

Retirement Plan Services

Part 2A Form ADV

Firm Brochure

Updated: March 31, 2021

This brochure provides information about the qualifications and business practices of Budros, Ruhlin & Roe, Inc. (BRR). If you have any questions about the contents of this brochure, please contact us at (614) 481-6900. 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. BRR is an investment adviser registered with the SEC. References herein to BRR as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Additional information about BRR is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

BRR's last annual update to Part 2A of Form ADV was made on March 30, 2020. Since that last annual amendment filing, there have been no material changes to this Brochure.

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Advisory Business

Budros, Ruhlin & Roe (“BRR”) is an independently owned, fee-only, wealth management firm, founded in 1979. Currently, a majority of its shares are owned by Daniel Roe and John Schuman, and a minority of its shares are owned by seven other employees and the firm.

As of December 31, 2020, BRR managed \$3,019,512,614 of client assets; \$2,902,800,274 on a discretionary basis and \$116,712,340 on a non-discretionary basis. These amounts do not reflect assets under advisement in which BRR provides only investment advice, not execution, including certain individually held accounts as well as certain ERISA plans under Retirement Plan Services. BRR has four service offerings: 1) Wealth Management Services; 2) Investment Management Services; 3) Retirement Plan Services; and 4) GROW with BRR. For further information regarding BRR’s offerings, please see the offering specific brochure.

Retirement Plan Services

BRR provides advisory services to both Defined Contribution plans and Defined Benefit plans. For Defined Benefit plans, BRR provides investment management services in accordance with our investment management services offering and such services are provided by our investment or wealth management teams. For Defined Contribution plans, BRR’s Retirement Plan Services (RPS) team provides all of the services described below with respect to the plan and the plan sponsor.

For Defined Contribution Plans: BRR’s Retirement Plan Services assist plan sponsors with managing and designing their company’s retirement plans. BRR’s Retirement Plan Services provides investment management services to Defined Benefit plans. For Defined Contribution Plans (401(k), Multiple Employer Plan (MEP) 401(k), 403(b), etc.), BRR acts as a Co-fiduciary, along with plan trustees to provide for the best interest of the plan and its participants, by serving as an ERISA 3(21) fiduciary.

Generally, the firm’s services to Defined Contribution Plans consist of assisting employer plan sponsors in establishing, monitoring, and reviewing their company’s participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include investment options, plan structure, and participant education.

RPS offers the following support:

- **Fiduciary guidance** - BRR will assist by helping plan sponsors recognize and understand their responsibilities as fiduciaries of their plan(s). The objective is to educate about the multi-faceted components of being a fiduciary and condensing the fundamental principles into specific actions. This guidance reaches beyond working with only plan sponsors and includes engaging with any employees that may be working on the plan’s administrative duties. Because there is no single defined fiduciary process suitable for every situation our goal is to serve as a co-fiduciary and help plan fiduciaries establish procedures to meet their objectives and then operate within procedural guidelines. BRR’s guidance is not intended to replace the advice of ERISA legal counsel.
- **Plan Investments** - BRR will work with the Plan sponsor in evaluating existing asset classes offered and the suitability of the funds that represent a given asset class, reviewing any existing fund monitoring policies and procedures, and recommending appropriate changes accessible on the plan’s platform.
- **Investment Policy Statement creation** - BRR will assist in the development of an investment policy statement that summarizes: the objective of the plan, the duties of the sponsor and service providers, the asset classes and subsequent funds offered in the plan, and the process for monitoring the investments offered in the plan (excluding any investments held in self-directed brokerage if the feature be offered).
- **Service providers evaluation** - BRR will work with the plan sponsor in the evaluation of all plan service providers and assist in the search and selection process for new providers should it be deemed necessary.
- **Participant education** - BRR will work with the plan sponsor to inform and educate both eligible and not-yet-eligible employees about the numerous advantages of participating in a defined-contribution retirement plan, the plan features, the fundamentals of investing, and other topics that can enhance and employees retirement experience.

In providing services for Defined Contribution plans, BRR does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITs), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs.

For Defined Benefit Plans: BRR's investment management services for Defined Benefit Plans includes working with each client to establish an appropriate investment risk/return profile. Clients typically choose from among seven (7) different portfolio strategies ranging from more conservative strategies to more aggressive strategies. BRR typically manages each portfolio strategy on a discretionary basis. Each portfolio is managed in accordance with a written investment policy statement, which can impose reasonable restrictions on BRR's discretionary management.

