

Item 1 – Cover Page

Part 2A of Form ADV: *Firm Disclosure Brochure*

The Retirement Plan Company, LLC.
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April 01, 2015

This Brochure provides information about the qualifications and business practices of The Retirement Plan Company, LLC [“TRPC”]. If you have any questions about the contents of this Brochure, please contact us at 615-515-4401 or jkopra@trpcweb.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.

Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about TRPC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The information contained in this section relates only to material changes that have occurred since the last update. We define a material change as any change that an average client would consider important to know prior to making an investment decision. The following are short summaries of the material changes that have occurred since our last annual update on February 10, 2015 with regard to our services or business operations.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

To obtain a full copy of our Firm Disclosure Brochure and/or Brochure Supplements (information regarding each of our financial advisors), our Code of Ethics, or our Privacy Policy, please visit our website, e-mail us, telephone us or mail your request to the address listed below.

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Our most recent updates include Item 1 and Item 4 – The Retirement Plan Company, LLC has reached a level of assets that require our firm to register with the SEC.

Item 6 – We have disclosed that we do not have performance based fee accounts.

Item 10 – TRPC has amended disclosures made in this item disclosing how we mitigate conflicts and removing activities for which we no longer participate.

Item 12 – Brokerage disclosures are provided.

Item 14 – We have entered into a referral arrangement.

Item 15 – We have enhanced custody disclosures to clients.

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	3
Item 6 – Performance Based Fees.....	5
Item 7 – Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information	7
Item 10 – Other Financial Industry Activities and Affiliations	7
Item 11 – Code of Ethics.....	9
Item 12 –Brokerage.....	9
Item 13 – Review of Accounts	12
Item 14 – Client Referrals and Other Compensation	12
Item 15 – Custody	12
Item 16 – Investment Discretion	13
Item 17 – Voting Client Securities	13
Item 18 – Financial Information.....	14

Brochure Supplement(s)

Item 4 – Advisory Business

TRPC had previously been registered with the State of Tennessee as an investment adviser since 2005. In 2015, TRPC's assets under management grew and we subsequently filed as an SEC registrant. Congruent to filing our updating amendment and becoming registered with the SEC we will notice file with the various states.

The Firm's majority owners are John Kopra and Paul Tambe.

Advisory Services

The Company offers discretionary and non-discretionary investment advisory services geared primarily for the Sponsors and Trustees of the Retirement Plans (hereinafter "Managed RPs") who wish to have their investment options managed. The majority of the managed RPs are 401(k) Plans. We primarily provide qualified pension and profit sharing plans with access to various mutual funds that are included on the trading platforms of Matrix Settlement & Clearing Services, Mid-Atlantic Capital Corporation, TD Ameritrade and Charles Schwab, Inc.

TRPC provides investment advice only with respect to the limited types of securities. Such securities are: mutual funds, exchange-traded funds ("ETF"), bank certificates of deposits and FDIC-insured interest-bearing demand deposit accounts

Supporting Portfolio Management Services:

The Company offers managed RPs through the Supporting Portfolio Management Services (SPMS). In connection with its supporting portfolio management services, TRPC provides plan sponsors with certain compiled investment information to assist the plan sponsor in making investment decisions. The plan sponsor and/or its representative (each, a client) engaging TRPC to provide non-discretionary investment advisory services has the sole responsibility for selecting specific investment options to be made available to the plan's participants although TRPC will recommend specific investments.

To assist the plan sponsor in its efforts to identify potential plan investments and to monitor plan investments, TRPC provides the plan sponsor with compilations of mutual fund data, including comparative performance data, manager reviews, etc. each as published by Morningstar. As such we provide the data to a Plan Sponsor in a hardcopy form, or on a secured web page maintained on the TRPC system or otherwise. TRPC also provides a Quarterly Fund Review and commentary to Plan Sponsors who have engaged TRPC to serve as RIA. TRPC will adjust the funds currently included in each plan's menu whenever

directed by the plan sponsor or, when serving as a discretionary advisor, when TRPC believes that a change will benefit the plan and its participants.

From time to time, TRPC will also meet with plan participants to provide general investment education, which may include basic information regarding stocks, bonds, mutual funds, inflation, risk and diversification.

