

Firm Brochure

(Part 2A of Form ADV)

October 22, 2013

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This brochure provides information about the qualifications and business practices of Rudis Capital Management, Inc. ("RCM"). If you have any questions about the contents of this brochure, please contact RCM at (314) 963-9336. 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 RCM is also available on the SEC's website at www.advisorinfo.sec.gov.

Registration does not imply a certain level of skill or training.

Material Changes:

There have been no material changes since this is RCM's initial filing.

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Item 4. Advisory Business

Firm Description

Rudis Capital Management, Inc. ("RCM") is a Missouri company registered with the SEC as an investment adviser. RCM also maintains investment adviser registration in various other states as required by applicable law. RCM has been in business since August 2012.

Principal Owners

The principal owner of RCM is Eagle Holding Group, Inc.

Types of Advisory Business

- 1) Institutional clients
- 2) High Net Worth Clients and Clients managed by Family offices
- 3) Performance based accounts

RCM provides discretionary investment management through separately managed accounts. The investment strategies include: All-Cap Global ("ACG"), Large-Cap Growth ("LCG") and Performance- based accounts ("PBAs"). The Large-Cap Growth portfolio will be sub-advised by Princeton Ivy Capital Advisors, LLC., ("PICA"). IARD #155866.

RCM will build a portfolio in accordance with the Investment Policy Statement and work with specific restrictions for the client. RCM will tailor advisory services at the request of the client.

Assets Under Management

RCM total assets under management as of August 31, 2013 was \$0.00

Item 5. Fees and Compensation

In consideration for the account management, clients may be billed a management fee on a monthly or a quarterly basis, in advance, in accordance with the schedule set forth below. Fees are negotiable. The management fee will be billed to the client at a flat rate:

All-Cap Global Annual management fee schedule:

- Up to \$25 million 1.00%
- \$25 mil - \$50 million 0.90%
- \$50 mil - \$100 million 0.80%
- \$100 mil - \$300 million 0.70%
- \$300 mil - \$500 million 0.60%
- Above \$500 million 0.50%

Large-Cap Growth Annual management fee schedule:

- Up to \$10 million 0.85%
- \$10 mil – \$25 million 0.75%
- \$25 mil – \$50 million 0.65%
- \$50 mil – \$100 million 0.45%
- Above \$100 million 0.40%

Performance Based Annual management fee schedule:

- Annual Service Fee: 1.00%. (Billed quarterly in advance)
- Performance Incentive Fee: Calculated as 15%, (Billed in arrears, of the net gain in the portfolio's value at year end or period end)

The performance fee uses the end date value of the Client's account(s) or the effective date of termination of the annual period, if earlier, as adjusted for any additions, withdrawals or fees applied to the Client's account(s) during the year. The value of the Client's account(s) shall be computed without taking into account the payment of the

service fee. The service fee will be accessed quarterly based on the value of the portfolio preceding the upcoming quarter. Fees are negotiable.

RCM will manage client accounts with a performance-based fee structure which includes realized and unrealized capital gains and losses. RCM will structure the performance fee arrangement in accordance with Section 205(a)(1) of the Advisers Act and SEC Rule 205-3.

Other material information

Clients may be subject to custodial fees, brokerage fees for transactions and other fees related to transactions. Brokerage Practices are under Item 12. It should be noted that all mutual funds used by RCM, including no-loads, have a management fee that is paid to the fund manager. As a result, RCM clients may incur two layers of fees - the first, to RCM for investment advisory services, and the second to the mutual fund manager if mutual funds are used.

Client's account may be terminated at any time by RCM or the client by giving written or verbal notice of such termination to the other party. In the event of termination, a pro rata refund of management fees prepaid by client to RCM (less any charges or other expenses owed) will be made from the effective date of termination through the end of the then-current billing period.

RCM may retain certain revenues that it receives from mutual fund companies or other firms in the form of revenue related to the distribution of fund shares (service fees or 12b-1 fees). Clients have the option to purchase investment products that RCM recommend through other brokers or agents that are not affiliated with RCM.

Item 6. Performance-Based Fees and Side-By-Side Management

RCM manages assets in performance based accounts and charges performance-based fees to clients. Simultaneous management may create a conflict of interest when an advisor may be perceived to favor the clients that charge performance-based fees over the clients who are charged a flat fee when making allocations to the clients' accounts where RCM is earning higher fees. Any performance fee or allocation received by RCM will be in compliance with the Investment Advisers Act of 1940, and Rule 205-3. RCM has adopted policies under which it will allocate securities consistent with its requirements as an investment advisor. These arrangements may create an incentive for RCM to make investments that favor one strategy over another that could be more risky or more speculative. RCM may receive increased compensation with regard to investment gains on assets in a client's account. RCM's disclosure is not intended to be a solicitation for nor advertisement of, performance based accounts. Instead, such disclosures have been made to provide all RCM clients with important information about the risks implicit in these types of activities as they relate to RCM clients.