Clients who determine to engage BRR on a non-discretionary investment advisory basis must be willing to accept that BRR cannot affect any account transactions without obtaining prior consent to such transaction(s) from the client. Thus, in the event that BRR would like to execute a transaction for a client's account (including in the event of an individual holding or general market correction), and the client is unavailable, BRR will be unable to effect the account transaction(s) (as it would for its discretionary clients) without first obtaining the client's verbal consent.

In performing any of these services, BRR shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her responsibility to promptly notify BRR if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising BRR's previous recommendations and/or services.

A copy of BRR's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client before, or contemporaneously with, the execution of a services agreement. The Brochure provided shall correspond to the services rendered to that particular client.

Fees and Compensation

BRR has separate fee schedules for each of its service offerings. For further information on the fees and services of other BRR service offerings, please see the offering specific brochures: Wealth Management & Investment Management; or GROW with BRR.

Retirement Plan Services Fees: RPS fees are negotiable and will vary among different clients. Variable fees will range from 0.10% to 0.75% of plan assets. Factors that may be considered in determining the fee include the scope of services to be provided, the number of plan participants, the number of participant workplaces, the geographical location(s) of participant workplaces, and other objective and subjective factors. As a result of these factors, similarly situated clients could pay diverse fees, and the services similar to those to be provided by BRR to any particular plan could be available from other advisors at lower fees. All current and prospective plan clients should be guided accordingly.

RPS clients are subject to a minimum quarterly fee of \$1,250.00. A client's Retirement Plan Services Agreement will provide information as to fees in the event that the calculated fee is less than the minimum quarterly fee. In certain instances, depending on the client's needs and the services to be performed by BRR, a different fee schedule may be negotiated with a client. Each client's specific fee schedule, including minimum amount provisions, will be outlined in their Services Agreement.

BRR calculates Plan investment management and/or advisory fees quarterly. Defined Benefit and Defined Contribution plan advisory fees are based on the asset values at the beginning of the quarterly billing period. Invoices are created quarterly. RPS advisory fees for Defined Contribution plans are payable in arrears. For Defined Benefit plans, investment management fees are payable in advance, however, are not required to be prepaid six (6) months or more in advance.

The RPS Advisory Agreement between BRR and the client will continue in effect until terminated by either party by written notice in accordance with the terms of such Agreement. Upon termination, BRR shall prorate the advisory fee, if any, based upon the number of days that services were provided during the quarterly billing period or until an agreed upon termination date. Clients have the option to either authorize BRR to deduct fees automatically from their plan accounts, or clients may request to have BRR invoices be paid by check.

As discussed below, unless the client directs otherwise or an individual client's circumstances require, BRR shall generally recommend that Charles Schwab & Co., Inc. ("Schwab") serve as the broker-dealer and custodian for client investment assets. Broker-dealers such as Schwab charge brokerage commissions and/or transaction fees for affecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to BRR's fee, clients may also incur brokerage commissions and/or transaction fees, relative to mutual funds and exchange traded funds, charges imposed at the fund or manager level (e.g. management fees and other fund expenses).

Performance Based Fees and Side-by-Side Management

BRR does not charge any performance-based fees. Some investment advisors experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to BRR.

Types of Clients

BRR provides retirement plan advisory services to 401(k) plans, profit sharing plans, and pension plans as well as other qualified defined contribution plans. For defined benefit plans, BRR provides investment management services.

BRR's Retirement Plan Services minimum account size is generally \$500,000.00. However, BRR may, in its discretion, accept accounts smaller than \$500,000.00.

Methods of Analysis, Investment Strategies and Risk of Loss

For Defined Contribution plans, BRR's RPS advisory team acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. BRR has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though engaging BRR's RPS Team can help the plan sponsor delegate liability by following a diligent process.

The RPS advisory team can provide the follow fiduciary services:

- Provide non-discretionary investment advice to the client about asset classes and investment alternatives available for the plan in accordance with the Plan's investment policies and objectives. client will make the final decision regarding the initial selection, retention, removal and addition of investment options.
- Assist the client in the development of an Investment Policy Statement ("IPS"). The IPS establishes the investment policies and objectives for the plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the plan or who have otherwise failed to make investment elections.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.

RPS will meet with clients on a periodic basis to discuss the reports and the investment recommendations.

The RPS advisory team can provide the following non-fiduciary services:

- Assist in the education of plan participants about general investment information and the investment alternatives available under the plan. Plan clients understand that RPS's assistance in education of the plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, BRR is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the plan participants. Further, RPS will not provide investment advice or specific recommendations to plan participants concerning the appropriateness or suitability of any investment option or combination of investment options within the plan.

- Assist in the group enrollment meetings designed to increase retirement plan participation and financial understanding by the employees.