Objective Setting

The general investment education provided by TRPC is intended to assist plan participants in defining appropriate investment objectives considering their unique situation to help plan participants define appropriate investment objectives considering their unique situation and tolerance for risk. TRPC does not provide investment advisory services for participants and, specifically does not recommend securities or investment strategies, to individual participants.

Asset Allocation

TRPC also provides tools to assist plan participants in allocating their assets among the different investment options such as mutual funds, ETFs, bank certificates of deposits and FDIC-insured interest-bearing demand deposit accounts, considering general investment risk and diversification - by meeting with plan participants. TRPC may also provide a customized enrollment form with sample investment strategies that are intended to help meet the diversification needs of plan participants by grouping investments into five categories:

- High Growth
- Moderate Growth
- Balanced Approach
- Conservative Approach
- Capital Preservation

In addition, TRPC may make available to the plan participant(s) a custom strategy pursuant to which a participant may design his/her own allocation using any or all of the available investment options offered by the plan. This educational information and other tools will be provided on the explicit understanding that such information does not, in any way, constitute recommendations as to securities in which the plan participant should invest or other form of investment advice to the plan participant. TRPC does not recommend that a participant choose any particular strategy or any particular fund offered on the plan's platform.

TRPC may create and maintain investment models when serving as RIA. The models function very much like the asset allocation strategies except that TRPC may re-weight the investments in the model to attempt to obtain market returns while controlling risk. The Plan Representative will approve the reweighting, except in those arrangements where TRPC serves as a discretionary Investment Advisor. TRPC rebalances the models on a recurring basis; typically each quarter.

Plan Administration and Recordkeeping.

TRPC also provides qualified retirement plan recordkeeping and consulting services. TRPC maintains a record of trades effected by the plan participants and allows plan participants the ongoing ability to modify their investment selection via the Internet or a toll-free number maintained by TRPC. In connection with this service, TRPC does not provide any investment advice to the plan sponsors or the plan participants, nor does it retain any discretionary authority or discretionary control respecting the management of the plan except when serving as a discretionary Investment Advisor. Investments are selected by each plan participant from a menu of choices made available by the plan sponsor.

Pursuant to the service agreement between TRPC and the plan sponsors, TRPC may, from time to time, compile and submit for the plan sponsor's use, certain information regarding the plan's investments. When serving as RIA, TRPC will recommend that the plan sponsor include or exclude a particular investment from its menu of available investment options in the plan.

Client – Imposed Restrictions

All clients have the opportunity to impose reasonable restrictions on the securities purchased or the way the account is managed. Any restrictions may adversely affect the risk-reward level of a portfolio. We will honor the restrictions absent extraordinary circumstances. Clients who impose restrictions with respect to certain assets in a managed account may cause a portion of the portfolio to be placed outside the manager's discretion, expertise and judgment as to the wisdom of purchasing, holding or selling particular securities. The decision by a client to retain certain assets may have an adverse impact on the amount of risk assumed by the client and may hinder the investment manager's ability to manage the portfolio properly according to the stated objectives of the client.

Assets under Management

As of December 31, 2014 TRPC had assets of \$65,790,851 managed on a discretionary basis and \$81,078,899 dollars on a non-discretionary basis.

Item 5 – Fees and Compensation

Portfolio Management

In connection with its portfolio management services, TRPC charges annual asset-based fees, generally ranging from 0.1% to 1.0% of the value of the plan's assets. These fees are directly debited from the client's account, in arrears.

Plan Administration Fees

In connection with its administrative and recordkeeping services, TRPC's fees vary based on the complexity of the plan's design, service level requested by the plan sponsor, the number and frequency of the plan sponsor's payroll transactions and plan sponsor's ability to provide complete and accurate payroll data in electronic format. TRPC may charge a base fee, per participant fee, an hourly rate or an asset-based fee or a combination of those fees.

Other Fees

In connection with its services, TRPC may receive certain shareholder servicing fees, including, mutual fund finder's fees and other similar fees from the mutual funds in which plan assets are invested. Upon the client's request, a client's recordkeeping and administrative billings might be reduced by the value of the fees by TRPC from mutual funds in connection with its services to the client's account.