Item 7. Types of Clients and Account Minimums

The types of clients which RCM provides investment advice to are: institutional, high net-worth individuals, pension and profit sharing plans, trusts, and corporations. The required minimum amount of assets that may be managed is \$5,000,000. At its discretion, RCM may accept accounts below this minimum.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

All-Cap Global- ("ACG")

This strategy seeks to meet its investment objective primarily by investing in a mix of growth, and income securities and cash either directly or indirectly through investments in exchange traded ("ETFs"), mutual funds or individual equities. The growth portion of the portfolio will consist of equity securities, including, but not limited to: common stocks, preferred stocks, rights, warrants, convertibles, partnership interests and American Depositary Receipts ("ADRs"). The income portion of the portfolio will consist of (i) fixed income securities including, but not limited to, real estate investment trusts ("REITs"), municipal bonds issued by foreign and domestic governments or instrumentalities, corporate debt, treasuries, securities issued by the Government National Mortgage Association ("GNMAs"), securities issued by the Federal National Mortgage Association ("FNMA's") and high yield bonds (commonly known as "junk bonds") and (ii) equity securities that yield higher dividends than the S&P 500. The cash portion of the portfolio will primarily consist of money market instruments.

Large-Cap Growth- (“LCG”)

PICA’s services are specialized investments that (i) intend to provide downside protection; (ii) are typically focused on lowering market impact, (iii) make use of a strict proprietary screener to identify the highest corporate governance investments. The specialized investment selections are made after a review of client needs is conducted to determine the most suitable strategy. The investment selections are based on strict investment criteria called the “10 Pillars of Strength” which aim to select, at attractive prices, the best managed companies in the United States. These typically include some of the largest established corporations in the United States, especially those that are deemed by PICA as having the best investor/shareholder commitment for the long term growth in the value of the investors’ accounts. To achieve this purpose of selecting the best investments for the long term, PICA uses its proprietary database screener which contains analysis of over 1,650 US companies, as well as detailed fundamental analysis of each selected company. This includes all sectors. Typically in any given month, given its strict selection, only 1-2 companies may qualify from 1,650 companies.

Performance-based accounts (“PBAs”)

RCM offers performance based accounts. Clients are required to be a qualified client according to the rules of the Investment Advisors Act of 1940, Regulation 205-3 and sign a client agreement. RCM will make all decisions to buy, sell or hold securities, cash or other investments for Client’s account(s) at the sole discretion of RCM and without first consulting Client. Such securities may include, but are not limited to, interests in exchange traded mutual funds, individual stocks, interests in tradable REITS, common or preferred stock, convertible stocks or bonds, covered options, corporate, municipal or government bonds, and notes or bills. Client gives Adviser full power and authority to carry out these decisions by giving instructions, on behalf of Client, to brokers and dealers and the Custodian for Client’s account(s). If the client does select one of the two strategies listed above, All-Cap Global or Large-Cap Growth, the client can select the accounts to have these strategies with a performance based structure as well. The account can be individually tailored to each client. Fees are under Item 5. Fees and Compensation. RCM security analysis methods include Technical, Fundamental, Charting and Cyclical Analysis. (See definitions below.) The main sources of information used by RCM are financial newspapers and magazines, research materials, (prepared by others), corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and press releases. The investment strategies used to implement any investment advice include, long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), margin transactions, option writing, including covered options, uncovered options, or spreading strategies. Portfolios are tailored to each client. There are specific strategies which clients can participate in.

Technical Analysis:

The use of historical prices of individual stocks and indexes in order to understand performance and timing for indications of purchases or sales of a particular security or index. The most common data used is price and volume.

Fundamental Analysis:

The analysis of financial statements, such as balance sheets, income statements, the general financial health of companies, as well analysis of management and the firms competitive advantages.

Charting Patterns:

A price chart is a sequence of prices plotted over a specific time frame. Charts are used to analyze a wide array of securities and forecast future price movements. A graphical historical record makes it easy to spot the effect of key events on a security's price, its performance over a period of time and whether it's trading near its highs, near its lows, or in between. The period of time used may be intraday, daily, weekly, monthly, quarterly or annual data.

