

## Uniform Application for Investment Adviser Registration

### OMB APPROVAL

OMB Number: 3235-0049  
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hours per response: . . . . 4.07

Name of Investment Adviser:  
RGT Capital Management, Ltd.

Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number
5950 Sherry Lane, Ste. 700	Dallas	Texas	75225	(214 )	360-7000

This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate  
% of total advisory billings from that service.

(See instruction below.)

**Applicant:**

- |                                     |     |   |           |   |
|-------------------------------------|-----|---|-----------|---|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services .....  | <u>70</u> | % |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services .....  | _____     | % |
| <input type="checkbox"/>            | (3) | Furnishes investment advice through consultations not included in either service described above .....  | _____     | % |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription .....   | _____     | % |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above .....   | _____     | % |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... | _____     | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | <u>30</u> | % |
| <input type="checkbox"/>            | (8) | Provides a timing service .....   | _____     | % |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above .....   | _____     | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- |    |   |  |
|----|---|--|
| B. | Does applicant call any of the services it checked above financial planning or some similar term? ..... | Yes No   |
|    |   | <input checked="" type="checkbox"/> <input type="checkbox"/> |

## C. Applicant offers investment advisory services for: (check all that apply)

- |                                     |     |  |                                     |     |                   |
|-------------------------------------|-----|--|-------------------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management      | <input type="checkbox"/>            | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges                               | <input type="checkbox"/>            | (5) | Commissions       |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> | (6) | Other             |

## D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of Clients** — Applicant generally provides investment advice to: (check those that apply)

- |                                     |    |                                  |                                     |    |   |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals                      | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/>            | B. | Banks or thrift institutions     | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/>            | C. | Investment companies             | <input checked="" type="checkbox"/> | G. | Other (describe on Schedule F)                                  |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans |                                     |    |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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**Part II - Page 3**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**27090**  
801-

Date:  
**03/24/2009**

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- A. Equity securities
- ☒ (1) exchange-listed securities
- ☒ (2) securities traded over-the-counter
- ☒ (3) foreign issuers
- ☒ B. Warrants
- ☒ C. Corporate debt securities (other than commercial paper)
- ☒ D. Commercial paper
- ☒ E. Certificates of deposit
- ☒ F. Municipal securities
- G. Investment company securities:
- ☒ (1) variable life insurance
- ☒ (2) variable annuities
- ☒ (3) mutual fund shares
- ☒ H. United States government securities
- I. Options contracts on:
- ☒ (1) securities
- ☐ (2) commodities
- J. Futures contracts on:
- ☐ (1) tangibles
- ☐ (2) intangibles
- K. Interests in partnerships investing in:
- ☒ (1) real estate
- ☒ (2) oil and gas interests
- ☒ (3) other (explain on Schedule F)
- ☐ L. Other (explain on Schedule F)

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- (1) ☐ Charting
- (2) ☒ Fundamental
- (3) ☒ Technical
- (4) ☐ Cyclical
- (5) ☐ Other (explain on Schedule F)

B. The main sources of information applicant uses include: (check those that apply)

- (1) ☒ Financial newspapers and magazines
- (2) ☒ Inspections of corporate activities
- (3) ☒ Research materials prepared by others
- (4) ☒ Corporate rating services
- (5) ☐ Timing services
- (6) ☒ Annual reports, prospectuses, filings with the Securities and Exchange Commission
- (7) ☒ Company press releases
- (8) ☐ Other (explain on Schedule F)

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- (1) ☒ Long term purchases  
(securities held at least a year)
- (2) ☒ Short term purchases  
(securities sold within a year)
- (3) ☐ Trading (securities sold within 30 days)
- (4) ☐ Short sales
- (5) ☒ Margin transactions
- (6) ☒ Option writing, including covered options, uncovered options, or spreading strategies
- (7) ☐ Other (explain on Schedule F)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... Yes ☒ No ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? ..... Yes ☒ No ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? .....

