



**ROUND ROCK** | *Advisors*

## **Round Rock Advisors LLC**

### **Form ADV Part 2A – Disclosure Brochure**

**March 20, 2024**

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Round Rock Advisors LLC (“Round Rock” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact the Advisor at (203) 920-4774.

Round Rock is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Round Rock to assist you in determining whether to retain the Advisor.

Additional information about Round Rock and its Advisory Persons is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with the Advisor’s firm name or CRD# 286007.

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## **Item 2 – Material Changes**

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Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about Advisory Persons of Round Rock.

Round Rock believes that communication and transparency are the foundation of its relationship with clients and will continually strive to provide you with complete and accurate information at all times. Round Rock encourages all current and prospective clients to read this Disclosure Brochure and discuss any questions you may have with the Advisor.

### Material Changes

September 13, 2023

- Text added in Items 4B, 5A, 8A, 12B, and 14A related to the operations of Armstrong Shaw which has an understanding to enter into an agreement to become a division of Round Rock on October 1, 2023.

March 20, 2024

- Text added to Items 4, 5 and 13 to disclose the fixed income portfolio services provided by Smith Affiliated Capital Corporation.
- The Firm's Privacy Policy has been removed and will be sent to clients as a separate document.

### **Item 3 – Table of Contents**

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<b>Item 2 – Material Changes .....</b>	<b>2</b>
<b>Item 3 – Table of Contents .....</b>	<b>3</b>
<b>Item 4 – Advisory Services .....</b>	<b>5</b>
A. Firm Information .....	5
B. Advisory Services Offered .....	5
C. Client Account Management .....	7
D. Wrap Fee Programs .....	7
E. Assets Under Management .....	7
<b>Item 5 – Fees and Compensation .....</b>	<b>7</b>
A. Fees for Advisory Services .....	7
B. Fee Billing .....	9
C. Other Fees and Expenses .....	9
D. Advance Payment of Fees and Termination .....	10
E. Compensation for Sales of Securities .....	10
<b>Item 6 – Performance-Based Fees and Side-By-Side Management .....</b>	<b>11</b>
<b>Item 7 – Types of Clients .....</b>	<b>11</b>
<b>Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>11</b>
A. Methods of Analysis .....	11
B. Risk of Loss .....	12
<b>Item 9 – Disciplinary Information .....</b>	<b>13</b>
<b>Item 10 – Other Financial Industry Activities and Affiliations .....</b>	<b>13</b>
<b>Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>14</b>
A. Code of Ethics .....	14
B. Personal Trading with Material Interest .....	14
C. Personal Trading in Same Securities as Clients .....	14
D. Personal Trading at Same Time as Client .....	14
<b>Item 12 – Brokerage Practices .....</b>	<b>14</b>
A. Recommendation of Custodian[s] .....	14
B. Aggregating and Allocating Trades .....	15
<b>Item 13 – Review of Accounts .....</b>	<b>15</b>
A. Frequency of Reviews .....	15
B. Causes for Reviews .....	16
C. Review Reports .....	16
<b>Item 14 – Client Referrals and Other Compensation .....</b>	<b>16</b>
A. Compensation Received by Round Rock .....	16
B. Compensation for Client Referrals .....	17
<b>Item 15 – Custody .....</b>	<b>17</b>
<b>Item 16 – Investment Discretion .....</b>	<b>17</b>

**Item 17 – Voting Client Securities..... 17**

**Item 18 – Financial Information ..... 18**

## **Item 4 – Advisory Services**

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### **A. Firm Information**

Round Rock Advisors LLC (“Round Rock” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). Round Rock is organized as a Limited Liability Company (“LLC”) under the laws of the State of Connecticut. Round Rock was founded in April 2017 and is owned and operated by Bert T. Bowler (Principal). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Round Rock.

In September 2023, Jeffrey Shaw joined Round Rock to operate the Armstrong Shaw Division of Round Rock (“ASD”). Mr. Shaw was previously Chief Investment Officer and Portfolio Manager and of Armstrong Shaw Associates Inc., a registered investment adviser that planned to terminate its operations in the Fall of 2023. He will manage client accounts as described in Items 4B, 5A, 8A, 12B, and 14A, including accounts for those clients of Armstrong Shaw Associates Inc. who open accounts at Round Rock.

