



Rogers Wealth Group, Inc.

Brochure – Form ADV Part 2A

January 1, 2012

This **brochure** provides information about the qualifications and business practices of Rogers Wealth Group, Inc. If you have any questions about the contents of this brochure, please contact us at (817) 334-0351 or at afrazier@rogerswealthgroup.com.

Additional information about Rogers Wealth Group, Inc. is also available on the Securities and Exchange Commission's website at www.adviserinfo.sec.gov.

This Brochure has not been approved or verified by the U.S. Securities and Exchange Commission or any state securities authority.

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Fort Worth, Texas 76102
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Material Changes

The following list reflects the 4 material changes to our last annual update of March 31, 2011:

- The company name has changed from Rogers Capital Management, Inc. to Rogers Wealth Group, Inc.
- Rogers & Associates, an affiliate providing pension plan consulting and administration, merged with Rogers Capital Management, Inc. *Retirement Plan Services* is now a division of Rogers Wealth Group, Inc.
- The basic fee schedule has changed.
- Institutional Consulting Group, a division of Rogers Wealth Group, Inc., is no longer an active entity and has been removed from our ADV and the Brochure.

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Advisory Business

Rogers Wealth Group, Inc. (RWG) is registered with the U.S. Securities and Exchange Commission, CRD #107409, under the Investment Advisor's Act of 1940.

RWG was founded in 1995 by sole owner, Dale Craig Rogers, Chairman and Chief Executive Officer to provide:

- *wealth management consulting* to high net worth individuals and
- *institutional asset class investment management* to various types of non-individual accounts, such as retirement plans, trusts, estates or charitable organizations.

As of December 31, 2011, assets under management consist of:

Discretionary - \$501,367,228 • Non-discretionary - \$554,637

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Wealth Management

Developing and reviewing the Investment Policy Statement provides the basic guidance for managing a client's portfolio. Portfolios primarily consist of institutional asset class mutual funds.

The process of preparing the Investment Policy Statement generally involves an initial 90 day discovery period, comprehensive evaluation, presentation, commitment and implementation followed by regular progress meetings. It is determined during this process if a client is opposed to certain types of securities and chooses to impose restrictions.

Measuring and evaluating investment performance of the overall portfolio and asset class level determines the progress toward achieving the client's objective.

Institutional Asset Class Investment Management

RWG's objective for the client's portfolio is to add value over an actively managed stock selection approach, as well as over a simple index approach to asset management. Our methodology does not depend on market timing, stock selection, or economic forecasting, as these approaches typically prove more costly in fees and results.

Portfolios primarily consist of institutional asset class and index mutual funds that when combined, seek global diversification through multiple asset class investment strategies.

RWG develops an Investment Policy Statement that seeks to set the basics of the investment objectives of the portfolio structure and define risk tolerance, define the asset allocation structure and clarify performance standards and communication procedures.

Review of the investment performance relative to the goals outlined in the Investment Policy Statement provides the primary guidance for managing the client's portfolio.

Fees and Compensation

Wealth Management Clients

RWG is compensated for investment advisory services to *wealth management clients* based on a percent of assets under management. RWG generally requires a minimum of \$1,000,000 to establish an account. It is at our discretion however to accept accounts with assets less than the minimum.

The negotiated fee schedule is:

Asset Level	Gross Annual Fee
First \$ 1,000,000	1.10%
Next \$ 1,000,000	1.00%
Next \$ 1,000,000	.90%
Next \$ 1,000,000	.80%
Next \$ 1,000,000	.70%
Next \$ 1,000,000	.60%
Next \$ 1,000,000	.50%
Next \$ 1,000,000	.40%
Next \$ 1,000,000	.30%
Over \$10,000,000	.25%

In addition to the basic fee, there is a one-time charge of \$500 to setup the account. Clients may be charged a custody fee, an asset based pricing fee or a transaction fee depending on the type of account established and the custodian utilized.

Fees are payable at the beginning of each month or at the beginning of each calendar quarter with an annual minimum fee of \$10,000. Clients determine whether fees are deducted from the account or paid directly. Upon cancellation of the relationship, any prepaid fee will be refunded on a prorata basis.

