

**Item 1 – Cover Page**

**RCG Partners LLC**

**Form ADV Part 2 – Brochure**

**Form ADV Part 2 – Brochure Supplement**

**November 15, 2013**

13 Waverly Place

Clifton Park, New York 12065

(518) 495-6694

[www.rcgpartners.com](http://www.rcgpartners.com)

This Brochure provides information about the business practices of RCG Partners, LLC and the qualifications of its advisors. It is available, free of charge, to all clients and prospective clients of the firm by contacting Michael Rosher at (518) 495-6694 or by visiting our website at [www.rcgpartners.com](http://www.rcgpartners.com).

The purpose of this brochure is to provide you with information about the firm that may help you make a decision on whether or not to retain our services.

RCG Partners (“RCG PARTNERS”, “We”, or “Us”) is a Registered Investment Advisor in the State of New York. The information in this Brochure has not been approved or verified by the State of New York or by the Securities and Exchange Commission or by any other State securities authority, and registration as an investment advisor does not imply any specified level of skill or training.

## **Item 2 – Material Changes**

This is a mid-year update completed November 15, 2013.

The Form ADV Part 2 will be made available each year to all clients by March 31<sup>st</sup>, and will be offered to prospective clients prior to engagement of our services, along with our firm's Investment Management Agreement. We will further provide clients and prospective clients with a new brochure as necessary based on material changes to or new information about our firm. Material changes for this annual update are as follows: On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law and in doing so, raised the threshold for advisor registration with the SEC from \$30 million under management to \$100 million under management. As a result, RCG Partners is required to register with the SEC as required by the State of New York.

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## **Item 4 – Advisory Business**

### **A. Advisory Firm**

RCG Partners was founded in 2002 by Michael Rosher, as an LLC under the name of Integrated MD Solutions LLC. Michael is the sole owner and advisor at RCG PARTNERS.

### **B. Advisory Services**

#### *Investment Management*

RCG PARTNERS provides investment management services that include the development of an investment policy that is unique to each client, presentation and implementation of investment recommendations, and ongoing supervision and management of client investment assets. Other services include investment and real estate advisory services, periodic rebalancing, semi-annual and annual reviews with clients, and periodic market commentary communications, and annual performance reporting.

RCG PARTNERS does not provide tax or legal services.

#### *Financial Planning*

In addition to investment management services, RCG PARTNERS provides financial planning services to clients, which may include goal-based planning, cash-flow management, and *general* advice regarding mortgages, insurance, estate planning, tax planning, etc.. Financial planning services are typically offered to investment management clients at no additional charge. RCG PARTNERS may also from time to time offer stand-alone planning services charged at an hourly rate.

### **C. Customized Portfolios**

RCG PARTNERS tailors individual client portfolios in the following ways:

- ☑ We review a client's personal risk tolerance and time horizon, and then allocate investments among stocks, bonds and cash in order to optimize the trade-off between risk and return for that particular client.
- ☑ We review a client's liquidity needs to make sure they have sufficient cash on hand to fund either regular or unexpected portfolio withdrawals.
- ☑ We gather information about each client's tax situation to make sure that we are achieving the best possible investment returns on an after-tax basis.
- ☑ We make accommodations for investments that a client may hold that is outside of our normal set of recommendations. We also make accommodations for those clients who wish to engage in Socially Responsible Investing by researching and using SRI-strategy mutual funds.

### **D. Wrap Fee Programs**

RCG PARTNERS does not participate in Wrap Fee programs.

### **E. Discretionary Management**

RCG PARTNERS manages most client accounts on a non-discretionary basis, which means that clients must approve transactions prior to their execution. As of this writing (November 2013), approximately 100% of assets under management (\$60 million) is managed on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

A. Advisory fees are charged on a case by case basis determined in the beginning of each engagement. The minimum fee for new clients is \$10,000 per year. Fees are negotiable. The specific manner in which fees are charged by RCG PARTNERS is established in the client's Investment Management Agreement. Lower fees for comparable services may be available from other sources.

Advisory fees include the provision of financial planning services at no additional charge. RCG PARTNERS may from time to time, at its discretion, provide stand-alone financial planning services to individuals who do not retain our investment management services. These financial planning services will be charged a fee for service at an hourly rate of \$400.

B. Clients may elect to pay fees directly by cash or check.

C. The fees listed above are in addition to any fees charged by the account custodian or costs associated with the implementation of the investment plan. These costs may include brokerage commissions, transaction fees, mutual fund operating expenses, custodial fees, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. RCG PARTNERS does not receive any portion of these commissions, fees or costs, and seeks to minimize them on clients' behalf whenever possible.

