



P.O. Box 171207
Austin Texas 78717
(512) 394-6596
tom@rpftx.com

P.O. Box 591068
San Antonio, Texas 78259
(210) 625-4188
phil@rpftx.com

March 2019

This brochure provides information about the qualifications and business practices of Retirement Plan Fiduciaries, LLC. If you have any questions about the contents of this brochure, please contact us at (210) 625-4188. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Retirement Plan Fiduciaries, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

The last annual update of this brochure was in March 2018. Material changes that have occurred since that update are as follows:

Asset Under Management has decreased to \$316,602,246 from \$392,915,364.

The firm also added 3(16) services to its 401(k) plan consulting offering.

Table of Contents

Advisory Business	1
Fees and Compensation	3
Performance-Based Fees and Side-By-Side Management	4
Types of Clients	5
Methods of Analysis, Investment Strategies and Risk of Loss	5
Disciplinary Information	6
Other Financial Industry Activities and Affiliations	6
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	6
Brokerage Practices	7
Review of Accounts	9
Client Referrals and Other Compensation	10
Custody	10
Investment Discretion	10
Voting Client Securities	10
Financial Information	10

ADVISORY BUSINESS

Advisory Firm Description

Retirement Plan Fiduciaries, LLC ("RPF" or the "Firm") has been in business since January 2012. The principal owners are Thomas Carter, Jr. and Philip White Jr.

Types of Advisory Services

For 401(k) plans, the Firm provides both investment and non-investment consulting for retirement plans to its clients. For individuals, the Firm provides financial planning and investment management services. Investment consulting entails advising plan sponsors as to the investments recommended (or actually made available) to fund participants. Non-investment consulting entails advising plan sponsors as to the service provider relationships and all plan matters except investment recommendations. Investment management services will include a financial plan.

For 401(k) Plans

Investment Consulting Services

Under the Employee Retirement Income Security Act ("ERISA") section 3(21), the Firm only gives investment recommendations to a plan sponsor who then has the discretion to take or disregard the advice. In this case, the Firm is a fiduciary with regard to the information it provides but does not act as a fiduciary of the plan itself. That is significantly different from ERISA section 3(38) which provides that a plan sponsor can delegate the responsibility and liability of selecting and monitoring investments to the Firm. The plan sponsor effectively hands over authority to the Firm to make investment decisions. In this case, the Firm is presumed by definition to have actual discretion and control over the plan's assets and management and is a fiduciary of the plan itself.

At the beginning of the relationship, the client chooses whether the Firm will manage its accounts under ERISA 3(21) or 3(38).

RPF meets with plan sponsors to determine the investment goals of the plan. RPF will assist in developing an Investment Policy Statement ("IPS") that is consistent with the plan document by:

- Listing criteria for selection of investment vehicles, procedures and timing of performance monitoring.
- Providing analysis and advice in order to assist plan fiduciaries in their decision-making processes.
- Making final fund selections for availability to participants (Recordkeeper enacts fund trades when one fund is selected to replace another).(ERISA 3(38) OR
- Making recommendations for funds to plan sponsors which may or may not be enacted (ERISA 3(21)).

Non-investment Consulting Services (both fiduciary and non-fiduciary)

Services include:

- Consultation regarding compliance with the plan document and ERISA requirements
- Education of participants regarding the plan
- Monitoring of the record keeper and trustee to ensure they are performing the functions in their service agreements
- Consultation to ensure notices to participants are properly and timely delivered
- Consultation to ensure all ERISA mandated discrimination tests are done
- Acting solely in the best interest of the plan sponsor, participants and beneficiaries of the plan
- Avoiding or fairly managing conflicts of interest
- Disclosing all forms of compensation

For Individuals

Financial Planning

The Firm works with the client to define and understand personal and financial goals, objectives and priorities including the needs for income and growth of financial assets. Based on this information, the Firm produces a written plan for the client. At this point, the Firm will typically enter into an agreement with the client to provide investment management services.

Separately Managed Accounts

A customized portfolio is created for each client. Services include:

- Placing trades in the client's portfolio based on the client's risk tolerance
- Monitoring the portfolio holdings on a regular basis
- Making changes as appropriate according to market conditions, security prices, and the Firm's outlook on the economy

Tailored Advisory Services

All investments are tailored to clients based on the information provided in the IPS. For 3(21) clients, plan sponsors determine whether to accept and execute the recommendation(s) provided by RPF.

