



Firm Brochure

SEC Disclosure Form ADV & Privacy Policy

April 2012

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This brochure provides information about the qualifications and business practices of R3 Returns. 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. If you have any questions about the contents of this brochure, please contact us at 303.444.0283 or info@r3returns.com.

Additional information about R3 Returns is available on the SEC website at www.adviserinfo.sec.gov.

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Material Changes

R3 Returns is a newly registered investment adviser.

This Form ADV Part II (Brochure) dated April 2012 is R3's first disclosure form.

In the future, this item will discuss material changes made to the brochure.

Advisory Business

Overview: R3 Returns (R3) is a Boulder, Colorado based independent investment advisor and separate account manager that provides financial and investment services on a fee-only basis to private investors. The firm was founded in 2012. R3's clients are primarily other registered investment advisory firms (RIAs) and their clients.

Ownership: R3 is currently owned by four individuals, each of whom is actively engaged in R3's business:

Debi Baydush: 10.00%

Drew Simon: 30.00%

Benjamin Weaver: 30.00%

David Wolf: 30.00%

Specialization: R3 specializes in developing, managing, and providing impact investment portfolios. Impact investing seeks to maximize both investor returns and community/ecological/societal objectives.

Services: R3 provides specialized investment management and separately managed account services. Services may include:

Separately Managed Accounts: R3 Returns Impact Bond Strategy

- Customized separately-managed account portfolios of laddered municipal bonds financing impact projects in three areas (economic restoration, community development, and green initiatives).
- Monitoring client's investments coming under R3's supervision;
- Monitoring client's portfolio on a regular basis and making changes as

necessary and appropriate;

- Maintaining regular communication with client or client's advisor; and
- Preparation of periodic investment reports for client or client's advisor.

Use of Sub Advisors

- R3 provides investment management services to clients facilitated in a collaborative effort with an unaffiliated independent investment advisory firm, Belle Haven Investments, LP (Belle Haven).
- R3 Returns will manage and monitor accounts based upon impact investing criteria and metrics and Belle Haven will manage and monitor the accounts based upon various economic and investment factors. This collaborative management approach will not increase the management fee charged to the client.
- R3 and Belle Haven direct the investment of the securities in the account under a limited power of attorney granted to us by the client in the R3 Returns Investment Management Agreement.
- R3 has entered into a contract with Belle Haven to provide sub-advisory, trade execution, and portfolio management services to R3 clients.
- Under these arrangements, each account is held at an unaffiliated brokerage firm or custodian and is registered to the client. The custodian maintains physical custody of all funds and securities of the account, and the client retains all rights of ownership
- Neither R3 nor Belle Haven receives any compensation from commissions or other charges levied by the account's brokerage or custodial firm. R3 and Belle Haven are compensated solely by the investment management fee as detailed in the R3 Returns Investment Management Agreement.
- Clients will engage R3 to design an investment portfolio and provide ongoing corresponding investment management services on a fee-only basis. All securities are owned directly by the account's registered owner.

Suitability: R3 and its sub-advisors do not gauge the suitability of R3 investment strategies for client investors. Investment suitability is entirely determined by the client and/or client's primary adviser. In performing its services, R3 and its sub-advisors shall not be required to verify suitability of the client and is expressly authorized to rely on the assessment of suitability as determined by the client's primary adviser.

Account Restrictions

Clients may impose limited, reasonable restrictions on their account investments by including such restrictions in R3's Exhibit A to the R3 Returns Investment Management Agreement. Any such restrictions must be approved and accepted by R3 and/or Belle Haven prior to implementation.

Assets Under Management

As a newly registered investment adviser, R3 has no assets under management to report as of April 2012.

Fees and Compensation

R3 is an independent investment advisor and separate account manager. As such, R3 is compensated for its services using one or more of the methods described below. R3's billing method will be disclosed to and agreed to by client as contained in client's written Investment Management Agreement with R3.

