

## **Item 1 – Cover Page**

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May 18, 2011

This Brochure provides information about the qualifications and business practices of Regal Advisory Services, Inc. If you have any questions about the contents of this Brochure, please contact us at (877) 488-6534. 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.

Regal Advisory Services, Inc. is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about Regal Advisory Services, Inc. (“Regal”) is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Effective June 6, 2011 a new clearing agreement between Regal Securities, Inc. and RBC Capital Markets, LLC (“RBC”) will go into effect. Regal recommends that clients establish brokerage accounts with Regal Securities, Inc., a FINRA registered broker-dealer, member SIPC. RBC will maintain custody of clients’ assets and clear trades for their accounts. If you had an account with Penson Financial Services, Inc., then your account will be transferred to RBC. In the future, monthly statements and trade confirmations will be sent directly from RBC instead of from Penson Financial Services, Inc.

As part of the new clearing agreement, Regal’s billing structure will change. Previously managed accounts were charged management fees in arrears of service. As of June 6, 2011 fees will be charged in advance of service. Please see Item 5 for more information regarding fees charged. This Brochure details services and fees that will be offered through RBC.

Our Brochure may be requested by contacting your advisor directly or the company’s Compliance Department at the number above or via email at [compliance@regalsecurities.com](mailto:compliance@regalsecurities.com). Additional information about Regal is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site provides information about any persons affiliated with Regal who are registered, or are required to be registered, as Investment Adviser Representatives of Regal.

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## **Item 4 – Advisory Business**

Regal Advisory Services, Inc. was established in 2001 and approved as a Registered Investment Adviser in 2001. George Bokios is a shareholder with 90% ownership. Please refer to Item 10 for more information on Regal Securities, Inc. which is an affiliated broker-dealer under common control.

Regal Advisory offers investment advisory products and services as detailed in this disclosure document. Such advisory products and services are offered through Investment Adviser Representatives (“IARs”) who may act as portfolio managers. Under the various Programs, the client and the IAR compile pertinent financial and demographic information to develop an investment program that will meet the client’s goals and objectives. IARs will analyze the client information and recommend an appropriate strategy based on the client’s needs and objectives, investment time horizon, risk tolerance, and any other pertinent factors.

Currently, Regal offers the following Programs:

1. Regal Discretionary Investment Management (“RDIM”)
2. Regal Non-Discretionary Investment Management (“RNIM”)
3. RBC Advisor
4. Resource II
5. Total Strategy
6. Advisory Referral Program
7. Regal Investment Consulting Program through Third Party Managers
8. Financial Planning

### **1. Regal Discretionary Investment Management (“RDIM”)**

IARs of Regal Advisory provide investment advisory services to clients that participate in the RDIM Program on a discretionary basis. The IARs develop portfolios based on certain established guidelines and the client’s investment objectives and individual needs. IARs use both fundamental and quantitative research as well as other independent research. IARs may develop a specific investment philosophy using the mix of these analysis methods. Quality and concentration requirements are established to provide an overall discipline and quality element of the Program. Such strategies ordinarily include long and short-term purchases of securities and depending on the client’s objectives and the IAR’s investment philosophy, supplemental covered option writing. In special circumstances, the strategies may also include margin transactions, other option strategies, and trading or short sale transactions.

### **2. Regal Non-Discretionary Investment Management (“RNIM”)**

IARs of Regal Advisory provide investment advisory and brokerage services to clients that participate in the RNIM Program on a non-discretionary basis. Clients have the option of accepting the IAR’s recommendations or selecting alternative investments for the account. All investments shall be at the exclusive risk of the client. Regal Advisory does not guarantee any return on the investments recommended or advised upon and may not be responsible for any losses resulting from such trading or for any transactions that it has not recommended to the client. Regal Advisory offers periodic rebalancing of the mutual funds in the client’s account, at the client’s request. Rebalancing is available at predetermined intervals (*e.g.*, annually) or upon the client’s direction. The IARs may recommend stocks, bonds, or other assets of any kind, consistent with the client’s investment objectives and restrictions established by the client. IARs provide non-discretionary recommendations on the basis of research the IAR reasonably deems to be reliable.

### **3. RBC Advisor**

RBC Advisor is a wrap fee program sponsored by RBC. Our Advisors provide investment advisory and brokerage services to clients that participate in the RBC Advisor Program on a non-discretionary basis. Clients have the option of accepting the Advisor's recommendations or selecting alternative investments for the account. We do not guarantee any return on the investments recommended or advised upon and may not be responsible for any losses resulting from such trading or for any transactions that we have not recommended to you. We offer periodic rebalancing of the mutual funds in your account, at your request. Rebalancing is available at predetermined intervals (e.g., annually) or upon your direction. Your Advisor may recommend stocks, bonds or other assets of any kind, consistent with your investment objectives and any restrictions established by you. Advisors provide recommendations on the basis of research and analytics that we deem to be reliable.

