

**Firm Brochure
for
Institutional Advisory Services Clients**
(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Investment Research & Advisory Group, Inc. If you have any questions about the contents of this brochure, please contact us at: 404.760.3730 or by email at: dleeson@iragroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Investment Research & Advisory Group, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

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Material Changes

This Form ADV Part 2, also known as our "**Brochure**," has 18 separate disclosure items that we must address, each of which must be presented in the order set forth in this Brochure. A current, updated Form ADV Part 2A will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov or by contacting us by telephone at 404.760.3730 or by email at dleeson@iragroup.com. Additionally, we will provide an updated Brochure or summary of material changes annually to our continuing clients. In the future, this Brochure section will summarize any material changes from the disclosures in the Brochure previously delivered to you.

This Brochure has been tailored for our Firm's institutional advisory clients, with a separate Brochure for our Firm's private clients. Although this Brochure has been substantially revised in order to set forth information applicable only to the Firm's institutional advisory clients, the contents of this Brochure do not reflect any material changes from the prior version of our last Brochure dated March 2016 applicable to those clients.

Advisory Business

Firm Description

Investment Research & Advisory Group, Inc. (“**IRA Group**” or the “**firm**”) was founded in 1992. IRA Group serves clients throughout the United States in two primary businesses: Institutional Advisory Services and Private Client Services. This Institutional Advisory Services Brochure describes the firm's Institutional Advisory Services provided to institutional investors including independent, objective counsel, and fiduciary support for corporate retirement plans. The firm's Private Client Services provided to individuals, foundations, and endowments using our institutional advisory discipline are described in a separate brochure.

Principal Owners

Douglas B. Leeson is the sole stockholder of the Firm.

Types of Advisory Services

IRA Group specializes in providing fiduciary services and practices to corporate retirement plans and their executives. We educate fiduciaries on their responsibilities and help establish and manage a series of procedurally prudent practices to assist in compliance with an ever changing legal, administrative and investment landscape. The firm assists in the creation of Investment Policies, evaluates investment options and monitors those investments on an ongoing basis.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Assets Under Management and Assets Under Advisement

As of August 1, 2016, IRA Group managed approximately \$155 million of net assets on a discretionary basis. IRA Group manages \$6 million on a non-discretionary basis for its Private Client Services clients. As of the same date, the Institutional Advisory Services clients advised by the firm had approximately \$6.5 billion of assets.

Fees and Compensation

Description

IRA Group’s Institutional Advisory Services are offered on a fixed fee basis by Retainer Agreement only. The minimum annual fee for a Retainer Agreement is \$10,000.

Some Retainer Agreements may be priced based on the complexity of work, especially when investment advisory services are not the most significant part of the relationship.

Fees are negotiable.

Fee Billing

Institutional Advisory Services Institutional Advisory Services fees are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. Payment in full is expected upon invoice presentation. Fees are sometimes deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account. If termination is initiated by either party prior to the completion of one year of service, IRA Group reserves the right to bill the client for the full year's fee.

Account Minimums

There is no minimum account size for Institutional Advisory Services engagements. However, the minimum annual fee is \$10,000. Depending upon circumstances, IRA Group will sign an Hourly Agreement with the Institutional Advisory Services client.

IRA Group has the discretion to waive the minimum account fee for Institutional Advisory Services clients.

Past Due Accounts and Termination of Agreement

IRA Group reserves the right to stop work on any account that is more than 90 days overdue. In addition, IRA Group reserves the right to terminate any Institutional Advisory Services engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in IRA Group's judgment, to providing proper advice. Any unused portion of fees collected in advance will be refunded within 90 days.

No Other Compensation

Neither the firm nor any of its principals or employees receives any compensation relating to investments in securities or other investment products by Institutional Advisory Services clients or their plan participants.

Performance-Based Fees

Sharing of Capital Gains

IRA Group does not accept or assess any performance-based fees.

Types of Clients

The Institutional Advisory Services are provided to the fiduciaries and sponsors of corporate retirement plans.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may typically include fundamental and technical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that IRA Group may use include Morningstar mutual fund and stock information, eMoney Advisor and the World Wide Web.

