

R.P. BOGGS & CO.
Part 2A of
Form ADV
The
Brochure

4100 Charlotte Hwy.
Lake Wylie, SC 29710
RPBOGGS.COM

Updated June 20, 2012

This brochure provides information about the qualifications and business practices of R.P. Boggs & Co. If you have any questions about the contents of this brochure, please contact us at (803) 831-0911, or by email at Deb@RPBoggs.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about R.P. Boggs & Co., is available on the SEC's website at www.adviserinfo.sec.gov

Material Changes

R.P. Boggs & Co.'s most recent update to Part 2 of Form ADV was made in April 2012. R.P. Boggs & Co.'s business activities have not changed materially since the time of that update.

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Advisory Business

R.P. Boggs & Co. provides wealth management services on a discretionary and non-discretionary basis, managed by us and sub-advisers we choose, and through separate investments in equities, mutual funds, bonds, cash-equivalents, and other instruments. R.P. Boggs & Co. provides investment consulting services that relate to matters such as allocation of assets among different classes, portfolio diversification, managing portfolio risk, and other general economic and financial topics. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, etc.), and all managed accounts will be maintained with an independent custodian.

Adviser provides a wide array of general personal financial planning services in addition to investments. Such services may include some or all of the following: personal tax and cash flow planning, estate planning, retirement planning, educational funding, insurance planning, compensation and benefits planning and the preparation of financial analyses and personal financial statements reflecting net worth, cash flow and income tax projections.

Adviser will collect pertinent data from the client through personal interviews and/or written

questionnaires. A written summary may be provided to the client highlighting specific recommendations to the client regarding their individual needs.

R.P. Boggs & Co. was founded in 2000 and is primarily owned by Paul Boggs. As of December 31, 2011 R.P. Boggs & Co. managed \$34.4 million on a discretionary basis and \$4.6 million on a non-discretionary basis.

Fees and Compensation

Advisory Management Fees

R.P. Boggs & Co. charges most of its clients an annual investment management fee of 1%.

R.P. Boggs & Co. has waived or negotiated lower fees for certain clients, such as charitable organizations or employees' family members.

Asset based management fees will be charged quarterly in arrears, as agreed to with the client, based on a percentage of the client's assets under management at the end of the calendar quarter.

Most clients authorize R.P. Boggs & Co. to deduct fees automatically from their brokerage accounts, but clients may request that R.P. Boggs & Co. send quarterly invoices to be paid by check.

If a client contributes more than \$100,000 during a quarter R.P. Boggs & Co. will prorate the fees on this contribution. Contributions of less than \$100,000 and partial withdrawals of client assets are not pro-rated and will be reflected in R.P. Boggs & Co. fee calculation for the entire quarter.

In addition to R.P. Boggs & Co. investment management fees, clients bear trading costs and custodial fees. To the extent that clients' accounts are invested in mutual funds, these funds pay a separate layer of management, trading and administrative expenses.

R.P. Boggs has "legacy clients" that are subject to a fee schedule the terms of which may be different than those stated above.

Financial Planning Fees

Financial planning services will be charged at the prevailing hourly rate of \$150 per hour. This fee may be negotiated in advance with the client. The amount of the hourly fee is determined based upon a number of factors including but not limited to the amount of work involved and the complexity of the case.

In no circumstances will R.P. Boggs require prepayment of more than \$500 in fees and six months or more in advance. The Client shall pay R.P. Boggs within 30 days from the date of the invoice or upon presentation of the written financial plan. A client may cancel the financial planning agreement and receive a full refund if R.P. Boggs is notified within five business days after signing an agreement. If cancellation occurs thereafter, the client is responsible only for expenses incurred to that point. In such an event, an itemized invoice will be provided documenting the expenses that have been incurred.

Performance Based Fees and Side-by-Side Management

R.P. Boggs & Co. does not charge any performance fees. Some investment advisors experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to R.P. Boggs & Co.

Types of Clients

R.P. Boggs & Co. primarily provides investment management services to high-net-worth individuals and associated trusts, estates, pension or profit sharing plans, charitable organizations, and other legal entities.

