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This brochure provides information about the qualifications and business practices of Rather & Kittrell, Inc. If you have any questions about the contents of this brochure, please contact us at 865-218-8400 or lrather@rkcapital.com. 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.

Rather & Kittrell, Inc. is a SEC registered investment adviser. 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 Rather & Kittrell, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

This brochure, dated March 20, 2017, is an update to our previous brochure dated March 12, 2016. Changes to this brochure include the following:

- Item 4 was amended to report regulatory assets under management as of December 31, 2016.
- Item 10 was amended to disclose RKI's new ownership structure.
- Item 14 was amended to provide additional disclosure regarding the referral program with Fidelity Wealth Advisors Solutions Program.

The above list includes a description of material changes made to the firm's current Disclosure Brochure (Form ADV Part 2A). This brochure supersedes all previous versions. A complete copy of our brochure is available by contact Lytle Rather, President, at 865-218-8400 or lrather@rkcapital.com.

Additional information about Rather & Kittrell, Inc. is available by accessing the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Rather & Kittrell, Inc. who are registered, or are required to be registered, as investment adviser representatives of the firm.

TABLE OF CONTENTS

<u>Item 1 – Cover Page</u>	i
<u>Item 2 – Material Changes</u>	ii
<u>Item 3 -Table of Contents</u>	iii
<u>Item 4 – Advisory Business</u>	1
<u>Item 5 – Fees and Compensation</u>	8
<u>Item 6 – Performance-Based Fees and Side-By-Side Management</u>	11
<u>Item 7 – Types of Clients</u>	11
<u>Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss</u>	11
<u>Item 9 – Disciplinary Information</u>	13
<u>Item 10 – Other Financial Industry Activities and Affiliations</u>	13
<u>Item 11 – Code of Ethics</u>	15
<u>Item 12 – Brokerage Practices</u>	16
<u>Item 13 – Review of Accounts</u>	18
<u>Item 14 – Client Referrals and Other Compensation</u>	19
<u>Item 15 – Custody</u>	21
<u>Item 16 – Investment Discretion</u>	21
<u>Item 17 – Voting Client Securities</u>	22
<u>Item 18 – Financial Information</u>	22
<u>Privacy Policy</u>	22

Item 4. Advisory Business

Rather & Kittrell, Inc. ("RKI" or "the firm") is a registered investment adviser that was founded in 2000. RKI is wholly owned by RK Holdings, Inc., the principal owners of which are Lytle A. Rather, IV, President, and Christian G. Kittrell, Secretary. Jeff Hall, Matt Grabeel and Greg McMurphy are minority owners of RK Holdings, Inc.. The firm's only office is located in Knoxville, Tennessee.

RKI offers both financial planning and portfolio management services to its clients for a fee. RKI also offers retirement plan services and the option of more limited consulting services to clients who desire advice in an isolated area of concern. Specific details about these advisory services are described below:

Wealth Management Services

RKI provides individualized investment advice to clients based upon the client's specific needs. Through personal consultations, RKI gathers specific financial data to develop a client's personalized profile, which includes a client's investment objectives, current financial position, risk profile, investment time horizon, tax situation and liquidity needs. RKI reviews the client's personalized profile and based upon this review, develops a specific risk profile which guides the investment recommendations made to the client. Based on the client's risk profile, RKI determines an appropriate asset allocation for the client and recommends specific investments to implement the recommended asset allocation. RKI incorporates a client's existing holdings where appropriate. RKI provides these wealth management services on either a non-discretionary or discretionary basis, based on a client's needs and desires. In either case, clients may place reasonable restrictions on the types of investments recommended by RKI and for non-discretionary wealth management services, clients may decline to implement any investment recommendation made by RKI.

For discretionary accounts, RKI typically manages client assets in accordance with specific allocation models. RKI has comprised model allocations designed to achieve eleven different risk profiles ranging from preservation of capital to aggressive growth. Clients are individually profiled for their appropriate investment objective and risk tolerance, and individual advice is accorded to each client. An allocation model is then recommended and client assets are invested according to the model. Clients should recognize, however, that the models are intended to complement an overall portfolio strategy that is appropriate for each client's situation. Clients have the ability to impose reasonable restrictions on the types of investments made for their accounts, although accounts may not be eligible for management according to a model if these restrictions are considered to be material by RKI. Clients retain the right of ownership over all securities and funds in their accounts.

Financial Planning Services

RKI may also provide financial, strategic, or tactical planning services that are outside of the customary portfolio management services described above. Financial planning services typically cover areas such as budgeting, tax and cash flow planning, investment planning, insurance planning, retirement planning, estate planning and death and disability planning. Through in-depth personal consultations, RKI gathers information related to a client's current financial situation, future goals, and attitudes toward risk. Clients complete a detailed series of questions and provide any related documents that are necessary for RKI to gain an understanding of the client's financial situation. These financial planning services may or may not include matters relating to securities and clients will receive a written financial plan typically within 90 days of the date of the financial planning agreement. Clients are responsible for providing all information necessary for RKI to prepare the financial plan in a timely manner. In order to implement recommendations made in the written financial plan, clients are strongly encouraged to consult with their other trusted advisors, including attorneys and accountants. RKI does not provide legal or tax advice.

If clients choose to implement financial planning strategies involving portfolio management services, clients may engage RKI for the portfolio management services described above. Such services would be separate and apart from the financial planning services described here, and clients are under no obligation to implement financial planning recommendations.

Consulting Services

In some cases, clients may choose to engage RKI for more limited consulting services. These services typically involve consultation on a specific or isolated area of concern, such as estate planning, retirement planning, or any other specific area of financial planning. Consulting services will generally not include the development of a written plan and will be more limited in focus.

Retirement Plan Services

RKI offers consulting and advisory services for employer-sponsored retirement plans that are designed to assist plan sponsors of employee benefit plans ("Sponsor(s)"). RKI may also assist Sponsors with enrollment and/or providing investment education to plan participants and beneficiaries.