### **B. Advisory Services Offered**

Round Rock offers investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations and businesses (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Round Rock’s fiduciary commitment is further described in the Advisor’s Code of Ethics. For more information regarding the Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

#### Investment Management Services

Round Rock provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary and non-discretionary investment management and related advisory services. Round Rock devotes the time to work closely with each Client to identify their unique needs, priorities, investment goals and objectives as well as risk tolerance and financial situation in order to create a straightforward, intelligent portfolio strategy. Round Rock will then construct its portfolios utilizing diversified mutual funds and/or exchange-traded funds (“ETFs”), in order to achieve the Client’s investment goals. The Advisor may also utilize individual stocks, bonds, alternative investments or options contracts to meet the needs of its Clients. The Advisor may retain certain legacy investments based on portfolio fit and/or tax considerations.

Round Rock’s investment approach is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held for less than one year to meet the objectives of the Client or due to market conditions. Round Rock will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Round Rock evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Round Rock may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Round Rock may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Round Rock may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of the Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

At no time will Round Rock accept or maintain custody of a Client’s funds or securities, except for the limited authority as outlined in Item 15 – Custody. All Client assets will be managed within their designated account[s] at the Custodian, pursuant to the terms of the advisory agreement. For additional information, please see Item 12 – Brokerage Practices.

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*Retirement Accounts* – When the Advisor provides investment advice to Clients regarding ERISA retirement accounts or individual retirement accounts (“IRAs”), the Advisor is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act (“ERISA”) and/or the Internal Revenue Code (“IRC”), as applicable, which are laws governing retirement accounts. When deemed to be in the Client’s best interest, the Advisor will provide investment advice to a Client regarding a distribution from an ERISA retirement account or to roll over the assets to an IRA, or recommend a similar transaction including rollovers from one ERISA sponsored Plan to another, one IRA to another IRA, or from one type of account to another account (e.g. commission-based account to fee-based account). Such a recommendation creates a conflict of interest if the Advisor will earn a new (or increase its current) advisory fee as a result of the transaction. No client is under any obligation to roll over a retirement account to an account managed by the Advisor.

*Use of Independent Managers* – Round Rock may also recommend that a Client utilize one or more unaffiliated investment managers or investment platforms (collectively “Independent Managers”) for all or a portion of a Client’s investment portfolio. In such instances, the Client may be required to authorize and enter into an advisory agreement with the Independent Manager[s] that defines the terms in which the Independent Manager[s] will provide investment management and related services. The Advisor may also assist in the development of the initial policy recommendations and managing the ongoing Client relationship. The Advisor will perform initial and ongoing oversight and due diligence over the selected Independent Manager[s] to ensure the Independent Managers’ strategies and target allocations remain aligned investment objectives and overall best interests. The Client, prior to entering into an agreement with unaffiliated investment manager[s] or investment platform[s], will be provided with the Independent Manager’s Form ADV 2A (or a brochure that makes the appropriate disclosures), and Form CRS.

*Fixed Income Portfolios* – Round Rock generally recommends that a Client seeking a personalized portfolio of fixed income investments utilize Smith Affiliated Capital Corp. (“SAC”) pursuant to a sub-advisory agreement between Round Rock and SAC. SAC is an Independent Manager as described above, and is a registered investment advisory firm specializing in fixed income investment that provides investment advice for separately managed portfolios of individuals, including high net worth individuals and institutional investors, including, public and corporate retirement plans, corporations, foundations and government entities. Additional information regarding SAC is available in SAC’s Form ADV Brochure and Form CRS. Clients who may utilize SAC’s services are advised to read those documents carefully. Also see Item 5 below for information about SAC’s fees. Round Rock does not receive any compensation for referring clients to SAC.

#### Financial Planning Services

Round Rock will typically provide a variety of financial planning and consulting services to Clients, either as a component of investment management services or pursuant to a written financial planning agreement. Services are comprehensive in nature, which allows the Advisor to view the Client’s affairs holistically to address several areas of a Client’s financial situation, based on their goals and objectives. Generally, such financial planning services involve creating a solution focused approach to financial planning designed to allow the Client to make an informed decision about investment planning, retirement planning, personal savings, education savings, insurance needs, and other areas of a Client’s financial situation. Round Rock’s planning approach generally consist of the following six (6) steps:

1. Identify needs and goals
2. Gather information
3. Assess strategies and develop a plan
4. Present recommendations and finalize plan
5. Implement plan
6. Review, measure and refine plan

In addition, Round Rock works with the Client’s accountant, attorney or other specialists, as appropriate for their unique situation. By working with this network of skilled professionals, the Advisor leverages these unique insights

to provide solutions that comprehensively addresses the Client's financial situation and helps to reach their goals and objectives.

