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**FORM ADV PART 2
DISCLOSURE BROCHURE**

This brochure provides information about the qualifications and business practices of Rademacher Financial, Inc. If you have any questions about the contents of this brochure, please contact Phillip Rademacher, President and Chief Compliance Officer, at 785-865-5308. 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 Rademacher Financial, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Rademacher Financial, Inc. is 114067.

Rademacher Financial, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last annual updating amendment dated March 14, 2019, there are no material changes to report.

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Item 4 Advisory Business

Description of Services and Fees

Rademacher Financial, Inc. is a registered investment adviser based in Lawrence, Kansas. Our firm is organized as a sub-chapter S-Corporation under the laws of the State of Kansas. We have been providing investment advisory services since 1999. Phillip Rademacher and Rachel Rademacher are our principal owners. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- Investment Management Program for Advisory Clients (IMPAC)
- Financial Planning Services
- Retirement Plan Consulting Services

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Investment Management Program for Advisory Clients (IMPAC)

We offer the Investment Management Program for Advisory Clients ("IMPAC"), a fee based account in which you are provided with ongoing investment advice and monitoring of securities holdings. We will manage the account on a non-discretionary basis (or discretionary, provided that certain qualifications are met). We may also invest your assets according to one or more model portfolios from conservative (low risk) to growth (high risk) developed by our firm. You will be provided with ongoing investment advice and monitoring of your securities holdings. IMPAC offers you the ability to pay an asset based advisory fee and a nominal transaction fee in lieu of a commission for each transaction.

The IMPAC Program is a fee-based account offered and administered through Raymond James Financial Services (RJFS).

Financial Planning Services

We offer broad-based, modular, and consultative financial planning services. Financial planning will typically involve providing a variety of financial planning services to you regarding the management of your financial resources based upon an analysis of your individual needs. The process typically begins with a complimentary initial consultation. During or after the initial meeting, if you decide to engage us for financial planning services, we will collect pertinent information about your personal and financial circumstances and objectives. As required, we will conduct follow-up interviews for the purpose of reviewing and/or collecting additional financial data. Once we review and analyze the information you provide to our firm, we will deliver a written plan to you (via electronically if authorized by you) designed to help you achieve your stated financial goals and objectives. The primary objective of this process is to allow our firm to assist you in developing a strategy for the successful management of income, assets, and liabilities in meeting your stated financial goals and objectives.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change. You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm you choose.

Individual Retirement Plan Consulting Services

We offer retirement plan services on a non-discretionary basis with a focus on education and communications to plan participants of plan sponsors and/or plan trustees. Typically, services involve advice and/or recommendations of investments available in the participant's plan, such as fund selection, investment options, and educational seminars.

Wrap Fee Programs

We do not participate in any wrap fee program.

Types of Investments

We primarily offer advice on investment company securities (mutual funds), and exchange traded funds. We will also provide advice on: equity securities, warrants, corporate debt securities, certificates of deposit, municipal securities, U.S. Government securities, and interest in partnerships investing in real estate. Additionally, we may recommend other types of investments since each client has different needs and different tolerances for risk. We may also advise you on any type of investment held in your portfolio at the inception of our advisory relationship, or on specific types of investments at your request.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of December 31, 2019, we provide continuous management services for \$144,655,551 in client assets managed on a discretionary basis. We also manage \$880,785 in client assets on a non-continuous basis.

Item 5 Fees and Compensation

Investment Management Program for Advisory Clients (IMPAC)

The Investment Management program for Advisory Clients (IMPAC) is a fee-based account, offered and administered through RJFS, which offers you, on a non-discretionary basis (or discretionary, provided certain qualifications are met), the ability to pay an advisory fee on the assets in your account and a nominal \$15.00 transaction charge in lieu of a commission for each transaction, with the exception of certain Non-Partner Fund purchases described below. Transaction charges are billed by RJFS. RFI receives no portion of transaction charges.