Retirement Services are either ERISA Fiduciary Services or Retirement Plan Consulting Services. Retirement Plan Consulting Services may be performed only so that they would not

be considered fiduciary services under the Employee Retirement Income Security Act of 1974, as amended (ERISA). When delivering ERISA Fiduciary Services, RKI will perform those services to the plan as a fiduciary under ERISA Section 3(21)(A)(ii) and will act in good faith and with the degree of diligence, care and skill that a prudent person rendering similar services would exercise under similar circumstances. When providing any ERISA Fiduciary Services, RKI will solely be making recommendations to the Sponsor and the Sponsor retains full discretionary authority or control over assets of the plan.

Sponsor may engage RKI to perform the Retirement Services by completing a Retirement Plan Information Form to provide information about the plan, including the plan design, plan objectives, investment objectives, investment risk tolerance, demographics about plan participants, and third-party service providers. RKI will provide Sponsor a copy of this Form ADV Part 2 and an advisory services Agreement for review. The Agreement describes the terms of the arrangement between RKI and the Sponsor, including a description of the Retirement Services and the fees to be charged by RKI. By signing the Agreement, the Sponsor represents that Sponsor has received sufficient information and determined that the Retirement Services selected are: (i) necessary for the operation of the plan and (ii) reasonable and appropriate based upon the compensation to be paid for the Services. Sponsor must sign and submit the Agreement to RKI before RKI performs any Services.

RKI offers the following retirement plan services:

ERISA Fiduciary Services

Recommendations to Establish or Revise the Plan's Investment Policy Statement (IPS):

RKI will review with the Plan Fiduciary the investment objectives, risk tolerance and goals of the plan. If the plan does not have an IPS, RKI may recommend investment policies to assist the plan Fiduciary to establish an appropriate IPS. If the plan has an existing IPS, RKI may review it for consistency with the plan's objectives. If the IPS does not represent the objectives of the plan RKI may recommend to the Plan Fiduciary revisions that will establish investment policies that are congruent with the plan's objectives.

Recommendations to Select and Monitor the Designated Investment Alternatives:

Based on the plan's IPS or other guidelines established by the plan, RKI may review the investment options available to the plan and may make recommendations to assist the Plan Fiduciary to select the Designated Investment Alternatives ("DIAs") to be offered to plan participants. Once the Plan Fiduciary selects the DIAs, RKI may, on a quarterly basis and/or upon reasonable request, provide reports, information and recommendations to assist the Plan Fiduciary to monitor the investments. If the IPS criteria require an investment to be removed, RKI may provide information, analysis and recommendations to the Plan Fiduciary to help evaluate replacing investment alternatives.

Recommendations to Select and Monitor Qualified Default Investment Alternative(s):

Based on the plan's IPS or other guidelines established by the plan, RKI may review the investment options available to the plan and will make recommendations to assist the Plan Fiduciary to select the Plan's QDIA(s) for plan participants that fail to direct the investment of their accounts. Once the Plan Fiduciary selects the QDIAs, RKI may provide reports, information and recommendations, on a quarterly or upon reasonably requested basis, to assist the Plan Fiduciary to monitor the investments. If the IPS criteria require an investment to be removed, RKI may provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment alternatives.

Recommendations to Allocate and Rebalance Model Asset Allocation Portfolios: Based on the plan's IPS or other investment guidelines established by the plan, RKI may review the investment options available to the plan and may make recommendations to assist the Plan Fiduciary to create and maintain Model Portfolios. Once the Plan Fiduciary approves the Model Portfolios, RKI may provide reports information and recommendations, on a periodic basis, designed to assist the Plan Fiduciary to monitor the Plan's investments. If the IPS criteria require an investment to be removed, RKI may provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment alternatives to be included in the Model Portfolios. Upon reasonable request RKI may make recommendations to the Plan Fiduciary to rebalance the Model Portfolios to maintain their desired allocations.

Recommendations to Select and Monitor Investment Managers: Based on the Plan's IPS or other guidelines established by the plan, RKI may review the potential investment managers available to the plan and may make recommendations to assist the Plan Fiduciary to select one or more investment managers. Once the Plan Fiduciary approves the investment manager, RKI may provide, on a periodic basis, reports, information and recommendations to assist the Plan Fiduciary to monitor the plan's investment managers. If the IPS criteria require an investment manager to be removed, RKI may provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment managers.

Retirement Plan Consulting Services**Investment Monitoring Support**

- Periodic review of investment policy in the context of plan objectives
- Assist the plan committee with monitoring investment performance
- Provide analysis of investment managers and model portfolios
- Assist with monitoring Designated Investment Managers and/or third-party advice providers
- Educate plan committee members, as needed, regarding replacement of DIA(s) and/or QDIA(s)

Participant Services

- Facilitate group enrollment meetings and coordinate investment education.
- Assist plan participants with financial wellness education, retirement planning and/or gap analysis.

In providing Retirement Services, RKI may establish a client relationship with one or more plan participants or beneficiaries. Such client relationships develop in various ways, including, without limitation: 1) as a result of a decision by the participant or beneficiary to purchase services from RKI not involving the use of plan assets; 2) as part of an individual or family financial plan for which any specific recommendations concerning the allocation of assets or investment recommendations relate exclusively to assets held outside of the plan; or 3) through an Individual Retirement Account rollover ("IRA Rollover"). RKI will not, however, solicit services from plan participants or beneficiaries when providing Retirement Services. If RKI is providing Retirement Services to a plan, RKI may, when requested by a plan participant or beneficiary, arrange to provide services to that participant or beneficiary through a separate agreement that excludes any investment advice on plan assets (but may consider the participant's or beneficiary's interest in the plan in providing that service). If a plan participant or beneficiary desires to affect an IRA Rollover, RKI may provide the participant or beneficiary with a written explanation of the options available to the plan participant or beneficiary. Any decision to affect the rollover or about what to do with the rollover assets remains that of the participant or beneficiary alone.

