

Firm Brochure

(Part 2A of Form ADV)

Retirement Investment Advisors, Inc.

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This brochure provides information about the qualifications and business practices of Retirement Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at: 405.842-3443, or by email at: kelli@wealthtrac.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 Retirement Investment Advisors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

March 2011

Material Changes

Annual Updates

We will update this Material Changes section of the Brochure annually if our firm has had any material changes since the previous Brochure release.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide their firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Brochure, please contact us by telephone at: 405.842-3443 or by email at: kelli@wealthtrac.com.

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RANDY THURMAN, CFP [®] , CPA, PFS	Error! Bookmark not defined.
JOSEPH BOWIE, CFP [®]	Error! Bookmark not defined.
CAROL RINGROSE ALEXANDER, CFP [®] , AIF [®] , CDFAE	Error! Bookmark not defined.
CHAD RUDY	Error! Bookmark not defined.
ANDREW FLINTON.....	Error! Bookmark not defined.
TRACY ATWOOD, CFP [®] , RFC	Error! Bookmark not defined.

Advisory Business

Firm Description

Retirement Investment Advisors, Inc. (RIA) was founded in 1990 to help people achieve financial stability for life. We strive to provide our clients with greater confidence and financial independence by helping them make smart, well-informed decisions about their investments and retirement plans.

We provide personalized financial planning and investment management services as described under the “Types of Advisory Services” section. We consult with our clients to identify financial problems, help determine financial objectives and to provide them investment advice. In addition we provide advice on other matters such as cash flow management, tax planning, insurance analysis, education funding, retirement planning and estate planning.

As a fee-only financial planning and investment management firm, we provide advice and are not in the business of selling investment products such as annuities, insurance, stocks, bonds, mutual funds, limited partnerships or other commissionable investments. We do not accept sales commissions from products in any form nor do we accept finder’s fees. When we provide advice and recommendations to you, we always respect your decision on the investment selection, regardless of whether we have discretion on your account or not.

One of our financial advisors will meet with you in order to help determine appropriate investment recommendations for you. You will enter into an agreement with our company setting forth terms and conditions of the advisory services relationship, including fees to be charged and authorization for us to purchase investments consistent with your objectives.

We also will provide a written comparison of your financial situation, typically in the form of a personalized Investment Policy Statement (IPS). We conduct periodic reviews with you as a reminder of specific courses of action that you should take with your investments. We may conduct internal reviews more frequently regarding accounts and investments and will communicate with you if we believe immediate changes are merited.

Our analysis, which we may present at your IPS meeting, includes a variety of factors such as determining a risk tolerance profile and portfolio categorization by asset type. We also consider historical class performance and standard deviation, asset allocation modeling as well as the historic financial numbers of a client, income and expenses projections, net worth and retirement projections by a client.

On an as-needed basis, we may consult with your other professionals, including attorneys, accountants and insurance agents.

In the unlikely event there are any conflicts of interest in providing services, we will disclose them to you.

OUR APPROACH

FIRST MEETING - INITIAL CONSULTATION

The initial meeting, which may be by telephone, is an exploratory interview to determine the extent to which our financial planning and investment management services may be beneficial you. There is no charge for this meeting.

One of our financial professionals will discuss a variety of matters relating to your financial situation. We will ask you to bring a list of assets (what you own) and liabilities (what you owe), copies of bank and brokerage statements and information about any other assets you may have in order to provide you with a complete financial management evaluation. We discuss your plans for the future and any special concerns you may have, such as caring for an elderly parent or minimizing taxes in the transfer of your estate. We will also share in greater detail the services we offer and how we are compensated.

We generally meet with prospective clients three times before they sign on as a client. We believe that choosing a financial advisor is an important decision and that it should not be taken lightly.

ADVISORY PROCESS

When the decision is made to proceed, the in-depth financial advisory process begins. Our financial professionals will recommend proposed strategies, not products, address financial concerns and indicate our recommendations for your financial management. Throughout our relationship, we will keep you informed on all matters affecting your financial management and provide as much education on the financial management process as you desire.

COMMUNICATION

Following the implementation of your financial plan, you will receive many documents in the mail. You are encouraged to call us any time you receive something you don't understand or if you have any questions. You should contact us if a major financial event occurs in your life so we can adjust your financial plan as necessary. Events such as a retirement, death of a loved one, change in marital status, birth of a child or grandchild, sale of a home or business, or an anticipated receipt of an inheritance can impact your financial plan.

