

Part 2A of Form ADV: *Firm Brochure*

Regency Investment Advisors, Inc

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This brochure provides information about the qualifications and business practices of Regency Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at 559-438-2640 or mdeck@regencyinvests.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 Regency Investment Advisors, Inc also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 106990.

Item 2 Material Changes

There have been no material updates since our last update January 7, 2014.

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Item 4 Advisory Business

Regency Investment Advisors, Inc is a SEC-registered investment adviser with its principal place of business located in California. Regency Investment Advisors, Inc began conducting business in 1993.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Philip Daniel Ray, Trustee of the Philip and Karen Ray Declaration of Trust dated 8/8/2012

Philip Daniel ("Daniel") is President and Client Advisor

- Stephen W Guinn, Trustee of the Stephen W Guinn Living Trust dated 5/24/2013

Stephen is Vice President and Client Advisor

Regency Investment Advisors, Inc offers the following advisory services to our clients:

INVESTMENT SUPERVISORY/INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we create and manage a portfolio based on those goals and objectives. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions involving liquidity needs, investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Other - Exchange traded funds, stable value funds, mutual funds with exposure to alternative assets such as commodity futures (this exposure to alternative assets will be no more than 5% of a client's account).

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

RIA primarily invests in no-load mutual funds through Charles Schwab & Co, or other custodians as circumstances warrant. RIA may purchase other investments, including exchange traded funds, transactions fee funds and closed end funds when appropriate and approved by the portfolio management team. RIA may also recommend separate account managers when warranted.

As part of advising retirement plan sponsors and trustees, we make plan sponsors aware of their option to include stable value funds as a low risk money market alternative within their plans. Stable value funds are considered appropriate for qualified plan investors who desire a high degree of safety, stable principal value, and consistent returns on a component of their retirement savings. Stable value funds are only available to qualified retirement plans, and are only offered as Collective Investment Trusts (CITs). When plan sponsors elect to include stable value funds in a plan, they may be offered as stand alone investment options and/or as part of model portfolios included within the plan's investment menu.

“OTHER” PORTFOLIO MANAGEMENT

Our firm provides non-continuous asset management of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on the client's particular circumstances are established we manage a portfolio based on those goals and objectives. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs.

We manage these advisory accounts on a non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income). An example of this type of service is a client with a balance in their company's retirement plan where they cannot move the account to us for management, but can hire us to periodically monitor the investments within their plan and make recommendations for purchases, sales and rebalances.

Our investment recommendations in this instance are limited to the choices available in the account to be monitored.

SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS

For clients who wish to include a managed portfolio of individual securities in their overall investment strategy, and/or if we deem appropriate, we may recommend outside separate account money managers available thru Schwab's Managed Account Services: Managed Account Select ("Select"), Managed Account Access ("Access"), and Managed Account Marketplace ("Marketplace"). [Schwab's Managed Account Connection ("MAC") program rolled into "Marketplace."]

In the **Select** Program, Schwab acts as a sponsor of the Program, pre-screens and provides research on a select group of SAMs (Separate Account Managers). In the **Access** Program, Schwab does not perform due diligence or pre-screen managers, but acts like Select in other respects. In **Marketplace**, Schwab does not act as a sponsor, but rather acts solely as broker dealer. Schwab does not pre-screen or perform due diligence on managers; Schwab's only qualification for a manager to be a part of Marketplace is for the manager to have a signed agreement with Schwab.

We perform our own due diligence when selecting any type of separate account manager. When utilizing SAMs, clients should be aware that they are paying a separate advisory fee to the SAM (and to Schwab in the case of Marketplace accounts), in addition to paying our normal management fees. We will be responsible for

providing clients with advice regarding 1) the appropriateness for a client of separately managed accounts; 2) the selection of any SAM to manage a client account; 3) any investment style, strategy or technique, including those of any SAM and the allocation of a client's assets; 4) any transaction in a client account we initiate; and 5) the ongoing performance and suitability of any SAM and its investment style(s).

Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives based on the client's particular circumstances are established. Based on the client's individual circumstances and needs if a separate account manager is warranted and desired, we will then search different managers available on the Schwab platform to identify which portfolio management style is appropriate for that client. Clients should refer to the separate account manager's Firm Brochure or other disclosure document for a full description of the services offered.