A brochure containing detailed information about RBC Advisor is available upon request.

### **4. Resource II**

Resource II is a wrap fee program sponsored by RBC made available to independent, non-affiliated registered investment advisers ("RIAs"), such as Regal. Regal works closely with its clients to analyze and define the clients' investment objectives and needs. Two investment adviser options can be offered to its clients under the Resource II program:

1. Separate Account Manager Option – Regal will recommend appropriate third-party investment advisers (from a spectrum of advisers, both affiliates and non-affiliates of RBC that have been evaluated, prescreened and selected for inclusion in the Resource II program by RBC) to manage the client's assets on a discretionary basis. Based on Regal's understanding of the client's investment needs and objectives gained from the consultation process and the Risk Profile Questionnaire, Regal will provide the client with information on investment advisers whose investment philosophy and objectives Regal believes are compatible with the investment philosophy and objectives set forth by the client. The client then chooses one or more investment managers to provide services with respect to the account. All accounts are managed by investment advisers. RBC or Regal do not have any discretionary trading authority with respect to the accounts under this option; or

2. Specialty Portfolio Account Option - RBC is the overlay manager and will manage the account on a discretionary basis through the use of model portfolios provided by Regal or by RBC. Regal will recommend appropriate model portfolios based on the understanding of the client's investment objectives and needs gained from the consultation process and the answers provided by the client on the Risk Profile Questionnaire compared against each model portfolio's investment style.

RBC reviews performance data of all Resource II investment advisers and model portfolio providers on a periodic basis and will provide account reports and portfolio reviews to Regal.

A brochure containing detailed information about Resource II is available upon request.

### **5. Total Strategy**

Total Strategy is a wrap fee program sponsored by RBC pursuant to which independent nonaffiliated Registered Investment Advisers ("RIAs"), such as Regal, provide assistance in analyzing each client's investment objectives, needs and goals based on the understanding of the client's investment needs and objectives gained from the consultation process and the Risk Profile Questionnaire and, at the clients

request, provides advice as to how the client might most effectively allocate his or her account assets using model portfolios provided by separate account managers (from a spectrum of advisers that have been evaluated, prescreened and selected for inclusion in the Total Strategy program), suitable mutual funds (purchases on a no-load or load waived basis), and Exchange Traded Funds (ETFs). The recommendations are based on an understanding of the client's investment objective and needs gained from the consultation process and answers provided on the Risk Profile Questionnaire. All accounts are managed by the Overlay Portfolio Manager (Placemark Investments, Inc.); Regal has no discretionary trading authority with respect to the accounts.

A brochure containing detailed information about Total Strategy is available upon request.

## **6. Advisory Referral Program**

In addition to the aforementioned programs, IARs of Regal Advisory may act as solicitors to refer clients to Independent Portfolio Consultants, Inc ("IPC"). For their referral service, Regal Advisory will receive a portion of the fee the client pays to IPC. Regal Advisory receives between 0.25% and 1% of the assets under management, depending on the type of account solicited. If IPC refunds all or any part of an advisory fee to a client, Regal Advisory refunds to IPC its portion of those fees. The fees charged by IPC and the nature of its programs are described in IPC's Disclosure Documents. The maximum fee charged to a client will not exceed 2.5% for equities accounts, 2% for balanced accounts, and 1.25% for fixed income accounts.

## **7. Regal Investment Consulting Program through Third Party Managers**

Selected Third Party Managers ("Managers") are evaluated by Regal Advisory for client use in the Regal Investment Consulting Program through Third Party Managers ("RCP"). RCP services may include assisting clients in identifying their investment objectives and matching personal and financial data with a select list of Managers that meet the RCP minimum quantitative and qualitative criteria. The intent of the Program is to have a selected list of high quality and recognizable third party investment management firms from which a client selects one or more Managers to handle the day-to-day management of the client's account(s). Following recommendations by the IAR, the client will have final authority to select a Manager. The IAR may assist the client in completing appropriate documents. Following selection of a Manager, Regal Advisory will review the appropriateness of such Manager.

Managers selected for use by clients under RCP need to meet several quantitative and qualitative criteria established by Regal Advisory. Among the criteria that may be considered are the manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level and the general investment process. Prior to selection, all Managers are reviewed by the Regal Advisory diligence committee. Each client must have a profile that matches the Manager's stated objectives.

A Manager relationship may be terminated at the client's and IAR's discretion. Regal Advisory may at any time terminate the relationship with a Manager that manages clients' assets. Regal Advisory will provide notifications to clients that have invested with any Manager that Regal Advisory has terminated its relationship. Regal Advisory will not conduct on-going supervisory reviews following such termination. Factors involved in the termination of a Manager may include a failure to adhere to management style or clients' objectives, a material change in the professional staff of the Manager, unexplained poor performance, and dispersions of client account performance or Regal Advisory's decision to no longer include the Manager on its list of approved RCP Managers.