Financial planning and consulting recommendations pose a conflict between the interests of the Advisor and the interests of the Client. For example, the Advisor has an incentive to recommend that Clients engage the Advisor for investment management services or to increase the level of investment assets with the Advisor, as it would increase the amount of advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to implement the transaction through the Advisor.

### ***Armstrong Shaw Division***

The Armstrong Shaw Division has a disciplined, absolute value approach to the equity market. ASD believes that investing in high quality businesses with strong cash flow generation run by proven management teams at attractive prices will provide superior returns over time. ASD seeks to provide attractive long term returns by investing in a concentrated portfolio assembled through bottom up, fundamentally driven stock selection. ASD invests in securities where cash flow or asset value analysis determines that a company's stock is selling at a substantial discount to its intrinsic value.

### **C. Client Account Management**

Prior to engaging Round Rock to provide investment advisory services, each Client is required to enter into one or more agreements with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Round Rock, in connection with the Client, will develop a strategy that seeks to achieve the Client's investment goals and objectives.
- Asset Allocation – Round Rock will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – Round Rock will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Round Rock will provide investment management and ongoing oversight of the Client's investment portfolio.

### **D. Wrap Fee Programs**

Round Rock does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Round Rock.

### **E. Assets Under Management**

As of December 31, 2023, Round Rock the Advisor manages \$673,293,156 in Client assets, \$643,550,878 which are managed on a discretionary basis and \$29,742,278 on a non-discretionary basis. Clients may request more current information at any time by contacting the Advisor.

## **Item 5 – Fees and Compensation**

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The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into one or more written agreements with the Advisor.

### **A. Fees for Advisory Services**

#### Investment Management Services

Investment management fees are typically paid monthly, at the end of each month, pursuant to the terms of the investment management agreement. In some instances, investment advisory fees are paid quarterly in arrears, at the end of each calendar quarter. Investment management fees are based on the average daily market value of assets under management during each month or quarter for accounts billed quarterly. This billing period is determined

in the Client agreement. Unless otherwise negotiated investment management fees for accounts with less than \$5,000,000 market value are based on the following schedule:

Assets Under Management (\$)	Annual Rate (%)
First \$1,250,000	1.25%
Next \$1,250,000	0.90%
Next \$1,250,000	0.80%
Next \$1,249,999	0.70%

Investment management fees for accounts with greater than \$5,000,000 market value are based on the following schedule:

Assets Under Management (\$)	Annual Rate (%)
First \$5,000,000	0.85%
The balance over \$5,000,000	0.50%

The investment management fee in the first month or quarter of service is prorated from the inception date of the account[s] to the end of the first month or quarter, as applicable. Fees may be negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate fee-based assets under management with Advisor. All securities held in accounts managed by Round Rock will be independently valued by the Custodian. Round Rock will conduct periodic reviews of the Custodian's valuations.

The Advisor's fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described in Item 5.C below, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

#### Use of Independent Managers

For Clients with accounts[s] allocated to an Independent Manager, the Client's overall fee will be deducted from a designated covered account of the Client by Round Rock. Round Rock is responsible for negotiating the fees with the Independent Manager on behalf of the Client. Round Rock does not receive any compensation or fees from the Independent Manager.

Fixed Income Portfolios – For Clients in the SAC Fixed Income Portfolio program, SAC's will charge a fee that is in addition to Round Rock's Investment Management Fee. SAC's fee will be determined by the Client and Round Rock at the time the Client agrees to utilize SAC's services. SAC's fee is calculated and deducted from a designated covered account by SAC.

#### Financial Planning Services

Round Rock offers stand-alone financial planning services for an annual fee ranging up to \$5,000. Fees may be negotiable based on the on the nature and complexity of the services to be provided and the overall relationship with the Advisor. An estimate for total costs will be determined prior to engaging for these services.

#### ***Armstrong Shaw Division***

ASD's fees to clients for investment advisory services vary with the size of the account. The primary basis of such fees is a percentage of the quarter end assets under management as determined by our internal accounting system or by the client's independent custodian. ASD's fees are charged at an annual rate and are paid quarterly in arrears.