PERFORMANCE REVIEWS

Generally, our financial professionals will offer semi-annual meetings to review your financial goals, discuss your investment performance and update your asset allocation, as necessary, for consistency with your goals.

Principal Owners

Retirement Investment Advisors is owned by National Financial Partners, Corp.

Types of Advisory Services

FINANCIAL PLANNING SERVICES AND FEES

Financial Planning Services typically fall into one or more of the following categories:

- 1) Income and expense analysis
- 2) Income tax planning
- 3) Financial statement analysis
- 4) Retirement planning
- 5) Investment analysis and/or planning
- 6) Estate planning
- 7) Insurance analysis and/or planning
- 8) Employee benefit analysis and/or planning
- 9) Private business ownership analysis and/or planning
- 10) Educational funding analysis and/or planning
- 11) Financial statement preparation
- 12) Pension plan analysis and/or planning
- 13) Divorce settlement planning
- 14) General consultation

We charge a fee of up to \$400 per hour for financial professional services and/or \$125 per hour for services provided by our support staff. There is a minimum fee amount and we invoice fractional hours over one hour on a quarter hour basis.

INVESTMENT AND WEALTH MANAGEMENT SERVICES AND FEES

We provide two levels of ongoing annual comprehensive financial planning and investment management services for a fee: (i) Base Financial Services and (ii) Strategic Family Wealth Management Services.

We like to emphasize the word “process,” because financial planning and management is not a single undertaking applicable to a specific time frame, but rather a series of planned actions over a lifetime, or longer, when including estate planning. The more we understand a client’s complete financial picture, the more we can work effectively to provide a comprehensive set of options to achieve their financial objectives.

In order for us to give each client the highest quality of work and results, we need to understand the entire situation as many variables make each client’s situation unique. Recommendations from our investment and wealth management services incorporate various strategies on U.S. and foreign income taxes, risk management and asset protection. The planning process also will consider the effect of inflation,

income taxes, cash reserves for contingencies, and other relevant issues pertaining to the client's current and projected financial position.

This process is considered "holistic financial planning," which we believe is the best route to help our clients achieve their financial goals and their financial independence.

BASE FINANCIAL SERVICES

We offer our base financial services with this process in mind and include the following services on an ongoing basis:

1. *Initial financial plan with regular updates* - The financial strategy development and planning process consists of identifying financial objectives, analyzing the current investment portfolio and considering alternatives, developing and implementing the plan, and periodic reviews and revisions.
2. *Custom investment portfolio design and management – all clients.*
3. *Estate planning – assisting clients and their legal counsel in estate planning matters.* The purpose of estate planning is to ensure that client wealth and property are transferred smoothly to achieve the objectives of the family with a minimum of depletion to the heirs. By implementing estate-planning strategies, this planning process can serve to minimize estate taxes, and help avoid aggravating delays in the administrative process necessary to settle an estate. We do not provide legal advice nor do we prepare legal documents. The cost of our services does not include fees for the preparation of any legal documents needed for estate planning.
4. *Asset protection and risk management.* The objectives of risk management are to minimize financial loss in the event of property loss, personal liability, illness, death or disability. We analyze alternative risk shifting techniques, such as obtaining proper amounts and cost-effective types of insurance coverage for this purpose. Asset protection is a sub-category of risk management where we examine the structure of a family's affairs to help avoid the depletion of assets due to a catastrophic event.
5. *Retirement planning and educational planning for children and/or grandchildren.* The purpose of retirement planning is to accumulate sufficient assets and income sources so that assets last for the remainder of a client's life. We review all sources of income at retirement to determine what levels of expenses are manageable given a client's projected life expectancy. This planning involves assumptions regarding required principal sums, rates of return, rates of inflation and length of time until you need the money which helps us determine the sufficiency of your retirement income, whether certain assets should be sold to fund retirement, the level of spending that can be maintained and whether you should reduce your expenses.
6. *Qualified plan distribution planning (IRA/PSP/401(k)/MP, etc.)* Qualified plan distribution involves optimizing client net worth through the determination of the best withdrawal options, correct beneficiary designations and timing of withdrawals.
7. *Net worth and cash flow management.* We assist, upon request, in determining individual and family net worth and creating and maintaining a statement of financial position or balance sheet and expense statements on an annual basis.