Compensation Methods: As agreed to by client, R3's compensation may be as follows:

Asset Based Fee: The annual fee for services will be based on the value of client's assets under R3's management. R3's annual fee for investment and separately managed account services is 0.65%.

Affiliated Firm Discount: BSW Wealth Partners is an affiliated firm of R3 (see "Other Financial Industry Activities and Affiliations" below). BSW's clients may utilize R3 investment strategies for a reduced asset based annual fee of 0.325%. Any R3 fees in such an engagement are solely to compensate the sub-advisor (Belle Haven) and provide no compensation to either R3 or BSW.

Fixed Fee: R3's compensation will be based on a fixed quarterly fee negotiated with and agreed to by client.

Minimum Fee: R3's minimum fee is \$406.25 per quarter.

Travel Expenses: Travel related expenses incurred by R3 on client's behalf will be reimbursed by client.

Other Expenses: In addition to R3's compensation described above, client will incur various trading commissions, transaction fees, and administrative costs in

the implementation of R3's recommendations. R3 will receive no compensation from these sources.

Method and Timing: R3's fees are billed and payable quarterly in advance and shall be deducted from client's R3 managed assets.

Termination and Refunds: Client or R3 may terminate their agreement at any time upon written notice. If R3 and client's relationship is terminated prior to the end of a billing period, R3 will prorate and refund the paid but unearned portion of client's fee for that period back to client.

Prohibited Compensation Methods:

Performance Based Fees: R3 does not use or charge performance based fees.

Commissions: R3 does not charge or receive commissions or similar types of compensation.

Wrap Fee Programs: R3 does not participate in wrap fee or similar types of programs.

Types of Clients

R3 works with a diverse cross-section of clients who are looking for a trusted and specialized impact investing advisor to assist them. These clients generally include:

- Other investment advisors on behalf of their clients;
- Individuals and Families;
- Family foundations.

Minimum Account Size

R3 does not have a required minimum account size. As indicated previously, R3 does have a minimum quarterly fee (see Fees and Compensation).

Methods of Analysis, Investment Strategies and Risk of Loss

Impact Strategies: Evaluation of securities using a proprietary assessment and ranking methodology to target three thematic investment areas: economic restoration, community development, and green initiatives. Analysis includes both quantitative and qualitative factors.

Risks Associated with Impact Strategies: Impact investing strategies will generally favor certain economic sectors and/or issuer types over others. Although R3 strives to maintain adequate and sufficient diversification across economic sectors and/or issuer types, portfolio concentration may occur. The R3 Impact Bond Strategy targets three thematic areas (economic restoration, community development, and green initiatives) for which there may be a limited supply of bonds and which may negatively affect investment returns. The strategy's Impact screening methodologies also narrow the manager's opportunity set of potential investments which may negatively affect investment returns. Investing for impact involves risks of loss that clients should be prepared to bear including: loss of investment principal, fluctuation of investment values, illiquidity, inability to liquidate investments without incurring losses, loss of purchasing power and loss of income.

Fixed Income Strategies: Fixed income investments such as bonds are intended to provide diversification, generate income, and to preserve and protect assets. Generally, the stabilizing influence of fixed income comes at the cost of lower returns relative to other investments. R3's Impact Bond portfolios generally consist of high quality domestically issued municipal bonds.

Risks Associated With Fixed Income Strategies: Fixed Income investing involves risks of loss that clients should be prepared to bear including: loss of purchasing power, loss of income, fluctuation of investment values, loss of investment principal, illiquidity, and inability to liquidate investments without incurring losses. Additional risks associated with investments in general, fixed income investments, and municipal fixed income investments include:

Credit Risk: The financial soundness of an issuer (borrower) is often measured by a credit rating agency such as Standard & Poors, Moody's or Fitch. The rating agencies attempt to measure the ability of an issuer to pay the interest and principal payments on their debt. Typically, the higher the issuer's credit rating the lower the expected investment return will be.

Liquidity Risk: Liquidity risk is the risk that there may be limited buyers for a security when an investor wants to sell. Typically, this results in a discounted sale price in order to attract a buyer. Bonds that are lower quality generally have higher liquidity risk.