Methods of Analysis, Investment Strategies and Risk of Loss

R.P. Boggs believes, thinking outside the box is an important part of our edge and has enabled us to avoid the group-think that occasionally leads otherwise smart investment professionals to make poor investment decisions. By thinking creatively, we have identified what we believe to be uniquely superior investment alternatives. Our investment philosophy is one of a conservative nature that delivers impactful results. It is based on consideration of multiple scenarios and evaluation of what investment categories will fare well given the scenarios we believe will play out over time.

R.P. Boggs & Co employs a wide range of methods to evaluate investments and manage portfolios, including fundamental analysis, some aspects of economic, market, industry, firm and product cycles and trends.

The main sources of information are subscriptions for research material prepared by other firms, including company SEC filings, press releases, company websites, company earnings call, financial news and quotation services, financial data providers, financial newspapers and magazines, analyst research reports.

R.P. Boggs & Co. primarily invests for relatively long term horizons, often for a year or more. However, market developments could cause R.P. Boggs & Co. to sell securities more quickly.

Depending on a client's investment objectives, R.P. Boggs & Co might engage in short selling or options writing. The use of short selling and option writing poses additional risks that are discussed in detail with any clients who are considering the use of these investment vehicles.

The description contained herein is an overview of the risks entailed in the Advisor's investment strategy and is not intended to be complete. All investing involves a risk of loss and the investment strategy offered by the Advisor could lose money over short or long periods. Performance could be hurt by a number of different market risks including but not limited to:

General Business and Management Risk - Investments in securities are subject to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors. All investments risk the loss of capital. There can be no assurance that our investment program will be successful

Investing in securities is inherently risky. An investment in individual securities or in a portfolio of securities could lose money. R.P. Boggs & Co. cannot give any guarantee that it will achieve its investment objectives or that any client will receive a return of its investment.

We may fail to identify successful companies. Identifying undervalued securities and other assets is difficult, and there are no assurances that such a strategy will succeed. Furthermore, clients may be forced to hold such investments for a substantial period of time before realizing any anticipated value.

We may rely on information that turns out to be wrong. R.P. Boggs & Co. selects investments based, in part, on information provided by issuers to regulators or made directly available to us by the issuers or other sources. R.P. Boggs & Co. is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and a result in losses

Investing in securities entails risks associated with the underlying business. Investments in securities entails all the risks associated with the underlying businesses, including reliance on a company's managers and their ability to execute business strategies. In addition, all businesses face risks such as adverse changes in regulatory requirements, interest rate and currency fluctuations, general economic downturns, changes in political situations, market competitions and other factors. R.P. Boggs & Co. will not have day-to-day control over any company in which it invests for clients.

Industry and Sector risks. Each particular industry or sector may be affected by unique risks, and the value of investments in a particular industry will differ from the value of the overall stock market. Fluctuations in specific market sectors are often more extreme than fluctuations in the overall market. Therefore, concentrating investments in a single industry exposes an investor to the risk that a single set of events or circumstances will decrease the value of the investor's overall portfolio.

Dependence on Key Manager. Client portfolios are dependent on the continued service and active trading efforts of its key managers and employees, including Paul Boggs, President. If the services of any such key managers or employees with R.P. Boggs & Co. were to discontinue or lapse for any reason, client portfolios in all likelihood would be adversely affected.

Short Sales – Our strategies permit short sales. Short sales are designed to profit from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale. Short sales theoretically involve unlimited loss potential, as the market price of the securities sold short may increase continuously. Under adverse market conditions we might have difficulty purchasing securities to meet our short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet short sale obligations at a time when fundamental investment considerations would not favor such sales.

Disciplinary Information

R.P. Boggs & Co and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

R.P. Boggs & Co. and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

R.P. Boggs & Co. has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires R.P. Boggs & Co. and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. R.P. Boggs & Co. restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of R.P. Boggs & Co. code of ethics is available upon request.