All investments involve risk and investment performance can never be predicted or guaranteed. The values of the account will fluctuate (perhaps significantly) due to market conditions, manager performance and other factors. Using any benchmark or index in connection with the Retirement Services is no promise that the performance of the plan's particular investments will experience the same results, including the results shown on the various reports that are delivered as part of the Services.

Sponsor or the plan participants and beneficiaries retain all investment discretion over plan assets provided to them by the plan. Each is free to make his or her own investment decisions. No one is required to accept any assistance or follow any recommendations provided as part of the Retirement Services. If the plan selects RKI's Service to allocate or rebalance among model portfolios or to recommend investment managers, the responsible Sponsor or participant or beneficiary can freely change allocations or managers.

RKI may use or provide to Sponsor data or information provided by third parties when providing Retirement Services. While RKI reasonably believes that the information or data is reliable, it does not promise that it is accurate, current or consistently available.

Sponsor is responsible for all the tax liabilities arising from any transactions, including any liabilities arising from the failure to maintain the qualified status of a retirement plan receiving the Services.

As part of the Services to Provide Recommendations to Select and Monitor Investment Managers, Qualified Default Investment Alternative(s) (“QDIA”) or Designated Investment Alternatives (“DIAs”), RKI may provide Sponsor a list of investments, including mutual funds, to consider as options for the plan, and may provide a list of investment managers to manage the assets of the plan. Any list is for informational purposes only and Sponsor retains full authority to select all plan investments. It should not be considered a primary basis for the Sponsor’s decision.

RKI will consider information provided by Sponsor about the plan when assisting with or making recommendations about the plan’s IPS. It is important that that information be accurate and current. Changes in the information may impact what assistance or recommendations may be made so it is important that RKI be accurately informed.

Any report containing a proposed asset allocation model is based upon a number of factors which may include the demographics of plan participants, current asset allocations and the value of the assets. RKI may change asset allocations and investment options within the model portfolios and has no obligation to revise the report or otherwise advise Sponsor if a model or any of RKI’s assumptions change in the future.

The analyses and suggested asset allocations contained in the reports may be based on historical financial data, assumptions about future financial trends (including market appreciation or decline, rates of return and risks for various asset classes), assumptions about applicable laws and regulations, and appropriate financial planning strategies.

Any projections, analyses or other information contained in or with the reports regarding various investment outcomes are hypothetical in nature, do not reflect actual investment results and are not guarantees of future results.

The reports do not provide advice regarding the plan’s specific securities investments. Therefore, it is important for Sponsor to monitor current events, such as changes in tax laws or in the financial markets, which may affect Sponsor’s decisions about the plan.

The return rates and dollar figures contained in the report may not include all investment expenses; thus, any results shown may be reduced by such costs. Also, where applicable (and only as indicated) assumptions as to federal income tax rates, state income tax rates, and estate taxes reflected in the report would only be general estimates.

General Information Regarding Investment Advice

For any of the investment advisory services offered by RKI, the firm does not limit its investment recommendations to any specific type of product or security. A client's individual needs and objectives are analyzed to determine appropriate investments and products for the client. For clients who choose to have their assets managed in accordance with a model portfolio, investments selected will be based on the objective of the model portfolio and the individual objectives of the client. Each model is assigned specific constraints and weights as described in Item 8 below. Since different types of investments typically involve different types of risk, the firm conducts a risk analysis of the client and his/her overall portfolio, before recommending a certain investment. RKI manages assets on either a non-discretionary or discretionary basis. Either way, the client is always free to place restrictions on the types of investments the firm recommends for the client's portfolio. For non-discretionary portfolio management, the client may also decline to implement any of the recommendations made by the firm.

RKI primarily recommends that clients purchase shares of mutual funds and exchange traded funds. However, RKI also provides recommendations on individual stocks, individual bond positions, certificates of deposit, variable annuities and variable life insurance products. The firm may also provide advice on other products not listed above, as is appropriate for the specific client. In some cases, these products may be non-securities products. In some cases, RKI may receive normal and customary insurance commissions when insurance products are recommended and sold to clients. Thus, a conflict of interest may exist, but RKI only recommends that clients purchase insurance products when it is in the best interest of the client.

Since some of RKI's associates who offer investment advice are also registered representatives of Securities Service Network, Inc. ("SSN"), an unaffiliated registered broker/dealer member FINRA, securities recommendations may be limited to those products approved by or offered by SSN. Clients should be aware that all securities investments involve risk and clients may lose all or part of their investment. Clients who elect to invest in securities must be willing to bear this risk. For this reason, RKI takes extra care to determine an appropriate risk tolerance of its clients. Investment recommendations are made with this risk tolerance in mind.

As part of its comprehensive approach to investment advisory services, RKI may refer clients to unaffiliated third-party service providers for specific areas for which a client may need advice. Examples of these referrals may include local CPAs or attorneys. RKI offers this referral service as a convenience to clients only and any decision to engage a third-party service provider lies solely with the client. RKI is not responsible or liable for any of the

services provided by these unaffiliated third-parties and the firm is not compensated for these referrals.

Assets Under Management

As of December 31, 2016, RKI was providing investment advisory services to 604 clients. The firm was providing regular and continuous discretionary Portfolio Management services for 1,477 accounts, and the total value of assets under management in these accounts was \$380,077,676. The firm was also providing regular and continuous non-discretionary Portfolio Management services for 32 accounts, and the total value of assets under management in these accounts was \$123,693,428.

Item 5. Fees and Compensation

Wealth Management Services

The annual management fee for wealth management services is based on the market value of the portfolio as of the last business day of the billing period and is payable quarterly in arrears of services being rendered. If a market value is not available, RKI will use the value based on the original cost of the asset. Fees are typically debited directly from a client's custodial account, as agreed upon in writing. In some cases, RKI may allow a client to pay fees directly, upon presentation of an invoice.