Once we determine the most suitable separate account manager(s) for the client, the client makes the final decision to hire the selected separate account manager(s). The separate account manager(s) then creates and manages the client's portfolio based on the client's individual needs.

We monitor the performance of the separate account manager and are available to meet with clients on a regular basis, or as determined by the client, to review the account(s). If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's goals and objectives, we may suggest that the client contract with a different separate account manager. Under this scenario, our firm assists the client in selecting a new separate account manager. However, any move to a new separate account manager is solely at the discretion of the client.

FINANCIAL PLANNING

We will, on occasion, provide financial planning services and non-comprehensive financial plans encompassing one or more aspects of a client's overall financial situation.

In general, the financial plan may address any or all of the following areas:

- PERSONAL (budgeting, personal liability, estate information and financial goals)
- TAX & CASH FLOW (general tax concepts, no tax advice)
- INVESTMENT REVIEW
- COLLEGE PLANNING
- RETIREMENT
- CONSULT WITH CLIENTS ABOUT EMPLOYEE BENEFITS
- ESTATE PLANNING (general concepts, no legal advice)

We gather the information, as required, to provide consulting services requested of us by the client. We carefully review documents supplied by the client. As appropriate, we will introduce clients to unaffiliated, outside professionals (attorneys, accountants, third party administrators, insurance agents, realtors, etc), or coordinate with existing professionals, to help clients carry out their desired financial plan. Implementation of financial plan recommendations is entirely at the client's discretion.

Should you decide to use our money management services, there will be a separate agreement.

AMOUNT OF MANAGED ASSETS

As of 12/31/2013, we were actively managing \$262,735,627 of client assets on a discretionary basis plus \$11,226,529 of client assets on a non-discretionary basis, and overseeing \$5,401,727 of client assets being managed by third party managers.

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY/INDIVIDUAL PORTFOLIO MANAGEMENT and “OTHER” PORTFOLIO MANAGEMENT SERVICES FEES

Our annual fees for Investment Supervisory Services and “other” non-continuous portfolio management services are based upon a percentage of assets under management and generally range from 0.60% to 1.00%.

A minimum of **\$50,000** of assets under management is required for investment supervisory services. This account size may be negotiable under certain circumstances. However, there is a minimum of **\$150,000** of assets under management for *retirement plans*. We reserve the right to waive this minimum and fees will be negotiated individually based on the work and services provided and disclosed in our contract. If a *retirement plan* requires more than our standard set of services we may deviate from our normal fee schedule; the fee would be disclosed in our contract. Clients are invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter.

A minimum of **\$250,000** of assets under management is required for “other” non-continuous portfolio management service. This account size may be negotiable under certain circumstances. Clients are invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter.

Limited Negotiability of Advisory Fees: Although Regency Investment Advisors, Inc has established the fee schedule mentioned above, we retain the discretion to negotiate alternative fees on a client-by-client basis. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES

Regency Investment Advisors, Inc's fee for this service does not include the separate account manager's fee for advisory/management services. The separate account manager's management fee is disclosed in their firm's Brochure or other disclosure document. In the case of separate account managers under Schwab's "Marketplace" program, clients will pay a separate custodial fee to Schwab, as well.

Our annual fees for accounts under a separate account manager program are based upon a percentage of assets under management and generally range from 0.50% to 1.00%.

FINANCIAL PLANNING FEES

Regency Investment Advisors, Inc's Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

The fee charged to the client is either hourly (generally \$150/hour) or fixed, and may be negotiated. There are no commissions received by RIA or by individuals working for RIA. Fees may be waived if approved by management. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the advisory relationship.

Financial Planning Fee Offset: Regency Investment Advisors, Inc reserves the discretion to reduce or waive the hourly fee and/or the fixed fee if a financial planning client chooses to engage us for our investment management services. The client is billed after the project is complete.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon notice to any of our staff. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period. If you don't automatically receive a refund upon termination, please call Marci Deck at 559-438-2640 immediately.

Mutual Fund Fees: All fees paid to Regency Investment Advisors, Inc for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the separate account manager and fee charged by the broker/custodian. These fees may be a single fee for separate account management, brokerage and custodial services. Client's portfolio transactions may be executed without commissions under this arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Regency Investment Advisors, Inc's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

ERISA Accounts: Regency Investment Advisors, Inc is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. Regency Investment Advisors, Inc only charges the money management fees and does not receive any commissions or 12b-1 fees.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

Item 6 Performance-Based Fees

Regency Investment Advisors, Inc does not charge performance-based fees.