Clients are advised and should understand that:

- A Manager's past performance is no guarantee of future results;
- There is a certain market and/or interest rate risk which may adversely affect any Manager's objectives and strategies, and could cause a loss in a client's account(s); and
- Client risk parameters or comparative index selections provided to Regal Advisory are guidelines only and there is no guarantee that they will be met or not be exceeded. All accounts are managed by the selected Manager and Regal Advisory does not have any discretionary trading authority with respect to such accounts. Information collected by Regal Advisory regarding RCP Managers is believed to be reliable and accurate but Regal Advisory does not necessarily independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective Manager. Such performance reports will be provided directly to the clients and Regal Advisory. Regal Advisory does not audit or verify that these results are calculated on a uniform or consistent basis as provided by a Manager directly to Regal Advisory or through the consulting service utilized by the Manager.

The Disclosure Document for each separate Manager contains important information regarding conflicts of interest, compensation, risks, potential benefits, and other information that prospective investors should review and consider.

## **8. Financial Planning**

Regal Advisory provides advice in the form of a financial plan. Clients purchasing this service will receive a written financial plan, providing the client with a detailed plan designed to achieve their stated financial goals and objectives. An agreement with Regal Advisory is signed prior to the development of the plan which determines the fees and states the terms of the arrangement. In general, the financial plan will address any or all of the following areas of concern:

- **PERSONAL:** Family records, budgeting, personal liability, estate information and financial goals.
- **INVESTMENTS:** Analysis of investment alternatives and their effect on a client's portfolio.
- **TAX & CASH FLOW:** Income tax and spending analysis and planning for past, current and future years. Regal Advisory will illustrate the impact of various investments on a client's current income tax and future tax liability.
- **RETIREMENT:** Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** Cash needs at death, income needs of surviving dependents, estate planning, and disability income analysis. Regal Advisory gathers required information through in-depth personal interviews.

Information gathered includes a client's current financial status, future goals, and attitudes towards risk. Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared. Should a client choose to implement the recommendations contained in the plan, Regal Advisory suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

### Advisory Services

Each client has the ability to impose reasonable restrictions on the management of his/her account, including the designation of particular securities or types of securities that should not be purchased for the account, or that should be sold if held in the account. If a client's instructions are unreasonable Regal, or, if applicable, an IAR believes that the instructions are inappropriate for the client, Regal will notify the client that, unless the instructions are modified, it may cancel the instructions in the client's account. A client will not be able to provide instructions that prohibit or restrict the investment adviser of an open-end or closed-end mutual fund or ETF with respect to the purchase or sale of specific securities or types of securities within the mutual fund.

### Wrap Fee Programs

Regal offers wrap fee programs, sponsored by RBC, which are disclosed in a separate Wrap Fee Brochure. These wrap programs include RBC Advisor, Resource II and Total Strategy. RBC provides custody, transaction and banking services through the Regal affiliated broker-dealer, Regal Securities.

In a wrap fee program, clients are charged an all-inclusive wrap fee on Program Assets that covers advisory, execution, custodial and reporting services on Eligible Assets. A portion of these fees will be paid to Regal for advisory services. In a non-wrap fee program, Regal's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Regal's fee, and Regal shall not receive any portion of these commissions, fees, and costs.

Regal manages assets on a discretionary and non-discretionary basis. As of February 15, 2011 Regal held \$49,400,000 in discretionary assets and \$18,700,000 in non-discretionary assets.

### **Item 5 – Fees and Compensation**

The specific manner in which fees are charged by the firm is established in a client's written agreement. Fees are based on a percentage of assets under management and calculated at an annual rate and billed in advance on a quarterly basis. Fees are based on the assets in the account per the fee schedules below and in some instances, may be negotiated. Margin debit balances do not reduce the value of assets under management.

The initial Program fee will be calculated on the value of the initial assets deposited into the account (valued as of the Effective Date of the Program Agreement) and shall cover the initial quarter pro-rated based on the number of remaining days in such quarter. If the Program Agreement is terminated prior to the last day of a billing quarter, a pro-rated portion, based upon the days remaining in such quarter, of the fee paid in advance will be refunded to client.

Program fees will be automatically deducted from the account unless the client elects, in accordance with the instructions in the Client Agreement, to be billed directly for the Program fees or to have the fees deducted from another account held by RBC. Fee deductions will be funded from available cash or the proceeds of the sale of securities in the account. Unless directed by the client, fee deductions will be



funded first from the redemption of amounts in the Cash Sweep Option, then from the sale or redemption of sufficient securities. If the client has elected to be billed for Program fees and such fees and/or other Program charges are not paid within sixty (60) days of the date on the invoice for such fees and/or charges, RBC will debit the applicable account for the invoiced amounts due from the client.

A portion of the fees charged by Regal for the program services described herein may be paid to IARs in connection with the provision of investment advice and/or client-related services within those programs. In situations in which third party Managers are used, fees are subject to exclusions, calculations, and conditions contained in each Program Disclosure Document and Advisory Agreement. Additionally, most Managers have a minimum quarterly program fee, which may cause the effective program fee (expressed as a percentage) to be greater than the fee rates shown below.