The annual fee for wealth management services is based on the following fee schedule:

<u>Annual Fee</u>	<u>Asset Level</u>
1.25%	For the first \$500,000
1.00%	For amounts greater than \$500,000 and up to \$1,000,000
.75%	For amounts greater than \$1,000,000 and up to \$5,000,000
.50%	For amounts greater than \$5,000,000 and up to \$10,000,000
.25%	For amounts greater than \$10,000,000 and up to \$25,000,000
Negotiable	Over \$25,000,000

In certain circumstances, RKI may charge a lower fee at its sole discretion. The wealth management fee is exclusive of all transaction costs, which client will incur separately. Clients are responsible for paying all execution and/or transaction costs associated with trade execution and/or account custody. If mutual funds are purchased, clients should refer to the product prospectus for a complete discussion of the fees associated with the product. Some mutual fund shares may pay on-going 12b-1 management fees. Wealth management fees are negotiable at the sole discretion of RKI and fees may be higher or lower than fees charged by other investment advisors.

Fees charged upon the establishment or termination of an account will be prorated for the portion of the billing period for which RKI is retained by the client. Portfolio Management Agreements may be canceled by either party at any time by written notice. If the agreement is canceled within the first five (5) business days after the signing of the agreement, then the client is entitled to a full refund of any fees paid.

Financial Planning and Consulting Services

Financial planning and consulting services fees are charged in one or both the following two ways:

1. As a fixed fee, typically ranging from \$500 to \$15,000, depending on the nature and complexity of the client's circumstances and upon mutual agreement with the client. RKI may collect one-half of this fee upon execution of the financial planning or consulting services agreement, with the balance due upon presentation of the written financial plan or completion of the consulting services; or,
2. On an hourly basis, with hourly fees ranging from \$100 to \$300, depending on the nature and complexity of the client's circumstances and upon mutual agreement with the client. An estimate of the total hours expected to be expended will be provided to the client at the start of the engagement. RKI may collect one-half of the total estimated fee upon execution of the financial planning or consulting services agreement, with the remaining fee due upon presentation of the final invoice detailing actual hours expended.

Retirement Services

Fees for the Retirement Services ("Fees") are flexible, and Sponsor may be charged a fee based on a percentage of plan assets, an hourly rate or a flat dollar amount. Sponsor may specify whether to pay the Fees directly or may authorize the plan's recordkeeper or custodian to pay RKI from plan assets. The Fees will typically be billed quarterly in arrears, although in certain cases may be billed in advance, and Fees may be negotiable. If the Fee is not hourly, the initial Fee will be prorated based upon the number of days remaining in the initial quarterly period from the date of execution of the Agreement. If the Fee is based on a percentage of plan assets, the Fee will be based upon the market value of the plan assets at the close of business on the last business day of the quarterly period.

If the Agreement is terminated prior to the end of a quarter, RKI will be entitled to a quarterly fee, prorated for the number of days in the quarter prior to the effective date of termination, and for asset-based fees, based on the market value of the plan assets at the close of business on the effective date of termination.

Sponsors receiving Retirement Services may pay more or less than a client might otherwise pay if purchasing the Retirement Services separately or through another service provider. There are several factors that determine whether the costs would be more or less, including, but not limited to, the size of the plan, the specific investments made by the plan, the number of locations of participants, the Retirement Services offered by another service provider, and the actual costs of Retirement Services purchased elsewhere. In light of the specific Retirement Services offered by RKI, the Fees charged may be more or less than those of other similar service provider.

All fees paid to RKI for Retirement Services are separate and distinct from the fees and expenses charged by mutual funds and exchange traded funds to their shareholders. These fees and expenses are described in each investment's prospectus. These fees will generally include a management fee, other expenses, and possible distribution fees. If the investment also imposes sales charges, a client may pay an initial or deferred sales charge. The Retirement Services provided by RKI are designed to, among other things, assist the client in determining which Manager(s) are most appropriate to each client's financial condition and objectives and to provide other administrative assistance as selected by the client. Accordingly, the client should review both the fees charged by the funds, the Manager, the plan's other service providers and the fees charged by RKI to fully understand the total amount of fees to be paid by the client and to evaluate the Retirement Services being provided.

The specific fee to which a Sponsor is subject, will be specified in the Agreement signed by Sponsor and RKI. Generally, the fees will range from .25% to 1.00% of plan assets.

General Information Regarding Fees and Account Termination

All fees charged by RKI for investment advisory services are separate and distinct from the fees and expenses charged by account custodians or product issuers. RKI will not charge any advisory fees on the basis of a share of capital gains or capital appreciation in a client's account. In some cases, advisory fees may be negotiable at the sole discretion of RKI. As discussed above, clients are responsible for paying all execution and/or transaction costs associated with trade execution and/or account custody. If mutual funds or variable insurance products are purchased, clients should refer to the product prospectus for a complete discussion of the fees associated with the product, including any management fees, fund expenses, distribution fees or other sales charges.

Some of RKI's associates who provide investment advice to clients ("RKI associates") are registered securities representatives of Securities Service Network, Inc. ("SSN"), an unaffiliated registered broker-dealer, member FINRA. If RKI's clients purchase securities

products from RKI associates in their capacity as SSN registered representatives, clients may pay a securities commission. Clients are under no obligation to purchase securities products from RKI associates and may choose any broker/dealer of their choice.

As part of its comprehensive approach to investment advisory services, RKI may refer clients to unaffiliated third-party service providers for specific areas for which a client may need advice. Examples of these referrals may include local CPAs or attorneys. In these cases, clients may be subject to additional fees charged by the third-party service provider to whom the client has been referred. RKI does not receive any portion of the fees charged by these third-party service providers. RKI offers this referral service as a convenience to clients only, and any decision to engage a third-party service provider lies solely with the client. RKI is not responsible or liable for any of the fees charged or services provided by these unaffiliated third-parties.