Select fund companies ("Participating Funds") have agreed to pay RJFS administrative fees. For certain mutual fund purchases, RJFS may use such fees to credit back the Transaction Fee charged to Clients' accounts, as required by applicable law. Select fund companies have agreed to pay marketing service and support fees to RJFS ("Partner Funds"). "Non-Partner Funds" do not participate in RJFS's Education and Marketing Support program. Transaction Fees are applied to purchases of Partner and Non-Partner Funds.

The Transaction Fee for Non-Partner Fund purchases (excluding those Non-Partner Fund purchases made in non-taxable accounts, e.g. ERISA Plans, IRAs, and certain other tax-deferred vehicles, which will be subject to the \$15.00 fee noted above) is \$40.00. Please note that funds may change their Participating, Partner or Non-Partner status at any time; you should consult with RFI to verify the funds' status periodically. You may request a list of Participating Funds and Partner Funds from RFI or visit <https://www.raymondjames.com/legal-disclosures/packaged-product-disclosures/mutual-fund-investing-at-raymond-james/networking-and-service-partners>.

There are no transaction charges for mutual fund redemptions.

The maximum advisory fees for IMPAC Accounts are as follows:

Account Value*	Annualized Fee
Up to \$1 Million	2.15%
\$1 Million up to \$2 Million	1.90%
\$2 Million up to \$5 Million	1.65%
\$5 Million up to \$10 Million	1.40%
\$10 Million and Up	1.15%

**Minimum account value of IMPAC is \$25,000*

Actual fees will vary by portfolio type and will be reflected on the agreement signed by the client.

For purposes of calculating and assessing asset-based fees, RFI uses the term "Account Value", which may be different than the asset value as reported on brokerage statements provided by RJFS to you. Pursuant to the investment management or advisory agreement, Account Value is defined as the total absolute value of the securities in the Account, long or short, plus all credit balances, with no offset for any margin or debit balances. Please see item 13, "Review of Accounts" for details on the account valuation methodology employed by RFI when calculating asset-based fees.

The annual asset-based fee is paid quarterly in advance as outlined in the Investment Advisory Agreement. The asset-based fee is prorated for the first quarter, based upon the number of days funds are in the account. Thereafter, the quarterly asset-based fee is paid in advance, based on the account asset value as of the last business day of the previous calendar quarter, and becomes due the following business day. Certain eligible variable annuities may be considered for inclusion in the account value for which the advisory fee is assessed.

If cash or securities, or a combination thereof, amounting to at least \$100,000 are deposited to or withdrawn from your account on an individual business day, RFI may: (i) assess asset-based fees based on the value of the assets on the date of deposit for the pro rata number of days remaining in the quarter. Notwithstanding the above \$100,000 adjustment threshold, RFI reserves the right, in its sole discretion, to process or not process fee adjustments when the source and destination of deposits and withdrawals involve a client's other fee-based advisory accounts. For example, a transfer of \$100,000 into a joint IMPAC account funded from two \$50,000 withdrawals from separate IMPAC accounts will have the \$100,000 billed in their joint IMPAC account and each of the separate IMPAC accounts will be refunded previously assessed fees on the separate \$50,000 withdrawals for the pro rata period remaining in the quarter.

You authorize and direct Raymond James & Associates, Inc. ("RJA") as Custodian to deduct asset-based fees from your account; you further authorize and direct the Custodian to send a statement of securities, in custody, at least quarterly to you which shows all amounts disbursed from your account, including fees paid to RFI. You understand that the account statement will show the amount of the asset-based fee. Please see item 13, "Review of Accounts-Brokerage Statement and Performance/Billing Valuation Differences for Fee-Based Accounts" for details on the account valuation methodology employed by RFI when calculating asset-based fees.

The asset-based fees associated with the IMPAC account programs include all execution and clearing charges except: (1) certain dealer-markups and odd lot differentials, transfer taxes, exchange fees mandated by the Securities and Exchange Act of 1934 and any other charges imposed by law with regard to any transactions in the account; and (2) offering concessions and related fees for purchases of public offerings of securities as more fully disclosed in the prospectus.

