

Item 1 – Cover Page

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This wrap fee brochure provides information about the qualifications and business practices of Register Financial Advisors. If you have any questions about the contents of this Brochure, please contact us at number above. 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.

Register Financial Advisors is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about Register Financial Advisors also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require. In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past, we have offered or delivered information about our qualifications and business practices to clients at least annually. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure, as necessary based on changes or new information, at any time without charge. Our Brochure may be requested by contacting us at our main number.

Additional information about Register Financial Advisors is also available via the SEC’s website www.adviserinfo.sec.gov. The SEC’s website provides information about any persons affiliated with Register Financial Advisors who are registered, or are required to be registered, as investment adviser representatives of Register Financial Advisors.

Item 3 -Table of Contents

ITEM 1 – COVER PAGE	I
ITEM 2 – MATERIAL CHANGES	II
ITEM 3 -TABLE OF CONTENTS	III
ITEM 4 – SERVICES, FEES AND COMPENSATION	1
ASSET ADVISOR PROGRAM.....	1
PRIVATE INVESTMENT MANAGEMENT PROGRAM (“PIM”)	2
REGISTER FINANCIAL INVESTMENT MANAGEMENT (RAIM).....	2
MANAGED SOLUTIONS INVESTMENT CONSULTING SERVICES (SOLUTIONS)	4
ACCOUNT TERMINATION	7
ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS.....	8
ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION	8
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	8
METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	8
VOTING CLIENT SECURITIES	9
ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS.....	9
ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS.....	9
ITEM 9 – ADDITIONAL INFORMATION	10
DISCIPLINARY INFORMATION	10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	10
BROKERAGE PRACTICES	10
CODE OF ETHICS	11
REVIEW OF ACCOUNTS	12
CLIENT REFERRALS AND OTHER COMPENSATION	12
FINANCIAL INFORMATION	13
CUSTODY	13
INVESTMENT DISCRETION	13
PRIVACY POLICY	13

Item 4 – Services, Fees and Compensation

Register Financial Advisors, LLC (“Register Financial” or “RFA”) was established in 2006 and approved as a Registered Investment Adviser in May of 2007. Register Financial Associates, Inc. owns 100% of Register Financial; George Register is CEO and owns greater than 90% of Register Financial Associates, Inc. Scott Register is Chief Compliance Officer.

For its investment advisory clients, the firm presently sponsors the following 4 wrap fee programs:

- I. Wells Fargo Wrap Fee Programs, Asset Advisor and Private Investment Management**
 - II. Register Financial Investment Management (“RAIM”)**
 - III. Managed Solutions**
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Wells Fargo Wrap Fee Programs, Asset Advisor and Private Investment Management

Register Financial Advisors (“Introducing Firm” or “RFA”) has entered into an agreement with First Clearing, LLC (“First Clearing” or “Clearing Agent”) and Wells Fargo Advisors, LLC, (“Wells Fargo”) pursuant to which Wells Fargo provides advisory and/or administers various wrap fee programs that are sponsored by RFA (“Programs”). RFA provides investment advisory services by recommending the Asset Advisor or Private Investment Management Programs that best meet the client needs based on the investment objectives given by the Client and other selection criteria. The Programs provide investment advice, brokerage, and custodial services under a “wrap fee” arrangement. Generally, in a wrap fee arrangement, the Account pays a combined fee for investment advice, brokerage services, clearance and settlement services, and custodial services. The Account may also be charged for expenses or services that are not covered by the wrap fee. All fees are billed in a quarter in advance of service.

Asset Advisor Program

Through the Asset Advisor Program (“Asset Advisor account”), RFA provides non-discretionary investment recommendations based upon a review of the client’s investment goals, financial situation and risk tolerance. Client’s have the option of accepting the Company’s recommendations or selecting alternative investments for their accounts. The Company offers periodic rebalancing of the mutual funds or upon the Client’s direction. We also provide monitoring and reporting of portfolio performance to Clients on a periodic basis.

The Company may recommend stocks, bonds, mutual funds or other assets of any kind, consistent with the Client’s investment objectives. Most types of securities are eligible for purchases in the Asset Advisor account including but not limited to, common and preferred stocks, exchange traded funds, closed end funds, unit investment trusts, corporate and government bonds, certificate of deposit, mutual funds and certain wrap class alternative investments, such as hedge funds.