Yes No  
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**See Schedule F**

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

**See Schedule F**

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Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**801-27090**

Date:  
**03/24/2009**

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  | Yes                                 | No                                  |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? .....               | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (2) amount of the securities to be bought or sold? ..... | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (3) broker or dealer to be used? .....                   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| (4) commission rates paid? .....                         | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |

B. Does applicant or a related person suggest brokers to clients? .....

Yes No  
☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |  |
|---|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes No<br><input checked="" type="checkbox"/> <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes No<br><input type="checkbox"/> <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? .....
- |  |
|--|
| Yes No   |
| <input type="checkbox"/> <input checked="" type="checkbox"/> |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**801- 27090**

Date:  
**03/24/2009**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>RGT Capital Management, Ltd.</b>		IRS Empl. Ident. No.: <b>75-2278786</b>										
Item of Form (identify)	Answer											
<b>1(A) (1)</b>	Applicant currently provides the following investment supervisory services to clients: <ul style="list-style-type: none"><li>- preparation of a written, detailed investment plan customized to the client's financial planning goals and/or rate of return vs. risk objectives prior to executing transactions in the client's account</li><li>- continuous monitoring of all investment recommendations made to clients and executed in client accounts according to the written investment plan</li><li>- detailed investment performance reports on a calendar quarterly basis, or more frequently should the client desire</li><li>- update and revision of the client's investment plan based on changing objectives</li></ul>											
<b>1(A)(7)</b>	Applicant furnishes advice to clients in the form of a comprehensive written financial plan, or any component thereof, including advice on the following matters not involving securities: <ul style="list-style-type: none"><li>- personal financial statements</li><li>- cash flow and budgeting techniques</li><li>- insurance planning</li><li>- asset management not involving securities transactions, such as purchase/sale of personal homes, vacation homes, raw land and business interests</li><li>- federal income tax planning</li><li>- employee and retirement benefit planning</li><li>- federal estate and gift tax planning</li><li>- planning in response to specific client goals, such as education funding needs of children and charitable giving assistance in decision-making, problem solving and interpretation of financial data</li></ul>											
<b>1(C)</b>	Investment partners contribute 1% of their total commitment in the partnership for administrative expenses of the investment such as audit and tax services by outside parties. They may pay an initial fee equal to 1% of their total commitment in the partnership for due diligence and ongoing management of the investment to be paid to the applicant.											
<b>1(D)</b>	<p>Fee Schedule</p> <p>For all services except investment management, clients are billed on an hourly basis at rates ranging from \$50 to \$250 or through negotiated annual or quarterly fees.</p> <p>For investment management services, clients are billed annual fees based on total assets under management as follows.</p> <table border="0"><thead><tr><th>Percentage of Value of AUM</th><th>Asset Range</th></tr></thead><tbody><tr><td>1.00%</td><td>On first \$1M</td></tr><tr><td>0.80%</td><td>On the next \$2M</td></tr><tr><td>0.60%</td><td>On the next \$2M</td></tr><tr><td>0.50%</td><td>On the assets above \$5M</td></tr></tbody></table> <p>Fees are negotiable upon mutual agreement between client and applicant. These advisory fees for investment management services are in addition to those charged by other investment firms (when utilized in a client portfolio) such as sub-advisors, mutual fund managers or fees paid to investment partnership managers.</p> <p>Clients are generally sent a detailed itemized bill on a monthly or quarterly basis for services provided. In some cases applicant may require client to pay a portion of estimated billings in advance. If for any reason a client terminates the relationship before work has been completed, applicant will refund any monies advanced less an amount that compensates applicant at the current hourly rate for the work completed prior to termination. Clients can terminate the advisory relationship at any time with 30 days notice.</p> <p>Applicant deducts fees from client accounts as follows:</p> <p>(a) the client provides written authorization permitting the applicant's fees to be paid directly from the client account held by an independent custodian,</p> <p>(b) the applicant sends to both the client and the custodian a statement showing the amount of the fee, the value of the client's assets upon which the fee was based, and the specific manner in which the applicant's fee was calculated, and</p> <p>(c) the custodian agrees to send to the client a statement indicating the amount of advisory fees paid directly to the applicant.</p>		Percentage of Value of AUM	Asset Range	1.00%	On first \$1M	0.80%	On the next \$2M	0.60%	On the next \$2M	0.50%	On the assets above \$5M
Percentage of Value of AUM	Asset Range											
1.00%	On first \$1M											
0.80%	On the next \$2M											
0.60%	On the next \$2M											
0.50%	On the assets above \$5M											
<b>2(G)</b>	For some individual clients we may have discretion over certain outside 529 education funding accounts.											

Complete amended pages in full, circle amended items and file with execution page (page 1).