Investment Strategies

The primary investment strategy used is strategic asset allocation utilizing a core and satellite approach. This means that we use mutual funds and exchange-traded funds as the core investments, and then add individual stocks and bonds where there are greater opportunities to make a difference. Portfolios are globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Other strategies may include long-term purchases, short-term purchases, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

IRA Group's principal business is that of a retirement plan consulting and investment advisory firm.

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

Code of Ethics

The employees of IRA Group have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

IRA Group and its employees may buy or sell securities that are also recommended to and/or held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the IRA Group *Compliance Manual*.

Personal Trading

The Chief Compliance Officer of IRA Group is Faith Smith . She reviews all employee trades

each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades, exchange-traded fund trades, or individual stocks, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

IRA Group does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. IRA Group recommends custodians based on the proven integrity and financial responsibility of the firm and the best pricing for services.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by advisors:

Douglas B. Leeson, Principal
Daniel R. Joyce, Managing Director
Sere E. Austin, Managing Director
Ashli B. Smith, Managing Director
William G. Talley, Managing Director

Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least an annual basis with written quarterly updates. The written updates may include a performance summary at the portfolio and individual position level and a summary of objectives and progress towards meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

IRA Group has been fortunate to receive many client referrals over the years. The referrals came from current clients, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

IRA Group does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which mean the custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by IRA Group

Investment Discretion

Institutional Advisory Services Trading

IRA Group does not have investment authority on behalf of its Institutional Advisory Services clients. IRA Group provides recommendations that can be implemented directly by the client with the designated custodian.

Voting Client Securities

Proxy Votes

IRA Group does not vote proxies on securities. Clients are expected to vote their own proxies.

When assistance on voting proxies is requested, IRA Group will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Financial Information

Financial Condition

IRA Group does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because IRA Group does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client,

and six months or more in advance.

Business Continuity Plan

General

IRA Group has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

In the event of Doug Leeson's disability or death, the responsibility of the management of his advisory clients will be distributed among the active managing directors.

Information Security Program

Information Security

IRA Group maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

IRA Group is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, *e.g.*, credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

IRA Group requires that advisors in its employ have a bachelor's degree. We encourage further coursework demonstrating knowledge of evaluating investments and their performance, investment policies, the different types of retirement plans and related issues, legal and regulatory guidelines, security regulations and fiduciary responsibilities. Additionally, advisors must have work experience that demonstrates their aptitude for Institutional Advisory Services consulting and services.

DOUGLAS B. LEESON, PRINCIPAL

Educational Background:

- Date of birth: April 19, 1964
- Institutions: Miami University of Ohio – 1986

Business Experience:

- April 1992 – Present
 - Principal, Investment Research & Advisory Group, Inc.
 - Registered Principal, LPL Financial
- May 1989 – April 1992
 - Account Manager, Aetna Capital Management, Inc.
- June 1986 – May 1989
 - Employee Benefits Representative, Aetna Life Insurance Company

Other Business Activities: None

Additional Compensation: None

John R. Frazer

Educational Background:

- Date of birth: August 20, 1964
- Institutions: The Citadel - 1986

Business Experience:

- April 2016 – Present
 - Managing Director, Investment Research & Advisory Group, Inc.
- January 2014 – April 2016
 - Managing Director, Genspring Family Offices
- May 2009 – January 2014
 - Executive Vice President, SunTrust Private Wealth Management
- May 2007 – May 2009
 - President, SunTrust Bank, Memphis Region
- October 2004 – May 2007
 - Executive Vice President, SunTrust Bank, Memphis Region
- May 2000 – October 2004
 - Senior Vice President, SunTrust Private Wealth Management
- October 1989 – May 2000

- o SunTrust Bank
- May 1986 – October 1989
 - o Airbourne Ranger Infantry Officer, United States Army

Other Business Activities: None

Additional Compensation: None

Supervision:

John R. Frazer supervised by Douglas B. Leeson, Principal. He reviews John Frazer's work through attendance at periodic client meetings, frequent office interactions as well as remote interactions. He also reviews John Frazer's activities through our client relationship management system.