Market timing is defined as excessive short-term purchase and sale transactions or exchanges with the intention of capturing short-term profits in violation of the terms of the fund’s prospectus. The Company will not support market timing strategies or activities for mutual funds or any other extreme trading activity that the Company, in its sole discretion or by direction of the fund company, deems detrimental to the interest of average mutual fund shareholders or contrary to the policies or interest of the mutual fund companies.

Asset Advisor accounts are charged an all-inclusive “wrap fee” on Program Assets that covers advisory, execution, custodial and reporting services on Eligible Assets. Clients pay all of Asset Advisor’s usual and customary commissions, transaction fees and other charges for transactions in Excluded Assets. Commissions and fees on Excluded Assets and other charges will be assessed against a client’s account on or about the transaction date or such other date assessed by the Asset Advisor Program. The minimum quarterly fee applicable to Program Assets is \$250 and may not be offset by commissions or other charges.

Private Investment Management Program (“PIM”)

Through PIM, certain selected Financial Advisors of RFA provide investment advisory and brokerage services to client accounts on a discretionary basis. The Financial Advisors develop disciplined portfolios based on certain established PIM guidelines and the client’s investment objectives and individual needs as established in investment portfolio and strategy criteria. Through the oversight of the Introducing Firm, PIM also provides monitoring and reporting of portfolio performance to clients on a periodic basis. The PIM program is designed to provide a disciplined advisory approach to meet client objectives and needs, yet with relatively few restrictions so that the Financial Advisor may develop the program for a wide variety of its clients’ accounts.

PIM may encompass money market funds, exchange-traded fund shares; closed-end funds; and mutual fund shares from Wells Fargo’s Allowable List. This Allowable List includes only open-end mutual funds that offer shares at net asset value through advisory programs. Some of the funds may be advised by, or otherwise affiliated with, Wells Fargo or the Clearing Agent.

Fees for the PIM program will cover advisory services, performance measurement, transaction costs, custody services and trading. The fees do not cover the fees and expenses of any underlying funds purchased in the account. Fees are based on the assets in the account and are assessed quarterly. A minimum fee of \$250 quarterly applies for this program.

As of December 31, 2010, Register Financial held \$36,000,000 in discretionary assets under management and \$86,200,000 in non-discretionary assets under management.

Fees and Compensation: Client agrees to pay RFA for the service detailed above according to the following annual fee schedule, which is negotiable:

Standard Wrap Fee Schedule	
Total Account Value	Annualized Program Fee
First \$500,000	3%
Next \$500,000	2.5%
Next \$500,000	2%
Over \$2,000,000	Negotiable

Register Financial Investment Management (RAIM)

Under RAIM, Financial Consultants manage money for a client on a fee-basis using vehicles suitable for the client’s risk reward profile. This may include equities, mutual funds, exchange traded funds (ETF’s), options, bonds, or a combination of all. Through RAIM, certain Financial Consultants of Register

Financial Advisors, LLC (RFA) provide investment advisory services to client accounts on a discretionary basis. RAIM Consultants manage portfolios based on the client's investment objectives and individual needs as established in the investment portfolio and strategy criteria. RAIM also provides monitoring and reporting of portfolio performance to clients on a periodic basis. Portfolios can include long and short-term purchase of securities, depending on client objectives; however, in special circumstances the management may also include margin transactions, other option strategies and trading of short sale transactions.

RAIM accounts at First Clearing, LLC (First Clearing) or Schwab Institutional are offered on a wrap fee basis covering portfolio management, execution and custodial services. Clients may select other suitable custodian relationships. All such custodial fees and/or execution charges (if applicable) will be paid by the client directly to the respective custodian. Under the RAIM program, there is a minimum quarterly fee requirement of \$250.

Portfolio Valuation	Standard Annualized Fee
\$50,000 to \$250,000	2.50%
\$250,001 to \$500,000	2.00%
\$500,001 to \$1 million	1.80%
\$1,000,001 to \$2 million	1.50%
\$2,000,001 & above	Negotiable

Under some circumstances, certain services, to include commissions and custodial services, may not be included in a RAIM fee. In such unbundled cases, the agreement will reflect a negotiated fee for the absence of the use of these services. The agreement will reflect a management fee and the services rendered as such. A client may revert to the wrap fee-basis to include all fees by requesting a new advisory agreement. All such charges are passed through to the client at the newly negotiated rate.