Institutional Clients

RWG is compensated for investment advisory services to *institutional clients* of our retirement plan services division, based on a negotiated fee schedule as follows:

Fee Schedule I (plans with less than \$10,000,000 in assets)

Asset Level	Gross Annual Fee
Up to \$3,000,000	0.95%
\$ 3,000,001- \$5,000,000	0.75%
\$ 5,000,001 or more	0.50%

Fee Schedule II (plans with \$10,000,000 or more in assets)

Asset Level	Gross Annual Fee
Up to \$14,999,999	0.59%
\$ 15,000,000- \$19,999,999	0.55%
\$ 20,000,000- \$24,999,999	0.49%
\$ 25,000,000- \$29,999,999	0.46%
\$ 30,000,000- \$39,999,999	0.41%
\$ 40,000,000- \$49,999,999	0.39%
\$ 50,000,000 or more	0.35%

In addition to the basic fee, there is a one-time charge of \$500 to setup an account. Clients may be charged a custody fee, asset based pricing fee or transaction fee depending on the type of account established and the custodian utilized.

Fees are payable at the beginning of each month or at the beginning of each calendar quarter with an annual minimum fee of \$3,000. Clients determine whether fees are deducted from the account or paid directly. Upon cancellation of the relationship, any prepaid fee will be refunded on a prorata basis.

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All Clients

Accounts may be subject to other administrative fees charged by the custodian such as returned check fees, wire fees,

overnight mail fees, 1099R fees or fees for copies of certified trust statements.

We anticipate that consistent with the investment objectives of each retirement plan client, the StarPath[®] Funds (collective investment funds) will be among the recommended investment options.

As a sub-advisor for these funds, RWG receives monthly payments for such services from TDAmeritrade. These payments, however, are paid directly to the plan accounts and allocated (prorata) to all participants or used to offset plan expenses; RWG does not keep any of the sub-advisor fee.

This practice of passing all such payments to the client accounts, along with the use of no-load mutual funds, eliminates any conflict of interest that could exist if we actually accepted this type of compensation.

We are paid a flat fee only as outlined in the tables above. We do not receive commissions, markups or any other compensation in connection with the purchase or sale of securities.

Item 3

Performance-Based Fees and Side-By-Side Management

This section is not applicable to RWG.

Types of Clients

RWG provides investment advice to the following types of client, generally requiring a minimum of \$1,000,000 to establish an account. It is at our discretion to accept accounts with assets less than the minimum.

- Individuals
- Banks
- Trusts and estates
- Charitable organizations
- Foundations
- Corporations
- Profit sharing plans, pension plans, 401(k) plans, 403(b) plans and 457 plans

Methods of Analysis, Investment Strategies and Risk of Loss

Analysis

The investment strategies of RWG consist of no-load mutual funds which are analyzed with regard to the following characteristics:

- Our analysis of *internal fund expenses* is intended to identify funds that have no loads, no 12b-1 fees, and low internal expense ratios. It also seeks to minimize implicit costs due to high asset turnover and poor securities lending practices.
- With regard to *overall exposures (asset allocation)*, we analyze the total number of individual fund holdings, how those holdings are distributed among asset classes, and how their overall size and book-to-market values affect the portfolio as a whole. We also look at the concentration of holdings based on the percentage of a fund that is allocated to its ten largest positions.
- Through our analysis of *fund management styles and consistencies*, we consider the current fund manager's tenure, what his/her specific management style is, and how consistently that style has been maintained over time.
- *Risk and performance measures* are also analyzed in order to ensure that fund volatility and returns are in line with those of the specific asset classes represented.

Investment Strategies

With respect to individual investment strategies, we believe that markets should be treated as if they behave efficiently and that securities should not be judged on their own merits, but rather on their contribution to a complete investment portfolio. With this in mind, we target equity portfolios that offer the

highest expected return per unit of risk for our investment clients. The result is that all equity portfolios:

- are globally diversified among and within asset classes;
- spread risk across thousands of individual securities;
- are tilted significantly toward small capitalization and high book-to-market securities.

With regard to fixed income, we target high credit quality securities with low effective durations. The only exception to this occurs with our inflation-protected bond portfolio, which has a longer duration due to the general nature of issues which carry the inflation-protected feature.

Risk of Loss

While complete loss is always a possibility in terms of investing in individual stock or bond positions, our investment strategies are designed to reduce portfolio risk through extensive global diversification and through selective targeting of fixed income securities.

Equity positions are exposed to market risk. Clients invested in such positions should be prepared to bear the risk associated with a broadly diversified global equity portfolio. Due to our specific risk targets, such as small capitalization and high book-to-market securities, portfolios will carry slightly higher risk than the market portfolio as a whole.

Bond positions are exposed to credit and interest rate risk, both of which are limited due to our focus on high credit quality and low effective durations. A 100% fixed income investor should be prepared to bear the credit and interest rate risk most commonly associated with 3-5 year AA rated securities.

All investments are subject to loss and past performance is no guarantee of future results.

Item 6

Disciplinary Information

There are no legal or disciplinary events to report in this section.

