

Item 1 – Cover Page

KUTSCHER RHODES & BENNER, INC.

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March 30, 2017

This Brochure provides information about the qualifications and business practices of KUTSCHER RHODES & BENNER, INC. KUTSCHER RHODES & BENNER, INC. is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. 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.

If you have any questions about the contents of this Brochure, please contact us at (206) 462-6100 and/or srhodes@krbfinancial.com. Additional information about KUTSCHER RHODES & BENNER, INC. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure dated, March 30, 2017, amends our Brochure dated March 30, 2016. This Brochure contains no material changes from our previous four Brochures. We will provide you with a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may also provide other ongoing disclosure information about material changes as necessary.

Our Brochure may be requested by contacting Scott Rhodes at (206) 462-6100.

Additional information about KUTSCHER RHODES & BENNER, INC. is available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with KUTSCHER RHODES & BENNER, INC. who are registered, or are required to be registered, as investment adviser representatives of our firm.

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	2
Item 6 – Performance-Based Fees and Side-By-Side Management.....	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information.....	7
Item 10 – Other Financial Industry Activities and Affiliations.....	8
Item 11 – Code of Ethics	8
Item 12 – Brokerage Practices	9
Item 13 – Review of Accounts	10
Item 14 – Client Referrals and Other Compensation	10
Item 15 – Custody	11
Item 16 – Investment Discretion	11
Item 17 – Voting Client Securities	12
Item 18 – Financial Information	12

Item 4 – Advisory Business

KUTSCHER RHODES & BENNER, INC. (“the Firm”) has been providing financial counsel to individuals, families and trustees since 1992. Our practice emphasizes in-depth financial planning services that integrate the:

- ◆ establishment and maintenance of an investment policy
- ◆ recommendation of appropriate asset allocation
- ◆ selection of sub-advisors and investment strategies
- ◆ strategies for harvesting employee stock options and dealing with other stock concentration situations
- ◆ reporting of investment performance
- ◆ consideration of budgeting and cash flow
- ◆ planning and preview of tax issues
- ◆ analysis of retirement savings and spending targets
- ◆ assessment of insurance and risk management
- ◆ analysis of estate planning needs and charitable goals

Advice is provided on an on-going basis and is tailored to each client’s needs and circumstances. This approach takes into account all of a client’s investment assets, which may include employer retirement plans, commercial real estate, annuities and individual stocks and bonds. We customize each plan with the client’s situation in mind, which may include the inclusion of “socially responsible investments,” certain investment restrictions, and other investment approaches that might be unique to a client’s wishes or circumstances.

We believe that client oversight and review of our investment recommendations is important to successful client relationships. Accordingly, we seek prior approval to affect changes to a client’s investment portfolio.

Frederic (“Ted”) Kutscher, Scott Rhodes and Scott Benner are equal owners of the majority of the Firm and Cameron Barness and Ryan Stevens are minority shareholders. Professional and educational backgrounds are described in detail in the attached brochure supplement.

Item 5 – Fees and Compensation

STANDARD FEE (ADJUSTED WHEN THE PERIODIC REVIEW IS PERFORMED)

Covers financial planning services including phone calls, meetings, and activities associated with financial counseling through the course of one year. The Firm receives an annual fixed fee for financial counseling services, as described below. Fees charged are the Firm's only form of compensation. For example, we do not receive commissions or payments for any financial recommendations or referrals we make. The annual fee for our services is fixed at the contract date and is usually adjusted when the financial review is performed, which is generally annually.

The Firm has two primary approaches for charging for our services: an annual retainer approach or a mathematically based model that applies a fee calculation to the amount of investments. Due to the nature of the two approaches, the mathematically-based model is generally not negotiable and the annual retainer fee approach is. The Firm will, for isolated instances as described in the section entitled, "Non-Standard Fee Arrangements" located below, provide our services for an hourly fee.

"RETAINER FEE" APPROACH.