For Defined Benefit plans, BRR provides investment management services. The firm's investment committee is responsible for setting strategy for all client portfolios. The committee consists of members of the firm's Board of Directors, members of the firm's Executive Team, and members of the Central Portfolio Team. The investment committee is led by the Chief Investment Officer and meets at least quarterly to discuss strategy, client portfolio performance, existing and prospective investments, and asset allocations for portfolios.

BRR's investment process begins with the creation of an investment policy statement for each client portfolio. It is drafted with the input of the client and is based on the client's objectives for the retirement plan. Asset allocation strategies currently includes the following asset classes: domestic equities, international equities, global fixed income, alternative investments, commodities and real estate. Investment vehicles within each asset class can include individual securities, open-end mutual funds, and exchange traded funds (ETFs).

Each asset class to be utilized in a portfolio will have a stated target allocation, but the strategy and investment policy statement will allow for some variation around the targeted allocation. This not only allows for day-to-day market volatility, but also for BRR to express current views by overweighting and underweighting asset class allocations. Within each asset class, fundamental analysis is prepared and reviewed for all investment securities recommended for client portfolios. This analysis varies depending on the security in question.

For mutual funds and ETFs, the analysis generally includes a review of:

- management team;
- historical risk and return characteristics;
- sector and security exposures;
- marketability and liquidity issues;
- fee structure; and
- any other factors considered relevant.

For stocks and bonds, where BRR is making final purchase or sale decisions, the review may include:

- external research prepared by non-affiliated firms;
- the potential impact of that position on the return of the portfolio; and
- historical and expected performance and volatility.

BRR attempts to educate clients on the risks associated with investments, and the need to have a relatively long-term time horizon when investing in "risk" assets. The firm also educates on the importance of constructing diversified portfolios that allow for investments in companies and governments around the globe.

On a discretionary basis, BRR may engage other fund managers or managers who engage in option writing for which it will not seek client consent.

BRR has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, BRR will review client portfolios on an ongoing basis to determine if any changes are necessary. Changes may be based upon various factors, including, but not limited to, investment performance, mutual fund manager tenure, style drift, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when BRR determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by BRR will be profitable or equal any specific performance level(s).

Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by BRR) will be profitable or equal any specific performance level(s). **Please Note:** Investing in securities involves risk of loss that clients should be prepared to bear.

Mutual Funds. BRR may recommend that clients allocate investment assets to publicly available mutual funds that the client could obtain without engaging BRR as an investment advisor. However, if a client or prospective client determines to access such mutual funds themselves, then the client or prospective client will not receive BRR's initial and ongoing investment advisory services.

Alternatively, BRR may be able to access institutional share classes not typically available to the public (or retail clients). Specifically, mutual funds, issued by Dimensional Fund Advisors (“DFA”), are generally only available through selected registered investment advisors. BRR may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of BRR’s services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA and/or other funds may apply.

Disciplinary Information

Neither BRR nor any of its employees have been involved in any legal or disciplinary events in the past 10 years that would be material to a client’s evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Daniel Roe serves on the PIMCO RIA Advisory Board (“The Board”). BRR does currently recommend mutual fund and private investments managed and distributed by, PIMCO. The Board consists of approximately 18 representatives of independent investment advisory firms who have been invited by PIMCO management to participate in meetings and discussions of how PIMCO may better serve their RIA clients. The board serves as a forum for new product ideas as well as a sounding board for PIMCO to learn how to better support the registered investment advisor community. Board members are asked to serve for one three-year term, but the duration can be extended. Daniel Roe’s term ended in the Fall of 2017 but has been temporarily extended. Board members enter nondisclosure agreements with PIMCO under which they agree not to disclose confidential information shared with them. Board members are not compensated by PIMCO for their service, but PIMCO does pay for or reimburse Board members’ travel, lodging, meals and other incidental expenses incurred in attending Board meetings, expected to be held twice a year. Members receive additional access to key PIMCO investment personnel which may be beneficial in performing due diligence on investment strategies.

Otherwise, BRR and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

BRR has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires BRR and its employees to act in clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. BRR’s restrictions on personal securities trading apply to employees, as well as employees’ family members living in the same household. A copy of BRR’s code of ethics is available upon request.

BRR maintains a watch list of securities for which employees must obtain pre-clearance from the Chief Compliance Officer prior to executing personal security transactions in those securities. The Chief Compliance Officer does not grant pre-clearance where it would appear that an employee’s trading could disadvantage BRR’s clients or have the appearance of insider trading.

BRR does not recommend buys or sells of securities for client accounts, in which any employee of, or any related party of, BRR, has a material financial interest.