Your Agreement may be terminated by you or us at any time upon providing notice pursuant to the provisions of your Agreement. In the event of termination of your Agreement, we will refund to you the prorated portion of the fee for the quarter of termination. There is no penalty for terminating your agreement.

Billing on Cash Balances

Effective June 30, 2019, RFI will assess advisory fees on cash sweep balances ("cash") held in IMPAC accounts, provided the cash balance does not exceed 20% of the total Account Value. If the cash balance is greater than 20% of the Account Value as of the last business day of the quarter (the "valuation date"), RFI will bill on the full cash balance provided cash did not comprise greater than 20% of the billable Account Value for three (3) consecutive quarterly valuation dates. If the cash balance exceeded 20% of the Account Value for three (3) consecutive quarterly valuation dates, the amount in excess of 20% is excluded from billing. For example, an account that held 30% of the Account Value for three (3) consecutive billing valuation dates (March 31, June 30 and September 30) would have the amount in excess of 20% excluded from the Account Value in which advisory fees are applied. For simplicity of illustration, assuming an account was valued at \$100,000 for all three (3) quarterly billing periods, with \$30,000 held in cash, the September 30 valuation date would exclude \$10,000 of the cash from the Account Value when assessing the advisory fee.

This fee billing provision (or "Cash Rule") is intended to equitably assess advisory fees to client assets for which an ongoing advisory service is being provided; the exclusion of excess cash from the advisory fee is intended to benefit clients holding substantial cash balances (as a percentage of the total individual Account Value) for an extended period of time. Clients should understand that the portion of the account held in cash will experience negative performance if the applicable advisory fee charged is higher than the return received on the cash sweep balance.

For Discretionary IMPAC accounts, the Cash Rule may pose a financial disincentive to a financial advisor as the portion of cash sweep balances in excess of 20% will be excluded from the asset-based fee charged to the account. This may cause a financial advisor to reallocate a client account from cash to advisory fee eligible investment, including money market funds, or to recommend against raising cash, in order to avoid the application of this provision and therefore receive a fee on the full account value. However, clients that have delegated investment discretion to their financial advisor may direct the financial advisor to raise cash by selling investments or hold a predetermined percentage of their account in cash at any time. The Cash Rule is applicable only to cash sweep balances and, therefore, non-sweep money market funds would not result in excess "cash" balances being excluded from the asset based advisory fee calculation.

Billing on cash balances, particularly when the cash balance is maintained for an extended period of time or comprises a significant portion of the Account Value, may create a financial incentive for a financial advisor to recommend maintenance of this cash versus investing in an otherwise advisory fee-eligible security. For example, it's generally expected that the advisory fee will be higher than the interest a client will earn on this cash balance through their sweep account or the return earned on money market funds, so the client should expect to achieve a negative return on this portion of their account, although such cash balances will not be subject to market risk (that is, risk of loss) typically associated with securities investment. As a result, client should periodically re-evaluate whether their maintenance of a cash balance is appropriate in light of their financial situation and investment goals, and should understand that this cash may be held outside of their advisory account and not be subject to advisory fees. For cash sweeps in IRAs and ERISA plans, Raymond James uses its bank affiliate exclusively as a depository.

Financial Planning Services

Generally, our financial planning fees may consist of a fixed fee, an hourly fee, or a combination thereof. Currently, our fee schedule, subject to negotiation, is as follows:

- **Fixed Fees:** Our fee for a written financial plan will range between \$200 and \$10,000. The fee is negotiated in advance of services rendered, predicated on the scope and complexity of the requested services, and are payable in advance. We will not require prepayment of a fee more than six months in advance and in excess of \$1,200. Factors that we consider when determining the cost of a financial plan, include but are not limited to:
 1. The scope of the plan (i.e., plans that cover all aspects of a Client's financial plan such as business succession, estate planning, retirement needs, education planning, and successor trusts, among others, would warrant a higher fee than a more simplistic Client situation covering typical financial needs for current money management and retirement).
 2. Complexity of the Client financial situation (i.e., trusts, estates, business ownership, tax brackets and other personal needs).
- **Hourly Fees:** Alternatively, we may charge an hourly fee that ranges between \$175 to \$450, which is negotiable depending on the scope and complexity of the requested services. Hourly fees are payable in advance or in arrears as outlined in the Financial Planning Agreement. We will not require prepayment of a fee more than six months in advance and in excess of \$1,200. The hours needed may vary from Client to Client. *In limited circumstances*, the time/cost could potentially exceed the initial estimate. In such cases, we will notify you in writing and we may request that you approve the additional fee.
- **Annual Financial Planning Services:** After the initial financial planning engagement, you may engage our firm for on-going financial planning and consulting related services, based on an annual term. On-going financial planning services, which will include meetings to review your progress towards stated goals, asset performance and re-balancing, are available upon delivery of the financial plan. For continuing financial planning services, we charge a fee of \$490 payable annually in advance.

Extraordinary research or analysis may involve additional costs, which will be negotiated on an individual basis in advance of such additional services rendered.

Either party may terminate the agreement by providing written notice to the other. You will incur a pro rata charge for services rendered prior to the termination of the financial planning agreement, which means you will incur fees only in proportion to the amount of work performed. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Individual Retirement Plan Consulting Services

For our individual retirement plan consulting services, we charge a range from 90 to a maximum of 150 basis points (100 basis points equals 1%) of the participant's retirement plan value payable quarterly in arrears. You may terminate this service by providing written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange

traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Brochure.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our firm are registered representatives with Raymond James Financial Services, Inc. ("RJFS"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their separate capacity as registered representatives, these persons receive compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees, for the sale or holding, of mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs.

While persons providing investment advice to advisory clients on behalf of our firm can select or recommend mutual fund investments in share classes that pay 12b-1 fees, it is our policy that these persons do not select or recommend share classes that pay 12b-1 fees for your advisory account. However, sometimes we have to recommend an A-Share, but the 12b-1 fee is passed through to the client in these instances. Thus, we will not receive a 12b-1 fee and an advisory fee on the same asset. In the event that we inadvertently receive a 12b-1 fee on an advisory account, we will rebate the 12b-1 fee to your advisory account. However, it is important to note that these persons, when acting in their separate capacities as registered representatives, can select or recommend, and in many instances will select or recommend, that your brokerage account purchase mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm who receives compensation described above.

Persons providing investment advice on behalf of our firm may be investment adviser representatives of Raymond James Financial Services Advisors, Inc. ("RJFSA") an independent SEC-registered investment advisory firm with investment adviser representatives. If you are a client of both our firm and RJFSA, our services and fees are separate and apart from RJFSA's services and fees. This practice may present a conflict of interest because our representatives that are also registered with RJFSA may have an incentive to recommend RJFSA's services with the ability to earn fees as investment adviser representatives of RJFSA. You are under no obligation, contractually or otherwise, to use these representatives in their separate capacity as investment advisers of RJFSA.

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive

to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Any material conflicts of interest between you and our firm, or our employees are disclosed in this Disclosure Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Disclosure Brochure.
Raymond James & Associates, Inc.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals including high net worth individuals, plan participants of pension and profit sharing plans, corporations, other business entities, and insurance companies.

