

Richmond Optimus Capital Management, LLC Wrap Fee Program Brochure

This brochure provides information about the qualifications and business practices of Richmond Optimus Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (804) 370-2299 or by email at: bob@richcta.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 Richmond Optimus Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Richmond Optimus Capital Management, LLC's CRD number is: 168168

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Richmond Optimus Capital Management, LLC has not yet filed an annual amendment. There are no material changes to this brochure to report.

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Item 4: Services Fees and Compensation

Richmond Optimus Capital Management, LLC (hereinafter "ROCM") offers the following services to advisory clients:

A. Description of Services

ROCM participates in and sponsors a wrap fee program for certain investment management service clients. This wrap fee program allows ROCM to manage client accounts for a single fee that includes portfolio management services and custodial costs.

Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract with one day's written notice.

For non-qualified investors, ROCM charges an annual wrap fee of 1.75% on all assets under management (excluding the value of assets purchased on margin). Asset-based non-performance fees are payable quarterly in arrears.

Qualified investors are charged an asset based management fee of 1.75% on all assets under management (excluding the value of assets purchased on margin) and a performance-based fee of 20% of net profits above a high water mark. Clients should be aware that the fee charged to qualified investors exceeds the fee charged to non-qualified investors, since qualified investors will pay the performance-based fee in addition to the standard fee of 1.75% on all assets under management. The high water mark will be highest value of the client's account on the last day of any previous year. Performance-based fees are paid annually in arrears. If the contract is terminated within the first year of the advisory relationship, then the client will not pay a performance-based fee. After the first year, qualified investors will pay the prorated performance-based fees for the billing period in which they terminate the contract up to and including the day of termination.

These fees are negotiable, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Because all advisory fees are charged in arrears, no refund policy is necessary. ROCM uses the last day of the billing period for purposes of determining the market value of the assets upon which the advisory fee is based.

Advisory fees are withdrawn directly from the client's accounts with client written authorization or may be invoiced and billed directly to the client and clients may select the method in which they are billed. Each time a fee is directly deducted from a client account, ROCM concurrently (A) sends the qualified custodian notice of the amount of the fee to be deducted from the client's

account, and (B) sends the client an invoice itemizing the fee, including the formula used to calculate the fee, the amount of assets under management upon which the fee is based, and the time period covered by the fee. The client's custodian will also send statements, on at least a quarterly basis, to the client showing all disbursements for the custodian account, including the amount of the advisory fee.

B. Contribution Cost Factors

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program including the cost of the services if provided separately and the trading activity in the client's account.

C. Additional Fees

Clients who participate in the wrap fee program will not have to pay for transaction or trading fees. However, clients are still responsible for all other account fees; such as annual IRA fees to the custodian, termination fees if the account is moved to another broker, or third party adviser fees.

D. Compensation of Client Participation

Neither ROCM, nor any representatives of ROCM receive any additional compensation beyond advisory fees for the participation of client's in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, ROCM may have a financial incentive to recommend the wrap fee program to clients.

Item 5: Account Requirements and Types of Clients

ROCM generally provides its wrap fee program services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Banks and Thrift Institutions
- ❖ Pooled Investment Vehicles
- ❖ Pension and Profit Sharing Plans
- ❖ State or municipal government entities
- ❖ Other Investment Advisers
- ❖ Sovereign Wealth Funds/Family Office

Minimum Account Size

There is no account minimum.

Item 6: Portfolio Manager Selection and Evaluation

A. Selecting/Reviewing Portfolio Managers

ROCM will not select any outside portfolio managers for management of this wrap fee program. ROCM will be the sole portfolio manager for this wrap fee program.

1. Standards Used to Calculate Portfolio Manager Performance

ROCM will use industry standards to calculate portfolio manager performance.

2. Review of Performance Information

ROCM reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed quarterly and is reviewed by ROCM.

B. Related Persons

As ROCM is the only adviser, there is no conflict of interest to disclose.

C. Advisory Business

ROCM offers investment supervisory services to its wrap fee program participants as detailed in Section 4 above.

Investment Supervisory Services

ROCM offers ongoing portfolio management services consistent with the goals, objectives, time horizon, and risk tolerance of its clients. ROCM creates an Investment Policy Statement for the client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then determines if the investment strategies offered by ROCM are suitable for the client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

A potential client will be accepted as a client of ROCM only if the investment strategies utilized by ROCM are consistent with the client's policies and goals as delineated in the client's Investment Policy Statement and discussions between ROCM and the client. ROCM will require discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction.

Performance-Based Fees and Side-By-Side Management

ROCM manages accounts that are billed on performance-based fees (a share of capital gains on or capital appreciation of the assets of a client) as well as accounts that are NOT billed on performance-based fees. Managing both kinds of accounts at the same time presents a conflict of interest because ROCM or its supervised persons have an incentive to favor accounts for which ROCM and its supervised persons receive a performance-based fee. ROCM addresses the conflicts by ensuring that clients who have performance-based accounts do not receive preferential treatment. ROCM provides best execution practices and upholds its fiduciary duty for all clients.