Accounts opened or closed during a calendar quarter will have the advisory fees pro-rated for the number of days in the quarter that services were provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. ASD's services may be terminated by either party upon written notification in accordance with the applicable contract language.

ASD's standard fee structure is 1% of first \$10 million under management, .75% on the next \$15 million, and .5% thereafter. Fees may vary from the standard schedule due to particular circumstances of the client (account size, servicing requirements or strategy implementation) or as otherwise negotiated with particular clients.



The fees clients pay to ASD for our portfolio management services do not include the following fees. All of these fees or charges are borne by the client (and we do not participate in any of this additional expense charged to the client):

- Brokerage commissions
- Transaction fees and other related costs and expenses
- Charges imposed by custodians, broker-dealers, third party investment and other third parties, including but not limited to:
  - Custodial fees
  - Odd-Lot differentials
  - Commissions or mark-ups / mark-downs on security transactions
  - Transfer taxes
  - Wire transfer and electronic fund processing fees
  - Advisory fees, administrative fees and deferred sales charges by mutual funds
  - Advisory and administrative fees charged by exchange traded funds (ETFs)

Other Items in this Brochure provide additional information and disclosure related to “other costs” you may incur. Please see Item 12 on Brokerage Practices.

Clients may choose to have their qualified custodian pay ASD fees directly or alternatively ASD can bill clients and the clients can arrange for payment to ASD. With the former arrangement, ASD will get written client authorization for the deduction of fees from their custodial account and will provide the client with copies of all fee invoices sent to the custodian for payment.

ASD may, from time to time, enter into wrap, SMA or UMA programs with broker- dealers or affiliates of such broker-dealers. Fees paid to ASD as a participant in these programs are calculated as a percentage of assets under management. Although fees may be negotiated, the general fee paid to ASD by these program clients is up to 1.0%.

## **B. Fee Billing**

### Investment Management Services

Investment management fees are calculated by the Advisor or its delegate and deducted from the Client's account[s] at the Custodian. The Advisor or its delegate shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the end of the respective billing period. The amount due is calculated by applying the average account balance (sum of the daily assets under management balance of the billing period divided by the number of days in the billing period) multiplied by the fee, divided by 365 and multiplied by the number of days in the billing period. Clients will be provided with a statement from the Custodian reflecting deduction of the investment management fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting advisory fees to be deducted by Round Rock directly from their account[s] held by the Custodian as part of the investment management agreement and separate account forms provided by the Custodian.

### Use of Independent Managers

For Clients referred by Round Rock to an Independent Manager, other than SAC, the Client's fee will be deducted directly from the Client's designated covered account[s] managed by Round Rock. Round Rock then pays the independent manager the negotiated fee. At no time will an independent manager other than SAC have any authority to deduct fees from Client accounts.

Fixed Income Portfolios – For Clients in the SAC Fixed Income Portfolio program, SAC's fee will be calculated and deducted from a designated covered account by SAC.

### Financial Planning Services

Annual financial planning fees are invoiced by Round Rock monthly, at the end of each month and are due upon receipt.

## **C. Other Fees and Expenses**

Clients may incur certain fees or charges imposed by third parties, other than Round Rock, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian. The Advisor's recommended Custodian does not charge securities

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transaction fees for ETF and equity trades in Client accounts, but typically charges for mutual funds and other types of investments. The fees charged by Round Rock are separate and distinct from these custody and execution fees.

In addition, all fees paid to Round Rock for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Round Rock, but would not receive the services provided by Round Rock which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Round Rock to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

#### **D. Advance Payment of Fees and Termination**

##### Investment Management Services

Round Rock is compensated for its services at the end of the month, or quarter after investment management services are rendered. Either party may terminate the investment management agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment management agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client's investment management agreement with the Advisor is non-transferable without the Client's prior consent.

##### Use of Independent Managers

In the event that a Client should wish to terminate their relationship with the Independent Manager, the terms for termination will be set forth in the respective agreements between the Client and that Independent Manager. Round Rock will assist the Client with the termination and transition as appropriate.