Investment advisory agreements may be terminated at any time by any party with prior written notice. If an agreement is terminated within the first five business days, clients are entitled to a full refund of any fees pre-paid. If an investment advisory agreement is terminated after more than five business days, clients are assessed fees on a pro-rata basis, based on the investment advisory services provided prior to termination.

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

RKI does not charge performance-based fees.

Item 7. Types of Clients

RKI provides investment advisory services to individuals, high-net worth individuals, pension and profit sharing plans, corporations or other businesses, trust, estates and charitable organizations. RKI typically provides its portfolio management services to clients who have at least \$100,000 of assets under management. This minimum may be waived at RKI's sole discretion.

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

There are general standards of education and business experience which RKI requires of those involved in determining or giving investment advice to its clients. RKI associates are required to have the technical knowledge in the areas of securities portfolio management and investment manager evaluation in order for an associate to provide investment

advisory services. They are also expected to possess, minimally, a college degree and/or appropriate business experience, including all required professional licenses.

RKI uses various methods of analysis in formulating the investment advice offered on behalf of the firm. RKI takes a holistic approach to evaluate an overall portfolio strategy and asset allocation that meets a client's needs and objectives. Rather than focusing on specific investments, RKI identifies an appropriate ratio of securities, fixed income investments, cash and other investments, to build a portfolio that is suitable for a client's investment needs, objectives and risk tolerance. Portfolios are typically made up of various mutual funds and exchange traded funds, and may also include other investment as appropriate for the client.

RKI's core investment strategy consists of a series of globally diversified, multi-asset class model portfolios designed to deliver expected long-term returns within well-defined ranges of risk. Conservative strategies emphasize preservation of capital while aggressive strategies emphasize long term growth. Investment selection and strategy decisions are made by RKI's investment committee within the following Tiered Discipline management philosophy.

Modern Portfolio Foundations: Modern Portfolio Theory has become a hallmark of professional money management. It has shown that markets are practically efficient so that market timing and security selection are not consistently profitable. It is the portfolio's exposure to asset classes such as stocks, bonds, real estate, etc. that will determine over ninety percent of the investment return. For this reason, RKI predominantly uses passive investments in entire asset classes to acquire desired portfolio exposure to economic traits. The benefits to passively managed mutual funds and exchange-traded funds include style purity, low costs, and tax efficiency, all of which can enhance the net return kept by the firm's clients.

RKI believes that wide global diversification reduces portfolio risk and enhances returns when compared to portfolios concentrated in one or a few types of investments. RKI manages risk in part by targeting assets with different economic footprints and non-correlating behavior. The firm's belief in diversification places emphasis on total real return after taxes and inflation. Whether conservative or aggressive, individuals must usually invest in such a way that their purchasing power meets or exceeds inflation over time.

Within the equity universe RKI adheres to statistical evidence that small and profitable value stock premiums exist across geographical markets. Targeting these risk factors through "portfolio engineering" may increase the expected return of stock portfolios over the long term.

Strategic Allocation Structure: RKI's investment committee determines how each strategy will allocate capital among two broad categories: (1) global equity and (2) global fixed income. Neutral percentage weights are established for each category according to the risk-return profile of the client's investment strategy. These baselines set the strategic allocation structure for equilibrium market conditions. Each category is then further broken down into a number of asset classes to engineer the desired level of risk and expected return.

RKI uses investment management strategies that it feels best meet its clients' needs and objectives. Such strategies typically include long-term investment strategies of asset allocation and diversification. While this strategy typically meets the needs and objectives of the firm's clients, long-term investment strategies may include the risk of not taking advantage of short-term gains that could be profitable to a client. In addition, all securities investments involve risk and clients may lose all or part of their investment. Clients who elect to invest in securities must be willing to bear this risk. For this reason, RKI takes extra care to determine an appropriate risk tolerance of its clients. Investment recommendations are made with this risk tolerance in mind.

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 RKI or the integrity of RKI's management. RKI has no reportable information applicable to this Item.

Item 10. Other Financial Industry Activities and Affiliations

As noted in Item 4 above, RKI is wholly owned by RK Holdings, Inc. ("RKH"), which, in addition, is also a 90% owner of Tennessee Pension Administrators, Inc. ("TPA"), a third-party administrator which provides services to qualified pension plans. RKH is owned by the former owners of RKI, and the majority owner of TPA. Some of the RKH owners are Executive Officers of RKI and TPA. Therefore, RKI and TPA are affiliated entities under common control. Owners of RKH may receive economic benefit from both RKI and TPA. Certain employees of RKI may perform services for TPA, and vice versa, all for which they are compensated. In some cases, clients of RKI and TPA are served by both companies. Thus, a conflict of interest exists to the extent that owners of RKH and certain employees of both RKI and TPA may derive economic benefit from both RKI and TPA. Clients of RKI are not required to use the services of TPA, and clients of TPA are not required to use the services of RKI. In addition, a conflict of interest may exist when employees of RKI refer

clients to TPA, and when employees of TPA refer clients to RKI. Again, neither RKI nor TPA compel clients to use the services provided by either company or any other affiliated entity.

As discussed previously in Item 5 above, some of RKI's associates are registered representatives of Securities Service Network, Inc. (SSN), an unaffiliated registered broker/dealer and FINRA member. In this capacity, RKI associates may affect securities transactions for clients for which they may receive separate, yet customary compensation. Clients always have the option of declining any investment recommendation made by RKI and they may affect transactions with firms or representatives of their choice. However, if clients elect to transact recommendations with firms or agents other than those recommended by the firm, RKI may be unable to provide investment advisory services for those investments.