Item 7

Other Financial Industry Activities and Affiliations

Dale Craig Rogers, Chief Executive Officer and Chairman of RWG has been a licensed insurance agent since 1968 and may, *at the request of an individual client*, provide insurance related services on a commission basis.

Item 8

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

RWG has adopted a Company Code of Ethics to which all employees are subject. The Code summarizes the values, principles and business practices to which the company expects employees to adhere. The Code is designed to assure that the activities and interests of the employees will not interfere with making decisions in the best interest of the client. A copy of the Code is provided to all new clients, prospective clients and will be provided to any ongoing client upon request.

In appropriate circumstances, we may recommend to a client the purchase or sale of securities in which an advisor may coincidentally, either directly or indirectly, hold a position. Any such recommendation must be consistent with the client's investment objectives and approved by senior management.

Brokerage Practices

When determining or recommending custody and brokerage services RWG chooses arrangements that provide the most favorable execution of client transactions.

Another primary consideration is the software and technology provided by the broker-dealer that:

- Provide access to account data, trade confirmations and statements;
- Facilitate trade execution and allocate aggregated trade orders;
- Provide research, pricing and other market data;
- Facilitate payment of fees from client accounts;
- Assist with back-office functions, record-keeping and reporting;
- Offers reasonable commission rates and transaction related fees.

Research and other products and services provided by the broker-dealer are made available on an unsolicited basis and are not tied to the amount of trading or the commissions clients pay to the broker.

Most products and services received from the broker-dealer are used to service client accounts; however, not all directly benefit the clients as mentioned below.

Other products and services provided by the broker-dealer that help us manage and further develop business may include educational events, occasional business entertainment, conferences and publications. Whereas these services appear to create a conflict of interest, these arrangements do not play a part in the total mix of factors considered when evaluating and recommending a broker-dealer to a client. The nature, cost and quality of custodial and brokerage service is paramount in our recommendation.

Client accounts that require frequent trading are generally placed on an asset based pricing schedule whereby the broker-dealer will provide unlimited trading for a fee that is based on a percentage of assets.

Alternatively, client accounts that are not traded often are generally placed on a transaction based pricing schedule for a negotiated *fee per trade* with the broker-dealer. This negotiated *fee per trade* eliminates the aggregate type of trading that might possibly result in premature trading in one account just for the sake of cutting trading costs in another account.

RWG has negotiated trading fees with the broker-dealer so that the level of *fee per trade* is equal to or less than trading costs in an omnibus account or the otherwise aggregated trade.

Although RWG recommends the broker-dealer, the client may choose to direct brokerage. In this situation, RWG may not be able to achieve the most favorable execution and this practice may cost clients more money.

Review of Accounts

It is our policy for a Vice President or Senior Vice President, if not the President, to meet with each client at *least annually* to review account performance, financial markets and client objectives. Throughout the year,

- ***fixed income and equity weightings*** are reviewed against targets and accounts are rebalanced as warranted with consideration given to tax consequences for taxable accounts. Cash flow occurrences provide the primary opportunity to rebalance most accounts.
- ***target portfolio weightings*** are reviewed in conjunction with any major family or life events that occur and any changes to the Investment Policy Statement are noted.

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Individual clients receive written quarterly reports. These reports include a:

- ***Portfolio asset allocation*** chart showing the breakdown of assets by asset class;
- ***Portfolio holdings*** showing cost basis, income, current market value and actual and annualized returns net of fees;
- ***Portfolio performance*** review showing quarterly and 12 month performance numbers, realized and unrealized gain/loss, income, expenses, fees, investment gain and performance net of fees;

Client Referrals and Other Compensation

RWG may enter into cash solicitation agreements pursuant to which potential investment advisory clients will be referred to RWG by outside third parties (solicitors).

In return for such solicitation activities and the economic benefit derived from such activity, RWG generally will pay a solicitor, provided such solicitor complies with applicable registration requirements, a percentage of the fee charged by RWG to a referred person who becomes an investment advisory client of the firm.

Any fee paid to a solicitor will be at no additional cost to a referred client.

All cash solicitation agreements in which RWG acts as investment advisor will be in writing and structured to comply with the requirements of the Advisors Act.

Custody

RWG does not hold nor have authority to obtain possession of client funds or securities other than to withdraw fees as outlined in the RWG contract for services. Only by virtue of the fee deductions is RWG considered to have custody.

We recommend that clients compare their custodial account statements to the reports they receive from RWG to verify all transactions.

Investment Discretion

RWG provides continuous supervisory management to approximately 664 accounts and limited management to an additional 18.