Deposits and/or withdrawals of \$25,000 or more made during the billing quarter will be prorated and charged or rebated, as applicable.

The Disclosure Document for each separate Manager contains important information regarding conflicts of interest, compensation, risks, potential benefits, and other information that prospective investors should review and considered. All standard fee schedules and commissions described herein may be subject to negotiation depending on a range of factors including, but not limited to, account size and overall range of services requested. For any wrap fee product, clients should consider the value of the additional consulting services when making such comparisons.

Regal's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Regal's fee, and Regal shall not receive any portion of these commissions, fees, and costs.

Transaction fees charged may be higher than those otherwise available if the services were provided separately for a discrete fee or if an Investment Advisor were to select brokerage and negotiate commissions in the absence of the extra consulting service provided. Clients should consider the value of the additional consulting services when making such comparisons. The combination of custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation, and fees. A portion of the fees charged by Regal for advisory services may be paid to Regal financial advisors. Financial advisors may have a financial incentive to recommend advisory services over broker-dealer services. Costs and transaction fees arising out of transactions effected by entities other than Regal or RBC or attributable to dealer mark-ups, mark-downs or "spreads" (in transactions where another entity acts as principal for its own account) will be separately borne by clients. All fees described herein may be subject to negotiation depending on a range of factors including, but not limited to, account size and overall range of services requested.

Item 12 further describes the factors that Regal considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).



Regal may waive transaction fees or other administration charges through non-wrap programs for clients at the IAR's discretion. These fees will be paid by the IAR to Regal Securities, Inc. and will not be charged back to the client. Because of these transaction fees, the Advisor is careful to limit the number and frequency of transactions consistent with the best interest of the client. In situations whereby Regal or the Advisor absorbs the ticket charge, this could pose a conflict as the Advisor may not trade as frequently in the account.

In certain states, clients who meet specified net worth or other criteria may elect to pay an individually negotiated fee that includes a performance fee based on annual net profits. Any such account would be managed on a discretionary basis. In such cases, a "high water mark" ensures that if there are losses since inception of the account, those losses will be recaptured before a performance fee may be charged for subsequent quarters. In addition to the fee charged by Regal, the client will pay all ticket charges imposed by Regal Securities, as well as fees charged by mutual fund managers and fees for any additional services requested by the client. Please see Item 6 for more information regarding performance based fees.

Advisory fees may be based on a percentage of assets or as a fixed annual fee. Fees are to be clearly stated in all advisory contracts. Fees that are automatically deducted from the client's account will be reflected in a monthly or quarterly statement. An invoice, showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated, will be available upon request. Clients are reminded of their responsibility to verify the accuracy of the fee computation; the custodian, Regal or Regal Securities, Inc. will not do an independent verification of the accuracy of the computation of fees.

Some mutual funds within this program pay 12b-1 service fees (normally 0.25% per year) to RBC. Because the accounts in this program are thru Regal Securities, those "indirect" service fees are passed on to Regal and/or the Advisor. Indirect fees received from mutual funds are considered and anticipated when net fees are set.

The manner in which we are compensated and the fees you will pay depends on the type of program or service you select. We have disclosed below the fees and compensation associated with our eight primary services:

1. Regal Discretionary Investment Management ("RDIM")
2. Regal Non-Discretionary Investment Management ("RNIM")
3. RBC Advisor
4. Resource II
5. Total Strategy
6. Advisory Referral Program
7. Regal Investment Consulting Program through Third Party Managers
8. Financial Planning

#### **1. Regal Discretionary Investment Management ("RDIM")**

The standard fees, which are negotiable, are charged for the RDIM Program. The maximum annual fee is 2.5% of managed assets charged in advance. Mutual funds will include only mutual funds whose shares can be purchased at net asset value within the Program. As shareholders in mutual funds, clients will bear a proportionate share of the funds' expenses.

The fees and expenses related to money market funds, mutual funds, or exchange traded funds (“ETFs”) are disclosed in their respective prospectuses. The client acknowledges that they may purchase money market funds, mutual funds, or ETFs directly without paying the Program Fee, but in that event the client would not receive the benefit of Regal’s advice regarding investments which would be suitable for the client. The following fee schedule sets forth maximum fees charged by Regal for the RDIM Program. RDIM accounts are subject to a minimum quarterly fee of \$125 (\$500 annually).

Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods.

## **2. Regal Non-Discretionary Investment Management (“RNIM”)**

Standard fees, which are negotiable, are charged for the RNIM Program. The maximum annual fee is 2.5% of managed assets charged in advance. Mutual funds will include only mutual funds whose shares can be purchased at net asset value within the Program. As shareholders in mutual funds, clients will bear a proportionate share of the funds’ expenses.