Payment of RAIM Fees: If a client selects the RAIM Fee Schedule, normally the client authorizes the Custodian to deduct quarterly, in advance or in arrears, from the account of the client, the negotiated rate indicated in the fee schedule.

The initial fee under the RAIM Fee Schedule is typically calculated as of the date that the RAIM agreement is accepted and covers the period to the end of the full calendar quarter occurring thereafter. This initial fee is deducted in two installments: the first on the date of acceptance based on the initial value of the account; the second installment and subsequent fees will be determined for calendar quarter periods and shall be calculated on the basis of the appraised market value of the securities and cash held for the account of the applicable client on the last business day of the prior calendar quarter. Should cash and/or securities be added between billing periods, a proportionate fee will be charged on the value added as of the date of the addition.

There will be no refund of fees previously paid with respect to withdrawals of cash and/or securities. In the event of cancellation of client agreements, fees previously paid pursuant to the fee schedule will be

promptly refunded on a pro rata basis as of the date notice of such cancellation received by the non-canceling party.

The schedule of charges in effect for accounts (under the fee schedule) shall continue until (30) days after RFA has notified clients in writing of any change in the schedule of fees that will be applicable to accounts, at which time the new schedule will become effective unless the applicable client notifies RFA that the account is not to be continued under the revised fee schedule. Clients authorize the Custodian or its agent to pay the fee by debiting the applicable client's account accordingly.

Managed Solutions Investment Consulting Services (Solutions)

A fee-based investment management program using Registered Investment Advisors to manage client's assets based on style, capitalization levels or asset classes suitable for a client's investment profile.

Through Solutions, Register Financial will assist clients in identifying Registered Investment Advisors to advise and counsel regarding the management of investments of the clients' assets. Register Financial services may include assisting clients prepare an investment policy statement in connection with anticipated advisory needs and matching personal and financial data provided by a client with a database of investment advisors. The purpose of Solutions is for Register Financial to provide clients with information on a continuing or "ongoing" basis on which to base decisions with respect to its selection and evaluation of investment advisors. Screening criteria of advisors may include the investment advisor's past record, management style, location, size of accounts, etc. The client, possibly with the assistance of a Register Financial Consultant and/or other sources, will then choose one or more investment advisors for the management of their assets.

Clients will also be provided with the Solutions quarterly portfolio monitor service. Register Financial, or its agent, the Advisor, will furnish each client with a statistical presentation of the performance of the client's account, based on such information as is reflected on Register Financial's records supplemented by information that may be provided by the client and/or investment advisors, and ongoing comparisons of such performance with selected industry indices. The comparative indices are selected by the client after a discussion with Register Financial to determine appropriateness in light of client investment objectives and advisors' investment style.

The independent advisors manage all accounts. Register Financial has no discretionary trading authority with respect to such accounts. Information collected by Register Financial regarding Solutions independent advisors is believed to be reliable and accurate, but Register Financial does not necessarily independently verify it on all occasions. Register Financial does not assume responsibility for the conduct of investment advisors that clients select, including their performance or compliance with laws or regulations.

Currently, Register Financial compensates advisors from 0.40% to 1.0% annually for the management of clients' assets. Clients may select other suitable custodian relationships. All such custodial fees (if applicable) will be paid by the client directly to the respective custodian.

Account minimums for Solutions accounts vary from Advisor to Advisor based on the account size and agreement between Register Financial and the Advisors. Generally the minimum account size ranges from \$250,000 to \$1,000,000.

Fee Schedule

<u>Portfolio Asset Value</u>	<u>Fees as a Percent of Assets*</u>
\$0 to \$ 500,000	2.50%
\$500,001 to \$1,000,000	2.00%
\$1,000,001 to \$2,000,000	1.75%
\$2,000,001 to \$5,000,000	1.50%
\$5,000,001 and above	1.25%

Under some circumstances, certain services, to include commissions and custodial services, may not be included in the Solutions wrap fee. In such an unbundled case, the agreement will reflect a discounted or negotiated fee for the absence for the use of these services. The agreement will reflect the fee and the services rendered as such. A client may revert to the wrap fee-basis to include all fees by requesting a new consulting agreement. All such charges are passed through to the client at the negotiated rate.