**PAGE 1**

**Schedule F of  
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Continuation Sheet for Form ADV Part II**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**801- 27090**

Date:  
**03/24/2009**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>RGT Capital Management, Ltd.</b>		IRS Empl. Ident. No.: <b>75-2278786</b>																																					
Item of Form (identify)	Answer																																						
<b>3</b>	See Explanation under 8 (D) on Schedule F.																																						
<b>5</b>	Applicant generally requires an undergraduate or graduate degree of a business, economic, financial or legal nature. In addition, applicant generally requires completion of a professional certification, such as CFP, CHFC, CPA, CLU or CFA.																																						
<b>6</b>	<p>Name: Griege, Mark Charles D.O.B.: 2/8/59 Formal Education after High School: Southern Methodist University Dallas, Texas BBA 1981</p> <p style="text-align: center;">University of Texas School of Law Austin, Texas Juris Doctorate 1985</p> <p>Business Background: Preceding 27 years:</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of Firm and Address</th> <th style="text-align: left;">Kind of Business</th> <th style="text-align: left;">Status</th> <th style="text-align: left;">Dates</th> </tr> </thead> <tbody> <tr> <td>RGT Capital Management, Ltd. 5950 Sherry Lane, Ste. 700 Dallas, Texas 75225</td> <td>Inv. Mgmt. &amp; Financial Planning</td> <td>President</td> <td>5/89- Pres.</td> </tr> <tr> <td>Robertson Griege 5950 Sherry Lane, Ste. 700 Dallas, Texas 75225</td> <td>Tax &amp; Financial Consulting</td> <td>Partner</td> <td>3/86- 5/89</td> </tr> <tr> <td>Mark C. Griege 910 Duncan Lane Austin, Texas 78705</td> <td>Tax &amp; Financial Consulting</td> <td>Owner</td> <td>2/83- 3/86</td> </tr> <tr> <td>Lee Financial Corp. 12211 Merit Drive, Suite 530 Dallas, Texas 75201</td> <td>Inv. Mgmt. &amp; Fin. Planning</td> <td>Summer Intern</td> <td>7/85- 8/85</td> </tr> <tr> <td>Winstead, McGuire, Sechrist &amp; Minick 1700 Mercantile Dallas Bldg. Dallas, Texas 75201</td> <td>Attorneys</td> <td>Summer Intern</td> <td>5/85 6/85</td> </tr> <tr> <td>Ron Blue &amp; Company 1015 Bee Cave Woods Suite 207 Austin, Texas 78746</td> <td>Financial Planning</td> <td>Intern</td> <td>5/84- 1/85</td> </tr> <tr> <td>Ernst &amp; Whinney 2001 Ross Avenue, Suite 2800 Dallas, Texas 75201</td> <td>Tax Accountant</td> <td>Tax Staff</td> <td>8/81- 8/82</td> </tr> </tbody> </table> <p>Name: Thoele, Charles Edward D.O.B.: 6/10/58 Formal Education after High School: Indiana University Bloomington, IN BS 1980</p> <p style="text-align: center;">University of Texas at Arlington Arlington, Texas MS 1988</p> <p>Business Background: Preceding 28 years</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of Firm and Address</th> <th style="text-align: left;">Kind of Business</th> <th style="text-align: left;">Status</th> <th style="text-align: left;">Dates</th> </tr> </thead> </table>			Name of Firm and Address	Kind of Business	Status	Dates	RGT Capital Management, Ltd. 5950 Sherry Lane, Ste. 700 Dallas, Texas 75225	Inv. Mgmt. & Financial Planning	President	5/89- Pres.	Robertson Griege 5950 Sherry Lane, Ste. 700 Dallas, Texas 75225	Tax & Financial Consulting	Partner	3/86- 5/89	Mark C. Griege 910 Duncan Lane Austin, Texas 78705	Tax & Financial Consulting	Owner	2/83- 3/86	Lee Financial Corp. 12211 Merit Drive, Suite 530 Dallas, Texas 75201	Inv. Mgmt. & Fin. Planning	Summer Intern	7/85- 8/85	Winstead, McGuire, Sechrist & Minick 1700 Mercantile Dallas Bldg. Dallas, Texas 75201	Attorneys	Summer Intern	5/85 6/85	Ron Blue & Company 1015 Bee Cave Woods Suite 207 Austin, Texas 78746	Financial Planning	Intern	5/84- 1/85	Ernst & Whinney 2001 Ross Avenue, Suite 2800 Dallas, Texas 75201	Tax Accountant	Tax Staff	8/81- 8/82	Name of Firm and Address	Kind of Business	Status	Dates
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Complete amended pages in full, circle amended items and file with execution page (page 1).