Determining the retainer amount involves consideration of the complexity of the relationship, the time, effort and skill required to perform the necessary work, as well as the responsibility entailed in providing financial counseling services. The retainer is typically adjusted each year for inflation when we perform the financial review. If material changes occur in net worth or our responsibilities, we may discuss the retainer fee to reach an agreement about a new fee in advance of any change.

“MATHEMATICALLY-BASED” FEE APPROACH.

FOR PORTFOLIOS WITH INVESTMENTS UNDER \$1,300,000 (ONLY CLIENTS JOINING AFTER 10/15/2011)

BASE COMPONENT \$2,000

ASSET-BASED COMPONENT (PERCENTAGE OF INVESTMENT PORTFOLIO)

On the first \$700,000 of investment assets.	0.7%
On assets over \$700,000 and under \$1.1 million.	0.6%
On assets over \$1.1 million and under \$1.3 million.	0.4%

FOR PORTFOLIOS WITH INVESTMENTS OVER \$1,300,000

Base Component \$500

Asset-Based Component (percentage of investment portfolio)

On the first \$500,000 of investment assets.	0.8%
On the assets over \$500,000 and under \$2 million.	0.7%
On the assets over \$2 million and under \$4 million.	0.6%
On the assets over \$4 million and under \$9 million.	0.5%
On the assets over \$9 million.	0.2%

NON-STANDARD FEE ARRANGEMENTS.

We don't normally provide financial counseling services on an hourly basis, but expert testimony, review of isolated issues and other financial advisory matters will be considered case-by-case. Billing for non-standard projects is usually based on hourly rates but can also be a fixed fee.

	Hourly Rate
Professional Financial Planner	\$350
Financial Associates	\$200

SET-UP FEE (INITIAL YEAR).

This one-time fee covers initial information-gathering, issue identification, reports, letters and meetings associated with the Firm becoming acquainted with a client's overall financial situation. The fee is generally equal to 35% of the annual fee, subject to a cap of \$10,000.

PAYMENT AND TIMING OF FEES.

The specific manner in which fees are charged is established in a client's written agreement with us, and we provide any update to our fees in our financial review. Fees are generally withdrawn in advance of each calendar quarter directly from client accounts and notice of the fee withdrawal is noted in the client's custodian's monthly account statement. In some cases, clients are billed for fees incurred. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable at that time.

TRANSACTION COSTS, CUSTODIAL FEES AND SUB-ADVISOR EXPENSES.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investments (e.g., annuity companies) and other third parties such as fees charged by managers, custodial fees, 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. Mutual funds, private funds, and exchange-traded funds also charge internal management fees, which are disclosed in the funds' prospectuses. Such charges, fees and commissions are exclusive of and in addition to our Firm's fee, and we do not receive any portion of these commissions, fees, or costs. Clients have the option of purchasing securities recommended by us through other brokers or agents that are not affiliated with us. Please also see Item 12, "Brokerage Practices" for additional information.

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

KUTSCHER RHODES & BENNER, INC. does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Our clients are generally individuals, families and trustees.

New clients are accepted on the basis of their alignment with our philosophy and process. New clients generally must have sufficient assets to support a minimum annual fee of \$10,000. On occasion, we will accept a new client with a smaller amount of investment assets where the client has a reasonable prospect of adding significantly to their investment portfolio.

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

INVESTMENT PHILOSOPHY. We believe successful investing is built on a foundation of financial fitness, paired with reasonable expectations and a fidelity to enduring principles.

Many investors can't stay committed to long-term investing (which is fundamental to success) because they are uncertain about the key aspects of their finances and financial direction - that is, they don't have a firm grasp of their financial resources, spending patterns, savings, borrowings, and financial goals - and this causes them anxiety. Other investors have trouble remaining committed to the markets because they know their choices have been haphazard and they lack the knowledge to take a deliberate, disciplined approach. Still other investors have unrealistic expectations and exit the markets at inopportune times because they become disappointed or the volatility becomes emotionally unendurable.