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

D. Investment Advisory contracts may be terminated at any time for any reason with written notice at the will of the client or RCG Partners. RCG PARTNERS will refund any prepaid, unearned fees, and any earned but unpaid fees will be promptly due and payable. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee,

calculated based on a 30-day month, 360-day year calendar. Refunds will be paid by check and sent via U.S. mail within 30 days of receipt of termination notice.

E. RCG PARTNERS and its advisors do not receive compensation from the sale of securities.

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

RCG PARTNERS does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) for securities.

### **Item 7 – Types of Clients**

RCG PARTNERS provides investment management and financial planning services to high net worth individuals, families, trusts, small and medium size businesses, corporate pension and profit-sharing plans, non-profit and charitable institutions.

RCG PARTNERS does not have a mandatory minimum account size. Rather, we charge a minimum annual fee, which is currently \$10,000. This minimum fee may be negotiable for those clients with less than \$1 million under management.

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

RCG PARTNERS follows the principles of asset allocation to construct broadly diversified investment portfolios that are designed for the long-term and are based on each client's personal circumstances (goals, time horizon, risk tolerance, tax considerations). We strive to keep expenses and investment costs low, and primarily use no-load, low-cost mutual funds and exchange-traded funds when implementing investment portfolios. We seek to minimize the effect of taxes through asset location and tax-efficient investment vehicles.

Although we do a great amount of work to determine in advance a client's risk tolerance, it is important to understand that investing money involves many risks, including the risk of loss of principal, and clients should be prepared to bear this risk. We cannot guarantee any particular investment outcome.

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

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of RCG PARTNERS or the integrity of our management.

RCG PARTNERS has received no legal or disciplinary action.

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

RCG Partners has no material relationship or arrangement with any of the following: broker-dealers, municipal or government securities dealers, investment companies or other pooled investments, closed-end investment companies or unit investment trusts, hedge funds or offshore funds, other investment advisors or financial planners, futures commission merchants, commodity trading advisors, banking or thrift institutions, accountancy firms, law firms or insurance agencies.

From time to time RCG PARTNERS may give gifts valued at less than \$50 in value to clients or colleagues based on an ongoing relationship; however, RCG PARTNERS does not participate in any formal compensation-for-referrals arrangement.

## **Item 11 – Code of Ethics**

RCG PARTNERS has adopted a Code of Ethics as stated in the Code of Ethics for Certified Financial Planners describing our high standard of business conduct and fiduciary duty to our clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at RCG PARTNERS must acknowledge the terms of the Code of Ethics annually, or as amended. The owners and advisors of RCG PARTNERS follow the same investment strategy for their personal assets as is recommended to clients and, as a result, have ownership interest in many of the same mutual fund investments. Employee trading is continually monitored in order to reasonably prevent conflicts of interest between RCG PARTNERS and its clients. RCG PARTNERS's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Michael Rosher at (518) 495-6694.

## **Item 12 – Brokerage Practices**

RCG PARTNERS may require that clients establish brokerage accounts with an Institution, a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. RCG PARTNERS is independently owned and operated and not affiliated with an Institution, a registered broker-dealer, member SIPC. RCG PARTNERS does not receive or utilize soft dollars, nor do we enter into any soft-dollar arrangements with broker-dealers. We do not receive compensation directly or indirectly from any source other than fees paid to us by our clients. RCG PARTNERS receive a share of any fees collected by account custodians or mutual fund companies.

### **Item 13 – Review of Accounts**

A. All client accounts are reviewed according to a set schedule, as follows:

*Semi-Annual Review:* All accounts are reviewed every six months in relation to their target portfolio weights, market movements, changes in fund recommendations, and shifts in target asset allocations.



*Annual Review:* In addition to the above, we seek to meet with clients at least once per year in order to stay informed regarding their personal situation and to determine whether the established Investment Policy remains appropriate. All portfolios are rebalanced at least once per year.

*Upon Client Request:* In addition to the above, we periodically review client accounts in relation to new information presented by the client or in order to provide information requested by the client.

All reviews, whether initiated by Client or Advisor, are performed by Michael Rosher.

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

It is RCG PARTNERS's policy that the firm will not engage in any compensation arrangements for client referrals.

## **Item 15 – Custody**

Clients receive monthly statements from the custodian that holds and maintains clients' investment assets. Many clients elect to receive these statements electronically, which requires them to establish a user ID and password to logon to a website to review their accounts.

RCG PARTNERS urges all clients to carefully review these statements and compare the official custodial records to the account statements that are provided.

In addition to comparing account values and securities transactions, RCG PARTNERS urges clients to review billing statements sent each quarter with the amount of fees actually deducted from client accounts.

## **Item 16 – Investment Discretion**

RCG PARTNERS manages client accounts on a non-discretionary basis, which means that the client must approve transactions prior to their execution.