General information on fees

TRPC's fees are not calculated on the basis of shares of capital gains or capital appreciation of any clients investments. There is no minimum account size. Clients are billed in arrears, typically on monthly, 45 day or quarterly cycles, as provided in the service agreement. It is client's responsibility to verify the fee calculation. Neither the plan custodian nor independent plan trustee verifies TRPC's fee calculation

The client upon written notice may cancel a service agreement at any time, for any reason upon 30 days written notice. A service agreement may be canceled by TRPC, for any reason upon 60 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

All fees paid to TRPC are separate and distinct from 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 mutual 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

services of TRPC. In that case, the client would not receive the services provided by TRPC. TRPC's services are designed, among other things, to assist the client in providing plan participants with a qualified retirement plan that permits adequate opportunities to accumulate funds for retirement and that complies with the standards required under ERISA and the Internal Revenue Code.

ERISA Accounts

TRCP 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"). 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. To avoid engaging in prohibited transactions, TRCP may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset TRCP advisory fees.

Termination of Agreement

A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prorated amount of fee due will be charged. In the event that there are any prepaid, unearned fees, they will be promptly refunded to the client.

The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Other Compensation

Members of management are also 100% owners of BW Benefits, LLC an insurance agency ("BW Benefits"). As such, these individuals may receive compensation for the sale of insurance products. Clients are under no obligation to utilize the services of BW Benefits for their insurance needs or purchase insurance products recommended by our associated persons.

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

We do not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Clients

TRPC offers non-discretionary and discretionary investment advisory services geared primarily for the Sponsors and Trustees of the Retirement Plans (hereinafter “Managed RPs”) who wish to have their investment options managed. The majority of the managed RPs are the 401(k) Plans.

TRPC does not require minimum account size or minimum fees.

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

“Investing in securities involves risk of loss that clients should be prepared to bear.”

The information compiled by TRPC for the benefit of the plan sponsor is extracted from the Morningstar information service as well as from the informational service provided by Broadridge, Inc. (parent of Matrix Clearing and Settlement Services). This information may include performance summaries of each investment, as well as comparative summaries of investments based on the stated investment objectives (e.g., growth, value, etc.) and fund manager evaluations.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of funds or securities 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.

Mutual Fund and/or ETF Analysis. We look at the product design, 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 fall 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.

Each client has the sole responsibility for selecting the investment options that are suitable for such client's plan unless TRPC is serving as a discretionary Investment Advisor in which case TRPC will select the investment options that are suitable for such client's plan.

Item 9 – Disciplinary Information

We are required to disclose material disciplinary events. As such, TRPC has no reportable disciplinary events to disclose.

Item 10 – Other Financial Industries Affiliations and Activities

John Kopra and Paul Tambe have a 99.98% ownership stake of TRPC Service Team Pvt Ltd an India based company that provides various third party administration support services such as, accounting services and employee benefit plan administration services for the benefit of TRPC and TRPC's clients acting as a subcontractor for TRPC. TRPC does not recommend the services of TRPC Service Team Pvt. Ltd. to any clients.

As disclosed here and in Item 5 of this brochure, John Kopra and Paul Tambe are 100% owners of BW Benefits, LLC an insurance agency ("BW Benefits"). As such, these individuals may receive compensation for the sale of insurance products. Clients are under no obligation to utilize the services of BW Benefits for their insurance needs or purchase insurance products recommended by our associated persons.

TRPC has entered into agreements with various mutual fund companies to provide certain administrative and recordkeeping functions for defined contribution retirement plans. Based on these agreements, TRPC is entitled to collect various fees and recordkeeping subsidies from the mutual fund companies. The fees can take the form of a fixed charge per participant or may be a percentage charge of 0.5% to 0.50% of the value of the account managed. In addition, very infrequently certain mutual funds may pay TRPC a fee equal to 1% of the newly invested dollars as additional compensation. These fees are determined by the mutual fund companies and not by TRPC, and TRPC is not in any way affiliated with these fund companies. The plan sponsor may consider these fees when selecting the investment choices for plan participants due to the potential of reduced cost to plan sponsors and participants. The various fees and recordkeeping subsidies collected by TRPC

are disclosed in TRPC's service agreement with the client, in fund prospectuses and in applicable agreements between TRPC and MFCs