##### Financial Planning Services

Round Rock is compensated for its services at the end of each month. Either party may terminate the financial planning agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

#### **E. Compensation for Sales of Securities**

Round Rock does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

Certain Advisory Persons are also registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"). PKS is a registered broker-dealer (CRD# 35747), member FINRA, SIPC. In one's separate capacity as a registered representative of PKS, an Advisory Person will implement securities transactions under PKS and not through Round Rock. In such instances, an Advisory Person will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by an Advisory Person in one's capacity as a registered representative is separate and in addition to Round Rock's advisory fees. This practice presents a conflict of interest because Advisory Persons who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on the Client. Clients are not obligated to implement any recommendation provided by Advisory Persons. Neither the Advisor nor Advisory Persons will earn ongoing investment advisory fees in connection with any products or services implemented in the Advisory Person's separate capacity as a registered representative. Please see Item 10 – Other Financial Industry Activities and Affiliations.

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Certain Advisory Persons are also licensed as independent insurance professionals. As an independent insurance professional, an Advisory Person will earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by an Advisory Person are separate and in addition to Round Rock's advisory fees. This practice presents a conflict of interest because a person providing investment advice on behalf of the Advisor who is also an insurance agent has an incentive to recommend insurance products to a Client for the purpose of generating commissions rather than solely based on Client needs. However, Clients are under no obligation, contractually or otherwise, to purchase insurance products through an Advisory Person. Please see Item 10 – Other Financial Industry Activities and Affiliations.

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

Round Rock does not charge performance-based fees for its investment advisory services. The fees charged by Round Rock are as described in Item 5 above. Round Rock does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

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## **Item 7 – Types of Clients**

Round Rock offers investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations and businesses. Round Rock generally does not impose a minimum account size for establishing a relationship.

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

### **A. Methods of Analysis**

Round Rock primarily employs fundamental analysis in developing investment strategies for its Clients. Research and analysis from Round Rock are derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

*Fundamental analysis* utilizes economic and business indicators as investment selection criteria. These criteria are generally ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

As noted above, Round Rock generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Round Rock will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Round Rock may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

### **Armstrong Shaw Division**

ASD's decision-making process includes market screening for potential new ideas, fundamental research including financial modeling, diversification guidelines and a strict sell discipline. Inherent in ASD's absolute value approach is our objective to minimize downside risk. To further this aim, ASD screens for companies with proven track records, strong balance sheets and medium to large capitalizations. ASD's investment time horizon is 18 to 24 months.

Idea generation begins with screening our universe for businesses that are growing earnings and generating good returns on capital but have fallen out of favor in the market. Anything that creates uncertainty (such as earnings shortfalls, management changes, restructurings, legislative changes, industry events and spin-offs) provides a

potential investment opportunity. Industry contacts are another good source of ideas. Once a new idea is identified, ASD begins its fundamental research to better understand the company.

ASD's fundamental research focuses on forward and backward-looking financial modeling, including an analysis of the income statement, the balance sheet and cash flow statement. In calculating valuations, ASD uses a private purchase test to determine the price that a company could bring in a sale to a sophisticated buyer.

ASD focuses on companies that generate predictable and sustainable free cash flows. ASD believes this helps to avoid businesses that are in long term secular decline as well as those that are highly cyclical and cannot earn in excess of their cost of capital throughout the cycle. High cash flow generation allows for increased research and development, the ability to capitalize quickly on opportunities, make acquisitions to further grow the business, or return value to shareholders. ASD also compares the company to its peers, the broader market, and any transactions that may have taken place in its industry. Ultimately, our goal is to purchase these companies at prices equal to or less than 70% of what we determine to be the intrinsic value.

Jeffrey is the ultimate decision maker on client investments for ASD clients. ASD client portfolios are concentrated and generally hold between 25 and 40 securities. Constant monitoring of these positions are crucial parts of our approach. In conjunction with our view that market timing is generally an unrewarding exercise, we have pre-set buy and sell levels for each security we own. These target points help us to avoid the emotional excesses of the market.

ASD seeks to control risk by adhering to a strict sell discipline. On the upside if a stock reaches its target without significant change in the fundamentals, ASD sells the stock. ASD may also sell a stock in order to replace it with a new holding that offers more attractive risk/reward attributes. On the downside, if a stock price has dropped 25% from our average cost, the position undergoes a thorough review and a decision is made whether to sell or hold the security at that time.

#### **B. Risk of Loss**

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Round Rock will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. Following are some of the risks associated with the Advisor's investment approach:

#### Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

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#### ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs has a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

#### Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

#### Covered Options Risks

Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses. The Advisor only uses covered options as a hedge against downside market risks.