Cyclical Analysis:

Recognizing repeating conditions of business cycles to find favorable conditions for buying and/or selling a security. Economic growth and economic recessions determine the direction of a securities price.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future results. The investment strategies of RCM may be subject to the following risks:

Economic Risk – the risk that conditions in the overall economy affect the performance of an equity security

Industry-specific Risk – the risk that conditions in an industry as a whole will affect the value of a company in that industry, regardless of the company's specific actions

Government Policy Risk – the risk that actions of the government can affect a stock's performance, whether or not the policy directly affects the company

Material Cost Risk – the risk that the cost and availability of key production materials will impact stock prices

Technology Risk – the risk that evolution and development of technology can drastically change industries and affect stock prices

Competitive Risk – the risk that competition in an industry can affect a stock's performance, sometimes regardless of how the stock itself is performing as a business relative to competitors

Legal Risk – the risk that existence of legal actions, patents, and court battles can impact a stock's performance

Management Risk – the risk that company management can quickly impact a stock's performance due to decisions by management that affects the company's business.

Global Risk – the risk that larger, global-scale factors of politics, economics, finance, technology, business et al can impact the value of global securities.

Currency Risk – A form of risk that arises from the change in price of one currency against another. This risk can increase when exposed to an increasing number of currencies.

RCM invests primarily in equity securities which could have any of the risks previously listed. RCM's investment strategies also includes the possibility of investing in ETFs and mutual funds, which are securities comprised of equity securities, and therefore may be subject to some levels of the risks listed above. Also, ETFs may be less liquid and subsequently more volatile than the underlying portfolio of securities they are designed to track. ETFs also have management fees that increase the cost of owning ETFs compared to owning the underlying securities directly. Certain strategies used by RCM may hold cash or cash equivalents for defensive purposes. Cash equivalents are negotiable instruments, such as commercial paper, treasury bills, short-term government bonds, payable by third parties. Third parties may include foreign banks and foreign governments. Holding cash exposes an investment to inflation risk and the risk of exchanging lower risk for potentially lower returns. Foreign cash equivalents are riskier because they involve foreign counterparties. Cash is viewed as a tactical asset and the cash levels in the portfolios may vary from time to time.

Item 9. Disciplinary Information

Neither RCM nor its management have been subject to legal or disciplinary events that are material to a client's or prospective client's evaluation of RCM's advisory business.

Item 10. Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Associated persons of RCM may also be registered representatives of Saxony Securities, Inc. ("SSI"), investment advisor representatives of Saxony Capital Management, LLC. ("SCM") and/or may also be registered representatives of Patrick Capital Markets, LLC. ("PCM"). As such, these representatives may effect securities transactions for their brokerage and/or investment advisory clients through which they may receive additional compensation.

Affiliations

RCM is affiliated with SSI, (CRD # 115547) and PCM, (CRD # 16518), both fully disclosed securities broker-dealers. SSI clears accounts through Pershing, LLC., and SSI is registered with the National Futures Association, ID# 0429849. RCM is affiliated with SCM, (CRD # 122692) an SEC registered investment advisor. In addition, RCM is affiliated with Saxony Insurance Agency, LLC, a fully disclosed limited liability company, registered with the Missouri Insurance Division. Mark Thompson, Chief Compliance Officer of RCM, is registered with SSI, SCM

and PCM. Richard E. Griffard, Brian Clark, Mark Thompson and Jonathon Bell education and business background can be found on the Supplemental ADV Part 2B form.

Jonathon Bell is an investment advisor with SCM who manages clients' accounts. Mr. Bell is also an investment advisor with RCM. The accounts under SCM and RCM may have the same securities at certain times. RCM will block the trades if possible. If the trading cannot be done as a block, the trading order will be rotated. The CCO or other designated compliance personnel will review all trades to ensure one client does not have an advantage over another.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

RCM has adopted a Code of Ethics pursuant to SEC Rule 204A-1, which requires each of our employees to comply with all applicable federal and state laws and regulations. RCM's Code of Ethics makes clear that our business will be conducted consistent with the highest standards, just and equitable principles of trade. To that end, our Code requires each employee to avoid any action that results in a conflict of interest with the firm and its clients, prohibits outside business activities without the consent of the Chief Compliance Officer, ("CCO") and prohibits trading on the basis of material non-public information and RCM's Code of Ethics requires that all access persons are to provide RCM with duplicate statements of their brokerage accounts. The CCO will review for compliance with the Code of Ethics and to monitor against insider trading activity. The Code of Ethics also restricts other activities which could have the perception of a conflict of interest, such as directorships and the receipt of gifts.