R.P. Boggs & Co. employees are generally permitted to trade alongside client accounts as long as they receive the average price that is applicable to clients and pay their share of any transaction costs. However, no employees are allowed to participate in partially filled orders until all clients' orders have been filled. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions.

Under certain circumstances an employee might invest in a security that is not considered suitable for client accounts because of size, liquidity, or other factors. A change in these factors could result in the security becoming more suitable for clients, but the Chief Compliance Officer might not allow the security to be purchased for client accounts in order to avoid even the appearance of employees trading ahead of clients. In R.P. Boggs & Co. experience, it is rare for an employee's personal trading to limit clients' investment opportunities, but such a situation may arise from time to time.

Brokerage Practices

For those clients who do not already have a relationship with a broker-dealer, Adviser will recommend that its clients use Fidelity Institutional Services ("Fidelity"). The services provided by Fidelity are a factor in our suggestion that clients use Fidelity, whose services will ordinarily include monthly and at least quarterly account statements to clients. Not all advisors require their clients to direct brokerage. By directing brokerage we may be unable to achieve most favorable execution of client transactions which could result in higher transactions costs. We have managed client assets at Fidelity for many years and have found Fidelity to offer good services at competitive prices.

Soft Dollar Benefits

R.P. Boggs & Co. does not have any soft dollar arrangements. However, R.P. Boggs & Co. receives certain products and services from Fidelity free of charge or at discounted rates. These products and services include:

- The receipt of duplicate client confirmations, statements, and other account information;
- Direct advisory fee debiting capabilities;
- Access to an electronic network for order entry, including the simultaneous entry of trades on behalf of multiple client accounts;

- A portfolio management system and software that supports R.P. Boggs & Co. research processes.

R.P. Boggs & Co. does not believe that clients whose accounts are held by Fidelity bear any additional costs in connection with R.P. Boggs & Co. receipt of the products and services. Furthermore, Fidelity's provision of these products and services is not contingent upon R.P. Boggs & Co. formally committing any specific amount of business to Fidelity Investments. However, R.P. Boggs & Co. would not receive these products and services if client accounts were not held in custody and traded by Fidelity. R.P. Boggs & Co. receipt of these products and services creates a conflict of interest in connection with R.P. Boggs & Co. recommendation of Fidelity. Also, some of the products and services listed above benefit clients whose accounts are held by other custodians, which could create a conflict of interest between the clients at Fidelity, who are indirectly paying for the products and services, and the clients at other custodians who may benefit from the products and services.

Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders; filled orders shall be allocated separately from subsequent orders. All clients participating in each aggregated order shall receive the average price and if applicable, pay a pro-rata portion of commissions. Transactions are usually aggregated to seek a lower commission, lower costs, or a more advantageous net price

Review of Accounts

R.P. Boggs & Co. continuously monitors accounts to identify and correct any transaction or valuation errors, and to implement investment strategies that serve each client's investment objectives. At a minimum, a review is conducted the day of and the day after any securities transaction in an account and after the end of each month. After the end of each month, the compliance officer reviews account statements and all investment professionals review investment performance, which is tracked monthly for each advisory account... More frequent account reviews are triggered by such factors as: a) awareness of a material change in a client's circumstances or investment objectives, b) significant changes in market conditions, c) changes in the portfolio manager's assessment of a security held in an account and d) divergence of an account's investment performance from management's expectations.

Client Referrals and Other Compensation

R.P. Boggs & Co never receives cash or other economic benefit including commissions, equipment and non-research services from a non-client in connection with providing investment. We have not, but may in the future, compensate people or firms for providing referrals.

Custody

All clients' accounts are held in custody by unaffiliated broker/dealers or banks, but R.P. Boggs & Co. can access many clients' accounts through its ability to debit advisory fees. For this reason R.P. Boggs & Co. is considered to have custody of client assets. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by R.P. Boggs & Co.

Investment Discretion

When a client agrees to discretionary management, R.P. Boggs & Co will be responsible for asset allocation and selecting money managers. The only limitations on the investment authority will be those limitations imposed in writing by the client.