Client Assets Under Management

As of December 31, 2018, the Firm had \$303,296,551 in discretionary and \$13,305,695 in non-discretionary assets under management.

FEES AND COMPENSATION

For 401(k) Plans

Bundled Fee Option:

Plans can elect to pay one set of fees which cover the Firm's fees and those of the third party plan administrator and the custodian of the plan assets. Neither of these parties is affiliated with RPF. The total annual fee for basic services rendered from these three providers is a minimum of \$6,000 per year. This annual fee schedule is:

Base Fee	\$3,250/\$5,500 (no audit required/audit required) plus
Participant Fee	\$34/participant (online statements) or \$39/participant (paper statements) plus
Asset Fee	1.00% of the first \$1 million of plan assets 0.75% of the next \$1 million of plan assets 0.50% of the next \$3 million of plan assets 0.40% of plan assets in excess of \$5 million

Fees are billed quarterly in arrears and are deducted directly from the plan assets or paid by the company. The asset fee is calculated based upon the market value of the plan assets as determined by the custodial statements as of market close on the last business day of each quarter. Fees are negotiable.

RPF will receive the remaining amount from the above after payment is made to Retirement Horizon, Inc. and TD Ameritrade. The payments to Retirement Horizon, Inc. and TD Ameritrade are outlined in their separate service agreements and may change in the future. The total payment will not change unless the agreement is changed by advance notice to clients and the client agrees with written authorization.

Retirement Horizon, Inc., TD Ameritrade and RPF may charge additional fees for loans, distributions, consulting etc. and are not included in the above pricing.

Unbundled Fee Option:

Plans can elect to pay fees directly to each of the parties involved in administering the retirement plan including the recordkeeper, third party administrator, asset custodian, and investment advisor. When this payment arrangement is selected, RPF typically serves only as the investment advisor and is paid based on plan assets per the following schedule:

Asset Fee	1.00% of the first \$1 million of plan assets 0.75% of the next \$1 million of plan assets 0.50% of the next \$3 million of plan assets 0.40% of plan assets in excess of \$5 million
-----------	--

Fees are billed quarterly in arrears and are deducted directly from the plan assets or paid by the company. The asset fee is calculated based upon the market value of the plan assets as determined by the custodial statements as of market close on the last business day of each quarter. Fees are negotiable.

Accounts which originated at Aspect Wealth Management will be billed in accordance with their signed investment advisory agreement and may differ from the fee schedule described above.

Plan Administrator under ERISA 3(16) Services Option:

RPF will act as an independent Plan Administrator as named in the plan document. Services will include everything listed in the plan document and in ERISA 3(16). The costs for these services are \$1,500 (\$3,500 if the plan requires an audit) plus 0.20% of assets per year.

In no event will RPF's fees exceed 3% of assets annually.

Some consulting services are billed at an hourly rate of \$350 per hour. There is no minimum fee required. Fees are due and payable as incurred.

For Individuals

- Option 1: 1% of assets under management
- Option 2: \$5,000/year retainer + 0.3% of assets under management
- Option 3: \$2,000/year retainer + 0.7% of assets under management
- Option 4: \$350 per hour

Some clients pay a monthly or quarterly retainer for consulting work unrelated to securities.

Fees may be negotiated on a case-by-case basis based upon factors determined by RPF to be material, including but not limited to account size and servicing requirements. Fees, which are charged quarterly in arrears, may be deducted from the client's account or may be billed directly to the client.

The financial planning fee is included with investment management services. If only a plan is needed, the fee is \$350/hour.

Other Fees

For plans

Most 401(k) plans provide participants with a menu of mutual funds in which the participant may invest. Trading in mutual funds incurs internal fees and expenses which are fully disclosed in each fund's prospectus. These internal fees are additional to the fees outlined above which the plan pays to entities assisting with the investment advice, administration and custody of the plan assets.

For individuals

When RPF recommends a mutual fund for a client's account, three separate fees may be charged to the client, either directly or indirectly. The first fee is RPF's investment management fee where the fund is included in the asset base for the quarterly fee calculation. The second is the set of internal fees charged by the investment company for the fund's investment management, marketing, administration and marketing assistance. These internal expenses are disclosed in each fund's prospectus which is provided to each client by the custodian. (This set of fees also applies to any ETF or money market fund purchased in the client's account.) The third fee may be a transaction fee which is assessed by the custodian for its service of providing access to a universe of mutual fund families through one account. To avoid such fees a client would be required to open a separate account with each individual mutual fund company instead of using the custodian recommended by RPF, which would also negatively affect RPF's ability to deliver its services efficiently. Not all mutual fund trades enacted by RPF incur this transaction fee. When recommending mutual funds for client portfolios, RPF only recommends no-load funds.