Default Risk: A default occurs when an issuer fails to make payment on a principal or interest payment.

Event Risk: Event risk is difficult to predict because it may involve natural disasters such as earthquakes or hurricanes, as well as changes in circumstance from regulators or political bodies.

Political Risk: Political risk is the risk associated with the laws of the country, or to events that may occur there. Particular political events such as a government's change in policy would restrict the flow of capital.

Market Risk: Market risk refers to the bond market as a whole declining, causing the value of all securities to decline regardless of the individual characteristics of a particular security.

Duration Risk: Duration is a way to measure a bond's price sensitivity to changes in interest rates. The duration of a bond is determined by its maturity date, coupon rate and call feature. Duration is a way to compare how different bonds will react to interest rate changes. If a bond has duration of five (5) years it means that the value of that security will decline by approximately five percent (5%) for every one percent (1%) increase in interest rates.

Inflation Risk: Inflation is the decline in the purchasing power of a dollar, meaning today's dollar will buy less tomorrow. In other words, the purchasing power of a bond's future interest and principal payments will be reduced. Typically, in an inflationary environment interest rates will rise as well, causing the value of bond holding to decline.

Interest Rate Risk: Interest rate risk refers to the relationship between the value of a bond and changing interest rates. A rise in interest rates will cause a decline in the value of a bond holding.

Reinvestment Risk: Reinvestment risk is the risk that future interest and principal payments may be reinvested at lower yields due to declining interest rates.

Tax Risk: For municipal bonds, depending on the client's state of residence, the interest earned on certain bonds may not be tax-exempt at the state level.

Disclosure Risk: The amount of public information available on municipal bonds is generally less than that for corporate bonds or equities.

Regulatory Risk: Market participants are subject to rules and regulations imposed by one or more regulators. Changes to these rules and regulations could have an adverse effect on the value of an investment.

Disciplinary Information

R3 has no history of legal or disciplinary actions related to its investment advisory business. R3 has no history of administrative proceedings before the SEC or any other federal or state regulatory agency. R3 has no history of arbitration or any similar dispute resolution process involving its advisory business.

Other Financial Industry Activities and Affiliations

- R3 is an independent investment advisor and separate account manager.
- The owners of R3 are also licensed as investment adviser representatives with BSW Wealth Partners. R3 Returns and BSW Wealth Partners are affiliated.
- BSW Wealth Partners provides wealth management services, including the use of sub-advisors. BSW Wealth Partners earns advisory fees when providing these services.
- BSW may utilize R3 investment strategies for a reduced asset based annual fee (see “Affiliated Firm Discount” above). Any fees in such an engagement are solely to compensate the sub-advisor (Belle Haven) and provide no compensation to either R3 or BSW.
- BSW receives no compensation directly or indirectly from any source to whom it may refer or recommend clients.

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

Code of Ethics: R3’s Code of Ethics is intended to:

- Protect R3’s clients by deterring misconduct;
- Remind R3 that it is in a position of trust and must act with complete propriety at all times;
- Protect the reputation of R3;
- Guard against violation of the securities laws.

General Statement of Ethical Principles

- R3 will, at all times, place the interests of its clients first;
- All personal securities transactions will be conducted in such a manner as to avoid any actual or potential conflict of interest or any abuse of R3’s position of trust and responsibility;
- R3 will not take inappropriate advantage of its position;

- R3 will uphold the fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential;
- R3 will uphold the principle that independence in the investment decision-making process is paramount; and
- R3 will always act with honesty, integrity, and professionalism.

Participation or Interest in Client Transactions: R3 does not recommend to clients, or buy or sell for client accounts, securities in which R3 or a related person has a material financial interest.

Personal Trading: Principals and employees of R3 may, from time to time, own securities, which are also owned by or recommended to clients. R3's ownership is limited to securities whose price, by virtue of market capitalization and/or average daily trading volume, will not be materially affected by either the size or timing of R3's ownership or recommendations. In order to avoid either an actual or apparent conflict of interest, R3 will disclose the names of all such securities to client upon written request.