Clients should consider all fees and expenses to fully evaluate the advisory services being provided. The fees and expense related to money market funds, mutual funds or ETFs are disclosed in their respective prospectuses. The client acknowledges that they may purchase money market funds, mutual funds or ETFs directly without paying the Program fee, but in that event the client would not receive the benefit of Regal’s advice regarding investments which would be suitable for the client. RNIM accounts are subject to a minimum quarterly fee of \$125 (\$500 annually).

Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods.

## **3. RBC Advisor**

RBC Advisor fees are calculated as a percentage of the account value as of the last business day of the preceding calendar quarter. In limited circumstances, clients may be charged an annual flat fee not to exceed 2.75% per annum. Fees are payable in advance on a quarterly basis and calculated based on RBC’s appraisal of the market value of the assets in the account if custodied with RBC. For accounts that are custodied outside of RBC, fees are calculated based on the market value provided by the third-party custodian.

The client can elect to be invoiced for the amount of the fees, authorize RBC to deduct the amount of the fees from the account, or direct RBC to deduct fees from another RBC account. The following describes the fees for equity, balanced accounts and fixed income accounts:

<b>Total Account Value</b>	<b>Total Annualized Fee (Equity and Balanced Accounts)</b>	<b>Total Annualized Fee (Fixed Income Accounts)</b>
\$25,000 to \$250,000	2.75%	1.50%
\$250,001 to \$500,000	2.50%	1.25%
\$500,001 to \$1,000,000	2.25%	1.15%
\$1,000,001 to \$2,000,000	2.00%	1.05%
\$2,000,001 to \$3,000,000	1.75%	0.95%
\$3,000,001 to \$5,000,000	1.50%	0.85%
\$5,000,001 to \$10,000,000	1.25%	0.75%
\$10,000,001 and up	Negotiable	Negotiable

RBC Advisor accounts are subject to a minimum quarterly fee of \$62.50 (\$250 annually for non-equity accounts) and \$125 (\$500 annually for equity accounts). The advisory fees described above cover only the services under the RBC Advisor Client Agreement.

Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods.

#### **4. Resource II**

Resource II is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors. Fees are calculated as a percentage of the account value and are payable in advance on a quarterly basis and calculated based on RBC's appraisal of the market value of the assets in the account as of the last business day of the preceding calendar quarter. Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee may be adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If a client account is terminated prior to the last day of the calendar quarter, a pro rata portion of the fees paid by the client based upon the days remaining in the quarter will be refunded to the client. Fees received Regal may, in certain circumstances, be negotiated. The client can elect to be invoiced for the amount of the fees, authorize RBC to deduct the amount of the fees from the account, or direct RBC to deduct fees from another account maintained with RBC.

The following describes the fees for equity, balanced accounts and fixed income accounts, which are negotiable:

<b>Total Account Value</b>	<b>Total Annualized Fee (Equity and Balanced Accounts)</b>	<b>Total Annualized Fee (Fixed Income Accounts)</b>
\$25,000 to \$250,000	3.25%	2.00%
\$250,001 to \$500,000	3.00%	1.75%
\$500,001 to \$1,000,000	2.75%	1.65%
\$1,000,001 to \$2,000,000	2.50%	1.55%
\$2,000,001 to \$3,000,000	2.25%	1.45%
\$3,000,001 to \$5,000,000	2.00%	1.35%
\$5,000,001 to \$10,000,000	1.75%	1.25%
\$10,000,001 and up	Negotiable	Negotiable

## 5. Total Strategy

The program is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors. The client pays a single quarterly wrap fee, based upon assets under management, for the following services: (i) an initial analysis and periodic re-evaluation of the client's investment objective and needs; (ii) the consulting services as to suitable model portfolios, mutual funds, and ETFs; (iii) the fee and services of the Overlay Portfolio Manager; (iv) fees of the model portfolio providers; (v) periodic Total Strategy account reports and portfolio reviews; (vi) portfolio rebalancing (vii) transaction fees, e.g. brokerage, for securities transactions effected by the Overlay Portfolio Manager through RBC (subject to certain exceptions); (viii) custody and other account-related services; (ix) tax management services as requested. In limited circumstances, client assets may be custodied away from RBC. The client contracts for all these services directly with Regal and RBC, which acts as the liaison between the client and the Overlay Portfolio Manager.

Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee may be adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. The client can elect to be invoiced for the amount of the fees, authorize RBC to deduct the amount of the fees from the account, or direct RBC to deduct fees from another registrant account. The Total Strategy fee schedule is determined by each individual Correspondent Firm or RIA.

If a client account is terminated prior to the last day of the calendar quarter, then a pro rata portion of the fees paid by the client, based upon the days remaining in the quarter, will be refunded to the client. Fees received by the Correspondent Firm or RIA may, in certain circumstances, be negotiated.