Members of management of TRPC serve on the Schwab Retirement Business Services Advisory Board (the "Board"). TRPC may require certain employee benefit plan sponsor clients establish accounts in with Charles Schwab & Co., Inc. and/or Charles Schwab Bank (collectively "Schwab") to maintain custody of the employee benefit plan sponsor clients' employee benefit plans' assets and effect trades for the accounts established at Schwab for such plans. Further, Charles Schwab Bank may also serve as directed trustee for an employee benefit plan's assets. The Board consists of approximately 21 representatives of independent investment advisory or independent recordkeeping firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Retirement Business Services' services for independent investment advisory and/or recordkeeping firms and their employee benefit plan sponsor clients. Board members serve for three-year terms. The Board meets in person approximately twice per year and has periodic conference calls scheduled as needed. Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Board members' travel, lodging, meals and other incidental expenses incurred in attending Board meetings.

We previously disclosed a relationship with GoldK Investment Services, Inc., a FINRA Member broker-dealer. TRPC provided certain administrative and operational support services. This relationship was terminated in late 2014 and the broker/dealer was dissolved on December 31, 2014. As such, we have not further relationship with this firm or its respective clients.

We previously disclosed an affiliation with Retirement Funding Advisors, LLC. As of February 08, 2014, we no longer have an affiliation with this firm.

The above non-advisory activities present a potential conflict of interest, to the extent that TRPC principals and employees may receive additional compensation as a result of recommending additional services to potential advisory clients. Since we endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser, we take the following steps to address this conflict:

1. We disclose to clients the existence of all material conflicts of interest, including the potential for our firm and its employees to earn compensation from advisory clients in addition to our advisory fees;
2. We disclose to clients that they are not obligated to purchase any additional services from our firm or its employees;
3. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;

4. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
5. We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
6. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11 – Code of Ethics

TRPC has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. TRPC's Code of Ethic requires high standards of business conduct and compliance with federal and state securities laws. TRPC's code stresses that no person employed by TRPC shall prefer his/her own interests to those of advisory clients and prohibits the use of material non-public information.

To supervise compliance with its Code of Ethics, TRPC requires that anyone associated with this advisory practice with access to advisory recommendations, client holdings or other specified information, to provide initial and annual securities holding reports and quarterly transaction reports of all reportable transactions to the firm's President. A copy of our Code of Ethics is available to advisory clients and prospective clients. You may request a copy by e-mail sent to jkopra@trcpweb.com or by calling us at 615-986-5500.

TRCP and individuals associated with our firm are prohibited from engaging in principal transactions.

TRCP and individuals associated with our firm are prohibited from engaging in agency cross transactions.

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 with certain limitations. 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 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.

We do not aggregate our employee trades with client transactions.

TRPC and its associated persons have a fiduciary responsibility to place the interest of a client ahead of their own. In summary, the interest of the client comes first: TRPC and its associated persons must avoid taking inappropriate advantage of their position and must conduct their personal securities transactions in full compliance with the code. Exceptions to the code will rarely or ever be granted but they may be granted, by the Chief Executive Officer, "CEO", in a specific instance where proposed conduct involves negligible opportunities for abuse.

Item 12 – Brokerage

TRPC will use its discretion to select broker-dealers to execute portfolio transactions initiated by Adviser and to select the markets in which to execute the transactions.

As Adviser to Plans, our objective will be to select broker-dealers that will provide the best overall services, net price, and execution. TRCP is not obligated to solicit competitive bids for any transaction or to seek the lowest available commission. We generally utilize the services of Matrix Settlement & Clearing Services, Mid-Atlantic Capital Corporation, TD Ameritrade and Charles Schwab & Co., Inc. to provide clearing services to TRPC's clients, and also provide TRPC's clients with access to certain investments. We employ the various custodians based on our duty to obtain best execution; however, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction. TRPC chooses the custodian broker-dealers based on our determination, in good faith, the commissions and fees are reasonable in relation to the value of the brokerage services provided.