While RKI associates endeavor to put clients' interests first and foremost, clients should be aware that the receipt of additional compensation itself creates a conflict of interest when making investment recommendations. To address the potential for a conflict of interest, RKI associates make certain to disclose to clients, any fees or compensation associated with recommended investment products. Clients are provided with applicable product prospectuses and offering materials, which discuss the fees associated with the applicable products. Clients are also asked to sign applicable disclosure documents and/or account applications that point out important product features and fees. As fiduciaries, RKI associates make product recommendations that they feel are in the client's best interest and are based on the specific needs and objectives of the client. The compensation potential of the product is not a criterion on which investment recommendations are made.

RKI associates are also licensed to sell various insurance products for which they may receive product commissions. The potential for this additional insurance compensation creates a conflict of interest when making financial planning recommendations that involve insurance products for which commissions may be earned. RKI associates make insurance product recommendations when they feel it is in the client's best interest, based on the specific needs and objectives of the client. The potential for additional compensation is not a criterion on which these recommendations are based.

RKI may refer clients to an unaffiliated third-party service provider for specific services such as legal or accounting services. RKI is not compensated for these referrals but instead makes these referrals when it feels it is in the client's best interest to do so, based on the specific needs and objectives of the client. Clients are under no obligation to engage the services of the third-party service provider and clients do so at their own discretion. RKI is not liable or responsible for any of the fees charged or services provided by an unaffiliated third-party service provider.

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

RKI has adopted a Code of Ethics to promote the principles of honesty and integrity in its business practices, and to maintain RKI's reputation as a firm that operates with the highest level of professionalism. RKI recognizes its fiduciary responsibilities to its clients, and its duty and pledge to place clients' interests first and foremost. In connection with this duty, all employees of RKI are subject to the firm's Code of Ethics, and are required to acknowledge their understanding of its terms. A copy of the RKI Code of Ethics will be provided to any client or prospective client upon request.

RKI's Code of Ethics establishes procedures for employees to report personal securities transactions and personal securities holdings. The Code sets forth procedures for management review of these reports. In some cases, RKI's employees may be required to obtain pre-approval for certain personal securities transactions or refrain from certain transactions altogether. RKI's Code of Ethics also sets forth the obligation of all RKI employees to comply with applicable state and federal securities laws, and the duty to cooperate in any investigation or inquiry conducted on or by RKI. Finally, RKI's Code of Ethics establishes procedures for the reporting of any potential violation of the firm's Code.

RKI or its owners, officers and employees may buy or sell securities that are the same or different than those they recommend to clients. While buying or selling the same security as a client would be incidental, it may represent a potential conflict of interest, which would be fully disclosed to the client. RKI or its owners, officers and employees may not sell securities from their accounts directly to a client, nor may they purchase securities directly from a client. RKI, its owners, officers and employees are prohibited from trading on material nonpublic information. RKI does not trade ahead of clients, but instead puts clients' interests first. Employees may not purchase or sell any security prior to a transaction being implemented for an advisory client, unless the timing of such transaction was done without the employee's knowledge of a client's transaction. RKI endeavors to ensure that the personal trading activities of its owners, officers and employees do not interfere with the decision making process for client investment recommendations. RKI also endeavors to ensure that the personal trading activities of its owners, officers and employees do not interfere with the implementation of investment recommendations made to clients. RKI's owners, officers and employees may implement trading strategies for their personal accounts that are more speculative or more conservative than client trading strategies.

RKI prohibits its owners, officers, and employees from participating in any principal transactions, where securities are purchased directly from, or sold directly to a client. RKI also prohibits its owners, officers and employees from purchasing shares in initial public

offerings or private placement offerings, unless express written permission is provided in advance, by the firm's Chief Compliance Officer. RKI, its owners, officers and employees, do not recommend to clients that they buy or sell securities in which a person associated with RKI has a material financial interest.

As disclosed in Item 10 above, RKI associates may be registered representatives of Securities Service Network, Inc., an unaffiliated registered broker/dealer. This relationship may present a conflict of interest relating to client transactions. Please refer to Item 10 above for a complete discussion of this relationship.

Item 12. Brokerage Practices

RKI provides portfolio management services on either a non-discretionary or discretionary basis. Clients are generally free to implement or decline investment recommendations made by RKI, unless RKI is acting in a discretionary role. In addition, clients are free to implement investment recommendations at firms of their choice; however, if clients choose to implement transactions at firms other than those recommended by RKI, the firm may be unable to provide investment advisory services for those assets. For discretionary portfolio management services, RKI will determine which custodian to use for account custody and trade execution.

For portfolio management services, RKI generally recommends the clearing and custodial services offered through Fidelity Institutional Wealth Services ("FIWS"). FIWS provides RKI with various institutional platform services which include, among other things, brokerage, custody and other related services. The institutional platform services assist RKI in managing and administering client accounts, and include software and other technology that (i) provide access to client account data through trade confirmations and account statements; (ii) facilitate trade execution; (iii) provide research, pricing and other market data; (iv) facilitate the payment of advisory fees from client accounts; and (iv) assist with back-office functions, recordkeeping and client reporting. FIWS offers the clearing, custody and brokerage services of either National Financial Services, Inc. ("NFS") or Fidelity Brokerage Services, LLC ("FBS"), members NYSE, SIPC. FIWS generally does not charge clients separately for custodial services but is compensated by account holders through commissions and other transaction-related or asset-based fees for trades executed through either FBS or NFS. RKI and FIWS are independently operated and are not affiliated companies.

In some cases, RKI may also recommend the custodial services offered through Securities Service Network, Inc. ("SSN"), the registered broker/dealer with which RKI associates are

registered. SSN has a fully disclosed clearing arrangement with National Financial Services, Inc. (“NFS”).