The following describes the fees for equity, balanced accounts and fixed income accounts, which are negotiable:

Total Account Value	Total Annualized Fee	Total Annualized Fee
	(Equity and Balanced Accounts)	(Fixed Income Accounts)
\$25,000 to \$250,000	3.25%	2.00%
\$250,001 to \$500,000	3.00%	1.75%
\$500,001 to \$1,000,000	2.75%	1.65%
\$1,000,001 to \$2,000,000	2.50%	1.55%
\$2,000,001 to \$3,000,000	2.25%	1.45%
\$3,000,001 to \$5,000,000	2.00%	1.35%
\$5,000,001 to \$10,000,000	1.75%	1.25%
\$10,000,001 and up	Negotiable	Negotiable

## 6. Advisory Referral Program

For the referral service, Regal will receive a portion of the fee that you pay to the other Registered Investment Adviser. We generally receive between 0.25% and 1% of the assets under management, depending on the type of account solicited. If the other Registered Investment Adviser refunds all or any part of an advisory fee to you, we will refund our portion of those fees. The fees charged by other Registered Investment Adviser and the nature of their programs will be described in the respective Investment Adviser's disclosure documents. The maximum fee charged to you will not exceed 2.5% for equities accounts, 2% for balanced accounts, and 1.25% for fixed income accounts.

## **7. Regal Investment Consulting Program through Third Party Managers**

Fees are outlined in each respective Manager's Form ADV and its advisory contract. We will generally be paid an ongoing solicitor fee based upon a percentage of each client's assets under management with respect to each Manager. You will receive a copy of such solicitor agreement which will disclose the fee. We negotiate each solicitor fee with the Manager. We have a potential conflict of interest to recommend selections of management style and Managers that would result in higher advisory fees paid to us. We will make all recommendations independent of such fee consideration and based solely on our obligation to consider your objectives and needs. The minimum account size will vary from Manager to Manager. All such minimums will be disclosed in the respective Manager's Form ADV; we may have the ability to negotiate such minimums. You may terminate a relationship in accordance with the respective Managers' disclosure documents. If you terminate participation in the Program within five business days of inception, you will receive a full refund of the fee. Prepaid fees will be refunded in accordance with the respective Manager's agreement and disclosure documents.

## **8. Financial Planning**

Financial planning fees will be charged on an agreed upon fixed fee or on an hourly basis. The fixed fee for a financial plan generally ranges from \$1,000 to \$10,000 and the hourly fee generally ranges from \$100 to \$275 per hour, depending on the nature and complexity of your circumstances and financial plan. An estimate for the total hours will be determined at the start of the advisory relationship. Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance (based on actual hours) due upon presentation of the plan to you. Typically the financial plan will be presented to you within 90 days of the contract date, provided that all of the relevant information needed to prepare the financial plan has been promptly provided by you. You may terminate the arrangement at any time, in writing, and you will be refunded a portion of the fee based upon a pro-rated calculation of the time and expense expended by us.

### Account Termination

If the ADV disclosure document was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with this investment adviser, then the client has the right to terminate the contract without penalty within five business days after entering into the contract. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract, or in the case of an oral contract otherwise signified their acceptance, any other provisions of this contract notwithstanding.

Upon written receipt of notice to terminate its client agreement giving instructions to liquidate, Regal and its agent will, in an orderly and efficient manner, proceed with liquidation of the client's account. Transaction fees may be passed through by us for such redemption; further, the client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. Regal and its agent are

not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

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

Most clients pay an asset-based fee, as described in Item 5. However, in certain states, clients who meet specified net worth or other criteria may elect to pay an individually negotiated fee that includes a performance fee based on annual net profits. In order to qualify for a performance based fee arrangements require a minimum account balance of \$1 million, or an account balance of at least \$750,000 and total net worth of \$1.5 million.

Performance fee arrangements include an annual management fee, plus a performance fee equal to 20% of any amount that exceeds the time-weighted average of the S&P 500 index on annual basis. Performance fees are negotiable and any such accounts are managed on a discretionary basis. In such cases, a "high water mark" ensures that if there are losses since inception of the account, those losses will be recaptured before a performance fee may be charged for subsequent quarters. In addition to the fee charged by Regal Advisory, the client will pay all ticket charges imposed by Regal Securities, as well as fees charged by mutual fund managers and fees for any additional services requested by the client.

Advisors managing performance based accounts while at the same time managing accounts without performance fees may constitute a conflict of interest in that a performance fee might provide incentive to the Advisor to favor that account to the disadvantage of other non-performance based accounts. In addition, the Advisor may have an incentive to trade more aggressively in order to earn a performance fee. Regal seeks to minimize potential conflicts of interest by monitoring trading activity utilizing an electronic surveillance system to ensure trading activity is consistent with a clients stated investment objectives and risk tolerance. In addition, Advisors are required quarterly to provide a written statement detailing the account management relationship.

#### **Item 7 – Types of Clients**

Regal provides portfolio management services to individuals, corporations and business entities, pension and profit-sharing plans, charitable institutions, foundations, endowments, estates and trusts.