8. *Quarterly investment reports and updates.*

9. *Intergenerational wealth transfer strategic planning.*

10. *Face-to-face annual client meetings (when geographically possible; by telephone or internet, otherwise).*

11. *Personal family financial manager.* We assign a member of our professional staff as your contact through which to access all resources of our firm during the financial planning process.

STRATEGIC FAMILY WEALTH MANAGEMENT SERVICES

Extremely wealthy families have historically used various management strategies and services, usually from a family office, to deal with the many complexities and responsibilities that accompany their wealth. Such families are often involved in multiple business and philanthropic ventures, which are visible to the public. These services catered to issues facing extremely wealthy families such as multiple generations, diverse risk tolerances, multiple financial objectives and complicated personal relationships while simultaneously incorporating the most advantageous investment, tax and estate planning strategies. Because of the complexity of this process and the high level of expertise needed to effectively manage it, generally only those families with a net worth well in excess of \$100 million dollars have been able effectively implement such strategies.

However some families may not be considered extremely wealthy, but still face enormous difficulties in managing their wealth. These families find that their personal and relaxation time as a family is consumed by dealing with an increasingly complex world of estate and income tax rules, numerous financial institutions and products, family trusts and enterprises and other professional advisors.

We have developed technology combined with our financial planning and money management expertise to provide the Strategic Family Wealth Management Services precisely for these types of clients. Our menu of services for these wealthy families includes:

1. *Enhanced base financial planning services*

Family offices will be entitled to additional time and resources over and above in each area defined above in the Base Financial Services. They also may have four or more meetings per year with their personal family manager.

2. *Bill preparation*

We can assist clients' with their monthly and/or other periodic bills arrange preparation of these bills in a timely fashion. Once checks have been printed and coded for payment of bills, the checks will be forwarded to the client by overnight courier with accompanying stamped, addressed envelopes for client signature and mailing. Clients will also receive a monthly statement of payment along with their checks. At no time will we or any of our employees have signing authority on any client accounts. Generally, two personal and two entity bill paying accounts are included in the comprehensive wealth management fee, however additional accounts may be added at an additional fee.

3. Tax preparation, accounting and reporting - all closely held entities

We will help engage a tax professional and assist in the preparation of client's personal and/or partnership/corporate tax returns or assist the client's existing tax professional.

4. Home, auto and large purchasing negotiation (including financing)

5. Assistance in planning annual family meeting

6. Parents, children and grandchildren can be added to all wealth management services at any time for an additional fee

7. Set up and maintain family philanthropic strategies (assisting in the development of your family legacy)

8. Limited use of our office facilities; meeting rooms, photocopier, fax, notary, etc.

9. Employee benefits planning

As of December 31, 2010, we managed approximately \$331,982,000 in assets for 798 clients. Approximately \$31,721,000 is managed on a discretionary basis and \$300,261,000 is managed on a non-discretionary basis.

Tailored Relationships

We document your goals and objectives in our client relationship management system and create an IPS that reflects the stated goals and objectives. You may impose restrictions on investing in certain securities at any time. Our relationship will be contained in a written agreement, which may not be assigned without your consent.

Types of Agreements

We use the following agreements to clarify relationships with clients.

Advisory Service Agreement

Most clients choose to have us manage their assets in order to obtain ongoing in-depth advice and life planning. All aspects of the client's financial affairs are reviewed, including those of their children. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. An Advisory Service Agreement includes: cash flow management; insurance review; investment management; education planning; retirement planning; and estate planning, as well as recommendations within each area.

The annual Advisory Service Agreement fee is based on a percentage of the investable assets according to the following schedule:

1.50% for assets of \$100,000 to \$250,000

1.25% for assets of \$250,001 to \$1,000,000

1.00% for assets of \$1,000,000 to \$2,000,000
Negotiable for assets of \$2,000,000 and above

The minimum annual fee is \$1,500 and is negotiable. Current client relationships may exist where the fees are higher or lower than the fee schedule above. We retain the right to charge lower or higher fees based upon your specific needs and circumstances.

Although the Advisory Service Agreement is an ongoing agreement and constant adjustments are required, the length of our service is at your discretion. You can terminate the agreement at any time by written notice to us. At termination, we will bill fees on a pro-rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

Retainer Agreement

In some circumstances, we may enter into a *Retainer Agreement* in lieu of an *Advisory Service Agreement* if it is more appropriate to work on a fixed-fee basis. Annual retainers for both base financial services and strategic wealth management services are fixed in advance based upon the complexity of your needs and the nature of the funds and services being provided.