Of the 664 accounts that are managed on a discretionary basis, each client is required to execute an ***Investment Policy Statement***. This statement outlines the authority, and any limitations, given to RWG to determine which securities to buy and sell in the client's account.

Voting Client Securities

The act of managing assets of clients may include the voting of proxies related to such managed assets. Where the power to vote has been delegated to RWG, we assume the responsibility for:

- voting in a manner that is in the best interests of the client, and
- taking action to avoid potential conflicts of interest arising from proxy proposals being voted upon.

We consider those factors that are dictated by the client's written instructions, or that are related to the client's investment – including how the vote may economically impact the value of the client's investment. After such consideration, RWG may determine that not voting at all on a proposal may be in the best interest of the client.

In exercising voting discretion, RWG employees shall avoid any direct or indirect conflict of interest raised by such voting decision. Adequate disclosure will be provided to the client if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or potential conflict of interest. Appropriate action will be taken as required under the *Proxy Voting Policies and Procedures* when applicable.

RWG will maintain records required by applicable law in connection with the proxy voting activities for clients and will provide this information, including *how your securities were voted*, upon written or oral request. Questions or requests for a written copy of our *Proxy Voting Policies and Procedures* should be directed to the Director of Operations.

Item 15

Financial Information

RWG is not required to complete this item.

Item 16

Requirements for State-Registered Advisers

RWG is registered with the SEC and therefore not required to complete this item.



Rogers Wealth Group, Inc.

Brochure Supplement - Form ADV Part 2B

January 1, 2012

This **Brochure Supplement** provides information about each investment advisor representative of Rogers Wealth Group, Inc. that supplements the firm's brochure. You should have received a copy of that brochure. Please contact the Director of Operations at (817) 334-0351 if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about each investment advisor representative is also available on the Securities and Exchange Commission's website at www.adviserinfo.sec.gov.

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1330 Summit Avenue
Fort Worth, Texas 76102
Tel: 817-334-0351
Fax: 817-334-0387
Web: www.rogersco.com



Rogers Wealth Group, Inc.

**Dale Craig Rogers • Chairman and
Chief Executive Officer**

Educational Background and Business Experience

Mr. Rogers was born in 1945. He Received a Bachelor of Arts degree from Midwestern University in 1967.

In 1995, Mr. Rogers founded Rogers Wealth Group, Inc. (RWG) to provide (1) wealth management consulting to high net worth individuals and (2) institutional asset class investment management to various types of non-individual accounts, such as retirement plans, trusts, estates and charitable organizations.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Rogers.

Other Business Activities

In 1974, Mr. Rogers founded Rogers & Associates to provide pension consulting, administration and recordkeeping services to qualified retirement plans. In 2011 Rogers & Associates merged with RWG to continue these services under the retirement plan services division.

Also a licensed insurance agent, Mr. Rogers from time to time provides insurance related services on a commissioned basis.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Rogers may receive a bonus solely for the engagement of a new client.

Supervision

Activity in accounts managed by Mr. Rogers may be reviewed on an annual or quarterly basis for conformance to the investment objectives of the client. Dale C. Rogers, Chief Executive Officer of the company, performs these reviews. He may be reached at (817) 334-0351.



Rogers Wealth Group, Inc.

**Craig Coburn Rogers • President and
Chief Operating Officer**

Educational Background and Business Experience

Mr. Rogers was born in 1973 and attended Winthrop University in 1992 and 1993 before transferring to Hardin Simmons University for two years. In 1995, before completing his degree, Mr. Rogers joined Rogers Wealth Group, Inc. as Senior Portfolio Manager.

Mr. Rogers served also as Vice President and Chief Investment Officer before becoming President and Chief Operating Officer in 2004.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Rogers.

Other Business Activities

Mr. Rogers is not engaged in any investment related business or occupation other than his position with Rogers Wealth Group, Inc.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Rogers may receive a bonus solely for the engagement of a new client.

Supervision

Activity in accounts managed by Mr. Rogers may be reviewed on an annual or quarterly basis for conformance to the investment objectives of the client. Dale C. Rogers, Chief Executive Officer of the company, performs these reviews. He may be reached at (817) 334-0351.



Rogers Wealth Group, Inc.

William Walker Harrell • Senior Vice President

Educational Background and Business Experience

Mr. Harrell was born in 1946. He received a Bachelor of Arts degree from Texas Christian University in 1969 and a Masters of Arts degree in 1975 from Troy State University.

Mr. Harrell joined Rogers Wealth Group, Inc. in 1997 following 18 years in the financial services industry.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Harrell.