IARs may impose minimum account sizes for individually managed accounts. In each case, the minimum is negotiable. In addition, the sponsors of other programs offered by Regal Advisory impose minimums, which are often subject to negotiation. The minimum account size is generally \$50,000 per account, unless otherwise specified (limited exceptions may apply).

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

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client on the Client Profile Form. Information includes detailed information regarding the client's financial condition, investment objectives and risk tolerance and is used in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long- or short-term purchases of stock portfolios, mutual funds and fixed income securities.

Investment recommendations are based on an analysis of the client's individual needs, and are drawn from research and analysis. Security analysis methods may include fundamental analysis, technical analysis, charting and cyclical analysis. Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

It is important to note that investing in securities involves certain risks that are borne by the investor. For any risks associated with Investment Company products, please refer to the prospectuses for additional details about these risks. Our investment approach constantly keeps the risk of loss in mind. These risks include, but are not limited to:

- **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 intangible events and conditions. This type of risk is caused by external factors independent of a 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.
- **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. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **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.

### **Item 9 – Disciplinary Information**

It is Regal Advisory's policy to disclose to its clients and prospective clients all facts that might be material to an evaluation of Regal Advisory's integrity. Although Regal Advisory has not been the subject of any material legal or disciplinary events, Regal Advisory voluntarily discloses the following regulatory action against its affiliated broker/dealer, Regal Securities:

- On December 23, 2009, Regal Securities signed a Letter of Acceptance, Waiver and Consent with FINRA for the purpose of proposing a settlement of alleged rule violations regarding deficiencies in Regal Securities' anti-money laundering (AML) program. Regal Securities received a censure and paid a fine to FINRA in the amount of \$50,000. As a result, Regal Securities has implemented tighter internal controls and increased supervision to monitor its AML policies and procedures.



The aforementioned event resulted in no harm or losses to customers of Regal Securities or clients of Regal Advisory.

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

Regal Advisory is affiliated with Regal Securities, which is effectively registered as a general securities broker-dealer with the SEC, FINRA, and various state regulatory agencies. As a broker-dealer, Regal Securities may have trade errors that result in a profit or loss to Regal Securities. Regal Securities has controls in place to limit such trade errors.

Certain IARs are separately licensed as insurance agents/brokers for various independent insurance companies. These individuals may spend a substantial amount of their time with these aforementioned non-advisory activities. In their capacities as registered representatives or as independent insurance agents, clients will be charged separately from their advisory services.

Regal Securities is also a licensed insurance agency. For those advisory clients who wish to use insurance products to attain their goals, Regal Securities can process insurance transactions if the advisor is appropriately licensed and has the appropriate Errors and Omissions (E&O) insurance. Regal advisory clients are under no obligation to purchase any recommended insurance products.

Regal recommends that clients establish brokerage accounts with Regal Securities, Inc., a FINRA registered broker-dealer, member SIPC. RBC will maintain custody of clients' assets and clear trades for their accounts. Although Regal may recommend that clients establish accounts at RBC, it is the client's decision to custody assets with RBC. Regal is independently owned and operated and not affiliated with RBC.

Item 12 includes additional details regarding brokerage practices and related disclosures.

### **Item 11 – Code of Ethics**

Regal has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Regal must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of Regal may buy, sell or invest in securities that are recommended to clients. Regal's employees and persons associated with Regal are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Regal and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Regal's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Regal will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Regal's clients. In addition, the Code requires pre-approval of many transactions, and

restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Regal and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Regal's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Regal will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Regal's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Compliance Department at our main number or via email at [compliance@regalsecurities.com](mailto:compliance@regalsecurities.com).

### **Item 12 – Brokerage Practices**

For Regal client accounts maintained in its custody, RBC generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through RBC or that settle into RBC accounts. RBC may make products and services available to Regal that benefit Regal but may not directly benefit its clients' accounts. Many of these products and services are used to service all or a substantial number of Regal accounts. Some of these products and services provided by RBC includes software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitates trade execution and allocates aggregated trade orders for multiple client accounts; (iii) provides pricing, charts and other market data; (iv) facilitates payment of Regal fees from its clients' accounts; and (v) assists with back-office functions, recordkeeping and client reporting. Regal does not have any commitments or understandings to trade with RBC to generate a specified level of brokerage commission in order to receive the products and/or services referenced above. The products and services may benefit Regal over the client; however, it is our intent to proportionately provide the benefits provided to all clients as part of our services. Regal receives a benefit because we do not have to pay for these services. This creates a conflict of interest by giving us an incentive to recommend RBC.

Advisors may suggest Regal Securities for broker-dealer services to clients. Not all advisers require their clients to direct brokerage. Factors for such recommendation would be when transaction compensation is seen as a benefit to the client. For broker-dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. Commissions paid to advisers for broker-dealer services may be higher or lower than those paid by other brokers.