Item 7 Types of Clients

Regency Investment Advisors, Inc provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Trusts
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the security is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a security. This presents a risk in that a poorly-managed or financially unsound security may underperform regardless of market movement.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals. Regency Investment Advisors does rebalance portfolios to lessen this risk.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to decline in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Third-Party Money Manager Analysis. We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

In considering whether to include stable value funds, the plan sponsor should be aware that CITs are not open end mutual funds, in fact there are significant differences between CITs and open end mutual funds, including the potential for CITs to not be liquid during periods of extreme market stress. Therefore, stable value fund offerings require additional disclosures. Plan sponsors who wish to utilize stable value funds within their plans will be provided with the fund's offering circular and a separate participation agreement describing these investments, to be signed by the trustee(s).

INVESTMENT STRATEGIES

Clients currently choose between 6 primary investment strategies; the strategies can be customized to meet the client's specific needs. These strategies are meant to take into consideration the client's investment objectives, risk tolerance, time horizons, taxes, liquidity and other pertinent information. Our strategies are invested in stocks (and equity oriented), bonds (and fixed income oriented) and cash. The more stock/equity oriented securities, the more risk and volatility because the portfolios with equity securities will fluctuate along with the equity markets. Bonds are typically less volatile but carry their own risks: the prices can fluctuate and the income they produce may not keep up with inflation. Bonds are particularly sensitive to risk of default and/or interest rate changes.

RIA's primary strategies are:

- **Aggressive Growth:** Growth objective. This is our most aggressive strategy and will carry the most risk as it contains mostly stocks/equity oriented securities.
- **Growth:** Primarily growth objective with small income component. This is our 2nd most aggressive strategy and will carry significant risk. Approximately 80% of the strategy is stocks/equity oriented securities with the balance of approximately 20% in bonds/fixed income oriented securities and cash.
- **Balanced:** Growth and income objective. This is our 3rd most aggressive strategy and contains less risk than the Aggressive Growth and Growth strategies because it has approximately 60% stocks/equity oriented securities with the balance of approximately 40% in bonds/fixed income oriented securities and cash.
- **Moderate:** Income and growth objective. This is our 4th most aggressive strategy and contains even less risk than the Balanced strategy because it has a lower percentage of stocks than bonds: 40% stock/equity oriented securities and 60% bonds/fixed income oriented securities and cash.
- **Conservative:** Primarily income objective with small growth component. This is our 5th most aggressive portfolio because it has a large allocation to bonds: only 20% stocks/equity oriented securities and 80% bonds/fixed income oriented securities and cash.
- **Capital Preservation:** Income objective. Our least risky portfolio with 100% short term bonds/fixed income oriented securities and cash.

RIA may utilize mutual funds that have exposure to commodity futures in its portfolios; this exposure to alternative assets will be no more than 5% of a client's account and may reduce the stock and/or bond exposure in the strategies. While commodities can experience extreme positive and negative price fluctuations, we use them in an effort to diversify the risks of investing in stocks and bonds.

We typically utilize a long term strategy of investing; we utilize a short term purchase strategy primarily with fixed income securities when a client has a short term need to invest (typically a year or less).

Investments in securities, including any of our strategies, are not guaranteed and you may lose money. We ask that you work with us to help us understand your investment objectives and risk tolerance.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Regency Investment Advisors, Inc has no affiliates.

Item 11 Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Regency Investment Advisors, Inc and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Regency Investment Advisors, Inc's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to mdeck@regencyinvests.com, or by calling us at 559-438-2640.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security (open end mutual funds excluded) immediately prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.

2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell securities (excluding open ended mutual funds) prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis.
6. We have established procedures for the maintenance of all required books and records.
7. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

Regency Investment Advisors, Inc may require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we may require that clients establish accounts at Schwab to use our money management services, the final decision is up to the client on whether to custody with Schwab (clients must complete Schwab Applications). We are independently owned and operated and not affiliated with Schwab.

Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit us but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;
- iv. facilitate payment of our fees from clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- i. compliance, legal and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to our firm. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Clients that direct our firm to use a particular broker or dealer to execute all transactions are responsible for negotiating commission rates with the broker. To the extent that clients direct brokerage and negotiate their own commission rates it is possible that such clients may have commission and brokerage arrangements that are more or less favorable than other clients.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY/INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Daniel Ray (Philip Daniel Ray), President and Client Advisor; Stephen Guinn, Vice President and Client Advisor; Chris Comstock, Client Advisor; and Judson Myers, Investment Analyst.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

“OTHER” PORTFOLIO MANAGEMENT SERVICES

REVIEWS: We review the investment options for the account according to the agreed upon time intervals established in the Money Management Agreement.

These accounts are reviewed by: Daniel Ray (Philip Daniel Ray), President and Client Advisor; Stephen Guinn, Vice President and Client Advisor; Chris Comstock, Client Advisor; and Judson Myers, Investment Analyst.

REPORTS: In addition to any statement and/or confirmations of transactions that clients receive from their broker-dealer and/or Plan, we will provide quarterly reports summarizing account performance, balances and holdings, limited to information available on our system. We will propose buys and/or sells subject to any limitations placed on the account by the broker and/or Plan, and any recommendations shall be consistent with the chosen risk levels and investment objectives for the account(s), *but the client is responsible for placing all recommended trades and monitoring the settlement of those trades.*

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS

REVIEWS: These client accounts should refer to the separate account manager’s Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment adviser. You can also find information by looking at the SEC’s website www.adviserinfo.sec.gov

Regency Investment Advisors, Inc will provide reviews as contracted for at the inception of the advisory relationship.

These accounts are reviewed by: Daniel Ray (Philip Daniel Ray), President and Client Advisor; Stephen Guinn, Vice President and Client Advisor; Chris Comstock, Client Advisor; and Judson Myers, Investment Analyst.

REPORTS: These clients should refer to the separate account manager’s Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that separate account manager. In addition, we will provide a performance report on separate accounts, combining separate accounts and/or our managed account based on like registration and investment objective.

FINANCIAL PLANNING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

REPORTS: Financial Planning clients will receive the information as contracted for at the inception of the financial planning relationship.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Although we do not currently participate in Schwab's referral program called the Schwab Advisor Network (the "Service"), we pay Schwab Participation Fees on all previously referred client accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. For referrals after January 1, 2007, participation fees are a percentage of the value of the assets in the client's account. For referrals prior to January 1, 2007, the participation fee is a percentage of the fees the client owes to us. We pay Schwab Participation Fees for so long as the referred client's account remains in custody at Schwab. Participation Fees are billed to us quarterly and may be increased, decreased or waived by Schwab from time to time. Participation Fees are paid by us and not by the client. We do not charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service. We generally pay Schwab a Non-Schwab Custody Fee if custody of a referred clients' account is not maintained by, or assets in the account are transferred from, Schwab. This fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees we generally would pay in a single year. Thus, we will have an incentive to recommend that client accounts be held in custody at Schwab. The Participation and Non-Schwab Custody Fees are based on the amount of assets in accounts of our clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, we will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts at Schwab. For our clients' accounts maintained in custody at Schwab, Schwab generally does not charge the client separately for custody but receives compensation from the client in the form of commissions or other transaction-related compensation on securities trades Schwab executes for the client's accounts. Clients also pay Schwab a fee for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, we may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. We nevertheless, acknowledge our duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for our other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

It is our policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm and concurrently grant us this authority on their application with the broker/dealer, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

We recognize our duty of care and loyalty with regard to all services undertaken on the client's behalf, including proxy voting. We will vote proxies for ERISA clients unless the ERISA client directs us to not vote proxies because the right to vote those proxies has been reserved to the plan's trustees. We will not vote proxies for non-ERISA clients unless the client authorizes the custodian to allow us to vote on behalf of the client.

We will vote proxies in the best interests of its clients and in accordance with our established policies and procedures. Some additional issues addressed in our Proxy Policy: we will not vote proxies for client-directed, "non-managed" assets held in a managed portfolio; we may vote proxies received for clients who have since terminated if we had the authority to vote as of the record date; we may vote proxies we receive on positions for which we have since sold for clients; and in the case of a conflict of interest, we will either 1) abstain from voting or 2) disclose to the clients and obtain client consent before voting.

Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Marci Deck. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If we inadvertently receive proof of claims for securities class action settlements on behalf of our clients, we will forward such information on to clients and will not take any further action with respect to the claim.

Clients can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting us at 559-438-2640.

Item 18 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. We have no additional financial circumstances to report.

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