There is a minimum investment of \$25,000 for IMPAC Accounts, although smaller accounts may be accepted based upon the specific circumstances of an account. The advisory fees for IMPAC Accounts are disclosed in Item 5.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
- Long Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- Short Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.
- Short Sales - a securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we primarily recommend mutual funds, exchange traded funds ("ETFs"), as well as individual stocks and bonds. However, we may recommend other types of investments as appropriate for you since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Mutual Funds and Exchange Traded Funds: Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its

weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

Stocks: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Bonds: Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Item 9 Disciplinary Information

Rademacher Financial Inc., has been registered and providing investment advisory services since 1999. Neither our firm nor any of our Associated Persons have any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

Persons providing investment advice on behalf of our firm are registered representatives with RJFS, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. These persons will earn commission-based compensation for selling securities products, which is separate and distinct from the advisory fees you pay our firm. You are under no obligation, contractually or otherwise, to purchase securities products through our Associated Persons in their separate capacity as registered representatives of RJFS. Please refer to the *Fees and Compensation* section above for additional disclosures on this topic.

Persons providing investment advice on behalf of our firm may be investment adviser representatives of Raymond James Financial Services Advisors, Inc. ("RJFSA") an independent SEC-registered investment advisory firm with investment adviser representatives. If you are a client of both our firm and RJFSA, our services and fees are separate and apart from RJFSA's services and fees. You are under no obligation, contractually or otherwise, to use these representatives in their separate capacity as investment advisers of RJFSA. Please refer to the *Fees and Compensation* section above for additional disclosures on this topic.

Persons providing investment advice on behalf of our firm are also licensed insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. We fully expect that clients to whom we provide advisory services will also be clients to whom insurance products are sold. Insurance commissions earned by these persons are separate from our advisory fees. You are under no obligation, contractually or otherwise, to purchase insurance products through our Associated Persons in their separate capacity as licensed insurance agents. Please refer to the *Fees and Compensation* section above for additional disclosures on this topic.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to clients and prospective clients upon request. You may obtain a copy of our Code of Ethics by calling our main number 785-865-5308.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities. In accordance with our fiduciary responsibilities to you, our firm and/or our Associated Persons will generally be "last in" and "last out" for any trading that may occur in securities that are not exempt from federal reporting - e.g. mutual funds and direct obligations of the U.S. Government.

Our firm performs investment advisory services for other clients. We may take action with respect to any of our other clients, which may differ from the advice given or the timing or nature of action taken with respect to your investments. However it is our policy, to the extent practical, to allocate investment opportunities to your account over a period of time on a fair and equitable basis relative to other clients. It is understood that we have no obligation to disclose to you the purchase or sale of any security which we, our principals, affiliates, or employees may purchase or sell for its or their own account or for the accounts of any other client.

Item 12 Brokerage Practices

We recommend the brokerage services of Raymond James Financial Services, Inc. ("RJFS") a securities broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. We believe that RJFS provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by RJFS, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services RJFS provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

We receive marketing dollars from various mutual fund companies that are used for client oriented events. The marketing dollars received are used to benefit all of our client accounts, not just those accounts for which commissions may be considered to have been used to benefit the mutual fund company or our firm.

Persons providing investment advice on behalf of our firm are also registered representatives of Raymond James Financial Services, Inc. ("RJFS"). These individuals are subject to FINRA Conduct Rule 3280 that may restrict them from conducting securities transactions away from RJFS. Therefore, these individuals are generally limited to conducting securities transactions through RJFS and/or its affiliates and their primary clearing firm.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely request that you direct our firm to execute transactions through RJFS. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Persons providing investment advice on behalf of our firm who are registered representatives of RJFS will recommend RJFS to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from RJFS unless RJFS provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through RJFS. It may be the case that RJFS charges higher transactions costs and/or custodial fees than another broker charges for the same types of services. If transactions are executed through RJFS, these individuals (in their separate capacities as registered representatives of RJFS) may earn commission-based compensation as result of placing the recommended securities transactions through RJFS. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker as, we recommend. However, if you do not use RJFS, we may not be able to accept your account. Please see the "Fees and Compensation" section in this Brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

Block Trades

Transactions for each client generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We combine orders for shares of the same securities purchased for discretionary accounts; however, we do not combine orders for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Mutual Fund Share Classes

Mutual funds are sold with different share classes, which carry different cost structures. Each available share class is described in the mutual fund's prospectus. When we purchase, or recommend the purchase of, mutual funds for a client, we select the share class that is deemed to be in the client's best interest, taking into consideration cost, tax implications, and other factors. When the fund is available for purchase at net asset value, we will purchase, or recommend the purchase of, the fund at net asset value. We also review the mutual funds held in accounts that come under our management to determine whether a more beneficial share class is available, considering cost, tax implications, and the impact of contingent deferred sales charges.