A copy of the Firm's Code of Ethics may requested by contacting our Firm's Client Service Team at 314-963-9336 or emailing our Compliance Dept. at compliance@rudiscapitalmanagement.com

Participation or Interest in Client Transactions and Personal Trading

Persons associated with RCM may on occasion buy securities which are recommended to their advisory clients. These securities are widely held and publicly traded. RCM requires all of its Investment Advisor Representatives ("IARs") to keep records of every securities transaction in which he/she has or acquires any direct or indirect beneficial ownership. For these purposes, IAR is defined as any partner, officer or director of the adviser and any employee who obtains information about securities recommendations, any control person or affiliated person of control person; and any affiliate of such affiliated person. The record indicates the name of the security, the amount of investment, the date and nature of the transaction, the price, and the name of the broker-dealer or bank through which the transaction was effected. The records of these transactions are recorded no later than 10 days after the end of the calendar quarter in which the transaction was effected. RCM maintains a policy such that persons associated with RCM may not trade to the disadvantage of the Advisory Client.

RCM Code of Ethics establishes rules of conduct for all supervised persons of RCM and is designed to, among other things, govern personal securities trading activities in the accounts of employees. The Code is based upon the principle that RCM and its employees have a fiduciary duty to RCM's clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Item 12. Brokerage Practices

Selecting Brokerage Firms and Soft Dollars

RCM does not select or recommend clients to broker dealers and does not utilize soft-dollars. RCM does permit a client to direct brokerage. By allowing a client to direct brokerage, the client has the right to select the order routing of their trades, whether through RCM's suggested firm or through any other available. To the extent RCM is required to place a client's brokerage transactions with a particular broker, RCM may be unable to achieve the most favorable execution of transactions because RCM will be unable to negotiate commissions, aggregate client orders and seek execution of transactions as efficiently as possible and at the best price. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct RCM to use a particular broker or dealer.

Aggregate Orders/Block Trading

RCM's policy is to block transactions where possible and advantageous for the client. In the event transactions for an adviser, its employees and/or principals are aggregated with client transactions, the adviser, employees and/or principals will not receive a better price than the client.

Trade errors

If the error is the responsibility of RCM, any transaction will be corrected and RCM will be responsible for any client loss resulting from an inaccurate or erroneous order. If the error by representative or employee results in a gain, the firm will keep the gain. If the result of a trade error made by a client, then the gain will be kept by RCM, but the Compliance Officer and/or management may make an exception and allow the client to keep the gain.

Item 13. Review of Accounts

Chief Compliance Officer reviews client accounts with RCM at different times for various reasons:

- Daily – to ensure accurate trade execution, contributions and distributions (if applicable) and miscellaneous trade activity.
- Monthly/Quarterly – Quarterly management fees and RCM generated client's materials/statements.
- Annually – to ensure investment objectives are being met.
- Miscellaneous – proper billing and registration.

Item 14. Client Referrals and Other Compensation

RCM does not pay or receive referral fees, third party marketing fees and solicitor fees from broker dealers, investment adviser firms or individuals.

Item 15. Custody

RCM does not custody any assets. Custodian of client assets will be determined by the client.

Item 16. Investment Discretion

RCM receives and accepts discretionary authority from its institutional clients at the outset of an advisory relationship pursuant to the RCM management agreement to manage such clients' assets. In all cases, such investment discretion is exercised in a manner consistent with the stated investment objectives, guidelines, and restrictions for such institutional or pension client account.

When the client enters into the management agreement with RCM, it grants RCM the discretionary authority to purchase and or sell securities, including, but not limited to stocks, bonds, and options (limited to purchasing puts and calls and writing covered calls). When selecting and trading securities and determining amounts to be bought and sold, RCM adheres to the investment policies, limitations and restrictions of the institutional clients for which it manages assets. Investment guidelines and restrictions must be provided to RCM by our clients in writing. For additional related information, please refer to Item 12 above.

The LCG strategy offered by RCM is sub-advised by PICA; the investment discretion exercised by the sub-advisor PICA typically includes determining which securities are bought and sold for the accounts, the total amount of the securities to be bought and sold, the brokers with whom orders for the purchase or sale of securities are placed for execution, and the price per share and the commission rates at which securities transactions are executed. The sub-advisor's investment discretion in making these determinations may be limited by investment guidelines or other policies imposed by RCM. The investment advisory agreement between RCM and its clients provides that in certain circumstances, such as funding a new portfolio or upon termination of a sub-advisor, RCM may assume the investment discretion typically exercised by the sub-advisor as set forth above on a temporary basis.

Item 17. Voting Client Securities

Unless otherwise agreed with the client, RCM will not vote proxies on behalf of its advisory clients. Advisory clients typically receive proxies or other solicitations directly from their Custodian and therefore retain the responsibility for voting proxies for any and all securities maintained in client portfolios. Should RCM receive a proxy for one of its advisory clients, RCM will promptly forward the proxy to the advisory client.

Item 18. Financial Information

RCM does not require the prepayment of fees of \$500 or more, six months or more in advance. RCM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.