Hourly Planning Engagements

We provide hourly planning services for clients who need advice on a limited scope of work. We charge a fee of up to \$400 per hour for financial professional services and/or \$125 per hour for services provided by our support staff. There is a minimum amount to be invoiced and invoice fractional hours over one hour on a quarter hour basis. The minimum hourly annual fee will be \$2,500.00. The hourly planning fees are negotiable. We retain the right to charge lower or higher fees based upon the client's needs.

Asset Management

We invest your assets primarily in no-load or low-load mutual funds and exchange-traded funds. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

You may purchase equity (stocks) and fixed income (bonds) securities through a brokerage account when appropriate and the brokerage firm will typically charge you a fee for stock and bond trades. We do not receive any compensation, in any form, from fund companies or brokerage firms.

Investments may also include warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U.S. government securities, options contracts, futures contracts, and interests in partnerships.

We do not recommend or make available initial public offerings (IPO).

Termination of Agreement

You may terminate any of the agreements described above at any time by notifying us in writing. You will only be responsible for fees for the time spent on the investment advisory engagement prior to notification of termination. We will refund any advance payment that we have not earned. Similarly we may terminate any of the agreements described above at any time by notifying you in writing. You will only be responsible for fees for the time spent on the investment advisory engagement prior to notification of termination. We will refund any advance payment that we have not earned.

Fees and Compensation

Description

We base our fees on a percentage of assets under management, hourly charges, and fixed fees as described above. Some *Retainer Agreements* may be priced based on the complexity of work, especially when asset management is not the most significant part of the relationship. Fees are *negotiable*.

Fee Billing

Investment management 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 usually deducted from a designated client account to facilitate billing, but you must consent in advance to direct debiting of your account in order to pay fees in this manner.

Other Fees

Custodians of those companies that actually maintain your assets may charge transaction fees on purchases or sales of certain mutual funds, securities and exchange-traded funds. These transaction charges are usually incidental to the purchase or sale of a security.

We may waive our minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, reimbursement of errors made; etc.).

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers, which is generally known as an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees you pay to us.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

We reserve the right to stop work on any account that is more than 90 days overdue. In addition, we reserve the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about their financial situation when necessary and appropriate that, in our judgment, prevents us from providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 30 days.

Performance-Based Fees

Sharing of Capital Gains

We do not charge fees based on a share of the capital gains or capital appreciation of managed securities.

We do not use a performance-based fee structure because we believe performance-based compensation may create an incentive for an adviser to recommend an investment that may carry a higher degree of risk to the client, which we view as a conflict of interest.

Types of Clients

Description

We have various types of clients such as individuals, corporations or other business organizations, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. We also offer specialized planning for retirees, medical professionals and business owners.

Client relationships vary in scope and length of service.

Account Minimums

We typically require a minimum account size of \$100,000 in assets under management, which equates to an annual fee of \$1,500. When an account falls below \$100,000 in value, the account is still subject to a minimum annual fee of \$1,500. Depending upon circumstances, we may engage an *Hourly Agreement* with the client if assets have diminished significantly below this minimum of \$100,000.

We may waive the account minimum in our discretion or accept accounts of less than \$100,000 if the client and the advisor anticipate additional funds will be added to bring the account above the minimum within a reasonable period of time. We may waive the minimum for our employees and their relatives, or relatives of existing clients.

If your assets fall below the minimum account size, you may pay a higher percentage rate on your annual fees than the fees paid by clients with greater assets under management. We retain the right to charge lower or higher fees based upon the client's needs.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

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

We may also use other sources of information, such as Morningstar Principia mutual fund information, Morningstar Principia stock information, SEI Private Trust Company, National Advisors Trust Company, TIAA-CREF, Money Guide Pro, Sungard/Frontier Analytics Allocation Master software, Research Holdings reports and the internet.

Investment Strategies

Your investment strategy is based on the objectives you outline during consultations. You may change these objectives at any time. You will sign an IPS that documents your objectives and desired investment strategy, which may include strategies of long-term and short-term duration.

Risk of Loss

All investments and investment programs contain risks for clients and our investment approach constantly keeps the risk of loss in mind. Investment risks that you may face as a client are:

- *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 decreases 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

Our firm and employees have not been involved in legal or disciplinary events related to past or present investment clients or with regulators.