#### Alternative Investments (Limited Partnerships) Risks

The performance of alternative investments (limited partnerships) can be volatile and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Client should only have a portion of their assets in these investments.

**Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.**

### **Item 9 – Disciplinary Information**

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**There are no legal, regulatory or disciplinary events involving Round Rock or any of its management persons.** Round Rock values the trust you place in the Advisor. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor and its Advisory Persons are available on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching with the Advisor's firm name or CRD# 286007.

### **Item 10 – Other Financial Industry Activities and Affiliations**

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#### Broker-Dealer Affiliation

As noted in Item 5.E, certain Advisory Persons are also registered representatives of PKS. In one's separate capacity as a registered representative of PKS, an Advisory Person will receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by an Advisory Person. Neither the Advisor nor an Advisory Person will earn ongoing investment advisory fees in connection with any services implemented in an Advisory Person's separate capacity as a registered representative.

#### Insurance Agency Affiliations

As noted in Item 5.E, certain Advisory Persons are also licensed insurance professionals. Implementations of insurance recommendations are separate and apart from one's role with the Advisor. As an insurance professional, an Advisory Person will receive customary commissions and other related revenues from the various insurance companies whose products are sold. An Advisory Person is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This creates a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by an Advisory Person or the Advisor.



#### Round Rock Tax Advisors PLLC

Round Rock Tax Advisors PLLC ("RRTA") is an affiliate of the Advisor that offers tax consulting services for a fee under a separate agreement with clients who want to utilize its services. RRTA's fee may be more or less than that charged by other firms and the fee does not affect the fee otherwise charged by the Advisor. RRTA's services include tax planning and filing, but they do not include or affect tax related investment strategies. This creates a conflict of interest however Round Rock Advisors clients are under no obligation to utilize Round Rock Tax Advisors.

### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### **A. Code of Ethics**

Round Rock has implemented a Code of Ethics (the "Code") that defines the Advisor's fiduciary commitment to each Client. This Code applies to all persons associated with Round Rock ("Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding the Advisor's duties to each Client. Round Rock and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Round Rock's Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code, please contact the Advisor at (203) 920-4774.

#### **B. Personal Trading with Material Interest**

Round Rock allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Round Rock does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Round Rock does not have a material interest in any securities traded in Client accounts.

#### **C. Personal Trading in Same Securities as Clients**

Round Rock allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that are recommended (purchase or sell) to Clients presents a conflict of interest that, as fiduciaries, must be disclosed and mitigated through policies and procedures. As noted above, the Advisor has adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Round Rock requiring reporting of personal securities trades by its Supervised Persons pursuant to its Code of Ethics. The Advisor has also adopted written policies and procedures to detect the misuse of material, non-public information.

#### **D. Personal Trading at Same Time as Client**

While Round Rock allows Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterward.

### **Item 12 – Brokerage Practices**

#### **A. Recommendation of Custodian[s]**

Round Rock does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Round Rock to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Round Rock does not have the discretionary authority to negotiate commissions on behalf of Clients on a trade-by-trade basis.

Where Round Rock does not exercise discretion over the selection of the Custodian, it may recommend the Custodian to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a Custodian not recommended by Round Rock. However, the Advisor may be limited in the services it can provide if the recommended Custodian is not engaged. Round Rock may recommend the Custodian based on criteria such as,

but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, its reputation and/or the location of the Custodian's offices.

Round Rock will generally recommend that Clients establish their account[s] at Charles Schwab & Co., Inc. ("Schwab") and Fidelity Investments, Inc. ("Fidelity"), each a FINRA-registered broker-dealer and member SIPC. Schwab and/or Fidelity will serve as the Client's "qualified custodian". Round Rock maintains an institutional relationship with Schwab and Fidelity, whereby the Advisor receives economic benefits from Schwab and Fidelity. Please see Item 14 below.

The following are additional details regarding the brokerage practices of the Advisor:

**1. Soft Dollars** - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. Round Rock does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, the Advisor does receive certain economic benefits from the Custodian. Please see Item 14 below.

**2. Brokerage Referrals** - Round Rock does not receive any compensation from any third party in connection with the recommendation for establishing an account.