While RKI cannot guarantee that the execution services provided by the above referenced custodians are the best executions available, the firm feels that that the overall quality of execution services provided by these firms is in the clients’ best interests. Clients must agree in writing to the establishment of custodial accounts at the above referenced firms. If a client chooses to implement certain investment recommendations through RKI associates in their capacities as registered representatives, then securities products may be limited to those products that RKI associates can offer through SSN. The firm believes that the overall quality of the execution services provided by SSN is in clients’ best interest, but best execution cannot be guaranteed.

As stated previously, RKI routinely recommends that portfolio management clients utilize the clearing, brokerage and custodial services offered through FIWS or SSN, unlike other advisors who may permit clients to direct brokerage to any firm of their choice. RKI may be unable to negotiate specific transaction costs for transaction execution. On occasion, RKI may aggregate or “block” trades and will adhere to a policy of allotting shares on a pro-rata basis. Transactions executed by these firms will be subject to the transaction and commission fee schedule in effect at the time of execution. RKI does not negotiate commission rates or volume discounts. Therefore, brokerage and investment advisory services offered by RKI may cost a client more or less than similar investment advisory services offered by another firm, or by purchasing similar services separately.

Through its relationships with FIWS and SSN, RKI has access to free research, software, account administrative support, record keeping, brokerage, custodial and other related services that are intended to support advisers in conducting an investment advisory business. RKI also has access to an extensive list of product offerings from which client recommendations can be made, and may have the ability to execute client no-load or low-load mutual fund transactions without transaction charges or with nominal transaction charges. RKI also has access to the NFS Streetscape program and the Fidelity Wealth Central program, which provide RKI with software downlinks of daily transaction, balance and position information on client accounts held at each custodian. The provision of these additional services may present a conflict of interest in that RKI may be incented to recommend the custodial and brokerage services of these firms. However, receipt of these services is not dependent upon any level of trade execution and RKI uses these services to benefit all client accounts, whether or not a client has chosen to use either FIWS or SSN. As a fiduciary, RKI endeavors to seek qualitative execution services for its clients, regardless of the provision of these additional services.

For financial planning services, clients may choose to implement investment recommendations at firms of their choice. If clients choose to implement investment recommendations through RKI associates, the custodial, clearing and brokerage services offered through either FIWS or SSN will be recommended.

RKI may accept reimbursement for marketing costs, such as expenses related to meetings held by, or attended by RKI associates. Such costs will be associated with “due diligence” or training trips that allow RKI to better analyze a company and/or investment manager. The acceptance of reimbursement will not be contingent upon any commitment by RKI to place client assets with a product sponsor or investment manager, and will not influence RKI’s decision to select a product or investment manager for its clients, other than to allow RKI’s associated persons an opportunity to gain further knowledge.

Item 13. Review of Accounts

For discretionary portfolio management accounts, RKI’s investment committee reviews the strategic allocation in the two asset classes, as well as the allocation to the underlying investment styles within these asset classes, on a monthly basis as part of the firm’s Investment Committee meetings. The model portfolios are adjusted accordingly, within a range that is dictated by prevailing market conditions and is consistent with the portfolio’s assigned constraints and weights. In addition, RKI’s investment committee performs regular reviews of model portfolios and RKI associates perform reviews of client portfolios. Each account is reviewed in light of the client’s specific needs, goals, objectives, asset mix and overall market conditions. Special reviews with clients are made in the case of substantial changes in market conditions or changes in the client’s investment objectives. Accounts are compared against general market conditions and the strongest industry benchmark indicators to monitor account performance in light of the client’s investment objectives and goals.

For non-discretionary portfolio management services, RKI reviews client accounts at least annually, or at the request of a client. Significant changes in social, economic or political conditions or a change in a client’s financial situation may prompt more frequent reviews. Financial planning and consulting services clients do not receive regular account reviews unless a client has specifically engaged RKI for these services.

RKI may provide quarterly performance reports to portfolio management clients. The nature of performance information provided will depend upon the type of client and the needs of the client. All clients will receive normal and customary brokerage or custodial statements, which they should compare against any information provided by RKI. Statements should be reviewed carefully.

Financial planning and consulting services clients will not receive regular reports from RKI. Any written reports will be agreed upon at the inception of the financial planning or consulting services relationship.

Item 14. Client Referrals and Other Compensation

As discussed previously, RKI associates may have an economic incentive to recommend the third-party administrator services provided by TPA, an affiliated company of RKI.

However, as fiduciaries, RKI associates only recommend the services of TPA when they believe it is in the client's best interest. In other cases, associates of TPA may recommend the services of RKI. Thus, a conflict of interest exists in that certain RKI associates derive economic benefit from the relationship between RKI and TPA.

As discussed previously, RKI associates may receive some economic benefit through their affiliations with SSN. However, these economic benefits are not provided as a direct result of RKI's advisory services offered to clients. RKI associates may also receive product commissions or 12b-1 fees as a result of other client investments outside of the advisory relationship. While this presents a potential for conflict of interest in that it may incent RKI associates to recommend certain products, all fees and expenses related to transactions executed through SSN are disclosed to clients in product offering materials or verbally by RKI associates. Clients are encouraged to read product offering materials carefully.

If RKI associates make recommendations to clients for the purchase of insurance products, clients may pay a normal and customary insurance commission for the purchase of the product. In these cases, RKI associates may receive commission as insurance agents, generally based upon a percentage of the premiums paid. Such insurance commission is paid directly to RKI or the RKI associate from the issuer of the insurance product. RKI makes this service available to clients simply as a convenience to clients. Clients are not obligated to purchase any insurance products from RKI associates. The receipt of additional compensation presents a conflict of interest in that RKI associates may be induced to recommend that clients purchase insurance products. While this may be true, RKI associates endeavor at all times to act in the best interests of their clients, and recommendations to purchase insurance products are only made when they feel it is in the best interest of a client.

