



**Part 2A of Form ADV: *Firm Brochure***

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**This brochure provides information about the qualifications and business practices of Ryan Investment Management, Inc. (hereinafter “RIM” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (970) 429-1100 or at [info@ryaninvest.com](mailto:info@ryaninvest.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 RIM is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for RIM is 115755.**



## **Item 2. Summary of Material Changes**

On July 21, 2010, the U. S. Securities and Exchange Commission (the "SEC") unanimously adopted changes to Form ADV, Part II. All fifty states have also adopted the new format, with some additional state-specific disclosures mandated. The new Part 2, also known as the "Brochure" has 18 separate items that our firm must address (19 for state-registered advisers), each of which requires disclosure on a distinct topic, and answers must be presented in the order of the items in the form, using the headings in the form. Our goal is to provide you with easy-to-understand "plain-English disclosure," using an easy-to-read format and definite, concrete, everyday words.

Our current (updated) Form ADV, Part 2 will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually, and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.



### **Item 3. Table of Contents**

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#### **Item 4. Advisory Business**

Ryan Investment Management, Inc. is a fee-based SEC-registered investment adviser (SEC file number 801-60589). Our principal place of business is located in Aspen, Colorado. We have been in business since 2001. Christopher S. Ryan, CEO, owns 100% of the firm.

#### **Assets Under Management (AUM)**

|                                  |               |                |
|----------------------------------|---------------|----------------|
| Totally discretionary portfolios | \$ 90,861,879 | 183 portfolios |
| Non-discretionary portfolios     | \$ 55,826,563 | 16 portfolios  |
| Total portfolios                 | \$146,688,442 | 199 portfolios |

#### **Portfolio Management**

Our firm provides continuous portfolio management for clients based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop, and document in writing, a client's personal profile and portfolio plan. We then create and manage the client's portfolio based on that policy and plan. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs.

We manage advisory accounts primarily on a discretionary basis only. That means that once we have determined a profile and portfolio plan with a client, we will execute the day to day transactions without seeking prior client consent. Account supervision is guided by the written profile and portfolio plan of the client. We may accept portfolios with certain restrictions, less than full-discretion, or non-discretionary capabilities if circumstances warrant.

After we establish a client's profile and portfolio plan, we primarily build portfolios using index funds and index exchange traded funds (ETFs). Our decision to buy or sell a particular holding is primarily based on the current trend of that holding. Our investment strategy is fully explained in Item 8, below.



## **Item 5. Fees and Compensation**

### Portfolio Management Fees, based on your Assets Under Management (\$), Annual Fee (%)

|                   |       |
|-------------------|-------|
| First \$2 million | 1.00% |
| Next \$3 million  | 0.75% |
| Over \$5 million  | 0.60% |

Minimum annual fee is \$5,000, which is equal to our 1.00% fee on a \$500,000 portfolio. As an example of our fee schedule, a \$3m portfolio would pay a blended rate of 0.92% per year. Under certain limited circumstances, we may negotiate fees.

### Fees in General

Management fees are charged in arrears at the end of each month, based upon the value of the managed assets in your account on the last business day of the month. With your written authorization, we will directly debit your custodial account(s) for portfolio management fees.

We may aggregate certain related client accounts for the purposes of determining the account size and annualized fee. This common practice is often referred to as “house-holding” portfolios for fee purposes, and may result in lower fees than if fees were calculated on portfolios separately.

Clients may terminate the investment management agreement at any time by providing us with notice or by notifying the independent custodian. Fees are only payable through the termination date, and there is no additional cancellation fee.

### Mutual Fund and ETF Fees and Expenses

RIM only earns fees based on portfolio management fees, discussed above. Our fees are separate and distinct from any other fees and expenses that may be charged by mutual funds and ETFs. These fees and expenses are described in each fund's prospectus. These fees are typically embedded into the price of the index fund or ETF, and so are not paid for with cash. Rather these fees reduce the gross performance of the fund. These fees may include a fund manager fee, other fund expenses, and a possible distribution fee. You could invest in a mutual fund or ETF directly, without the services of our firm. In that case, you would not receive the services provided by us which include fund selection, allocation decisions, trading decisions, and performance review. You should review both the fees charged by RIM as well as fees charge by the funds and ETFs to evaluate the advisory services being provided.

### Brokerage and Custodial Fees

In addition to advisory fees paid to our firm, clients will also be responsible for all transaction, brokerage, trade-away and custodial fees incurred as part of their account management. Please see Item 12 of this Brochure for important disclosures regarding our brokerage practices.