DANIEL R. JOYCE

Educational Background:

- Date of birth: June 5, 1947
- Institutions: Franklin and Marshall College – 1969

Business Experience:

- January 2001 – Present
 - o Managing Director, Investment Research & Advisory Group, Inc.
- March 2001 – Present
 - o Registered Representative, LPL Financial
- May 1983 – January 2001
 - o Regional Vice President, Chicago Trust Company

Other Business Activities: None

Additional Compensation: None

Supervision:

Daniel R. Joyce is supervised by Doug Leeson, Principal. He reviews Dan Joyce's work through attendance at periodic client meetings, frequent office interactions as well as remote interactions. He also reviews Dan Joyce's activities through our client relationship management system.

Douglas B. Leeson: 404.760.3737, dleeson@iragroup.com

SERE E. AUSTIN

Educational Background:

- Date of birth: May 24, 1961
- Institutions: Minnesota State University – 1983

Business Experience:

- January 2011 – Present
 - o Managing Director, Investment Research & Advisory Group, Inc.
- March 2011 - Present

- o Registered Representative, LPL Financial
- 2008 - 2010
 - o Senior Consultant, Southeastern Advisory Services, Inc.
- 2000 - 2008
 - o Investment Consulting Practice Leader (VIAS), Veritas Consulting Group, LLC
- 1996 - 2000
 - o Vice President, Financial Services Division, United Bank
- 1993 - 1996
 - o Vice President, Client Service Officer, Bank South/Nations Bank
- 1988 - 1993
 - o Consultant, Marketing and Client Services, Benefit Services Corporation
- 1987 - 1988
 - o Trust Funds Administrator, C&S Trust Company
- 1983 - 1987
 - o Investment Performance Measurement Administrator, Norwest Bank, NA

Other Business Activities: None

Additional Compensation: None

Supervision:

Sere E. Austin is supervised by Douglas B. Leeson, Principal. He reviews Sere Austin's work through attendance at periodic client meetings, frequent office interactions as well as remote interactions. He also reviews Sere Austin's activities through our client relationship management system.

Douglas B. Leeson: 404.760.3737, dleeson@iragroup.com

ASHLI B. SMITH

Educational Background:

- Date of birth: December 7, 1973
- Institutions: University of Kentucky – 1995

Business Experience:

- January 2016 – Present
 - o Managing Director, Investment Research & Advisory Group, Inc.
- September 2010 – November 2015
 - o Vice President, J.P. Morgan Asset Management
- May 2009 – September 2010
 - o Vice President Operations, Index Publications LLC
- June 1995 – February 2009
 - o Vice President, Fidelity Investments

Other Business Activities: None

Additional Compensation: None

Supervision:

Ashli B. Smith is supervised by Douglas B. Leeson, Principal. He reviews Ashli Smith's work through attendance at periodic client meetings, frequent office interactions as well as remote interactions. He also reviews Ashli Smith's activities through our client relationship management system.

Douglas B. Leeson: 404.760.3737, dleeson@iragroup.com

WILLIAM G. TALLEY

Educational Background:

- Date of birth: February 16, 1962
- Institutions: Rollins College – 2002 Auburn University – 1985

Business Experience:

- October 2014 – Present
 - o Managing Director, Investment Research & Advisory Group, Inc.
- November 2014 - Present
 - o Registered Representative, LPL Financial
- 2008 – 2011
 - o Registered Representative, The Vanguard Group
- 2005 - 2008
 - o Senior Investment Consultant, The Newport Group, Inc.
- 2003 - 2005
 - o Investment Advisor Representative, Sentinel Fiduciary Services, Inc.
- 2002 - 2003
 - o Unemployed
- 2001 - 2002
 - o Public Pension Plan Consultant, Burgess Chambers & Assoc., Inc.
- 2000 – 2001
 - o Unemployed
- 1997 - 2000
 - o Investment Adviser, Dean Witter Reynolds Inc.
- 1996 - 1997
 - o Unemployed/Occasional Consulting
- 1992 - 1996
 - o V.P. Sales & General Operation, Talley Wood Products
- 1987 - 1992
 - o Sales Manager, Growers Container Coop, Inc.

Other Business Activities: None

Additional Compensation: None

Supervision:

William G. Talley is supervised by Douglas B. Leeson, Principal. He reviews William Talley's work through attendance at periodic client meetings, frequent office interactions as well as remote interactions. He also reviews William Talley's activities through our client relationship management system.

Douglas B. Leeson: 404.760.3737, dleeson@iragroup.com