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
801- **27090**

Date:  
**03/24/2009**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>RGT Capital Management, Ltd.</b>				IRS Empl. Ident. No.: <b>75-2278786</b>	
Item of Form (identify)	Answer				
<b>6 con't.</b>	RGT Capital Management, Ltd. Inv. Mgmt. & Chairman 2/91- 5950 Sherry Lane, Ste. 700 Fin. Planning Pres. Dallas, Texas 75225				
	Lee Financial Corp. Inv. Mgmt. & Advisor 4/87- 12201 Merit Drive, Suite 530 Fin. Planning 2/91 Dallas, Texas 75251				
	Ernst & Young Tax & Fin. Senior 2/86- 2001 Ross Avenue, Suite 2800 Planning Manager 4/87 Dallas, Texas 75201				
	Charles E. Thoele Tax & Fin. Owner 11/84- 6716 Dupper Drive Planning 2/86 Dallas, Texas 75252				
	Southwestern Life Insurance Advanced 5/83- Dallas, Texas Underwriter 3/85				
	Ernst & Young CPA Firm Audit & Tax 7/80- 2001 Ross Avenue, Suite 2800 5/83 Dallas, Texas 75201				
	Name: Joseph P. Nolan D.O.B.: 1/8/65 Formal Education after High School: University of Texas at Austin Austin, Texas  University of Texas at Arlington Arlington, Texas BBA Accounting				
	Business Background: Preceding 21 years				
	Name of Firm Kind of Status Dates and Address Business				
	RGT Capital Management, Ltd. Inv. Mgmt. & Partner 8/94- 5950 Sherry Lane, Ste. 700 Fin. Planning Present Dallas, Texas 75225				
	Dallas Cowboys Football Club Professional Treasurer / 8/90- One Cowboys Parkway Football Team Controller 8/94 Irving, Texas 75063				
	Arthur Andersen & Co. Accounting Senior Tax 6/87- 901 Main Street Accountant 8/90 Dallas, Texas				
	Name: Narayan, Ash D.O.B.: 1/19/65 Formal Education after High School: Valparaiso University Valparaiso, IN BS 1986  Loyola Law School of Los Angeles Los Angeles, CA Juris Doctorate 1991				
	Business Background: Preceding 22 years				
	Name of Firm Kind of Status Dates and Address Business				

Complete amended pages in full, circle amended items and file with execution page (page 1).

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Date:	03/24/2009
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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**801- 27090**

Date:  
**03/24/2009**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>RGT Capital Management, Ltd.</b>		IRS Empl. Ident. No.: <b>75-2278786</b>
Item of Form (identify)	Answer	
<b>9 (D) (E)</b>	<p>The Advisers Act imposes a fiduciary duty on investment advisers. As a fiduciary, RGT has a duty of utmost good faith to act solely in the best interests of each of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy, and represents the expected basis of all of our dealings with our clients.</p> <p>RGT's Code of Ethics consists of the following core principles:</p> <ol style="list-style-type: none"><li>1. The interests of clients will be placed ahead of the firm's or any employee's own investment interests.</li><li>2. Employees are expected to conduct their personal securities transactions in accordance with the <u>Personal Trading Policy</u> and will strive to avoid any actual or perceived conflict of interest with the client. Employees with questions regarding the appearance of a conflict with a client should consult the CCO before taking action that may result in an actual conflict.</li><li>3. Employees will not take inappropriate advantage of their position with the firm.</li><li>4. Employees are expected to act in the best interest of each of our clients.</li><li>5. Employees are expected to comply with federal securities laws. Strict adherence to this policy manual will assist the employee in complying with this important requirement.</li></ol> <p>RGT will provide a copy of the complete Code of Ethics to any client or prospective client upon request.</p>	
<b>10</b>	<p>Applicant may purchase an investment that has been recommended to clients. In most cases, such as involving marketable securities, applicant's purchases do not affect prices or availability of these investments for client portfolios. For illiquid partnership investments, applicant will make a purchase only after all interested clients have been given an opportunity to purchase such investment and even then applicant will restrict its interest to 10% of the total offering. The applicant's philosophy is to invest alongside its clients whenever possible so as to promote client confidence that the applicant believes in the financial soundness of all investment recommendations.</p>	
<b>11(A)</b>	<p>A related party to applicant (with common ownership), RGT Holdings, Inc., own a small minority interest in the entity serving as general partner for energy related investment partnerships recommended to clients. In addition, an owner of the applicant serves on the advisory board of the general partner. Also, one Partner of applicant serves on the board of a separate investment held by RGT Holdings, Inc.</p>	
<b>11(B)</b>	<p>New clients are subject to a minimum portfolio value of \$1,000,000.</p>	
<b>11(B)</b>	<p>Client accounts are reviewed monthly with individual investments monitored continuously. The reviews consist of determining whether the portfolio's performance is achieving the original goals established in the written investment plan. If any investment is not meeting expectations, a decision is made whether to replace it with another investment. Clients are notified in writing of portfolio changes either through separate communication or by receiving a confirmation of changes made from the third party custodian, or both.</p> <p>In addition, for individual clients, the review may encompass any or all components of the original financial plan, factors added by subsequent implementation, and changes in the client's financial circumstances and goals. Further triggering factors for reviews include changes in the tax law and/or financial environment.</p> <p>Reviews are completed by the owners of applicant, Mark C. Griege, Charles E. Thoele, Joseph P. Nolan, Ash Narayan and Todd Amacher. (See Part II, Schedule F, number 6 for detailed information on background and credentials of reviewers.)</p> <p>Robertson, Grieger &amp; Thoele does not intend to have discretionary proxy voting authority for any client. The client shall have full responsibility for proxy voting issues. RGT may, at the request of the client, give non-discretionary advice only on proxy voting matters. Any request by a client for advice on proxy voting issues will be prefaced by a reasonable attempt to identify any personal or professional conflicts of interest before administering advice. Should such a conflict of interest be discovered the client shall be informed in a timely manner before any advice is given. Applicant will provide its proxy and voting policy and procedures to any client or prospective client upon request.</p>	
<b>12(B)</b>	<p>In addition to regular monthly statements each client receives from the third party custodian, detailed client portfolio reports are prepared quarterly for each account. These are sent to clients and reviewed in meetings to communicate the portfolio's results. Clients are requested to confirm that the portfolio's characteristics, such as liquidity, income generation, taxability, risk level and asset allocation, are consistent with current client objectives. Any necessary changes are discussed with clients and implemented. The quarterly reports also contain performance comparison information to relevant indices over comparable time frames. Advisory fees are detailed with these reports. In addition, for individual financial planning clients, applicant provides updated reports of any of the other components of the client's original financial plan as client circumstances and needs dictate.</p>	
<b>12(B)</b>	<p>Applicant has selected Charles Schwab &amp; Co., Inc. as its primary broker of choice based on previously evaluated factors such as: integrity, past and current performance of the investments previously recommended, investment philosophy, products offered, due diligence performed with respect to products offered, understanding of applicant's relationship with its clients and</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