Termination

The Agreement may be terminated by either party at any time without penalty upon receipt of 30 days prior written notice. If the client terminates the agreement within five business days of its signing, the client will receive a full refund of any fees and expenses.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

RPF does not charge any performance-based fees or engage in side-by-side management.

TYPES OF CLIENTS

RPF provides investment advisory services to participant-directed pension, profit sharing and 401(k) plans and individuals.

The minimum preferred plan account size is \$500,000.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

RPF recommends to qualified plan sponsors broadly traded open-ended mutual funds, primarily consisting of funds offered by Dimensional Fund Advisors (DFA) and Vanguard. DFA and Vanguard funds use a long-term, passive asset class investment philosophy.

In addition to any other criteria dictated by the IPS, the Firm typically encourages clients utilizing mutual funds or collective investment trusts to place an emphasis on the following attributes:

- Management tenure of at least three years
- Returns consistent with the market benchmark
- Returns in top half of the peer group
- Quantifiable style consistency
- Indexed/passive approaches as a complement to actively managed funds
- Funds with less-than-average risk
- Coverage of the major asset categories with little to no redundancy
- Fully disclosed costs that are in line with the committee's expectations and are explained to the plan participants

Investment Strategies

The investment strategies RPF uses to implement investment advice include:

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Option writing, including covered options, uncovered options or spreading strategies

Risk of Loss

RPF does not guarantee the future performance of the plan or any specific level of performance, or the success of any investment decision or strategy that the plan may use. The client understands that investment decisions made for the plan are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable. Trading in uncovered options increases risk of loss, such that losses may exceed the amount initially invested. Long term passive asset class investments may miss gains (or losses) with shorter term or active trading. The client understands that all investments involve risk of loss.

DISCIPLINARY INFORMATION

There have been no disciplinary actions against RPF or Mr. Carter or Mr. White.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

RPF has no other financial industry activities or affiliations.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

RPF has adopted a Code of Ethics which describes the general standards of conduct that the Firm expects of all Firm personnel (collectively referred to as “employees”) and focuses on three specific areas where employee conduct has the potential to adversely affect the client:

- Misuse of nonpublic information
- Personal securities trading
- Outside business activities

Failure to uphold the Code of Ethics may result in disciplinary sanctions, including termination with the Firm. Any client or prospective client may request a copy of the Firm’s Code of Ethics which will be provided at no cost.

The following basic principles guide all aspects of the Firm’s business and represent the minimum requirements to which the Firm expects employees to adhere:

- Clients’ interests come before employees’ personal interests and before the Firm’s interests.
- The Firm must fully disclose all material facts about conflicts of interest of which it is aware between itself and clients as well as between Firm employees and clients.
- Employees must operate on the Firm’s behalf and on their own behalf consistently with the Firm’s disclosures and to manage the impacts of those conflicts.
- The Firm and its employees must not take inappropriate advantage of their positions of trust with or responsibility to clients.
- The Firm and its employees must always comply with all applicable securities laws.

Misuse of Nonpublic Information

The Code of Ethics contains a policy against the use of nonpublic information in conducting business for the Firm. Employees may not convey nonpublic information nor depend upon it in recommending investments.

Personal Securities Trading

RPF or individuals associated with the Firm may buy, sell or hold in their personal accounts the same securities the Firm recommends to its clients. In the event clients own equities or bonds, this policy may create a potential conflict of interest with the possibility of Firm personnel obtaining a better price than clients obtain. To mitigate this conflict, trades in equities or bonds may only occur the day after trades are placed for

clients. Personal participation in initial public offerings or private placements is allowed only with prior permission from Mr. Carter or Mr. White, the managing members of the Firm. The Firm does not allow front running.

Employees of the Firm must report their personal securities holdings on an annual basis, and their personal securities trades quarterly. These are monitored to ensure compliance with the Firm's policies. Failure to comply with the Firm's trading policy may result in sanctions.

Outside Business Activities

Employees are required to report any outside business activities generating revenue. If any are deemed to be in conflict with clients, such conflicts will be fully disclosed or the employee will be directed to cease this activity.