Other Business Activities

Mr. Harrell is not engaged in any investment related business or occupation other than his position with Rogers Wealth Group, Inc.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Harrell may receive a bonus solely for the engagement of a new client.

Supervision

Mr. Harrell is directly supervised by the president of the firm. You may direct questions or voice concerns about your account to:

Craig C. Rogers
President and Chief Operating Officer
Rogers Wealth Group, Inc.
1330 Summit Avenue
Fort Worth, Texas 76102
817-334-0351

In order to monitor the advice that is provided by Mr. Harrell, all client meetings and telephone calls are documented in written form and permanently filed in an electronic client folder. These documents are reviewed on a routine basis by the supervisor and discussed in internal meetings to determine if the advice being given continues to be appropriate for the client.

All client transactions are first reviewed and approved by the supervisor or his designee, before trades are placed.



Rogers Wealth Group, Inc.

James Williamson Rush, II • Senior Vice President of Operations

Educational Background and Business Experience

Mr. Rush was born in 1945. He received a Bachelor of Science degree from the University of Missouri at Columbia in 1968.

Mr. Rush has served Rogers Wealth Group, Inc. as Senior Vice President of Operations since 2002 following 30 years experience in the financial services industry.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Rush.

Other Business Activities

Mr. Rush is not engaged in any investment related business or occupation other than his position with Rogers Wealth Group, Inc.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Rush may receive a bonus solely for the engagement of a new client.

Supervision

Mr. Rush is directly supervised by the president of the firm. You may direct questions or voice concerns about your account to:

Craig C. Rogers
President and Chief Operating Officer
Rogers Wealth Group, Inc.
1330 Summit Avenue
Fort Worth, Texas 76102
817-334-0351

In order to monitor the advice that is provided by Mr. Rush, all client meetings and telephone calls are documented in written form and permanently filed in an electronic client folder. These documents are reviewed on a routine basis by the supervisor and discussed in internal meetings to determine if the advice being given continues to be appropriate for the client.

All client transactions are first reviewed and approved by the supervisor or his designee, before trades are placed.



Rogers Wealth Group, Inc.

Matthew Phillip Lankford • Vice President & Chief Investment Officer

Educational Background and Business Experience

Born in 1979, Mr. Lankford received a Bachelor of Science degree in 2001 and a Master of Arts degree in 2002 – both from the University of Alabama.

Mr. Lankford began his career with Rogers Wealth Group, Inc. in 2005 and worked for three years as an investment advisor representative before becoming Vice President in 2007 and Chief Investment Officer in 2009.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Lankford.

Other Business Activities

Mr. Lankford is not engaged in any investment related business or occupation other than his position with Rogers Wealth Group, Inc.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Lankford may receive a bonus solely for the engagement of a new client.

Supervision

Mr. Lankford is directly supervised by the president of the firm. You may direct questions or voice concerns about your account to:

Craig C. Rogers
President and Chief Operating Officer
Rogers Wealth Group, Inc.
1330 Summit Avenue
Fort Worth, Texas 76102
817-334-0351

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All client transactions are first reviewed and approved by the supervisor before trades are placed.



Rogers Wealth Group, Inc.

Richard Dale Wilkinson • Senior Vice President

Educational Background and Business Experience

Mr. Wilkinson was born in 1955. He received a Bachelor of Business Administration degree in 1978 from the University of Texas at Arlington.

Mr. Wilkinson joined Rogers Wealth Group, Inc. in June, 2011 as Senior Vice President following 11 years in the financial services industry and 31 years as a licensed insurance agent. In addition to being an Investment Adviser Representative, Mr. Wilkinson holds a professional designation of Certified Financial Planner.

Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information of this nature is applicable to Mr. Wilkinson.

Other Business Activities

As a licensed insurance agent, Mr. Wilkinson may from time to time provide insurance related services on a commissioned basis.

Additional Compensation

Rogers Wealth Group, Inc. does not offer incentives, bonuses or non-cash compensation based on sales of securities or other investment products. Mr. Wilkinson may receive a bonus solely for the engagement of a new client.

Supervision

Mr. Wilkinson is directly supervised by the president of the firm. You may direct questions or voice concerns about your account to:

Craig C. Rogers
President and Chief Operating Officer
Rogers Wealth Group, Inc.
1330 Summit Avenue
Fort Worth, Texas 76102
817-334-0351

In order to monitor the advice that is provided by Mr. Wilkinson, all client meetings and telephone calls are documented in written form and permanently filed in an electronic client folder. These documents are reviewed on a routine basis by the supervisor and discussed in internal meetings to determine if the advice being given continues to be appropriate for the client.

All client transactions are first reviewed and approved by the supervisor before trades are placed.