If R.P. Boggs & Co. retains a sub-adviser for the client they reserve discretion to hire and fire money managers on our client's behalf. The only limitations on the investment authority will be those limitations imposed in writing by the client. For the investment managers that R.P. Boggs & Co. selects to manage client assets, clients should review their disclosure document(s) for more information on their policy with regard to investment or brokerage discretion.

Voting Client Securities

R.P. Boggs & Co.'s policy on proxy voting with respect to client accounts is to vote proxies consistent with its fiduciary duty to clients. We shall be responsible for voting proxies on behalf of client accounts however certain clients may retain full proxy voting authority. In cases where we retain full responsibility over the proxy voting activities of an account, we shall vote client proxies in a way that we believe will cause securities to increase the most or decline the least in value in order to maximize shareholder value. Consideration will be given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote.

Financial Information

R.P. Boggs & Co. has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

Requirements for State-Registered Advisers

Please refer to Part 2B Brochure Supplements attached.

R.P. BOGGS & CO. Part 2B of Form ADV The Brochure Supplement

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Updated: June 20, 2012

This brochure supplement provides information about Paul Boggs, Derek Lewis and Debra Dagilus. It supplements R.P. Boggs & Co.'s accompanying Form ADV brochure. Please contact R.P. Boggs & Co.'s Chief Compliance Officer, Debra Dagilus, at 803-831-0911 if you have any questions about the Form ADV brochure or this supplement, or if you would like to request additional or updated copies of either document.

Additional information about Messrs. Boggs and Lewis is available on the SEC's website at www.adviserinfo.sec.gov.

Paul Boggs Biographical Information

Robert Paul Boggs, CFP® born 1972, is the Firm's President and Chief Portfolio Manager. After obtaining his B.S. in Finance from Miami University, Ohio in 1995 he worked in the financial services industry as a Financial Advisor with Edward Jones until November 2000. In November 2000, Paul joined Raymond James Financial Services, Inc. where he served a Branch Manager/Financial Advisor until June 2006. In 2000 R.P. Boggs & Co. was founded and soon after Paul earned the designation of Certified Financial Planner.

Paul has been very involved with a number of Non-Profit organizations: South Carolina School for the Deaf and Blind (Finance Committee), River Hills Lions Charities, Inc. (President -2005), York County Leadership, and serves on the board of River Hills Lions Community Foundation.

The **Certified Financial Planner™ (CFP®)** designation is a professional certification mark for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board). To earn the CFP designation, candidates must meet several requirements—the first of which is the educational requirement, which requires candidates to have a bachelor's degree or higher from an accredited U.S. college or university. CFP candidates must master a list of nearly 100 topics on integrated financial planning. The topics cover major planning areas such as: General Principles of Finance and Financial Planning; Insurance Planning; Employee Benefits Planning; Investment and Securities Planning; State and Federal Income Tax Planning; Estate Tax, Gift Tax, and Transfer Tax Planning; Asset Protection Planning; Retirement Planning; and Estate Planning. Students are required to complete course training in the above listed topic areas in order to meet the first requirement to sit for the 10 hour CFP Board Certification Examination. Even after the student passes the exam, he or she must also have three years full-time or equivalent experience in the financial planning field and be approved by the CFP Board during initial certification, which involves an extensive background check—including an ethics, character and criminal check. Students and certificants are required to adhere to the CFP Board Code of Ethics and Professional Responsibility and to the Financial Planning Practice Standards. To maintain certification, license holders are also required to complete certain continuing education requirements on an on-going basis in addition to paying a licensing fee every two years.

Disciplinary Information

Paul Boggs has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Paul Boggs or R.P. Boggs & Co.

Other Business Activities

Paul Boggs is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of R.P. Boggs & Co.

Additional Compensation

Paul Boggs does not receive economic benefits from any person or entity other than R.P. Boggs & Co in connection with the provision of investment advice to clients.