However, clients should be aware that our mutual fund selection is limited to selecting only those mutual fund companies that have a selling agreement with Raymond James. As a result, not all mutual funds available to the investing public will be available for investment through Raymond James and clients should not assume that share classes with the lowest available expense ratio are available through the firm. However, Raymond James has selling agreements with over 300 fund companies, offering approximately 6,000 separate mutual funds for potential investment.

Item 13 Review of Accounts

Each IAR is responsible for reviewing his/her client's investment portfolios from a centralized platform. IARs will continuously monitor the underlying securities within client accounts as well as any selected third-party managers/programs and perform at least annual formal account reviews. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Firm-wide investment strategy shifts and significant political and macroeconomic events may also trigger reviews.

We will provide you with additional reports in conjunction with account review meeting(s). Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance. In addition, you will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

BROKERAGE STATEMENT AND PERFORMANCE/BILLING VALUATION DIFFERENCES FOR FEE-BASED ACCOUNTS

The value used to calculate your asset-based advisory fee may differ from the net value shown on the brokerage statement. There are several reasons for these values to differ:

- **Trade Date versus Settlement Date**—The brokerage statement values all securities and cash balances based upon trades not being completed until the settlement date (when the money is due), while the value used for billing is derived from the performance system, which values all securities and cash balances based upon the trade date (initiation of cost basis for performance and tax reporting purposes.) For example, if a recent buy in an account has executed, but not yet settled at quarter end, the trade will still show as a cash position on the brokerage statement. In contrast, the purchased security, and value, will be used for performance and billing calculations.
- **Margin Balances and Short Sales**—Because the brokerage statement reads like a balance sheet, short sells and margin purchases are reflected as liabilities. For example, if a client buys a security on margin (or sells it short), they will have to pay for that security eventually, so it is shown as a liability (negative value) on the brokerage statement. The performance-related value does not view shorts and margin in this manner. Rather, clients who employ margin are in fact utilizing the advisory services of their financial advisor, who in turn is compensated for it. For comparison, a client with a retail commission-based account would be charged a

commission on each margin trade/short sale because in essence a security position that did not exist before has been created. While considered a liability on the brokerage statement, these "new" positions are relevant from a performance and billing perspective and are therefore included for performance and billing purposes. As a result, the use of margin or short sells generally results in the largest discrepancy in terms of value between the brokerage statement and performance/billing values. This can be seen in the fact that a client's brokerage statement "net" liquidation value is reduced by liabilities, while the performance/billing value is increased.

- Options—Clients who write calls or puts, much like short sales, are creating a potential liability by doing so. While a client may understand that the net value of the account reflects what they would receive today if all securities were liquidated, it does not take into account the advisory or commission aspects of the securities that were "created". Again, clients are charged commissions in retail accounts when writing calls or puts because a security is being created. The correlation in a fee-based account is to value the security based upon the liability of the client by taking the absolute value of the short option. For example, a call writer expects the value of a particular security to decrease. If it does, the liability gradually decreases until it becomes zero. By taking the absolute value of the liability (the opposite of the long option) we value the short option based on the client's potential obligation to pay the option holder, and thus more accurately reflect the true "value" of the position.
- Administrative-Only Investments—Clients who hold securities designated as "Administrative-Only" are not assessed advisory fees on these positions. As a result, the Account Value upon which the advisory fee rate is applied will not include the value of these positions, but will be included on the brokerage statement. C-Share mutual funds are an example of Administrative-Only Investments.
- Primary Market Distributions—Clients who purchase initial public offerings and other new issues where Raymond James is a distribution participant will not be assessed advisory fees on these positions for one year from their purchase date. As a result, the Account Value will not include the value of these positions, although they will be reflected on the brokerage statement. Primary market distributions are not available to be purchased in DOL-impacted retirement accounts.