#### **Item 6. Performance-Based Fees and Side-By-Side Management**

We do not charge any fees based on a share of capital gains or capital appreciation of the assets of a client.

#### **Item 7. Types of Clients**

Our firm generally provides advisory services to individuals, families, trusts, estates, and charitable organizations. We seek clients who are looking for a trusted advisor to meet their investment objectives. We feel it is important for us to fully explain and educate our prospects and clients about our investment strategy, for them to fully consider and understand our discretionary *Active Indexing* strategy (see Item 8), and to determine whether it is appropriate for them. Because our strategy is specifically designed to capture growth from up-trending markets and to limit downside risk by trimming back holdings during down-trending markets, our clients often have a fiduciary duty, or who are at least mindful of risk and volatility.

As mentioned in Item 5, our minimum annual fee is \$5,000 for Portfolio Management Services. Because of this minimum, we seek clients that can start with portfolios valued at \$1 million or more and will maintain values of at least \$500,000.



### **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

**Our Strategy Explained:** Like other firms, we do subscribe to the basic premise of asset allocation, global diversification, and risk management. We'll get to know you, your goals and concerns, and then we'll develop a written, customized, asset allocation plan that is appropriate for your needs. Your allocation plan will be globally diversified with various asset classes depending on your needs. We'll build your portfolio primarily with low-cost and tax-efficient index funds or exchange traded index funds (ETFs), one for each asset class in your asset allocation plan. Typically, a portfolio might hold 10 to 15 different and diversified index funds.

The key to our strategy, and what makes us unique, is that we actively manage each portfolio using a trend-following discipline. Trend-following is simply a systematic and disciplined method to determine whether an index fund is actually going up or down. We have developed our own set of rules for determining the trend, which is based on factors like moving-averages and other technical indicators. Trend-following differs from "market timing" in that we aren't guessing about what the market is going to do; we're just determining what it is doing right now. It differs from "value investing" in that we aren't estimating that a holding is "under-valued" using some metric and hoping that it will rise in value as others discover its value. Our strategy, based on trend-following, simply acknowledges what markets are actually doing, and invests accordingly.

To summarize, we manage money using active indexing strategies. We're improving upon a buy & hold passive strategy by diversifying globally, reducing costs by using index funds, being fully invested in a holding when its trend is actually going up (capturing growth) and selling or trimming back a holding when its trend is actually going down (providing protection). We're not focused on making predictions and being "right"; we're focused solely on your portfolio's performance in both up and down markets.

By following our discipline, our portfolios will be well diversified, fully invested in rising markets, under-weighted in weak markets, capturing the available growth and avoiding major losses. And because your plan has been discussed with you in advance, and presented in writing, you will always know that your portfolio is invested according to the terms you've agreed to.

***Clients should understand that investing in any securities, including index mutual funds and exchange traded funds, involves a risk of loss of both income and principal that a client must be prepared to bear.***



### **Item 9. Disciplinary Information**

Our firm has no reportable disciplinary events to disclose.

### **Item 10. Other Financial Industry Activities and Affiliations**

We have no other financial industry activities and / or affiliations.

### **Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

#### Code of Ethics Disclosure

As required by the SEC, our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the review of our employees' personal trading accounts. The review includes quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by all of our firm's access persons. Our code provides for oversight, enforcement and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request.

Although we typically only purchase exchange-listed index funds for our clients that are very liquid and widely traded, it is possible that individual employees associated with our firm may buy or sell securities identical to those purchased for customers in their personal accounts. In addition, employees may have an existing interest or position in certain securities which may also be held by clients. This practice results in a potential conflict of interest, as employees could have an incentive (to the extent possible) to manipulate the timing of such purchases to obtain a better price for themselves or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interest and ensure the fulfillment of our fiduciary responsibilities, we have established the following restrictions:

1. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of our firm may prefer his or her own interest to that of the advisory client;
2. It is the policy of our firm that no person employed by us may, without the express consent of the firm's Chief Compliance Officer, purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from



transactions placed on behalf of advisory accounts;

3. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by Chris Ryan, Chief Compliance Officer;
4. We may aggregate employee trades with client trades, ensuring identical and fair execution;
5. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where our firm is granted discretionary authority;
6. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices; and
7. Any individual not in observance of the above may be subject to disciplinary action or termination.