Supervision

As R.P. Boggs & Co's founder and President, Mr. Boggs maintains ultimate responsibility for R.P. Boggs & Co's operations. He can be reached directly by calling the telephone number on the cover of this brochure supplement. R.P. Boggs & Co. maintains a written compliance manual to ensure it is in compliance with state and federal securities laws and regulations.

Derek M. Lewis Biographical Information

Derek M. Lewis, CFP®, CPA, born in 1975, joined R.P. Boggs & Co. in 2012, as a Financial Advisor. After attaining his B.S. in Accounting from Clemson University in 1998, he went on to attain a Master's Degree in Taxation from the University of South Carolina. Derek was employed by Deloitte & Touche and spent several years in corporate and public accounting. In 2007 he went to Cummings Wealth Management Group, a respected wealth management firm in Charleston, SC, where he advised businesses and individuals, and joined its broker-dealer affiliate, Commonwealth Financial Network, in October 2011 as a Registered Staff Member. In April 2012 Derek joined R.P. Boggs & Co.

Derek is a Certified Financial Planner licensee and is a member of the Certified Financial Planner Board of Standards, and Financial Planning Association. He also holds the Certified Public Accountant designation and is a member of the South Carolina Association of Certified Public Accountants. He is a member of the River Hills Community Church, River Hills Lions Club, and River Hills Country Club.

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Certified Public Accountant (CPA) is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA. In most U.S. states, only CPAs who are licensed are able to provide to the public attestation (including auditing) opinions on financial statements. In order to become a CPA in the United States, a candidate must sit

for and pass the Uniform Certified Public Accountant Examination (Uniform CPA Exam), which is set by the American Institute of Certified Public Accountants and administered by the National Association of State Boards of Accountancy. In addition to the CPA exam, most states also require the completion of a special examination on ethics and that specific education and work experience minimums are met. CPAs are also required to take continuing education courses in order to renew their license. Requirements vary by state but the majority of states require 120 hours of CPE every 3 years with a minimum of 20 hours per calendar year

Disciplinary Information

Derek M. Lewis has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Paul Boggs or R.P. Boggs & Co.

Other Business Activities

Derek M. Lewis is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of R.P. Boggs & Co.

Additional Compensation

Derek M. Lewis does not receive economic benefits from any person or entity other than R.P. Boggs & Co in connection with the provision of investment advice to clients.

Supervision

Mr. Lewis is supervised by and reports to Paul Boggs, R.P. Boggs & Co. founder and President. Mr. Boggs can be reached directly by calling the telephone number on the cover of this brochure supplement. R.P. Boggs & Co. maintains a written compliance manual to ensure it is in compliance with state and federal securities laws and regulations.

Debra Dagilus Biographical Information

Debra Dagilus, born 1956, is the Firm's Chief Compliance Officer/Director of Operations. She has over 30 years of broad-based business experience in finance and accounting. She is responsible for the day-to-day activities of the firm as well as preparation of quarterly client reports, preparation of Personal Income tax projections and returns. As CCO, Debra also ensures that R.P. Boggs & Co. is compliant with all federal and state regulatory laws by reviewing trades in all accounts daily. Debra Dagilus is not registered as an investment adviser representative and does not provide investment advice to clients.

Disciplinary Information

Debra Dagilus has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Debra Dagilus or R.P. Boggs & Co.

Other Business Activities

Debra Dagilus provides tax preparation services and tax projections, for individuals including clients of R.P. Boggs & Co. under the name of DLB Accounting, a sole-proprietorship. R.P. Boggs & Co. receives compensation for tax preparation services which is separate and apart from the compensation it receives from advisory services.

Additional Compensation

Debra Dagilus does not receive economic benefits from any person or entity other than R.P. Boggs & Co in connection with the provision of investment advice to clients.

Supervision

Debra Dagilus is supervised by and reports to Paul Boggs, R.P. Boggs & Co. founder and President. Mr. Boggs can be reached directly by calling the telephone number on the cover of this brochure supplement. R.P. Boggs & Co. maintains a written compliance manual to ensure it is in compliance with state and federal securities laws and regulations.