BROKERAGE PRACTICES

Selecting Custodians and Broker/Dealers for Individual Accounts

The Firm participates in the Schwab Institutional (SI) services program offered to independent investment advisors by Charles Schwab & Company, Inc. ("Schwab"), a FINRA-registered broker-dealer. Clients in need of brokerage and custodial services will generally have Schwab recommended to them due to Schwab's:

- Discounted commission structure
- Arrangements with multiple mutual fund families to trade through Schwab
- Financial stability
- Provision of account information online to all clients
- Client service to the Firm and its clients
- Ease of reporting to the Firm and its clients

As part of the SI program, the Firm receives benefits that it would not receive if it did not offer investment advice.

Research and Other Soft-Dollar Benefits

Schwab provides the Firm with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon the Firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For the Firm's client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through

commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to the Firm other products and services that benefit the Firm but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of the Firm's accounts.

Schwab's products and services that assist the Firm in managing and administering clients' accounts include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide research, pricing and other market data
- Facilitate payment of the Firm's fees from its clients' accounts
- Assist with back-office functions, recordkeeping and client reporting

Schwab Institutional also offers other services intended to help the Firm manage and further develop its business enterprise. These services may include:

- Compliance, legal and business consulting
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to the Firm: Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to the Firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of Firm personnel. In evaluating whether to require that clients custody their assets at Schwab, the Firm may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Brokerage for Client Referrals

The Firm does not receive referrals from a broker-dealer or third party providing service to RPF.

Directed Brokerage

Clients are not allowed to request that trades be enacted through a specific broker. RPF requires clients to use the Firm's recommended broker-dealer as account custodian. Not all advisors require their clients to use a particular custodian or broker.

REVIEW OF ACCOUNTS

Mr. Carter, Managing Member, or Mr. White, Managing Member, reviews plan investments on a periodic basis, depending upon the terms of each agreement. Such reviews entail looking at plan investments in light of each plan's investment objective and current market conditions.

Mr. Carter or Mr. White conducts periodic reviews of the individual client accounts, generally no less than annually. These reviews entail comparing the client's investment objective to the portfolio holdings, cash flows, changes in the client's financial position, and often discussion with the client.

Mr. Carter or Mr. White will meet with each client on a periodic basis to review his account. The frequency of these reviews can be impacted by several factors including:

- The size and complexity of the client's accounts
- The complexity of the client's financial situation
- Unexpected changes in the client's goals or objectives
- Changes in political and economic circumstances
- Other lifestyle changes warranting a review of the client's financial situation

Periodic written performance reports will be prepared for each review in addition to the monthly account statements and confirmations that are generated by the custodian of the assets.

For Retirement Plan Consulting clients, the Firm provides written reports as dictated by the agreement negotiated with each client. The frequency and content of the reports are determined by individual agreement with each client, but generally includes analysis of current and recommended plan investments.

CLIENT REFERRALS AND OTHER COMPENSATION

The Firm does not pay outside individuals or entities for referring clients.

CUSTODY

For 401(k) clients, RPF has no direct access to the assets addressed in the consulting recommendations or to income produced. Clients receive at least quarterly written statements from the qualified custodian that holds and maintains the respective plan sponsor's investment assets.

For individual accounts, RPF may have the authority to instruct the account custodian to deduct the investment management fee directly from the client's account. Custody is defined as having any access to client funds or securities. This limited access is monitored by the client through receipt of account statements directly from the custodian. These statements will show the deduction of the management fee from the account. Otherwise, RPF may only direct the movement of funds from one account in the client's name to another such titled account, but has no other access to client funds.

INVESTMENT DISCRETION

Under ERISA section 3(38), the Firm has the authority to make investment decisions at the plan level, thereby giving it actual discretion and control over the plan's assets and management. However, the Firm does not enact any trades on behalf of any client. The Firm follows the investment strategy as set forth in the IPS.

Under ERISA section 3(21), the Firm only gives investment recommendations to a plan sponsor so the Firm does not have discretionary authority on these accounts.

For discretionary accounts, the Firm has full trading authority under a limited power of attorney assigned to RPF. As a result, RPF will determine both the investments, and how much of each, should be purchased or sold on each client's behalf. The Firm follows the investment strategy as set forth in the investment management agreement. Clients may place restrictions on the Firm's discretion in writing.

VOTING CLIENT SECURITIES

RPF may vote proxies for securities held in some clients' accounts. Generally, clients receive proxy material directly from their account custodian by either email or U.S. mail. Clients may address questions concerning a proxy matter to Firm personnel via email or telephone.

FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair RPF's ability to meet its contractual commitments to its clients.