BRR, and/or its representatives, may buy or sell securities, at or around the same time, as those same securities are recommended to clients. This practice may create a situation where BRR and/or its representatives are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as “scalping” (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if BRR did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of BRR’s clients) and other potentially abusive practices.

BRR has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of its “Access Persons”. BRR’s securities transaction policy requires that an Access Person of BRR must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person’s current securities holdings at least once each twelve (12) month period thereafter on a date BRR selects.

Brokerage Practices

When serving as an investment manager to a Defined Benefit plan, BRR generally recommends that clients arrange for their assets to be held with Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer, member SIPC. Although BRR may recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab by entering into an account agreement directly with Schwab. BRR does not open such accounts for its clients, although it will assist in the preparation of the paperwork. BRR is independently owned and operated and not affiliated with Schwab.

For BRR clients' accounts maintained in Schwab's custody, Schwab will hold client assets in a brokerage account and buy and sell securities when BRR (or the client) instructs them to do so. Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

BRR has managed client assets held at Schwab for many years and has found Schwab to offer good services at competitive prices. Subject to the following provisions, a client would have a similar relationship and fee arrangement with a broker-dealer other than Schwab.

Research and Additional Benefits

Schwab also makes available to BRR other products and services that benefit BRR but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of BRR's accounts, including accounts not maintained at Schwab.

Currently, BRR's receipt of products and services from Schwab and other brokers is not tied to the level of commissions generated for such brokers, or the amount of client assets that are custodied at such brokers. If BRR were to enter into such an arrangement with any broker, it will be fully disclosed to clients. Furthermore, BRR does not believe that clients whose accounts are held by Schwab bear any additional costs in connection with BRR's receipt of the products and services.

Schwab's products and services that assist BRR in managing and administering clients' accounts include software and other technology that: provide access to client account data (such as trade confirmations and account statements); facilitate trade execution and allocate aggregate trade orders for multiple client accounts; provide research, pricing information and other market data; facilitate payment of BRR's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting.

Schwab also makes available to BRR other services intended to help BRR manage and further develop its business enterprise. These services may include consulting, education events, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to BRR by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to BRR.

While as a fiduciary, BRR endeavors to act in its clients' best interests, BRR's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to BRR of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. Also, some of the products and services listed above benefit clients whose accounts are held by other broker-dealer/custodians, which could create a conflict of interest between the clients at Schwab, who are indirectly paying for the products and services, and the clients at other broker-dealer/custodians who may benefit from the products and services.

The Selection of Trading Counterparties

BRR can trade accounts held at Schwab using other broker/dealers. Even though Schwab may charge clients trade-away fees, BRR believes that the benefits from trading stocks, mutual funds, or ETFs with other brokers outweighs any such fees. The availability and pricing of bonds varies widely. Prior to placing a bond trade, BRR may solicit bids from several dealers, then arrange to execute the trade with the dealer that offers sufficient liquidity and the most favorable pricing.

For clients who elect to have their accounts held by firms other than Schwab, BRR's approach is generally to

trade stocks, mutual funds, and ETFs with the chosen broker-dealer/custodian, and to trade bonds with the dealer that offers sufficient liquidity and the most favorable pricing.

Some clients' accounts are relatively small, in which case the broker-dealer/custodian may not allow BRR to trade through other firms. Other clients may specifically request that their accounts only be traded through a particular broker/dealer. BRR trades these accounts through the firm chosen by the client, which limits BRR's ability to seek best execution. Trading restrictions may result in materially higher trading costs and reduced returns.

Best Execution Reviews

BRR has a fiduciary duty to seek best execution for client securities transactions. Best execution takes into account many factors in the execution of transactions other than simply cost. BRR's investment committee evaluates the pricing and services offered by Schwab and other trading counterparties with those offered by other reputable firms. BRR has sought to make a good-faith determination that Schwab and other chosen trading counterparties provide clients with good services at competitive prices. However, clients should be aware that this determination could have been influenced by BRR's receipt of products and services from Schwab. Historically, BRR has concluded that Schwab is as good as, or better than, the other firms that have been considered. BRR would notify its clients if it were to determine that another firm offered better pricing and services than Schwab. If a client directs BRR to utilize a different broker, such direction may negatively impact the ability to obtain best execution for such client's securities transactions, as BRR's ability to negotiate price, commissions and execution may be limited or eliminated.

Aggregated Trades

BRR may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts it manages. In such event the average price of all securities purchased or sold in such transactions may be determined and a client may be charged or credited, as the case may be, the average transaction price. As a result, however, the price may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other accounts. BRR may also cause a client to buy or sell securities directly from or to another client, if such cross-transaction is in the interest of both such clients.