Payment of Solutions Fees: The initial fee under the Solutions Fee Schedule is typically calculated as of the date that the Solutions agreement is accepted and covers the period to the end of the full calendar quarter occurring thereafter. This initial fee is deducted in two installments: the first on the date of acceptance based on the initial value of the account; the second installment and subsequent fees will be determined for calendar quarter periods and shall be calculated on the basis of the appraised market value of the securities and cash held for the account of the applicable client on the last business day of the prior calendar quarter. Should cash and/or securities be added between billing periods, a proportionate fee will be charged on the value added as of the date of the addition. A client may also elect to pay fees on an every three-month basis regardless of the calendar quarter. All calculations would be made as above on the off quarter cycles.

There will be no refund of fees previously paid with respect to withdrawals of cash and/or securities. In the event of cancellation of client agreements, fees previously paid pursuant to the fee schedule will be promptly refunded on a pro rata basis as of the date notice of such cancellation received by the non-canceling party. The schedule of charges in effect for accounts (under the fee schedule) shall continue until (30) days after Register Financial has notified clients in writing of any change in the schedule of fees that will be applicable to accounts, at which time the new schedule will become effective unless the applicable client notifies Register Financial that the account is not to be continued under the revised fee schedule. Clients authorize Custodian or its agent to pay the separate investment advisor's management fee by debiting the applicable client's account accordingly. Register Financial or Clearing Agent has no responsibility to determine if any such invoice from the investment advisor is proper or the amount of fee charges is accurate.

Fee Details: The specific manner in which fees are charged by RFA is established in a client's written agreement. RFA will bill its fees on a quarterly basis in advance or in arrears. Fees will be debited directly from the client's account, are based on the assets under management and in some instances, may be negotiated. The fees are based on the assets under management and in some instances, may be negotiated. Fees are in the form of an annual rate that is calculated and assessed in advance on a quarterly basis.

The account value is calculated as the market value of all long and short securities positions in the account. Although the fees listed above are "default" fees, they may, in some circumstances, be negotiable. The fee encompasses all transaction related costs associated with the execution of the

transaction. The client shall pay an initial fee from the account to RFA on the date of acceptance of the contract based upon the value of the account on the date of acceptance and prorated through the end of the calendar quarter. Thereafter, the quarterly fee shall be paid to RFA on the first business day of each succeeding calendar quarter based upon the value of the account on the last business day of the prior calendar quarter. In the case of a net capital contribution or withdrawal, fees will be prorated and charged or refunded if the net addition or net withdrawal would generate a fee or refund of at least \$40 for that quarter. No fee adjustment will be made during any fee period for appreciation or depreciation in the market value of assets in the account during that period. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client will maintain or deposit sufficient funds in the account to cover payment of all fees authorized by the contract and the client authorizes RFA and clearing firm to debit the account balances or redeem money market fund shares in the amount equal to the fee that is due. If there are not funds to cover the fees, then RFA may liquidate assets to cover fees. The service fee schedule may be changed upon written notification from RFA to the client.

A portion of the fees described herein may be paid to RFA Financial Advisors in connection with the provision of investment advice and/or Client-related services within those programs. This compensation may be more than RFA's Financial Advisors would receive if Clients paid separately for investment advice, brokerage, and other services and; therefore, RFA Financial Advisors may have a financial incentive to recommend the program services over other programs or services.

As a shareholder of a money market fund or mutual fund, in addition to fees paid by a client to RFA under a program, the client will bear a proportionate share of the fund's expenses, including the investment management fees that are paid to the fund's investment adviser, and will bear any other charges levied by a fund (e.g., redemption fees). For more information about fund expenses, see the fund's prospectus. Wrap fee also does not include fees related to adoption, maintenance, and closure of retirement accounts. A description of these and other expenses are available in each fund's prospectus.

Generally, RFA purchases no-load mutual funds which do not generate sales charges. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. 12b-1 fees may be initially paid to RFA and a portion passed to Advisory Representatives. The receipt of such fees could represent an incentive for Advisory Representatives to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest.

