



**Part 2 A of Form ADV: Firm Brochure
March 31, 2013**

This brochure provides information about the qualifications and business practices of Parks Capital. If you have any questions about the contents of this brochure, please contact us at 585-248-5700 and/or support@rpigllc.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 Parks Capital is available on the SEC's website at www.adviserinfo.sec.gov.

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2. Material Changes

All cap diversified equity portfolio "Fusion" program is now called '**Managed Discretion Fusion Portfolio**'. There has been no change in investment strategy or portfolio managers for the program.

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4. Advisory Business

A. Our Firm

Ralph Parks Investment Group LLC. (D.B.A "Parks Capital", "the firm" or "we" or "us") is a S.E.C registered investment advisor. The firm was established in 2005 by its founder Ralph Parks and his key associates Ms. Gina Griffo & Mr. Rajiv Dixit. At the time of its inception the firm was a single member LLC owned by Ralph Parks. On December 31'st 2011, upon Mr. Parks's departure, the entire ownership interest of the firm was acquired by Aspire Capital Management Inc. ("ACM"). ACM is owned by Ms. Gina Griffo & Mr. Rajiv Dixit.

The firm was founded and is currently managed with a single vision of helping its clients achieve their respective long term financial goals through active planning, execution and risk management. The firm caters its services to high net worth individuals and small to mid size corporations. We take pride in our exceptional customer service ability and prudent investment management style.

B. Services

The firm currently manages client assets under the following investment programs:

- **Managed Discretionary Fusion Portfolio:**

Under this program the firm uses discretionary authority granted by the client to buy and sell equity and ETF investments suitable to achieve client's long term capital appreciation goals.

- **The Balanced Portfolio:**

The balanced portfolio provides advisory services for client accounts on a non-discretionary basis. Customized portfolios are created for clients based on the individual income and growth needs. The portfolio may include investments in no-load¹ mutual funds, exchange traded funds, variable annuities ²(in certain circumstances), domestic equity securities and fixed income securities.

¹ A mutual fund in which shares are sold without a commission or sales charge.

² Variable annuities are excluded from assets under management for fee calculation purposes

C. Tailoring Our Service to Your Specific Needs

We, at Parks Capital believe that every client is unique in their needs for financial products and planning. Thus, we focus on creating a customized financial plan in accordance with the client's future financial goals. Each client portfolio is unique based on their needs for growth, income and suitability.

- **Managed Discretionary Fusion Portfolio:**

An account under this program does not have the ability to be customized, but customization can be achieved by allocating only a certain portion (part of the entire portfolio focused towards long term growth) of the client's entire net-worth in this program.

- **The Balanced Portfolio:**

An account under this program is customized based on client's specific need for product, suitability and financial goals.

A Client may impose reasonable restrictions on the management of their Account as long as those restrictions fall within the Adviser's investment strategy.

D. Wrap Fee Accounts

All the accounts under the firm's management are wrap fee accounts. The firm does not manage any non wrap fee accounts. For the accounts under the "*managed Discretionary Fusion portfolio*" the advisor has discretion over investment management related decisions. While, all accounts under "*The Balanced Portfolio*" are managed on a non- discretionary basis.

A portion of the wrap fee paid on these accounts is used for the services provided by the firm while the remaining is used to pay for clearing, custody and other services provided by third parties. More details on fee are available in the fee section of this brochure.

E. The amount of money we manage (as of 12/31/2012)

- **Managed Discretionary Fusion Portfolio:**

- Total number of accounts : **70**
- Assets under management : **\$5,304,758.00**

- **The Balanced Portfolio:**

- Total number of accounts : **176**
- Assets under management : **\$22,874,318.00**

5. Fees and Compensation

Management fees ("fees") are based on the market value of assets under management at the closing date of the previous quarter. Funds added or withdrawn from an account during the previous quarter are charged on a pro-rata basis. Initially, fees are billed on a prorated basis from inception of the account for the remainder of the calendar quarter and quarterly in advance thereafter.

The fee schedule below for details on fee charged to client accounts:

Program Type	Quarterly (%)	Annually (%)
Managed Discretionary fusion	0.375%	1.50%
The Balanced Portfolio	0.375%	1.50%

The management fees are non negotiable.³

Fees are automatically deducted from the Client's account on a quarterly basis, in advance⁴. Clients who terminate during the quarter will receive a pro-rata reimbursement for pre-paid fees at the time of account closing.