The methodology RFI uses to derive the Account Value is intended to align the calculation of the account performance and advisory fees. Account performance is calculated in a standardized manner, which reflects the initiation and disposition of securities, flows into and out of your account as well as the timing of these flows.

ACCOUNT VALUATION AND PRICING

RFI relies on RJFS to provide pricing services. RJFS relies on third party pricing services to determine the value of client account assets. These values are shown on a client's brokerage statement and are used in preparing the client's performance reports.

While sources used for pricing publicly traded securities are considered by RJFS to be reliable, the process may be based on actual trades, bid/ask information or vendor evaluations. As a result, these prices may or may not reflect the actual trade prices a client may receive in the current market. Pricing for non-publicly traded securities is obtained from a variety of sources, which may include issuer-provided information (such as for limited partnerships, real estate investment trusts and other alternative investments). RJFS cannot guarantee the accuracy, reliability, completeness or availability of this information.

PRICING OF FIXED INCOME SECURITIES

Fixed income securities, including brokered certificates of deposit, are priced using evaluations, which may be matrix- or model-based, and do not necessarily reflect actual trades. These price evaluations suggest current estimated market values, which may be significantly higher or lower than the amount a client would pay (or receive) in an actual purchase (or sale) of the security. These prices, obtained from various sources, assume normal market conditions and are based on large volume transactions.

The bond "market" is largely comprised of dealers that trade over the counter among themselves and very few bonds trade on organized exchanges. While traders are able to trade larger round lot sizes relatively easily (generally for institutional accounts), the process realized for factored mortgage-backed and odd-lot bonds reflects the fact that it is more difficult to obtain a bid for such bonds. Factored mortgage-backed and odd-lot bonds generally exhibit increased dispersion from publicly available pricing, which is typically based on institutional-level pricing. Bond prices are determined by what someone is willing to pay (the "bid") and what the bond owner would like to receive (the "ask"). The difference between the two is referred to as "the spread". With increases in price volatility, this spread may increase, making bond valuation less precise. As a result, bond prices reflected on brokerage statement or available online through RJFS Investor Access portal (or available from RFI) are best efforts estimates and should not be considered as potential sales prices or actual "bids." In cases where there is a need to sell a bond (or bond portfolio), RFI suggests that you contact our office to determine an actual bid(s).

Market prices of fixed income securities may be affected by several risks, including: (i) interest rate risk—a rise (fall) in interest rates may reduce (increase) the value of your investment, (ii) default or credit risk—the issuer's ability to make interest and principal payments, and (iii) liquidity risk—the inability to sell a bond promptly prior to maturity with minimal loss of principal.

Item 14 Client Referrals and Other Compensation

As disclosed under the "Fees and Compensation" section in this Brochure, persons providing investment advice on behalf of our firm are licensed insurance agents, registered representatives and/or investment adviser representatives with RJFS and/or RJFSA. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the "Fees and Compensation" section above.

We do not compensate any individual or firm for client referrals.

Item 15 Custody

We directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Phillip Rademacher at 785-865-5308.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a power of attorney, and/or trading authorization forms. You must grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). Please refer to the "Advisory Business" section in this Brochure for more information under IMPAC.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. However, at your written or verbal request, we may offer you advice regarding the exercise of your proxy voting rights. You will receive proxy materials directly from the account custodian or transfer agent.

Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Item 19 Requirements for State Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to

ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Phillip Rademacher at 785-865-5308 if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be corrected in the trade error account of the executing broker-dealer and you will not keep the profit.

Professional Liability Insurance

We are current with our annual professional liability insurance coverage relating to our investment advisory services as discussed in this Brochure.