The Program Fees are subject to exclusions, calculations, and conditions contained in each Program's Advisory Agreement. Additionally, most Programs have a minimum quarterly Program Fee (which may be \$250 per quarter or more), which may cause the effective Program Fee (expressed as a percentage) to be greater than the fee rates shown above.

The wrap program may cost the client more or less than purchasing such services separately and will depend on the trading activity in the client's account. The cost of non-wrapped investment advisory services is lower than investment advisory services provided under the wrap program. Because RFA may receive more compensation from a client from the client's participation in the Program than if the client received advisory services and brokerage services separately, RFA may have a financial incentive to recommend the Program to clients over other types of advisory services. RFA may give advice to others that may be different from the advice given to Program clients. Clients should consider the value of the

additional consulting services when making such comparisons. The combination of custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation, and fees. In addition, certain advisors may not be available to certain clients outside the consulting relationship because of minimum account sizes, fee schedules, geographic availability, or other factors. A non-wrapped pricing arrangement may be more cost effective for accounts that do not experience frequent trading activity. Because of the single fee charged to a Program account, RFA may be regarded as having a conflict of interest in that it may realize a greater profit on a Program account with a relatively low rate of portfolio turnover compared to other types of accounts, assuming the same level of fees.

All fees may be subject to negotiation. When negotiating fees, factors considered, but not limited to, include: (i) clients with multiple accounts; (ii) size of the account; (iii) a prior or existing relationship; and (iv) a client's particular needs or financial characteristics. Due to the fact that fees may vary, clients with existing accounts may be charged fees which do not match precisely the foregoing fee schedules or the fees paid by other clients.

Other costs that may be assessed and that are not part of those outlined above include fees for portfolio transactions executed away from the broker/custodian selected by the client, dealer mark-ups, electronic fund and wire transfers, spreads paid to market-makers, and exchange fees, among others. The broker/custodian may charge client certain additional and/or minimum fees.

The Program wrap fee does not include: (i) annual account fees or other administrative fees, such as wire fees, charged by First Clearing (ii) certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, postage and handling fees, and charges imposed by law with regard to transactions in the client's account; and (iii) advisory fees, expenses or sales charges (loads) of mutual funds (including money market funds), closed-end investment companies or other managed investments, if any, held in client's account.

RFA receives compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into a money market fund, RFA receives compensation based on the value of assets in these funds as broker/dealer. Thus, RFA has an incentive to recommend that clients select money market funds as a sweep vehicle that pays more compensation to RFA than other funds.

Account Termination

Client may initiate termination of the contract at any time by sending written notice to RFA. RFA may terminate the contract at any time for any reason; in which event RFA will refund the pro-rata fee received for the calendar quarter to the extent that such fee exceeds the execution charges that would have been owed based upon RFA's regular commission and execution rates. A full refund will be provided without penalty if the client terminates the contract within 5 business days of signing with RFA.

Upon termination, all securities and cash positions will remain intact; absent any liquidation orders. If specific liquidation orders are received, RFA and its agent will, in an orderly and efficient manner, proceed with liquidation of the client's account. There will not be a charge by us for such redemption; however, the client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities'

markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. RFA and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

Item 5 – Account Requirements and Types of Clients

Certain advisors may not be available to certain clients outside the consulting relationship because of minimum account sizes, fee schedules, geographic availability, or other factors.

RFA provides portfolio management services to individuals, corporations and business entities, pension and profit-sharing plans, charitable institutions, foundations, endowments, estate and trusts. The minimum account size is \$50,000 for fee based accounts. Account minimums may be waived at the discretion of management.

Item 6 – Portfolio Manager Selection and Evaluation

RFA serves as the portfolio manager in the wrap fee program. RFA does not outsource its portfolio management by using outside portfolio managers for the referenced Programs. RFA uses industry standards to measure the performance of its portfolio managers; however, it does not use a third party auditor to review and verify the performance of its portfolio managers.

Performance-Based Fees and Side-by-Side Management

RFA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Methods of Analysis, Investment Strategies and Risk of Loss

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies may include, but are not limited to long- or short-term purchases of stocks, mutual funds, fixed income securities, option transactions, short selling and margin transactions.

Investment recommendations are based on an analysis of the client's individual needs, and are drawn from research and analysis. Security analysis methods may include fundamental analysis, technical analysis, charting and cyclical analysis. Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

It is important to note that investing in securities involves certain risks that are borne by the investor. For any risks associated with Investment Company products, please refer to the prospectuses for additional details about these risks. Our investment approach constantly keeps the risk of loss in mind. These risks include, but are not limited to:

- **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.
- **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.