Typically, the client is charged a single quarterly fee which includes the Adviser's advisory, clearing and custody fee as well as the cost of all transactions executed through Excel Securities & Associates, Inc., Member FINRA, SIPC. The Adviser uses the clearing and custody services of Pershing⁵ for safekeeping assets and Excel Securities for execution of securities transactions for its clients.

There may be situations when a mutual fund or other vehicle will be used to fill a specific asset class. Mutual funds, or other vehicles that may be used in the clients account, may have charges and expenses that are imposed independent of the Adviser and may include investment management administrative and transaction expenses. Therefore, in cases where mutual funds or other vehicles are used, the client may be charged the underlying management fee for these mutual funds or other vehicles. These are explained fully in the prospectuses or other disclosure documents that the custodian delivers to clients.

Certain Adviser employees may also act as broker-dealer representatives through Excel Securities. Under the supervision of Excel Securities Parks

³ Some clients have been grand fathered into a lower fee schedule

⁴ Fee are deducted by Excel Securities & Associates for the benefit of the adviser

⁵ Pershing is a member of the New York Stock Exchange and SIPC

Capital's registered brokers may execute non discretionary trades and receive commission based compensation through Excel Securities. Advisory fees are reduced to offset any mark up or fees received by representatives on a client advisory account.

The Adviser's clients will generally use Excel Securities as their broker dealer. The Adviser strongly recommends this because they are the broker dealer through which the Adviser executes transactions; allocating positions on an average price and performance reporting are all consistent for its clients. Clients choosing this broker dealer will typically instruct the firm to direct portfolio transactions through Excel at a rate agreed to between the parties, or as set forth in a wrap fee arrangement.

Clients are free to choose or change broker dealers, provided that the chosen broker dealer can provide adequate services as determined by the Adviser. In the event such brokerage cannot provide such services, to be determined by Adviser, Adviser may be unable to accept management of the portfolio. A client choosing another broker dealer to direct brokerage transactions is responsible for negotiating fees or commissions with that broker dealer, unless Adviser has a wrap fee arrangement with such broker dealer. The client is responsible to independently determine whether the commissions charged or execution effected is done at rates or prices that are better than could be obtained had Adviser directed the trade. In such circumstances, the client will receive trade confirmations directly from the designated broker (or its clearing firm) and pay brokerage commissions in accordance with the designated broker's schedule of rates or whatever arrangement the client has negotiated.

The Balance Portfolio Program (Misc. additional fee charges)

In addition to the annual asset based wrap fee, the accounts under this program may also be charged the following fees for third party services:

1. **Performance reporting fee:** A fee of \$2.00 per month may be charged by Pershing LLC. to client accounts for performance reporting services.
2. **Retirement account closing fee:** A one time fee of \$110.00 may be charges by Pershing LLC. for closing a retirement account.
3. **Paper statements & confirms:** For clients choosing a paper statement & confirm delivery services a fee of \$0.75 per delivery may be charged by Pershing LLC.

6. Performance-Based Fees and Side-By-Side Management

The firm does not charge a performance-based fee or engage in side-by-side management that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle). Accounts are not charged another type of fee, such as an hourly or flat fee or an asset-based fee.

7. Types of Clients

Parks Capital is proud to offer to its services to a diverse range of clients. Our clients include high net worth individuals, retirement accounts, charitable trusts, pension & profit sharing plans for small-mid size companies.

While we focus more on the quality of our client base as oppose to their account size, we do have to maintain a minimum opening account size of \$500,000 to make our services effective for the client. On occasion there may be certain circumstances where the minimum account size may be waived.

8. Methods of Analysis, Investment Strategies and Risk of Loss

- **Managed Discretionary Fusion Portfolio:**

This program is designed for the client who needs exposure to an all cap growth equity portfolio. Clients should have a minimum of 3-5 years of investment time horizon. This strategy involves a high turnover ratio which could lead to tax inefficient returns and higher taxes.

The strategy focuses on the macro and micro analysis of U.S. financial markets. The Fusion portfolio is available only on a discretionary account basis. The investment process in this portfolio can be best described as a two step process.