The common denominator in investor failure is lack of understanding, which we seek to diminish through frequent and at times intensive contact with our clients. Our outreach, accessibility and disciplined annual review process often reduce anxiety and help clients stay on course, despite the ever-present sirens of media hype, superstition, mythology, cocktail-party chatter and the dangerous effects these play on human emotions.

We want clients and potential clients to understand this philosophy, even if their perspectives differ somewhat based on their unique experiences. Substantial alignment of philosophy is important because investment advising is a two-way process. It only really works if the advisor understands the client and vice versa.

INVESTMENT PROCESS. One of our goals is to make the investment process as simple as you desire without neglecting important issues, remembering that investments are just one aspect - but an important one - of your whole financial plan. Typically, the process involves the following eight steps:

1 Initial Information Gathering

We begin by gathering information about your current financial affairs, needs, constraints and unique circumstances. We seek your participation and help by asking you to prepare a confidential fact sheet prior to our first meeting.

2 Balance Sheet & Asset Allocation Reports

We distill your information into preliminary reports that assist us (and you) in understanding your current situation.

3 Issue Identification

We analyze your current situation with you and seek to frame the financial issues that we observe or that are of particular concern to you.

4 Determining Goals & Expectations

We work with you in establishing reasonable financial goals and developing reasonable expectations. We prepare an assessment of your savings needs or anticipated cash flow in retirement. We typically use two or three alternative scenarios to compare our conclusions and make recommendations.

5 Asset Allocation & Optimization

We recommend a mixture of types of investments after analyzing your goals and your tolerance for such unknowns as market volatility, inflation, interest rate and currency fluctuations and credit risk. We use proprietary asset allocation models that primarily rely on modern portfolio theory and take into account behavioral economics and asset location.

6 Manager Recommendations

We typically recommend two or more specific money managers for each asset class represented in our recommended allocation and may recommend other specialized investments depending on investment opportunities, liquidity needs and other factors. The firm may provide counsel regarding investments in funds-of-funds that invest in private equity and hedge funds. In researching managers, we use research by acclaimed research bureaus, interviews with fund managers and our own in-house research.

7 Reports

At least once per year, we provide a full financial plan that details client's financial data. These reports typically include a balance sheet, investment returns, expected cash flow and taxes for the coming 12 months, long-term investment policy (allocation), expected returns and volatility, specific manager recommendations, recommended use of tax-deferred accounts, spending and savings forecasts, stock options and restricted stock strategies and summaries of insurance coverage and estate planning.

8 Implementation

We coordinate the opening of any brokerage or custodian accounts, communicate all trade information to the broker and custodian, and otherwise assist clients in implementing our recommendations.

RISKS OF OUR APPROACH. Although a systematic, disciplined approach to investing minimizes the risk of loss over long periods of time, clearly, all investing involves risk of loss that clients should be prepared to bear.

In our experience, poor outcomes for clients are most often the result of their failure to keep their spending reasonable in relation to the size of their investment portfolios. So, although our approach will improve transparency in a client's financial affairs, the client must still exercise discipline in their spending in order to benefit from our services, or the services of any financial advisor.

The first step in our investment approach is to explore the client's need for returns and their financial and emotional ability to withstand volatility in their portfolio. That exploration leads to the selection of an investment policy articulated in terms of broad allocations to cash, bonds and stocks; although on a tactical level other assets, such as real estate, hedge funds, and commodities are also used. If the client misjudges their sensitivity to market volatility, there is a significant risk of loss if the client needs, for emotional reasons or otherwise, to reduce exposure to securities (especially stocks) after a decline.

Because our investment work for clients is focused on investing their assets (including assets in 401(k) and other tax-deferred accounts) in liquid investments, the presence of large, illiquid assets (such as private companies or investment real estate properties) in client portfolios will have the effect of diminishing overall reliability of return and volatility expectations of our investment models. This is a matter that we address with clients who have such assets, yet the increased risk associated with those assets remains until they are sold. Unfortunately, because the assets are illiquid, the true effect of holding them cannot be known until they are sold.