Voting Client Securities

As a matter of firm policy and practice, RFA does not vote proxies on any client's behalf. Clients can authorize investment managers to vote proxy requests on their behalf in their client agreements. Please refer to the respective investment manager's Form ADV for a full disclosure of its proxy voting policies and procedures. Clients should contact their financial consultant if they have any questions and/or to obtain this information. Clients will receive their proxies or other solicitations directly from their custodian or transfer agent.

Item 7 – Client Information Provided to Portfolio Managers

RFA is both your Registered Investment Adviser and your portfolio manager. RFA does not outsource its portfolio management by using outside portfolio managers for the referenced Programs. Therefore, your portfolio manager has the same access to your information as RFA. Your information includes, among other things, income, net worth, risk tolerance, and investment objectives. Your portfolio manager uses this information to determine the appropriate asset allocation and manage your investments. When you update your information with RFA, your portfolio manager will have immediate access to the same updated information.

Item 8 – Client Contact with Portfolio Managers

You may communicate with portfolio managers directly. Consultations beyond normal business practices may require additional negotiated fees.

Item 9 – Additional Information

Disciplinary Information

It is Register Financial's policy to disclose to its clients and prospective clients all facts that might be material to an evaluation of Register Financial's integrity. Although Register Financial has not been the subject of any material legal or disciplinary events, Register Financial voluntarily discloses the following regulatory action against its affiliated broker/dealer, Register Financial Associates, Inc.:

On March 10, 2010 a decision and order of offer of settlement was accepted and Register Financial Associates, Inc. was fined \$50,000 and George Register was fined \$15,000 and suspended as Principal for 30 days. Allegations relate to a piece of marketing that was not properly classified as research and violations of rules regarding research reports were found. Violations include failure to file attestations and filing attestations that were not accurate, not adequately discharging supervisory responsibilities, not implementing written supervisory procedures or systems designed to achieve compliance with NASD Rule 2711, not responding to red flags, not monitoring the trading by the firm's research analysts, not imposing restrictions on whether the analysts could trade or own securities when they were profiled as stock picks, and Mr. Register allowing research analysts to publish research reports unsupervised.

Other Financial Industry Activities and Affiliations

Register Financial is affiliated through common ownership with Register Financial Associates, Inc., which is effectively registered as a broker/dealer with the Securities and Exchange Commission, FINRA and various state regulatory agencies. RFA maintains consolidated financial records with its affiliated broker/dealer. Additionally, RFA is licensed as an insurance agency in order to sell insurance products, including Variable Annuities and/or Variable Life Insurance. Advisors may hold such insurance broker registration and may sell such services for a separate fee and/or commission. Advisors may spend, on average, may spend from 25% to 75% of their time on these business activities outside of being an investment advisor.

For broker/dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. From time to time, associated persons of the Adviser may recommend that clients buy or sell securities or investment products that the individual advisor also owns. In such circumstances, Adviser shall adhere to the firm's Code of Ethics. As a broker/dealer, trade errors may occur on occasion and may result in profit or loss to the firm. The firm has controls in place to limit such trade errors. Individual Advisers will not participate in any profits resulting from such errors.

Under the programs, RFA effects securities transactions as agent, or where permitted by law, as principal, for clients but receives no additional brokerage execution compensation. Clients authorize RFA to act both as principal and as agent for buyer and seller in securities transactions when appropriate.

Brokerage Practices

For Register Financial client accounts maintained in its custody, Schwab/First Clearing/Fidelity generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab/First Clearing/Fidelity or that settle into Schwab/First Clearing/Fidelity accounts. Schwab/First Clearing/Fidelity may make products and services available to Register Financial that benefit Register Financial but may not directly benefit its clients' accounts. Many of these products and

services are used to service all or a substantial number of Register Financial accounts. Some of these products and services provided by Schwab/First Clearing/Fidelity may include software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitates trade execution and allocates aggregated trade orders for multiple client accounts; (iii) provides research, pricing and other market data; (iv) facilitates payment of Register Financial fees from its clients' accounts; and (v) assists with back-office functions, recordkeeping and client reporting.