Client portfolios are individually designed and managed. Should a model's allocations be updated, we may elect to aggregate such transactions to allow us to execute equity trades in a timelier, more equitable manner, at an average share price. TRCP will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation.

Our client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

Funds and securities for aggregated orders are clearly identified in our records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client. No client or account will be favored over another.

For a fee, Matrix Settlement & Clearing Services, Mid-Atlantic Capital Corporation, TD Ameritrade and Charles Schwab & Co., Inc. (“Custodians”) will collect the fees and recordkeeping subsidies due to TRPC from the mutual funds in which TRPC’s clients are invested.

The custodians we employ make available to our firm other products and services that benefit our firm but may not directly benefit all of 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 with the specific custodian.

The various Custodians 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.

In addition, 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.

Members of management of TRPC serve on the Schwab Retirement Business Services Advisory Board (the “Board”). TRPC may require certain employee benefit plan sponsor

clients establish accounts in with Charles Schwab & Co., Inc. and/or Charles Schwab Bank (collectively “Schwab”) to maintain custody of the employee benefit plan sponsor clients’ employee benefit plans’ assets and effect trades for the accounts established at Schwab for such plans. Further, Charles Schwab Bank may also serve as directed trustee for an employee benefit plan’s assets. The Board consists of approximately 21 representatives of independent investment advisory or independent recordkeeping firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Retirement Business Services’ services for independent investment advisory and/or recordkeeping firms and their employee benefit plan sponsor clients. Board members serve for three-year terms. The Board meets in person approximately twice per year and has periodic conference calls scheduled as needed. Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Board members’ travel, lodging, meals and other incidental expenses incurred in attending Board meetings.

Item 13 – Review of Accounts

Reports

Scott Rader, a Director of TRPC, will compile all investment option information for clients based on the information received from Morningstar and Broadridge, Inc. In addition, Mr. Rader will review all RIA client accounts and provide ongoing reports. Reports are typically delivered quarterly but may be delivered less frequently if a reduced service level is selected. TRPC’s reports generally summarize the financial activity of the plan; including new purchases by plan participants, transfer among investments, investment earnings and plan distribution. TRPC’s reports may also include compiled investment data for the plan sponsor’s use and the activity of each plan participant and certain information regarding the plan’s compliance with the Internal Revenue Code.

Item 14 – Client Referrals and Other Compensation

Schwab may refer suitable potential Plan Sponsors clients to TRPC for recordkeeping and related administrative services. TRPC in return provides compensation to Schwab in accordance with SEC Rule 206(4)-3 of the Investment Advisers Act of 1940. In addition, the Plan Sponsor(s) must agree that referral payments to Schwab are reasonable in nature. Written agreements are entered into between TRPC and Schwab as required by SEC Rule 206(4)-3. TRPC provides solicitors with our ADV Firm Disclosure document and an additional disclosure statement which must be provided to all prospective clients at the

time of solicitation by Schwab. Schwab is paid a percentage of the annual fee on assets under management collected from Plan Sponsored referred clients, as outlined and disclosed in each referred Plan Sponsor's additional disclosure statement.

Additional Compensation

As stated above, TRPC will receive sub-accounting fees paid by mutual fund companies to subsidize the cost of participant recordkeeping services. TRPC's client service agreement provides that direct client recordkeeping and administrative billings will be reduced by revenues received from mutual fund companies.

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.

Generally, client cash and securities are maintained in accounts with qualified custodians. In some instance, certain client funds may be deposited to a separate account controlled by TRPC for the purpose of speeding transmission of those funds to a custodian via ACH transmission. This represents constructive custody of client funds. Client funds are held for one day. An independent auditor reviews the account activity annually to ensure that the handling of client funds is performed properly and consistent with TRPC's policies and federal regulations. Audited financials are delivered to client's with whom we have custody, annually.

Item 16 – Investment Discretion

TRPC may receive discretionary authority from the client to select the identity and amount of securities to be bought or sold.

When recommending securities TRPC observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions are provided in writing by the client.

Item 17 – Voting Client’s Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Proxy materials are forwarded by the custodian directly to the account holder. Clients can either vote proxies directly or provide for the custodian to vote the shares. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client’s investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

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. TRPC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

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