Our investment policy models and the description of risk and return are based on historical data. We acknowledge that certain financial developments have no direct precedent in history, and thus historical models must be used with care. Clients risk placing undue reliance on average returns and overlooking the significant differences (either higher or lower) in returns that can persist for long periods, such as 10-years. Likewise, there is a tendency among investors to ignore extreme returns, such as the stock market crash from 2007-2009, because such events are rare.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management. We have no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Ted Kutscher and Scott Benner maintain a law practice through a law firm, KUTSCHER HEREFORD BERTRAM BURKART PLLC, with which KUTSCHER RHODES & BENNER, INC. shares office space. Mr. Kutscher's law practice, which constitutes approximately 40% of his professional time, is focused on estate planning, probate and related legal fields. Scott Benner's law practice, which constitutes less than 10% of his professional time, focuses on "angel" investments and other privately negotiated investment and business transactions. Scott Rhodes and Ted Kutscher also provide expert witness services from time to time regarding securities transactions in connection with arbitration, mediation and court proceedings. These expert witness engagements do not amount to a material portion of Mr. Rhodes's or Mr. Kutscher's professional time, and there is no overlap between the expert witness clients and financial advisory clients.

The law practices of Messrs. Kutscher and Benner are useful to the clients of KUTSCHER RHODES & BENNER, INC. and the complexion of advice that the firm can give because many clients have issues and concerns that intersect finance and the law. A substantial number of clients of KUTSCHER RHODES & BENNER, INC. find it convenient or preferable to use the legal services of Mr. Kutscher and Mr. Benner through their law firm, KUTSCHER HEREFORD BERTRAM BURKART PLLC, while many other clients use other law firms for their legal needs.

Confusion about whether Mr. Benner or Mr. Kutscher are acting as financial advisors or as lawyers is substantially reduced by (1) them using separate email addresses, electronic signatures and printed letterhead for written communications in the law and financial practices; and (2) their requirement that a person execute an engagement letter with KUTSCHER HEREFORD BERTRAM BURKART PLLC describing service and fees, if they wish to obtain the legal services of Mr. Kutscher or Mr. Benner.

Item 11 – Code of Ethics

The Firm has adopted a Code of Ethics for all supervised persons of the Firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition of insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at KUTSCHER RHODES & BENNER, INC. must acknowledge the terms of the Code of Ethics upon their hire or when the Code of Ethics is amended.

The Firm believes that the financial accounts of the principals and employees should be invested in the same general manner as we recommend to our clients. The Firm's investment recommendations consist almost entirely of publicly available mutual funds, publicly available funds-of-funds and open-ended privately subscribed registered alternative funds-of-funds. Because these securities have no significant supply constraints within the context of the quantity of assets for which we advise or which are located in our employee's accounts and are priced at fair market value of the underlying securities, they

are identified as “exempt securities” in our Code of Ethics. As exempt securities, employees may trade in such securities without preclearance from the Firm’s compliance officer.

In all circumstances, employees must comply with the Code of Ethics when trading for their own account. Subject to satisfying this policy and applicable laws, officers, directors and employees of KUTSCHER RHODES & BENNER, INC. may trade for their own accounts in securities which are recommended to and/or purchased for the Firm’s clients. The 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. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between the Firm and its clients.

The Firm’s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Scott Rhodes.

Item 12 – Brokerage Practices

The Firm often recommends that clients establish brokerage accounts and/or custodial accounts. We endeavor to advise clients as to all costs and benefits of alternative arrangements. We are not broker-dealers and never receive commissions, services, economic benefits, or other compensation for making such recommendations. We aggregate transactions and allocate the securities among our client accounts when it’s advantageous to our clients to do so. We routinely recommend Charles Schwab and Company, Inc. (“custodian”) to our clients to hold assets in custody, but do not require clients to use this custodian, and we have no affiliation with any brokerage firm. We do not receive a fee or any material form of compensation for recommending client relationships with a certain custodian. We do not receive any material amount of client referrals from custodians.