Advisors may suggest Register Financial Associates, Inc. ("RFA") for broker/dealer services to clients. Factors for such recommendation would be when transaction compensation is seen as a benefit to the client. For broker/dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. Commissions paid to advisers for broker/dealer services may be higher or lower than those paid by other brokers.

If clients choose to use RFA's broker/dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its advisory services. Commissions paid to Advisers for broker/dealer services may be higher or lower than those paid by other brokers. Notwithstanding such additional compensation, RFA strives to serve the best interest of the clients. RFA believes that the overall level of services and support provided to clients by RFA outweighs the potentially lower transaction cost available under other brokerage arrangements. RFA receives no products, research, or services that RFA would consider a factor in recommending a particular broker dealer.

RFA receives compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into a money market fund, RFA receives compensation based on the value of assets in these funds as broker/dealer. Thus, RFA has an incentive to recommend that clients select a money market fund as a sweep vehicle that pays more compensation than other funds. RFA will make all recommendations independent of such fee consideration and based solely on its obligations to consider a client's objectives and needs.

Block Trading Disclosure: It is the practice of RFA, its agent, or the third party investment advisors, when feasible, to aggregate for execution as a single transaction orders for the purchase or sale of a particular security for the accounts of several Program Clients, in order to seek a lower commission or more advantageous net price. The benefit, if any, obtained as a result of such aggregation is generally allocated on a pro rata basis among the accounts of clients that participated in the aggregated transaction in accordance with procedures adopted by RFA.

Code of Ethics

Register Financial has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Register Financial must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of Register Financial may buy or sell securities that are recommended to clients. Register Financial's employees and persons associated with Register Financial are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Register Financial and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Register Financial's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Register Financial will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Register Financial's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Register Financial and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Register Financial's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Register Financial will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Register Financial's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Scott Register at our main number.

Review of Accounts

Adviser will provide clients with annual performance review or as per client's request. Performance review will include written statements of the assets in client's account, the purchase date, the cost, the current market value, and performance data for the period (or since the opening of the Account). The client will also receive monthly account statements, tax related reports and trade confirmations directly from the custodian.

Factors that are considered include, but are not limited to the following: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings. Client agrees to inform the firm in writing of any material changes in the information included in the questionnaire or otherwise the client's financial circumstances that might affect the manner in which client's assets should be invested. The client may contact the firm during normal business hours to consult with the firm concerning the management of the client's account(s).

Client Referrals and Other Compensation

RFA does not compensate others for client referrals.

Financial Information

Registered Investment Advisers are required to provide you with certain financial information or disclosures about RFA's financial condition. RFA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.

Custody

Clients should receive statements at least quarterly from Schwab, First Clearing or Fidelity, the qualified custodian that holds and maintains your investment assets. Register Financial urges you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

Through the Asset Advisor Program ("Asset Advisor account"), certain selected Financial Advisors of RFA provide investment advisory and brokerage services to client accounts on a non-discretionary basis. Through the Private Investment Management Program ("PIM"), certain selected Financial Advisors of RFA provide investment advisory and brokerage services to client accounts on a discretionary basis. When the client chooses to grant investment discretion to the Adviser, the Adviser will have authority to supervise and direct the investments of and for the client's account(s) without prior consultation with the client. Pursuant to this discretionary authority, the Adviser will determine which securities are bought and sold for the account and the total amount of such purchases and sales. The Adviser will make investment decisions for client accounts in accordance with the investment objectives, risk tolerance, investment time horizon, and any investment policies, guidelines, or reasonable restrictions as the client may impose in writing, and to which the Adviser agrees. Pursuant to the client's instruction, client money/cash may be invested in a money market mutual fund managed by their custodian who may charge a fee. Clients should contact their custodian for more information about this investment of their cash.

Privacy Policy

We collect nonpublic personal information about you from the following sources: Information we receive on applications or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to anyone, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information.

If our representative servicing your account leaves us to join another firm, he/she is permitted to retain copies of your information so that he or she can assist with the transfer of your account and continue to serve you at their new firm.

"Opting-out" of Third Party Disclosures: If you do not want your account representative to retain copies of your client sensitive information when he or she leaves us to join another firm, you may contact our Compliance Department by calling (404) 364-2180.