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**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:  
**RGT Capital Management, Ltd.**

SEC File Number:  
**801- 27090**

Date:  
**03/24/2009**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

**RGT Capital Management, Ltd.**

IRS Empl. Ident. No.:

**75-2278786**

Item of Form (identify)	Answer
<b>12(B) con't. 13(A)</b>	<p>willingness to consider executing transactions at a reduced commission. Industry standards are used to determine the reasonableness of commissions.</p> <p>As mentioned above, the products offered by a broker are a factor used in determining whether applicant utilizes a broker for client accounts. The products must be of high quality and conform to the investment criteria found in the client's investment plan.</p> <p>Other brokers may be recommended only where it is evident that adequate research and due diligence is performed with respect to the products offered. Applicant will not recommend products where brokers are earning commissions higher than the industry standard unless the merits of the investment warrant such excess. Applicant expects the broker to perform adequate research and due diligence where the commission earned by the broker approximates the industry standard. Brokers will also charge fees (\$20-\$30/transaction) for administrative charges on transactions involving securities purchased through another broker and transferred to the primary broker ("trade away" fees).</p> <p>A client may specify a broker to be used and waive best execution with proper disclosure to client and consent by client. Clients are advised that, in the event they choose an alternative broker, brokerage fees might not be able to be negotiated by RGT.</p> <p>Research is used to service all of applicant's accounts. Either the applicant performs original research or research is received from outside sources. In some instances, research is purchased and in some cases, research is received by the applicant for no cost. The brokerage firms used by the applicant often provide research at no cost.</p> <p>RGT may recommend/require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab &amp; Co., Inc. (Schwab), a registered broker-dealer, Member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. RGT is independently owned and operated and not affiliated with Schwab. Schwab provides RGT with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional, and are not otherwise contingent upon Advisor committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For RGT's client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab also makes available to RGT other products and services that benefit RGT but may not benefit its clients' accounts. Some of these other products and services assist RGT in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of RGT's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of RGT's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to RGT other services intended to help RGT manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to RGT by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to RGT. While as a fiduciary, RGT endeavors to act in its clients' best interests, RGT's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to RGT of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.</p> <p>Separate Account Managers and third party brokers make IPO allocations based on investor suitability, size of account and account history. RGT has no ability to influence the IPO allocation in a manner that would pose a conflict of interest by favoring one client over another.</p>
<b>Other Disclosures</b>	<p>According to NASD Rule 2790, RGT monitors the status of "restricted persons" to determine which investors can benefit from receiving initial public offerings.</p>