- **Step 1: Macro Market Analysis:**

In this step the adviser determines the macro direction of the equity markets in the United States. Only if the macro direction test is positive i.e. adviser believes the current market trend is moving upwards, the investment process moves to the next step. Otherwise all assets in the portfolio remain in passive investment until the above scenario is attained.

- **Step 2: Micro Market Analysis:**

Once it is determined that the overall market trend is positive, the adviser uses an advanced technical configuration to determine what would be the best possible investment opportunity available in the market at that given time. Such strategies are selected from a group of 3,000 - 4,000 pre selected U.S. equity securities. Careful consideration is made towards reaching the goals of adequate diversification, liquidity and volume.

Investment Time Horizon: 3 - 5 Years

Risk Profile: Moderate - Aggressive

Tax Efficiency: Low

- **The Balanced Portfolio**

This strategy is designed for the clients who have a long term objective of income and or growth. Client individual needs are analyzed. Each portfolio is custom designed to meet client individual investment objectives based on their financial profile. Investments are made on a non-discretionary basis. Investments in this type of account include but are not limited to stocks, mutual funds, exchange traded funds, options, bonds, preferred stocks and certificate of deposits. The Adviser conducts periodic reviews to ensure goals of adequate diversification, liquidity and income are being achieved.

Investment Time Horizon: Based on individual needs

Risk Profile: Based on individual needs

Tax Efficiency: Based on individual needs

9. Disciplinary Information

Parks Capital has had no legal or disciplinary events to disclose that are material to a client's or prospective client's evaluation of the advisory business or the integrity of management.

10. Other Financial Industry Activities and Affiliations

Certain Adviser employees act as broker-dealer representatives through Excel Securities. Under the supervision of Excel Securities the Adviser registered brokers may execute non-discretionary trades and receive commission based compensation through Excel Securities. (Any commission payments received are included in the calculation of the advisory fee for the client's account.)

Rajiv Dixit is the Chief Investment Officer of Parks Capital and as such manages investment strategy for the "*Managed Discretionary Fusion portfolio*" and "*The Balanced Portfolio*".

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

The firm's policy is to consider the clients interest before personal interests. Employees of the firm may execute transactions in their personal accounts in the same securities that are being executed in client accounts as long as there is not a perceived or potential conflict of interest. We has adopted a Code of Ethics and Personal Trading Policy in compliance with Investment Advisers Act rule 204A-1. The firm requires all associated persons to adhere to the highest ethical standards; placing client interest before personal interest. The firm also requires access persons to report initial and annual holdings reports, quarterly transaction reports, and to pre-clear transactions in IPO's and private placements. In addition, the firm has outlined the sanctions for failing to comply with the firm's Policies and Procedures. The Code of Ethics is available upon request.

Parks Capital has adopted the following procedures:

- Employees are to identify any personal investment account and any accounts in which the employee has beneficial interest, including any accounts for the immediate family and household member, upon hire, annually thereafter and upon opening or closing any account(s).
- Initial Holdings reports must be submitted to the CCO.
- Annual Holdings reports must be subsequently submitted to the CCO.
- Personal investments in initial public offerings and limited offerings by access persons will be required to be pre-cleared.
- Employees are only permitted to trade subsequent to client orders being fully completed and evidenced by a time-stamp (unless employees are trading through a block traded with client accounts).
- All personal transaction reports are delivered to the CCO within 10 days following the quarter end. If any person opens a new account or trades outside of the accounts previously disclosed to the CCO, the advisory person must report the account immediately to the CCO.
- All personal securities transactions are covered except transactions in direct obligations of the Government of the United States, broker's acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, or shares issued by non-proprietary registered open-end investment companies managed by another adviser.
- All supervised persons will be required to promptly report any violations of the adviser's code of ethics to the CCO.
- The review officer will review all employees' reports of personal securities transactions for compliance with the firm's policies, including the Insider Trading Policy, regulatory requirements and the firm's fiduciary duty to its clients, among other things.

12. Brokerage Practices

The Adviser's clients will generally use Excel Securities. The Adviser strongly recommends this because they are the broker dealer through which the Adviser executes transactions; allocating positions on an average price and performance reporting are all consistent for its clients. Clients choosing this broker dealer will typically instruct the firm to direct portfolio transactions through Excel at a rate agreed to between the parties, or as set forth in a wrap fee arrangement.