In some cases, RKI may refer clients to a third-party service provider for specific services. RKI is not compensated for these referrals. RKI makes these referrals when it feels it is in the client's best interest to do so, based on the specific needs and objectives of the client. Clients are under no obligation to engage the services of the third-party service provider

and clients do so at their own discretion. RKI is not liable or responsible for any of the fees charged or services provided by an unaffiliated third-party service provider.

RKI may, from time to time, accept reimbursement for costs associated with on-site inspections of product sponsors or investment managers to which clients' assets may or may not be directed. Such costs will be associated with "due diligence" trips that allow associated persons of RKI to better analyze a company and/or investment manager. The acceptance of reimbursement will not be contingent upon any commitment by RKI to place client assets with a product sponsor or investment manager, and will not influence RKI's decision to select a product or investment manager for its clients, other than to allow RKI's associated persons an opportunity to gain further knowledge.

RKI participates in the Fidelity Wealth Advisor Solutions Program ("WAS Program"), through which the firm may receive referrals from Strategic Advisers, Inc. ("SAI"), a registered investment adviser and subsidiary of FMR, LLC, the parent company of Fidelity Investments. RKI is not affiliated with either SAI or FMR, LLC and SAI does not supervise or control RKI's investment management or advisory services.

Under the WAS Program, SAI acts as a solicitor for RKI and RKI pays referral fees to SAI for each referral that results in a client relationship for RKI for which assets under management fees are earned by RKI. The WAS Program is designed to help investors find an independent investment adviser and does not constitute a recommendation or endorsement by SAI of RKI's particular investment management services or strategies. RKI pays the following amounts to SAI for referrals: for referrals made prior to April 1, 2017, an annual percentage of 0.20% of any and all assets in client accounts; for referrals made after April 1, 2017, the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by SAI and (ii) an annual percentage of 0.25% of all other assets held in client accounts. For referrals made prior to April 1, 2017, these fees are payable for a maximum of seven years. Fees with respect to referrals made after that date are not subject to the seven-year limitation. In addition, RKI has agreed to pay SAI a minimum annual fee amount in connection with its participation in the WAS program. These referral fees are paid by RKI and not the client, and do not increase or decrease the level of any fee paid by the client pursuant to the normal and customary RKI fee schedule as described in Item 5 above. Thus, RKI does not believe a conflict of interest exists for clients referred to RKI by SAI.

In order to receive referrals from the WAS Program, RKI must meet certain minimum participation criteria, but RKI may have been selected for participation in the WAS Program as a result of its business relationships with SAI and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, RKI may have a potential conflict of interest in encouraging clients to use the brokerage and

clearing services of FBS, whether or not the client was referred to RKI as part of the WAS Program. Under an Agreement with SAI, RKI has agreed that the firm will not charge clients more than its normal and customary advisory fees as described in Item 5 above, to cover the solicitation fees paid to SAI as part of the WAS Program. RKI has also agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts at other custodians for referred clients other than when RKI's fiduciary duties would require the firm to do so. RKI has agreed to pay SAI a one-time fee equal to 0.75% of the assets in the client account that is transferred from SAI's affiliates to another custodian; therefore, RKI may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of SAI. However, participation in the WAS Program does not limit RKI's duty to select brokers on the basis of best execution.

RKI may have arrangements with select third-parties who occasionally solicit clients or provide client referrals to RKI. These solicitors enter into written Solicitor's Agreements with RKI, pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. They are typically third-parties with whom RKI associates have business relationships. Solicitors are compensated in the form of a Solicitor's Fee, which is fully disclosed to the client at the time of the referral. Use of Solicitors will not increase or decrease the level of advisory fees charged to a client who was referred by a Solicitor.

Item 15. Custody

RKI does not maintain custody of client funds or securities, except to the extent that it has the ability to debit advisory fees directly from client accounts, as agreed to in writing by the client. Clients receive normal and customary custodial account statements that detail the amount of advisory fees debited from an account. Clients are responsible for verifying the accuracy of the fees debited, as custodians do not verify accuracy. Clients are also strongly encouraged to compare information provided on custodial statements against any information provided by RKI.

Item 16. Investment Discretion

RKI accepts discretionary authority to manage securities accounts on behalf of clients, upon express written permission from the client. Clients will execute required custodial applications granting discretion to RKI. Clients will also execute discretionary Investment Management Agreements. RKI also offers non-discretionary portfolio management services, so clients may choose the best option for their situations.

Item 17. Voting Client Securities

RKI does not accept authority to vote client securities on behalf of clients. Clients retain all rights to their brokerage accounts, including the right to vote proxies. Clients are responsible for directing each custodian of their assets to forward copies of all proxies and shareholder communications directly to the client. While RKI may provide information or consultation to assist a client in deciding how to vote a particular security, the ultimate decision and responsibility to vote a security lies with the client.

In addition, RKI will neither advise nor act on behalf of a client in any legal proceeding involving companies whose securities are held in a client's account. This includes such things as class action lawsuits or settlements.

Item 18. Financial Information

RKI does not require or solicit prepayment of more than \$1,200 in advisory fees more than six months in advance of services rendered. RKI is therefore not required to include a financial statement or balance sheet with this brochure.

RKI does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. RKI has not been the subject of any bankruptcy petition.

Privacy Policy

RKI maintains a specific Privacy Policy that is distributed to each client at the time an account is opened and annually thereafter. RKI collects nonpublic information about clients from the following sources: information the firm receives from clients verbally, on applications or other forms and information about client transactions with others or the firm.

RKI may have to share non-public client information with unaffiliated firms in order to service client accounts. Additionally, RKI may have to provide information about clients to regulatory agencies as required by law. Otherwise, RKI will not disclose any client information to an unaffiliated entity unless a client has given express permission for the firm to do so.

RKI is committed to protecting client privacy. The firm restricts access to clients' personal and account information to those employees who need to know the information. RKI also maintains physical, electronic and procedural safeguards that the firm believes comply

with Federal standards to protect against threats to the safety and integrity of client records and information.