Trades executed through Regal Securities, Regal Advisory's affiliated broker-dealer, will be charged transaction fees. Fees may vary by product and by Advisor. Advisors transaction fees are individually negotiated based on the Advisor's total production. All clients of a particular Advisor will pay the same ticket charge; however, clients of another Advisor may pay a higher or lower ticket charge depending on their negotiated rates. As a result, transactions in such accounts may result in higher transactional

costs, greater spreads or less favorable net prices and best execution may not be achieved. Transaction fees will be charged per the schedule below:

Equity	Option	Mutual Fund	UIT	Fixed Income
\$9-\$25	\$9-\$25 min, \$0.75-\$1.50/contract	\$15-\$25	\$20-\$30	\$20-\$50 plus up to \$1.25 per bond

When consistent with our duty to obtain best execution, we may aggregate multiple client transactions into a single order in order to obtain the best price for our clients.

Regal is generally not involved in the day-to-day decisions or placements of individual securities transactions that are managed by third party money managers. The money managers are required by law to use their best efforts to place orders for purchase and sale of securities and select broker-dealers to effect these transactions under the terms most favorable to the clients under the circumstances. Among the criteria which Regal reviews in the selection and retention of third party money managers' policies and stated practices regarding the selection of broker-dealers and place of the client's transactions, including its Best Execution policy, but Regal does not directly monitor such activity.

#### **Item 13 – Review of Accounts**

IARs are responsible for performing a quarterly review of the account and for consulting with their clients. Triggering factors that may prompt an account review include, but are not limited to, the following: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings. Accounts may also be subject to a secondary review by a designated supervisor. Such supervisory reviews will be done on a periodic basis; however, not less than annually. The supervisor will oversee the selected accounts for the same triggering factors as mentioned above.

Quarterly summarized performance reports are available upon request. Detailed performance reports are available upon request and may be subject to an additional fee. The fee may be waived at the IARs discretion. The client agrees to inform the IAR in writing of any material changes in their profile or the client's financial circumstances that might affect the manner in which client's assets should be invested. Client may contact the IAR during normal business hours to consult with the IAR concerning the management of the client's account(s).

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

Regal does not receive an economic benefit by anyone other than the client for providing investment advice and other advisory services. Regal does not compensate for client referrals.

#### **Item 15 – Custody**

Clients should receive statements at least quarterly from RBC, the qualified custodian that holds and maintains your investment assets. Regal urges you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

Regal usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. Clients must authorize such discretion in the advisory agreement. When selecting securities and determining amounts, Regal observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Regal in writing.

### **Item 17 – Voting Client Securities**

Regal does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive their proxies or other solicitations directly from their custodian or transfer agent. Clients should contact their IAR if they have any questions and/or to obtain this information.

### **Item 18 – Financial Information**

Registered Investment Advisers are required to provide you with certain financial information or disclosures about Regal's financial condition. Regal has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.

### **Item 19 – Requirements for State-Registered Advisers**

Robert Villaflor, David Garcia, and Skaiste Aksomitaite serve as principal executive officers. The following describes their formal education and business background:

Mr. Robert Villaflor (born 1970) is President of Regal Advisory Services, Inc., and a Senior Vice President and the Head of Business Development for Regal Securities, Inc. Mr. Villaflor started with Regal in 1993 and has a diverse background from having held multiple positions throughout the firm. He has worked on the trade desk as both a broker and as the Trade Desk Manager. He has also worked in Compliance and was the Branch Manager of their largest office. More recently, Rob served as the Chief Operating Officer of Regal Securities. He received his undergraduate degree in finance from Marquette University and has an MBA from DePaul University. Rob has his Series 7, 24, 55, and 63 licenses as well as holding licenses for Life and Variable insurance.

Mr. David Garcia (born 1972) is Chief Compliance Officer of Regal Advisory Services, Inc. (2010-present) and Compliance Officer at Regal Securities, Inc. (1998-present). He holds a Bachelor of Science from Valparaiso University (1995). He has successfully passed the FINRA examinations Series 7, 4 and 24, and the NASAA examinations Series 63 and 66.

Mrs. Skaiste Aksomitaite (born 1979) is the Secretary and Treasurer for Regal Advisory Services, Inc. (2005-present). Mrs. Aksomitaite is also the Vice President and Financial and Operations Principal (FINOP) for Regal Securities. Prior to Regal, she was an office manager at National Securities Corporation (2004-2005) and an analyst assistant at Suprema Securities (2001-2002). Mrs. Aksomitaite holds a Bachelors degree in International Business from Concordia International University Estonia (2002) and an MBA degree in Finance from Concordia University Wisconsin (2004). She passed the FINRA examination Series 27 and the NASAA examination Series 65.

Advisors may manage accounts with performance based fees. Performance-based fees may create an incentive for the Advisor to recommend an investment that may carry a higher degree of risk to the client. Please see Item 6 for more information regarding risks associated with performance based fees and how these fees are calculated.