

Wrap Fee Program Brochure

February 27, 2015

Roehl & Yi Investment Advisors, LLC

a Registered Investment Adviser

This brochure provides information about the qualifications and business practices of Roehl & Yi Investment Advisors, LLC (hereinafter "Roehl & Yi" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the number listed below. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov. Roehl & Yi is a SEC registered investment adviser. Registration does not imply any level of skill or training.

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Item 2. Material Changes

In this Item, Roehl & Yi is required to discuss any material changes that have been made to the brochure since the last annual amendment filed on March 18, 2014. The Firm has the following material changes to report:

- Effective January 1, 2015, the Firm's *Supervised Persons* are no longer registered representatives and/or investment adviser representatives of KMS Financial Services, Inc.

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Item 4. Services, Fees and Compensation

The Roehl & Yi Wrap Fee Program (the “Program”) is an investment advisory program sponsored by Roehl & Yi, a wealth management firm that has been serving its clients since 1998.

This Wrap Brochure describes the business of Roehl & Yi as it relates to clients receiving services through the Program. Certain sections also discuss the activities of its *Supervised Persons*, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Roehl & Yi’s behalf and is subject to the Firm’s supervision or control.

Description of the Program

The Program provides clients with wealth management services and the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. As described below, wealth management services generally include a broad range of financial planning services as well as discretionary and/or non-discretionary management of investment portfolios.

Prior to receiving services through the Program, clients are required to enter into a written agreement with Roehl & Yi setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”). Clients must also open a new securities brokerage account and complete a new account agreement with Pershing Advisor Solutions LLC (“*Pershing*”), Schwab Advisor ServicesTM (“*Schwab*”) or another broker-dealer Roehl & Yi approves under the Program (collectively “*Financial Institutions*”).

Fees for Participation in the Program

Roehl & Yi provides wealth management services under the Program for an annual fee based on the amount of assets under the Firm’s management. The fee varies between 10 and 95 basis points (0.10% – 0.95%), depending upon the size of a client’s portfolio and the type of services rendered.

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Roehl & Yi on the last day of the previous billing period.

Prorated adjustments are made for capital flows (deposits and withdrawals) in the previous period. Any capital flows less than \$5,000 are excluded from proration. For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, unless the client is on a fixed fee basis.

Legacy Clients and Fees

Certain clients of the Firm may have different fee arrangements due to the fee schedules and arrangements in place when those clients engaged the Firm.

Fee Discretion

Roehl & Yi, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Additional Fees and Expenses

In addition to the Program fee paid to the Firm, clients may also incur certain charges imposed by other third parties. These additional charges may include charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions.

As mentioned below, the Firm may recommend clients allocate a portion of their assets to independent investment managers ("*Independent Managers*"). In addition to the investment management fees charged by those *Independent Managers*, certain *Independent Managers* do not absorb the brokerage commissions and/or transaction charges as part of their investment management fees. In those cases, the client will be responsible for any such brokerage commissions and/or transaction charges.

Fee Debit

Clients generally provide Roehl & Yi with the authority to directly debit their accounts for payment of the Firm's fees. The *Financial Institutions* that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Roehl & Yi. Alternatively, clients may elect to have Roehl & Yi send them an invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to Roehl & Yi's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Roehl & Yi, subject to the usual and customary securities settlement procedures. However, Roehl & Yi designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Roehl & Yi may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Fee Comparison

A portion of the fees paid to Roehl & Yi are used to cover the securities brokerage commissions and transactional costs.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, the commissions charged for each transaction, and other transaction costs determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

Compensation for Recommending the Program

Roehl & Yi has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation.

Item 5. Account Requirements and Types of Clients

Roehl & Yi provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Minimum Portfolio Size

As a condition for starting and maintaining an investment management relationship, Roehl & Yi generally imposes a minimum portfolio size of \$2,000,000.

The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention and *pro bono* activities. Roehl & Yi only accepts clients with less than the minimum portfolio size if, in the sole opinion of the Firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. Roehl & Yi may aggregate the portfolios of family members to meet the minimum portfolio size.

Item 6. Portfolio Manager Selection and Evaluation

Roehl & Yi acts as the sponsor and sole portfolio manager under the Program; as such, wealth management services are provided directly by the Firm. Wealth management services generally include a broad range of financial planning services as well as discretionary and/or non-discretionary management of investment portfolios.

Financial Planning Services

Financial planning services, which may include any or all of the following functions:

- Investment Consulting
- Retirement Planning
- Estate Planning
- Charitable Giving
- Education Planning
- Asset Allocation
- Retirement Plan Analysis
- Distribution Planning
- Insurance Needs Analysis
- Family Legacy Planning

Management of Investment Portfolios

Roehl & Yi primarily allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), master limited partnerships (“MLPs”), individual debt and equity securities and options, *Independent Managers*, as well as the securities components of variable annuities and variable life insurance contracts, in accordance with the investment objectives of its individual clients. In addition, Roehl & Yi may also recommend that clients who qualify as accredited investors, as defined by Rule 501 of the Securities Act of 1933, invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds). Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios.

