

**RE Advisers Corporation**  
**Retirement Planning Clients**

**March 31, 2014**

This brochure provides information about the qualifications and business practices of RE Advisers Corporation (“RE Advisers”), an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). If you have any questions about the contents of this brochure, please contact Danielle Sieverling, RE Advisers’ Chief Compliance Officer (“CCO”), at 703-907-5993. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about RE Advisers also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

RE Advisers Corporation  
4301 Wilson Boulevard  
Arlington, VA 22203  
Tel: 1-866-673-2299 (option 5, then 2)  
Fax: 703-907-6062

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**Item 2.      Material Changes**

There are no material changes since the initial filing of this brochure on January 29, 2014. It reflects written retirement planning services offered to participants and beneficiaries in the National Rural Electric Cooperative Association's sponsored 401(k) plan and Retirement Security Plan. In the future, if there are material changes to this brochure, this section will provide a summary of such changes.

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#### **Item 4. Advisory Business**

RE Advisers, incorporated in the Commonwealth of Virginia in 1995 (formerly incorporated in the District of Columbia in 1990), is a direct, wholly-owned subsidiary of RE Investment Corporation (“RE Investment”), which is a direct, wholly-owned subsidiary of NRECA United, Inc., a holding company of the National Rural Electric Cooperative Association (“NRECA”). NRECA is a not-for-profit organization, which serves and represents the nation’s consumer-owned rural electric cooperatives. RE Advisers is registered with the SEC under the Investment Advisers Act of 1940, as amended (“Advisers Act”), and has its principal place of business in Arlington, Virginia.

RE Advisers offers to participants and beneficiaries (“clients”) a written retirement plan based on information supplied by such person in response to a questionnaire. See the section below entitled “Methods of Analysis, Investment Strategies and Risk of Loss” for additional information about this service.

#### **Item 5. Fees and Compensation**

There are no fees associated with the retirement planning services, nor does RE Advisers receive compensation for such services. However, there are separate operating expenses associated with investments in 401(k) and other employee benefit plans, which are collected whether or not RE Advisers provides you retirement planning services. Additionally, clients may elect to use the services of broker-dealers or make investments in funds to implement the retirement plan, subjecting them to direct and indirect commissions, fees or other expenses. See the section below entitled “Item 10 - Other Financial Industry Activities and Affiliations” for additional information.

#### **Item 6. Performance-Based Fees and Side-by-Side Management**

This is not applicable.

#### **Item 7. Types of Clients**

RE Advisers’ retirement planning clients consist of individuals. In order to receive the retirement planning service, clients are required to be participants or beneficiaries in the NRECA sponsored 401(k) Pension Plan or Retirement Security Plan.

RE Advisers does not require a minimum dollar value of assets or impose other conditions for providing retirement planning services.

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

RE Advisers works with retirement planning clients to collect and summarize their personal financial data to help determine their retirement goals and review their current financial situations in light of those goals. RE Advisers uses third-party retirement planning software to project a retirement planning client’s future retirement income and expenses. From this software, RE Advisers develops a plan summarizing this material and suggests retirement planning strategies, based on questionnaire responses about risk tolerance and investment time horizon. The retirement plan does not include recommendations of specific investments or products or analyze particular securities. Rather, plan recommendations are general and strategic in nature, based principally on a retirement planning client’s current financial situation and stated goals and objectives.

Retirement planning clients decide whether, how and with whom they will implement the retirement plan. They may accept or reject any or all plan recommendations. RE Advisers is not authorized to make decisions regarding retirement planning clients' investments. Although RE Advisers may help implement plans, retirement planning clients are free to seek implementation guidance from any source they choose. RE Advisers does not tailor retirement planning services to the individual needs of its clients.

Investing in securities involves risks of loss that clients should be prepared to bear. Clients should carefully consider all relevant factors in making product decisions, including risks and costs.

#### **Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of RE Advisers' advisory business or the integrity of its management.

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

Separate from the services described in this Brochure, RE Advisers provides investment advisory services to private advisory clients and serves as an investment adviser to series of the Homestead Funds, Inc. (the "Homestead Funds"), an investment company registered under the Investment Company Act of 1940, as amended. Additionally, RE Advisers provides financial planning services to Homestead Funds shareholders and potential shareholders. While RE Advisers does not implement retirement plans of clients, a client may nevertheless decide to invest in Homestead Funds to implement part or all of his or her plan. Because mutual funds pay advisory fees to their investment advisers and such fees are therefore indirectly charged to all holders of mutual fund shares, clients implementing their retirement plans using one or more Homestead Funds would indirectly be paying RE Advisers for the management of those assets.

While employees of RE Advisers endeavor at all times as part of RE Advisers fiduciary duty to put the interests of the retirement planning clients first, clients should be aware of the potential conflict of interest that may affect the judgment of these individuals when providing retirement planning services. In order to address this conflict of interest, RE Advisers has adopted a Code of Ethics, and each written retirement plan is reviewed for appropriateness.

