follows policies and procedures that parallel similar fee-only financial planning practices and are open to the scrutiny of the State of Colorado Department of Regulatory Agency. Most importantly, NFC policies and procedures are open to the scrutiny of NFC Clients.

Requirements for State Registered Advisors:

Gary L. Nearpass, CFP® complies with the requirements for Colorado Registered Investment Advisors. As a state registered Advisor, he has not been involved, or alleged to have been involved in any activity in opposition to the rules and regulations of The State of Colorado, The Securities and Exchange Commission, or of any of the four financial planning membership organizations in which he or Nearpass Financial Planning, Inc. participates.