Client accounts are maintained with qualified custodians. Custodians do not charge separately for custody relationships but are typically compensated by account holders through commissions other transaction-related fees for securities trades that are executed through the custodian or that settle into custodian accounts.

The custodian makes available to the Firm other products and services that assist with the Firm’s operations, but may not benefit its clients directly. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of the firm’s fees from its clients’ accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of the firm’s accounts, including accounts not maintained with the custodians. The custodian also makes available to the

firm other services intended to help the firm manage and further develop its business enterprise.

These services may include consulting, publications and conferences on management, information technology, business succession, regulatory compliance, and marketing. In addition, the custodian may make available, arrange, and/or pay for these types of services rendered to the firm by independent third parties. The custodian may discount or waive fees they would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services to the firm. While as a fiduciary the Firm endeavors to act in its clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at the custodian could be influenced by availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

Item 13 – Review of Accounts

Client financial plans, including their accounts and asset allocation are reviewed generally every 12 months. Firm are primarily responsible for communications with clients regarding these matters and most written reports are reviewed by at least two principals prior to being issued to the client.

Clients' annual reports cover a review of recent financial market activity, performance of accounts (including benchmark data), cash flow forecast (budget), federal tax forecast, investment policy restatement and statistical profile, projection of portfolio value in the future (including retirement), reallocation of accounts, profile of existing financial market conditions, mutual fund manager profiles, client balance sheet, proposed trading plan, insurance coverage profile and summary of estate plan. Additional matters are added to deal with other significant financial issues relevant to the client. Clients with smaller accounts (less than \$1 million) often receive a briefer report in letter form focused on investment management and portfolio reallocation in lieu of the larger report described previously.

Because clients are billed on an annual retainer, they can contact us for advice on financial topics without any additional charge. In the course of dealing with specific issues, account reviews will often be undertaken. We also review client accounts upon request.

On occasion, we also encounter changes in financial market risks and opportunities that are significant enough that we review and adjust virtually all client accounts. These adjustments are relatively infrequent.

Item 14 – Client Referrals and Other Compensation

We do not receive monetary compensation or other material recompense for referring clients to other professionals (such as tax accountants, insurance agents or attorneys). We

also do not pay any person or firm commissions or other items of material value for referring clients to us.

We receive support products and services from Schwab that are available to other independent investment advisers that maintain client accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12 – Brokerage Practices. The availability of Schwab’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client’s investment assets. Most custodians provide monthly statements to clients. Please contact us if you not receive statements at least quarterly. We urge you to carefully review your statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct your custodian to deduct our advisory fees directly from your account, but your custodians maintain actual custody of your assets.

Item 16 – Investment Discretion

The Firm seeks approval to make transactions prior to exercising trading authority in client accounts. Trading authority is routinely obtained pursuant to a Limited Power of Attorney.

Occasionally, we agree to accept discretion from clients. In such cases, this discretion is granted in writing and the conditions of our authority are clearly outlined. It is common for clients, as a part of their investment advisory agreement with us, to grant us a limited form of discretion which allows us to make transactions without prior authority, but generally only in circumstances when we have tried to reach the client with reasonable and customary effort. This authority is rarely used, but when we do exercise it, we send notice of the circumstances and action by mail. When selecting securities and determining amounts to purchase or sell, the Firm observes the investment policies, limitations and restrictions of the clients it advises.

Item 17 – Voting Client Securities

We may provide advice to clients regarding the clients' voting of proxies, but as a matter of policy and practice, the Firm does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies and for filing for class action suits for any and all securities maintained in client portfolios. Clients will receive proxy materials from the custodian and notification of class action suits from attorney's representing the injured class.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Firm's financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and have not been the subject of a bankruptcy proceeding.