Clients are free to choose or change broker dealers, provided that the chosen broker dealer can provide adequate services as determined by the Adviser. In the event such brokerage cannot provide such services, to be determined by Adviser, Adviser may be unable to accept management of the portfolio. A client choosing another broker dealer to direct brokerage transactions is responsible for negotiating fees or commissions with that broker dealer, unless Adviser has a wrap fee arrangement with such broker dealer. The client is responsible to independently determine whether the commissions charged or execution effected is done at rates or prices that are better than could be obtained had Adviser directed the trade. In such circumstances, the client will receive trade confirmations directly from the designated broker (or its clearing firm) and pay brokerage commissions in accordance with the designated broker's schedule of rates or whatever arrangement the client has negotiated.

The Adviser does not engage in cross trading, principal trading or in accepting soft dollar arrangements including research.

The advisory fee charged to the client is not affected by the use of a third party in connection with the client's account(s), and the client will not be assessed any additional fees for the use of such services by the Adviser. If the services of a third party are used in connection with the client's account, the structure of the arrangement and the compensation paid to the third party will be fully disclosed to the client pursuant to Rule 206(4) of the Investment Advisers Act of 1940 and all subsequent amendments thereto.

13. Review of Accounts

The Adviser reviews accounts for performance on a portfolio level monthly and reviews securities held in the portfolios weekly. Recommendations are documented and implemented by a principal of the firm. Suitability reviews are offered to clients on a Bi- Annual basis; Investment performance reports, provided by Pershing, are reviewed by the principals of the firm upon receipt and with the client periodically upon request.

Pershing, as clearing agent, has custody of the assets and transmits trade confirmations to the client, Excel Securities, and the Adviser for all transactions executed, monthly statements for each month in which there is activity, and statements of securities held in custody at least quarterly to clients. Pershing provides the advisor with investment performance summaries for the client accounts which are available to the client upon request..”

The Adviser has full discretion over trading in client’s *‘Managed Discretionary Fusion Portfolio’* accounts. All other accounts are on a non-discretionary basis. Under the supervision of Excel Securities the Adviser's registered brokers may execute non-discretionary trades and receive commission based compensation through Excel Securities for brokerage accounts.

14. Client Referrals and Other Compensation

The advisory fee charged to the client is not affected by the use of a third party in connection with the client's account(s), and the client will not be assessed any additional fees for the use of such services by the Adviser. If the services of a third party are used in connection with the client's account, the structure of the arrangement and the compensation paid to the third party will be fully disclosed to the client pursuant to Rule 206(4) of the Investment Advisers Act of 1940.

15. Custody

The Adviser uses the clearing and custody services of Pershing, a member of the New York Stock Exchange and SIPC, for safekeeping assets and Excel Securities for execution of securities transactions for its clients.

Pershing, as clearing agent, has custody of the assets and transmits trade confirmations to the client, Excel Securities, and the Adviser for all transactions executed, monthly statements for each month in which there is activity, and statements of securities held in custody at least quarterly to clients.

16. Investment Discretion

The Adviser has full discretion over trading in client 'Fusion' accounts. Under the supervision of Excel Securities the Adviser's registered brokers may execute non-discretionary trades and receive commission based compensation through Excel Securities for brokerage accounts.

Parks Capital only accepts accounts when it is given specific trading authorization. The firm accepts certain limitations on such discretion, for example, investment restrictions or prohibitions as determined by individual clients. These limitations will be agreed upon at the outset of the relationship and are subject to change, with notice from the client. The client is requested to verify or change any restrictions annually in writing. Client restrictions may include specific securities or sectors or maintenance of certain cash amounts. Clients are required to sign a Discretionary Investment Management Agreement authorizing Parks Capital to assume discretionary authority.

17. Voting Client Securities

The Adviser's exercises proxy votes on behalf of its discretionary clients. Clients may request a copy of the Adviser's proxy voting policies and procedures. As a matter of policy, the Adviser monitors corporate actions, receives and votes client proxies and discloses any potential conflicts of interest, voting proxies for portfolio securities consistent with the best economic interests of its clients. Clients may request a copy of the proxy voting records.

Item 18: Financial Information

Parks Capital does not have custody of client funds or securities, or require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Advisor knows of no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

Parks Capital has not been the subject of a bankruptcy petition at any time during the past ten years.