Clients may also engage Roehl & Yi to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Roehl & Yi directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

Roehl & Yi tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. Roehl & Yi consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other qualitative factors relevant to the management of their portfolios. Clients are advised to promptly notify Roehl & Yi if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Roehl & Yi determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

Performance-Based Fees and Side-By-Side Management

Roehl & Yi does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets)

Methods of Analysis and Investment Strategies

Roehl & Yi generally analyzes investments using fundamental analysis and an asset allocation strategy based on Modern Portfolio Theory ("MPT").

The analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund. For Roehl & Yi, this process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations.

MPT is a mathematical based investment discipline that seeks to quantify expected portfolio returns in relation to corresponding portfolio risk. The basic premise of MPT is that the risk of a particular holding is to be assessed by comparing its price variations against those of the market portfolio. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (e.g., tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nonetheless, Roehl & Yi's investment process is structured in such a way to integrate those assumptions and real life considerations for which MPT analytics do not account.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

Market Risks

The profitability of a significant portion of Roehl & Yi's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Roehl & Yi will be able to predict those price movements accurately.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Master Limited Partnerships

MLPs are collective investment vehicles, the partnership interests of which are publicly traded on national securities exchanges. MLPs invest primarily in companies within the energy sector that engage in qualifying lines of business, such as natural resource production and mineral refinement. MLPs are therefore subject to the underlying volatility of the energy industry and may be adversely affected by changes to supply and demand, regional instability, currency spreads, inflation and interest rate fluctuations, among other such factors. In addition, MLPs operate as pass-through tax entities, meaning that investors are liable for their *pro rata* share of the partnership taxes, regardless of the types of accounts where the interests are held.

Voting Client Securities

Roehl & Yi is required to disclose if it accepts authority to vote client securities. Roehl & Yi does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Item 7. Client Information Provided to Portfolio Managers

In this Item, Roehl & Yi is required to describe the information about clients that the Firm communicates to the clients' portfolio managers. Roehl & Yi has no disclosures to make pursuant to this Item because the Firm acts as the sponsor and sole portfolio manager under the Program.

Item 8. Client Contact with Portfolio Managers

There are no restrictions on a client's ability to contact and consult with Roehl & Yi.

Item 9. Additional Information

Disciplinary Information

Roehl & Yi has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

Receipt of Insurance Commission

Roehl & Yi is under common control with Roehl & Yi Investment Services, LLC, a duly licensed insurance agency. Certain of Roehl & Yi's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with Roehl & Yi Investment Services, LLC and various insurance companies and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While Roehl & Yi does not sell such insurance products to its investment advisory clients, Roehl & Yi does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that Roehl & Yi recommends the purchase of insurance products where Roehl & Yi's *Supervised Persons* receive insurance commissions or other additional compensation. Roehl & Yi's *Supervised Persons* currently devote approximately five percent (5%) of their time to insurance sales.

Code of Ethics

Roehl & Yi has adopted a code of ethics in compliance with applicable securities laws ("*Code of Ethics*") that sets forth the standards of conduct expected of its *Supervised Persons*. Roehl & Yi's *Code of Ethics* contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its *Supervised Persons* and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The *Code of Ethics* also requires certain of Roehl & Yi's personnel (called "*Access Persons*") to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, Roehl & Yi *Supervised Persons* are permitted to buy or sell securities that it also recommends to clients if done in a manner consistent with the Firm's policies and procedures. This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any

appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client where there may be a potential for conflict, no *Access Person* may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the *Access Person* is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Roehl & Yi to request a copy of its *Code of Ethics*.

Account Reviews

Roehl & Yi monitors investment management portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by one of Roehl & Yi's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Roehl & Yi and to keep Roehl & Yi informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Roehl & Yi and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from Roehl & Yi or an outside service provider.

Client Referrals

Roehl & Yi does not compensate any unaffiliated third-party for referring clients to the Program.

Receipt of Economic Benefit

Roehl & Yi may receive from *Pershing* and *Schwab*, without cost to Roehl & Yi, computer software and related systems support, which allow Roehl & Yi to better monitor client accounts maintained at *Pershing* and *Schwab*. Roehl & Yi may receive the software and related support without cost because Roehl & Yi renders investment management services to clients that maintain assets at *Pershing* and *Schwab*. The software and support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support may benefit Roehl & Yi, but not its clients directly. In fulfilling its duties to its clients, Roehl & Yi endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Roehl & Yi’s receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Roehl & Yi’s choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support or services.

Additionally, Roehl & Yi may receive the following benefits from *Pershing* or *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Financial Information

Roehl & Yi is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

Roehl & Yi Investment Advisors

Prepared by:



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The Adviser's Advisor®