Brokerage Client Referral Arrangements

BRR does not currently participate in any client referral programs with Schwab or any other broker-dealer/custodian.

Review of Accounts

Client portfolios under RPS are monitored on an ongoing basis by the Chief Investment Officer (or another member of the investment team), Senior Portfolio Advisor, or firm's Director of Portfolio Research. Each review is designed to determine if the client portfolio is in compliance with the investment policy statement, and that the asset allocation and investment selections for each asset class are as specified by the investment committee. Each client portfolio is reviewed on at least a quarterly basis. Reviews of client accounts will also be triggered if a client deposits or withdraws meaningful amounts to or from the portfolio, changes his or her investment objectives, or if the market, political, or economic environment changes materially.

Clients receive account statements directly from their chosen broker-dealer/custodian on at least a quarterly basis. BRR provides quarterly customized reports to supplement these custodial statements and may provide reports at other times upon a client's request. Clients should carefully review the broker-dealer/custodian's statements and should compare these statements to the reports provided by BRR.

Customized reports from BRR, as well as other documents, are delivered to clients electronically through a secure client portal website suite called Client Online Relationship Experience ("iCORE"). Each client has their own portal that is accessed by the client pursuant to a client username and a client selected password. All reports and document files during transport (either upload or download) across the internet and while stored on the site are encrypted for client security purposes. In addition, clients may upload document files to their iCORE portal for delivery to BRR or to store electronically. Clients may elect not to have an iCORE portal in which reports, and documentation will be delivered to clients via encrypted email, fax or regular mail.

Client Referrals and Other Compensation

If a client is introduced to BRR by either an unaffiliated or an affiliated solicitor, BRR may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and

any corresponding state securities law requirements. Any such referral fee shall be paid solely from BRR's wealth management, investment management or retirement plan advisory fee, and shall not result in any additional charge to the client. If the client is introduced to BRR by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of BRR's written ADV brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between BRR and the solicitor, including the compensation to be received by the solicitor from BRR.

As described above, BRR does not currently participate in any client referral programs with Schwab or any other broker-dealer/custodian. However, BRR has participated in such programs in the past and is continuing to pay a portion of its advisory fees to Schwab for certain legacy accounts in connection with Schwab's referral of those clients to BRR.

Other than the previously described products and services that BRR receives from Schwab, BRR does not receive any other economic benefits (i.e. 12b-1 fees or commissions) from non-clients in connection with the provision of investment advice to clients.

Custody

All client accounts are held in custody by unaffiliated broker-dealers/custodians or banks. Under Rule 206(4)-2 under the Investment Advisers Act of 1940 (the "Custody Rule"), BRR is deemed to have custody of client assets in certain circumstances: 1) where BRR has the ability to withdraw advisory fees from client accounts; 2) where clients maintain standing letters of authorization to move money to third parties under their agreements with qualified custodians; and 3) where clients have granted permission to manage their accounts held at qualified custodians other than Schwab through granting BRR Limited Power of Attorney for those accounts.

BRR adheres to the regulatory requirements and safeguards described in the Custody Rule and related regulatory guidance with respect to the custody of client funds and securities. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian. BRR may also provide a written periodic report summarizing account activity and performance. Clients should carefully review these statements, and clients are urged to compare these statements to any account information provided by BRR for accuracy of all information, including the accurate deduction of fees.

For clients who have established asset transfer authorizations, such arrangements are disclosed on Form ADV Part 1, Item 9. BRR follows the protocols discussed in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, and, accordingly, these arrangements are not subject to annual surprise examination by an independent accounting firm.

Finally, with respect to custody arising from the Limited Power of Attorney arrangements described above, BRR reports such arrangements on Form ADV, Part 1, and these client accounts are subject to an annual surprise examination by an independent accounting firm. The results of such examinations are filed directly with the SEC.

Investment Discretion

BRR has investment discretion over nearly all clients' accounts when providing investment management services. Clients grant BRR trading discretion through the execution of a limited power of attorney with the account broker-dealer/custodian. BRR will not have investment discretion when serving as an ERISA 3(21) fiduciary to a Defined Contribution Plan.

Clients can place reasonable restrictions on BRR's investment discretion by noting such restrictions on the investment policy statement. For example, some clients have asked BRR not to sell certain securities where the client has a particularly low tax basis or wishes to maintain an investment position.

Voting Client Securities

BRR or RPS do not handle the voting of client securities for retirement plan clients.

Financial Information

BRR does not solicit fees of more than \$1,200.00 per client six months or more in advance, has never filed for



bankruptcy, and is not aware of any financial condition that is expected to affect its ability to manage client accounts.