All of RE Advisers' directors, officers and employees are employed and compensated by NRECA. Additionally, the majority of RE Advisers' directors, officers and employees have responsibilities with RE Investment, and some have responsibilities with Homestead Funds, which creates a conflict of interest between RE Advisers and the other entities. Aware of this conflict, RE Advisers has assessed the risks and developed internal controls to avoid to the extent possible any conflict. RE Advisers conducts the annual monitoring program as required by applicable law that evaluates whether RE Advisers has established controls reasonably designed to prevent violation of the applicable laws. RE Advisers periodically evaluates those policies and procedures to ensure that they are working as designed.

RE Advisers is a wholly-owned subsidiary of RE Investment, a limited-purpose registered broker-dealer that is a member of the Financial Industry Regulatory Authority ("FINRA"). As a limited purpose broker-dealer, RE Investment does not handle, hold or own customer funds or securities, introduce or carry customer accounts, or engage in the sale or solicitation of securities products except for investment company products. RE Investment is the distributor and principal underwriter for Homestead Funds and does not receive any commissions or other compensation for the services it provides. Certain employees of RE Advisers that service Homestead Funds are also registered representatives of RE Investment.

As an indirect wholly-owned subsidiary of NRECA, RE Advisers is a related party of NRECA. Those persons who are officers, directors and employees of RE Advisers also may provide investment advice to and supervision and monitoring of a qualified defined benefit plan, a qualified defined contribution plan and a welfare benefit plan provided by NRECA for its employees and the employees of its rural electric cooperative members.

Employees of NRECA or its affiliates provide certain personal retirement planning services to plan participants, beneficiaries and others. Such services includes making available information and materials about the benefits of plan participation, providing educational materials about general financial and investment concepts and performing related services.

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

RE Advisers requires its officers, directors and other access persons to comply with its Code of Ethics (“Code”). The Code has been adopted by Homestead Funds, RE Advisers and RE Investment (collectively, the “Company”). The Code obligates the Company to put the interests of the Company’s clients before its own interests and to act honestly and fairly in all respects in its dealings with clients. All of RE Advisers’ personnel are also required to comply with applicable federal securities laws. Clients and prospective clients can obtain a copy of the Code by contacting Danielle Sieverling, CCO, at 703-907-5993 or by email at [danielle.sieverling@nreca.coop](mailto:danielle.sieverling@nreca.coop). See below for further provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by related persons.

The purpose of the Code is to ensure that all employees of the Company apply high ethical standards in their daily performance and do not participate in activities that may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The Code describes the ethical behavior required of Company personnel and, among other things, requires officers, interested directors and other access persons to pre-clear certain personal trades in covered securities with the CCO, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients. Company personnel are prohibited from buying or selling a reportable security within seven calendar days after RE Advisers has traded in the same (or related) reportable security. Additionally, security transactions with a higher inherent risk, such as initial public offerings, and options, futures and short sales on securities owned by RE Advisers’ client accounts, are prohibited in any dollar amount. Furthermore, the Code prohibits all access persons from executing personal securities transactions of any kind in any securities on the restricted list maintained by the CCO.

Portfolio managers and analysts who are aware of RE Advisers’ security trades are subject to additional prohibitions under the Code, including prohibitions against (1) delaying or forgoing the purchase of a security for a client so that they may purchase it in their personal account; (2) buying or selling a security seven calendar days before or after RE Advisers has bought or sold the security; and (3) buying and then selling at a profit, or selling and then repurchasing at a lower price, any security owned by an RE Advisers managed account within 60 calendar days. Additionally, on a quarterly basis, these employees are required to disclose any issuer/holding in which they own 5% or more.

All of RE Advisers’ access persons are required to provide quarterly reports of personal trading activities in covered securities and annual securities holdings reports. All access persons are required to provide duplicate brokerage statements to RE Advisers. RE Advisers routinely reviews the personal trading activities of officers, interested directors, portfolio managers, analysts and other access persons for potential conflicts of interest and transactions made in

securities held on the restricted list, as well as other violations of the Code. All Code violations are reported to the Homestead Funds' Board of Directors. The Company provides annual, as well as as-needed, training on the Code.

Strict compliance with the provisions of the Code is a basic condition of employment with the Company. A material breach of the provisions of the Code may constitute grounds for disciplinary action, up to and including termination.

RE Advisers, in the course of its investment management activities, may come into possession of confidential or material non-public information about issuers, including issuers in which it or its related persons have invested or seek to invest on behalf of clients. RE Advisers is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such person is a client. RE Advisers maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to ensure that it is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, RE Advisers may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but RE Advisers will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, RE Advisers will have no responsibility or liability to the client for not disclosing such information to the client, or not using such information for the client's benefit, as a result of following its policies and procedures designed to provide reasonable assurances that it is complying with the applicable law.

**Item 12. Brokerage Practices**

This is not applicable.

**Item 13. Review of Accounts**

RE Advisers produces written retirement plans for clients. The written retirement plans are reviewed by a manager, director or designated investment and retirement planner for appropriateness, based on the information contained in the written retirement questionnaire. Those individuals are supervised by Peter Morris, President of RE Advisers.

**Item 14. Client Referrals and Other Compensation**

This is not applicable.

**Item 15. Custody**

This is not applicable.

**Item 16. Investment Discretion**

This is not applicable.

**Item 17. Voting Client Securities**

This is not applicable.

**Item 18. Financial Information**

This is not applicable.