At the establishment of the advisory relationship, we collaborate with new clients on the preparation of a client-specific investment policy and then draft an Investment Policy Statement, which describes the client's personal financial situation, long-term return objectives, risk-tolerance, and any special constraints on the portfolio, such as significant tax exposure, a need for liquidity, or a desire for socially responsible screening. The Investment Policy Statement also describes our investment approach and contains an allocation of assets among cash, bonds and stocks from which we will not diverge beyond set tolerance levels (usually 5%). We will only invest in mutual funds and exchange-traded funds – any other types of securities, such as individual bonds, stock options, etc. will be with client agreement and documented in the Investment Policy Statement prior to the execution of any transactions.

As a result of the above policies, decisions made by us are typically limited to the specific securities to be bought or sold, and the amount and timing of those transactions.

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

As a matter of firm policy and practice, RCG PARTNERS does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. RCG PARTNERS may provide advice to clients regarding the clients' voting of proxies.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. RCG PARTNERS has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. RCG PARTNERS does not collect management fees, of any amount, six months or more in advance.

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

### **A. Education Standards and Business Background**

Advisory persons associated with RCG PARTNERS must, at a minimum, possess a Bachelor's degree and/or five years of appropriate business experience, in addition to all required licenses, and have, or be pursuing, one of the following professional designations: Certified Financial Planner (CFP®) or Chartered Financial Analyst (CFA).

#### ***Michael Rosher, Principal, was born in 1955***

##### **Education:**

- ☒ Certified Financial Planner designation
- ☒ Associate in Captive Insurance designation
- ☒ Masters in Business Administration, Union College, Schenectady, NY

##### **Relevant Business Background:**

- ☒ Owner, RCG Partners since 2002.
- ☒ Owner, Rosher Financial Services since 1986.

B. Michael Rosher advice is actively engaged in investment and financial planning advice, commercial real estate and captive insurance advice.

C. Michael Rosher does not receive performance-based fees or commissions for securities.

D. Michael Rosher has not been involved in any event related to wrongdoing or dishonest or unethical practices, nor been found liable in a civil, self-regulatory organization or administrative proceeding.

E. Michael Rosher does not have any relationships or arrangements with issuers of securities not listed in Item 10C.

F. All material conflicts of interest under CCR Section 260.238(k) are disclosed regarding RCG PARTNERS and our representatives which could be reasonably expected to impair the rendering of unbiased and objective advice.



**Item 1- Cover Page**

**Form ADV Part 2B – *Brochure Supplement***

**Michael Rosher**

**RCG Partners**

**13 Waverly Place**

**Clifton Park, New York 12065**

**(518) 495-6694**

**November 15, 2013**

This Brochure Supplement provides information about Michael Rosher that supplements the RCG Partners (RCG PARTNERS) Brochure. You should have received a copy of that Brochure. Please contact Michael Rosher if you did not receive RCG PARTNERS's Brochure or if you have any questions about the contents of this supplement.

Additional information about Michael Rosher is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

***Michael Rosher, Principal, was born in 1955***

**Item 2- Educational Background and Business Experience**

Advisory persons associated with RCG PARTNERS must, at a minimum, possess a Bachelor's degree and/or five years of appropriate business experience, in addition to all required licenses, and have, or be pursuing, one of the following professional designations: Certified Financial Planner (CFP®) or Chartered Financial Analyst (CFA). The Certified Financial Planner (CFP®) designation is issued by the Certified Financial Planner Board of Standards, Inc. To obtain this designation, holders must have a bachelor's degree or higher from an accredited university and have at least three years of full-time personal financial planning experience. A candidate for the designation must complete a CFP Board registered educational program (or hold another relevant professional designation) and complete a comprehensive CFP certification exam. Once awarded the CFP® designation, the holder must complete 30 hours of continuing education every two years.

Michael Rosher's Education:

Education:

- ☑ Certified Financial Planner designation
- ☑ Associate in Captive Insurance designation
- ☑ Masters in Business Administration, Union College, Schenectady, NY

Relevant Business Background:

- ☑ Owner, RCG Partners since 2002.
- ☑ Owner, Rosher Financial Services since 1986.

**Item 3- Disciplinary Information**

Registered investment advisers 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 is applicable to this Item.

**Item 4- Other Business Activities**

Michael Rosher is actively engaged in investment and financial planning advice, commercial real estate and captive insurance advice through RCG Partners.

**Item 5- Additional Compensation**

Michael Rosher does not receive performance-based fees or commissions for securities.

**Item 6 - Supervision**

Michael is the owner of RCG Partners and is not supervised by any other employees.

**Item 7- Requirements for State-Registered Advisers**

A. Michael has not been involved in any arbitration or judiciary proceedings.

B. Michael has not been the subject of a bankruptcy petition.