## **Item 12. Brokerage Practices**

We do not have any formal or informal soft-dollar arrangements and do not receive any soft-dollar benefits.

We do not request or accept the discretionary authority to determine the broker dealer to be used for client accounts. Clients may direct us as to the broker dealer to be used for all client securities transactions. In directing the use of a particular broker or dealer, it should be understood that we will not have the ability to negotiate commissions among various brokers, and best execution may not be achieved, resulting in higher transaction costs for clients. *Not all advisers require their clients to direct brokerage.*

Our firm participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab & Company, Inc. ("Schwab"), an unaffiliated FINRA-registered broker dealer. Clients in need of brokerage and custodial services may have Schwab recommended to them. As part of the SI program, our firm receives benefits from Schwab. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the SI program may or may not depend upon the amount of transactions directed to, or



amount of assets custodied by, Schwab.

Participation in the SI program may result in a potential conflict of interest for our firm, as the receipt of the above benefits creates an incentive for us to recommend Schwab and Fidelity to clients.

Nonetheless, we have reviewed the services of Schwab and recommend their services based on a number of factors. These factors include the professional services offered, commission rates, and the custodial platform provided to clients. While, based on our business model, we will not seek to exercise discretion to negotiate trades among various brokers on behalf of clients, we will, however, periodically attempt to negotiate lower commission rates for our clients with Schwab.

If a client, when undertaking an advisory relationship with our firm, already has a pre-established relationship with a broker other than Schwab and instructs us to execute all transactions through that broker, it should be understood that under those circumstances we may not have the ability to negotiate commissions, obtain volume discounts and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients since our firm may not be able to aggregate orders to reduce transaction costs or the client may receive less favorable prices.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account.

Trade Aggregation: We may aggregate client trades when doing so is advantageous to our clients. Mostly, we will batch client transactions to receive volume discounts and to obtain better and more uniform pricing across client accounts. If we determine that aggregation of trades in a certain situation will be beneficial to our clients, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. Any exceptions from the pro-rata allocation procedure will be carefully explained and documented. Such exceptions may occur due to varying cash availability across accounts, divergent investment objectives and existing concentrations, and desire to avoid “odd lots” (an amount of a security that is less than the normal unit of trading for that particular security).



### **Item 13. Review of Accounts**

#### **Portfolio Management/Model Portfolio Management Services**

The following individuals are responsible for client account reviews:

- Christopher S. Ryan, CFA, CEO
- Jean Pierre (JP) R. Pedinielli, Portfolio Manager
- Sarah J. Lokken, Account Manager

The above individuals will continuously monitor the underlying securities in client accounts and perform regular reviews of account holdings for all clients. All accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Geopolitical and macroeconomic specific events may also trigger reviews.

In addition to the monthly statements and confirmations of transactions that clients receive from their broker dealer, our firm will provide quarterly reports which detail investment holdings and portfolio performance.

### **Item 14. Client Referrals and Other Compensation**

Other than that already described in this Brochure, our firm does not receive any additional compensation from third parties for providing investment advice to its clients and does not compensate anyone for client referrals.

### **Item 15. Custody**

Custody is defined as any legal or actual ability by our firm to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, we don't take physical possession of client assets. However, under the current SEC rules, our firm is deemed to have constructive custody of client assets due to our ability to debit management fees in arrears directly from client accounts. Therefore, we urge all of our management clients to carefully review and compare their reviews of account holdings and/or performance results received from us to those they receive from their custodian(s). Should you notice any discrepancies, please notify us and/or your custodian as soon as possible.



#### **Item 16. Investment Discretion**

For clients granting us discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for their account(s), we request that such authority be granted in writing, typically in the executed investment management agreement and custodial paperwork.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

#### **Item 17. Voting Client Securities**

Advisory clients generally elect to delegate their proxy voting authority to us. Alternatively, clients may, at their election, choose to receive proxies related to their own accounts. To direct us to vote a proxy in a particular manner, clients should contact Chris Ryan, Chief Compliance Officer, by telephone, electronic mail, or in writing.

When we have discretion to vote proxies for our clients, we will vote those proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Chris Ryan directly. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

#### **Item 18. Financial Information**

RIM charges fees in arrears, rather than in advance, and therefore is not required to include our firm's balance sheet with this brochure. RIM has no financial impairments that would preclude the firm from meeting contractual commitments to clients nor has RIM or its principals ever been the subject of a bankruptcy petition.