Other Financial Industry Activities and Affiliations

Affiliations

Principals of our firm have an arrangement which may create a conflict of interest for some of our managed account clients.

Joe Bowie and Randy Thurman, principals of our firm, own Bowie, Thurman and Associates, LLC. This company has a minority ownership interest (less than 1.0%) in a savings and loan holding company, National Advisors Holding, Inc., which formed a federally chartered trust company, National Advisors Trust Company (NATC). NATC provides a low-cost alternative to traditional trust service providers and our firm refers clients to NATC for trust services if it is in the best financial interest of the client. Any referral of clients to NATC may be deemed to create a conflict of interest since it could result in an indirect increased economic benefit to principals of our firm. Referrals to NATC are not considered a material part of our business.

Our firm is owned by National Financial Partners, Corp., which owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). We currently do not have relationships with any NFP Affiliates and will gladly fulfill any request for a list of the other affiliated firms. To the extent we were to ever do business with other NFP Affiliates, a conflict of interest would exist, whether we received compensation or not from such relationship since it could result in increased compensation to an

NFP Affiliate or our firm. We will update our disclosures of these conflicts in the event we ever enter into a relationship with an NFP Affiliate.

Joe Bowie and Randy Thurman, principals of our firm, own Bowie, Thurman and Associates, LLC. Bowie, Thurman and Associates, LLC is the manager of Advisors Alternative Investment, LLC. Joe Bowie is also a Co-Manager in Research Holdings, LLC, who has managed Advisors Realty Income, Advisors Realty Income II, Advisors Realty Growth, Advisors Realty Growth II, and Advisors Healthcare Fund. Currently no compensation is being received from these funds but it is deemed to create a conflict of interest since it could result in an indirect increased economic benefit to the principals of our firm.

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

Code of Ethics

We maintain a written code of ethics, in accordance with the Advisers Act, that creates an ethical culture for our firm. Our code of ethics requires our employees to comply with federal securities laws, safeguard material non-public information about client transactions and to report their personal securities holdings. Our code sets forth standards of integrity, objectivity, competence, fairness, professionalism and diligence required from our employees when dealing with clients. Employees are required to treat sensitive information with confidentiality and are forbidden to misuse any such information. We will provide a copy of our code of ethics upon request.

Participation or Interest in Client Transactions

We typically do not recommend clients purchase securities in which our firm or employees have a material financial interest. Our Wealth Management Clients are given the opportunity to invest in alternative investments that are offered through Research Holdings, Inc. Some of our personnel may own shares of our publicly traded parent company, National Financial Partners Corp., which could also be purchased or sold for one of our clients. Any such purchase of NFP is generally on an unsolicited basis. In no event will we recommend or cause you to enter into transactions for the purpose of benefiting the direct or indirect securities holdings of our personnel.

Personal Trading

Our Chief Compliance Officer, Kelli Bass, reviews all employee trades each quarter. These reviews help ensure that the personal trading of employees does not impact the financial markets and that our clients receive preferential treatment. Most employee trades are mutual fund or exchange-traded fund trades, so there is no impact to the securities markets.

Our employees may buy or sell securities that are also held by clients but may not trade their own securities ahead of client trades. Employees must comply with our *Compliance Manual* and code of ethics.

Officers of RIA may have investments in securities recommended to clients. Ownership of such securities will be disclosed prior to or upon making specific recommendations to a client. In any case, such ownership will not be sufficient to influence the price or adversely effect a client's position or purchase of any recommended security.

Brokerage Practices

Selecting Brokerage Firms

We make specific custodian and clearing firm recommendations to clients based on their need for such services. Our recommendations are based on the proven integrity and financial responsibility of the custodian and the best execution of orders at reasonable commission rates.

We recommend trust companies (as qualified custodians), such as SEI Private Trust Company, NATCo and TIAA-CREF.

We do not receive commissions from any of these arrangements.

Best Execution

We review the trade execution by custodians each quarter and document our review in accordance with our *Compliance Manual*. Our review includes examining the trading fees charged by the custodians. We do not receive any portion of the trading fees.

To the extent you have imposed a limitation on brokerage selection by us or have directed us to utilize a certain broker-dealer, we will not have authority to negotiate commissions among various brokers or to obtain volume discounts, may not achieve best execution and you may pay higher commissions, transaction cost, and receive less favorable net prices than other clients.

Soft Dollars

We do not engage in soft dollar transactions.