**3. Directed Brokerage** - All Clients are serviced on a "directed brokerage basis", where Round Rock will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Round Rock will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

#### **B. Aggregating and Allocating Trades**

Round Rock's primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Round Rock will execute each transaction through the Custodian designated by the Client. Round Rock will seek to execute securities transactions by the close of each business day and will be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Client accounts.

Round Rock has discretionary authority to select the broker-dealer for execution services. Trades for clients are generally executed using a trade rotation system that provides for the equitable treatment of all client accounts during the trade execution phase of the investment process. The Advisor may aggregate security trades with other accounts managed by the Advisor. The Advisor is authorized in its discretion to aggregate purchases and sales and other transactions made for client Account with purchases and sales and other transactions in the same or similar securities or instruments of the same issuer or counterpart for other clients of the Advisor or with affiliates of the Advisor.

### **Item 13 – Review of Accounts**

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#### **A. Frequency of Reviews**

Securities in Client accounts are monitored on a regular and continuous basis by each advisor. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

Fixed Income Portfolios - SAC monitors Client accounts in the SAC Fixed Income Portfolio program on a continuous basis and conducts regular account reviews. SAC Clients may request interim reviews at any time to discuss their investment account. SAC encourages clients to review their investment strategy and update SAC when changes occur in their investment objectives.

## **B. Causes for Reviews**

In addition to the investment monitoring noted in Item 13.A. above, each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Round Rock if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

## **C. Review Reports**

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

## **Item 14 – Client Referrals and Other Compensation**

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### **A. Compensation Received by Round Rock**

Round Rock may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Round Rock may receive non-compensated referrals of new Clients from various third-parties.

### Participation in Institutional Advisor Platform

*Schwab* – Round Rock has established an institutional relationship with Schwab through its “Schwab Advisor Services” unit, a division of Schwab dedicated to serving independent advisory firms like Round Rock. As a registered investment advisor participating on the Schwab Advisor Services platform, Round Rock receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

*Services that Benefit the Client* – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client's funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

*Services that May Indirectly Benefit the Client* – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

*Services that May Only Benefit the Advisor* – Schwab also offers other services and financial support to Round Rock that may not benefit the Client, including: educational conferences and events, consulting services and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Schwab, which results in a conflict of interest. Round Rock believes, however, that the selection of Schwab as Custodian is in the best interests of its Clients.

*Fidelity* – Round Rock has also established an institutional relationship with Fidelity to assist the Advisor in managing Client account[s]. Access to the Fidelity platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management

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services to Clients that maintain assets at Fidelity. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a Custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this Custodian over one that does not furnish similar software, systems support, or services.

## **B. Compensation for Client Referrals**

### ***Armstrong Shaw Division***

ASD compensates one individual who is not an ASD employee for client referrals. The assets under management for clients who were solicited by this person are approximately 33% of ASD's total asset base. All ASD clients that have been referred to ASD via a third party have received a copy of the solicitation agreement between ASD and the solicitor and have provided a written acknowledgement that ASD and the solicitor share the management fees earned from the client. Fees paid by clients referred to ASD are generally in line with those paid by other ASD clients and are not increased to compensate for ASD and the solicitor sharing the management fee.

Round Rock does not otherwise compensate, either directly or indirectly, any persons who are not supervised persons, for Client referrals.

## **Item 15 – Custody**

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Round Rock does not accept or maintain custody of any Client accounts, except for the authorized deduction of the Advisor's fees. All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct Round Rock to utilize the Custodian for the Client's security transactions. Clients should review statements provided by the Custodian and compare to any reports provided by Round Rock to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

## **Item 16 – Investment Discretion**

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Round Rock generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Round Rock. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Round Rock will be in accordance with each Client's investment objectives and goals.

However, Clients may engage Round Rock on a non-discretionary basis. In such engagements, Round Rock will not have the authority to purchase or sell an investment in the Client's account[s] without obtaining prior one-time approval from the Client for the transaction[s]. In such instances, the Advisor will contact the Client and obtain approval prior to executing trades or allocating investment assets.

## **Item 17 – Voting Client Securities**

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Round Rock does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

## **Item 18 – Financial Information**

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Neither Round Rock, nor its management have any adverse financial situations that would reasonably impair the ability of Round Rock to meet all obligations to its Clients. Neither Round Rock, nor any of its Advisory Persons have been subject to a bankruptcy or financial compromise. Round Rock is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect fees of \$1,200 or more for services to be performed six months or more in advance.