Brokerage Practices

Broker/Dealer Selection: The criteria R3 uses in the selection of broker/dealers include: best execution of client's transactions, including timeliness, efficiency and price; discounted commission schedule on all client transactions; range of services available to client; financial soundness of brokerage firm; and level of customer service available to client. Any research or similar services provided to R3 are exclusively for the benefit of R3's clients. In no event will R3's clients pay higher commissions in order to obtain the benefit of such research or services.

Aggregate Trading: R3 may aggregate the purchase or sale of securities for R3 clients when aggregation is in the client's best interest including best execution and/or lower transaction costs.

Directed Brokerage: R3 may require clients to use a particular broker/dealer or qualified custodian. Requiring the use of specific broker/dealer may cost clients more money including higher brokerage commissions and transaction costs and/or less favorable prices, and may not provide for most favorable execution of their transactions. While R3 endeavors to act in its clients' best interests, compliance and operational efficiencies warrant R3 requiring clients to use a particular broker/dealer or qualified custodian.

Research and Other Soft Dollar Benefits: In order to avoid an actual or apparent conflict of interest, R3 does not receive soft dollar benefits or engage in any similar practices.

Review of Accounts

Reviews: Client accounts are electronically updated each business day. Account holdings are monitored on an ongoing basis. All client accounts are reconciled on at least a quarterly basis. Client portfolios are reviewed in detail at least quarterly. In addition, accounts are reviewed in the event of changes to the Investment Management Advisor Agreement.

Reviewer: Accounts are reviewed by both R3 and Belle Haven. Accounts are reviewed for impact investment factors, investment allocation, holdings, performance and risk relative to appropriate benchmarks.

Reports: Clients receive trading confirmations and monthly statements from all firms having custody of client's liquid assets. Clients also receive periodic (generally quarterly) written reports and account valuations prepared by R3. Periodic reports evaluate holdings, asset allocation, investment returns and performance relative to appropriately benchmarks.

Client Referrals and Other Compensation

In order to avoid an actual or apparent conflict of interest, R3 does not compensate, directly or indirectly, any person for client referrals.

Custody

Client Funds and Securities: R3 does not take physical possession or other custody of client funds or securities. Client funds and securities will be held with qualified custodians who send quarterly or more frequent account statements directly to client. Clients are advised to carefully review such statements.

Statements: Clients will receive account statements from their qualified custodians and periodic reports from R3. In these situations, client is urged to compare those statements for accuracy and consistency, and to utilize their primary advisor to assist client with this process.

Investment Discretion

R3 manages accounts on a discretionary basis. Prior to granting R3 discretionary authority, client will approve such authority in client's written Investment Management Agreement with R3 and shall execute all appropriate authorizations with qualified custodians for such authority. A non-discretionary basis would require that R3 contact a client prior to implementing changes in their R3 managed account. R3 does not offer its services on a non-discretionary basis.

Voting Client Securities

R3 primarily invests in municipal securities which do not carry proxy voting rights. R3 does not vote proxies on behalf of clients.

Financial Information

Financial Condition: R3 is not aware of any financial condition that is reasonably likely to impair R3's ability to meet its contractual commitment to clients.

Prepayment of Advisory Fees: R3 does not require or solicit prepayment of advisory fees more than six months in advance.

Other Matters

Liability Protections for Clients: In performing its services, R3 shall not be required to verify any information received from the client, the client's advisor, or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains client's responsibility to promptly notify their primary advisor if there is ever any change in client's financial situation or investment objectives for the purpose of reviewing, evaluating, or revising their engagement of R3 investment strategies and/or services.

Non-Consent Letters: In the normal course of business, R3 may utilize Non-Consent letters to clients. Non-Consent letters may outline, among other things, changes that are occurring within R3 or R3's services or to confirm that no changes have occurred within a client's situation that may impact investment objectives or financial planning issues. The use of Non-Consent letters may require client response if appropriate.