Order Aggregation

We may aggregate or "bunch" orders for your account when we believe that bunching will result in a more favorable overall execution for you. Where appropriate and practicable, we will allocate such bunched orders at the average price of the aggregated order. Bunched or aggregated orders will not reduce the costs for your accounts that incur ticket charges for orders placed. We will not include personal trades with aggregated or bunched orders for your accounts. Most trades for client accounts are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Your financial advisor reviews your account: Joseph W. Bowie, Co-President and CEO; Randy L. Thurman, Co-President and CFO; Carol Ringrose Alexander, Executive Vice President; Tracy Atwood, Executive Vice President; Chad Rudy, Executive Vice President; or Andrew Flinton, Vice President.

Our advisors monitor client accounts regularly and routinely in accordance with the following parameters: (i) accounts with assets valued \$500,000 or more are contacted at least quarterly for investment reviews; (ii) accounts ranging from \$100,000 to \$500,000 are contacted every other quarter for review meetings; and (iii) accounts with less than \$100,000 are contacted annually for review meetings.

Our reviews of accounts at SEI Private Trust Company include asset allocation mix, security holdings, cash positions and performance history. We note appropriate changes and adjustments in your account files.

Reviews for financial planning which includes estate planning, tax planning, retirement planning, investment planning, insurance analysis, business planning, education planning and charitable gifting occur at your desired frequency.

Review Triggers

Other conditions that may trigger a review of your account such as changes in the tax laws, new investment information and changes in your financial situation. In addition, we may perform account reviews more frequently when market conditions dictate.

Regular Reports

Your account review is performed by members of our Investment Committee. Members consider your current security positions and the likelihood that the performance of each security will contribute to your overall investment objectives. You will receive periodic communications on at least an annual basis. Any written update we provide may include a portfolio statement and a summary of objectives and progress toward meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

We have been fortunate to receive many client referrals from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other sources. We do not compensate referring parties for these referrals.

Referrals Out

We do not accept referral fees or any form of remuneration from other professionals if we refer a prospect or client to them.

Other Compensation

We may receive a credit to offset our Client Appreciation Dinner from SEI Private Trust Company because some of our clients use SEI Private Trust Company as their custodian. While this practice could be deemed to create an incentive to recommend more clients to use SEI, a conflict of interest; our recommendations for custodians and services to clients are made in the best interest of the client.

Custody

Account Statements

All client assets are held with qualified custodians who provide account statements directly to your address of record at least quarterly.

Performance Reports

We urge you to review the account statements received directly from your custodians. SEI Private Trust Company provides performance statements for the clients who are invested with SEI Private Trust Company.

Pooled Funds

Though we do not maintain any client assets, we do have custody over certain client accounts as described below. Retirement Investment Advisors, Inc. acts as a custodian of client assets through trading and purchasing and selling power in the pooled funds which are offered through Bowie, Thurman and Associates, LLC and Research Holdings, LLC to our wealth management accounts.

Trustee

We may act as a non-compensated trustee for a trust account of a deceased client. We work in conjunction with the deceased client's CPA and children in order to provide services on the trust account.

Investment Discretion

Discretionary Authority for Trading

We accept discretionary authority to manage securities accounts on behalf of clients. Discretionary authority means we have the ability to determine, without obtaining specific client consent, which securities to buy or sell for your account as well as the amount of the securities to buy or sell. Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

If you have not granted us discretionary trading authority we consult with our clients prior to each trade to obtain concurrence.

The client approves the custodian to be used and the transaction fees paid to the custodian.

Voting Client Securities

Proxy Votes

We do not vote proxies on securities in client accounts. Clients are expected to vote their own proxies.

If we are requested to provide assistance on voting proxies, then we may provide advice to a client. We will disclose any conflict of interest that exists with such advice.

Financial Information

Financial Condition

We do not have any financial impairment that will preclude us from meeting contractual commitments to clients.

Business Continuity Plan

General

We maintain a Business Continuity Plan 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, earthquakes, and flooding as well as 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. We back up our electronic files daily and archive the records 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

We have taken steps through a Business Continuation Agreement to support and continue our operations in the event of serious loss, disability or death of our principals, Joe Bowie or Randy Thurman.

Information Security Program

Information Security

We maintain an information security program to reduce the risk that your personal and confidential information could be breached and accessed by unauthorized persons.

Privacy Notice

We are 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, your health to the extent that it is needed for the financial planning process, transactions between you and third parties, and 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 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.