Qualified investors are charged an asset based management fee of 1.75% on all assets under management and a performance-based fee of 20% of net profits above a high water mark. The high water mark will be highest value of the client's account on the last day of any previous year. Performance-based fees are paid annually in arrears.

Clients that are paying a performance-based fee should be aware that investment advisors have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

Services Limited to Specific Types of Investments

ROCM generally limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, hedge funds, REITs, private placements, and government securities. ROCM may use other securities as well to help diversify a portfolio when applicable.

Client Tailored Services and Client Imposed Restrictions

ROCM offers the same suite of services to all of its clients. Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

Wrap Fee Programs

ROCM participates in wrap fee programs; which is an investment program where the investor pays one stated fee that includes management fees,

transaction costs, fund expenses, and any other administrative fees. ROCM does manage the investments in the wrap fee program. ROCM does not manage those wrap fee accounts any differently than non-wrap fee accounts. A portion of the fees paid to the wrap account program will be given to ROCM as a management fee.

Amounts Under Management

ROCM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$14,000,000	\$0	12/20/2013

Methods of Analysis and Investment Strategies

Methods of Analysis

ROCM's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. ROCM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

ROCM uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered

without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles these investors are trying to exploit.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized

ROCM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy).

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involves a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value and the possibility of leveraged loss of trading capital due to the leveraged nature of stock options. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option writing also involves risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Voting Client Proxies

ROCM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 7: Client Information Provided to Portfolio Managers

ROCM is the portfolio manager for this wrap fee program. All client information that is collected, including basic information, risk tolerance, sophistication level, and income level will be collected by ROCM. As that information changes and is updated, ROCM will have immediate access to that information once collected.

Item 8: Client Contact with Portfolio Managers

ROCM places no restrictions on client ability to contact its portfolio managers. ROCM’s representative, Robert G. Marcellus can be contacted during regular business hours at (804) 708-8901.

Item 9: Additional Information

A. Disciplinary Action and Other Financial Industry Activities

Criminal or Civil Actions

There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

Self-regulatory Organization (SR) Proceedings

There are no self-regulatory organization proceedings to report.

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither ROCM nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Robert G Marcellus and Steve Hanke are members of Richmond Optimus LLC, which is registered with the National Futures Association and the Commodity Futures Trading Commission in the USA. ROCM is not affiliated with Richmond Optimus LLC. Any conflict of interest will always be recorded. ROCM always acts in the best interest of the client.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Robert G Marcellus is a Chief Executive Officer of Richmond Optimus LLC. Richmond Optimus LLC is registered with the National Futures Association and the Commodity Futures Trading Commission in the USA and provides its clients (only those persons who qualify as qualified eligible persons within the meaning of CFTC Reg. 4.7) futures trading services.

From time to time, Mr. Marcellus may, when appropriate for the client, offer clients services through Richmond Optimus LLC. ROCM always acts in the best interest of the client and clients are in no way required to utilize the services of any representative of ROCM in such individual's outside capacities.

Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

ROCM does not utilize nor select other advisors or third party managers. All assets are managed by ROCM management.

B. Code of Ethics, Client Referrals and Financial Information

Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ROCM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of ROCM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ROCM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly by Ryan Guttridge, Managing Member. Ryan Guttridge is the chief advisor and is instructed to review clients' accounts with regard to clients' respective investment policies and risk tolerance levels. All accounts at ROCM are assigned to this reviewer.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

ROCM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to ROCM clients.

Compensation to Non – Advisory Personnel for Client Referrals

ROCM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Balance Sheet

ROCM does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ROCM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

ROCM has not been the subject of a bankruptcy petition in the last ten years.

Item 10: Requirements For State Registered Advisers

**A. Principal Executive Officers and Management Persons;
Their Formal Education and Business Background**

ROCM currently has the following management persons/executive officers: Robert G Marcellus and Ryan Guttridge. Education and business background for Ryan Guttridge can be found on his Form ADV Part 2B brochure supplement. Robert G Marcellus's education and business background is below:

Education:

Robert G Marcellus has attended the University of Maryland – Baltimore for Political Science. He also attended the Catawba College NC for Business Administration.

Business Background:

06/2013 – Present

Managing Member
Richmond Optimus Capital Management, LLC

09/2001 – Present

Chief Executive Officer
Richmond Optimus, LLC

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Ryan Guttridge's other business activities can be found on his Form ADV Part 2B brochure supplement. Robert G Marcellus's other business activities are detailed in Item 10.C above.

C. How Performance-based Fees are Calculated and Degree of Risk to Clients

ROCM accepts performance-based fees, fees based on a share of capital gains on or capital appreciation of the assets of a client. Specifically, qualified investors are charged an asset based management fee of 1.75% on all assets under management and a performance-based fee of 20% of net profits above a high water mark. The high water mark will be highest value of the client's account on the last day of any previous year. Performance-based fees are paid annually in arrears.

Clients that are paying a performance-based fee should be aware that investment advisors have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

D. Material Disciplinary Disclosures for Management Persons of this Firm

Neither ROCM nor any management person of ROCM has been found liable in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither ROCM, nor its management persons, has any relationship or arrangement with issuers of securities.