

**Item 1: Cover Page**  
**Part 2A Appendix 1 of Form ADV: Wrap Fee Program Brochure**  
**March 2021**

**Rosenthal Advisory Services Wrap Program**

**Sponsored by:**



**1408 Montgomery St,  
Fort Worth, TX 76107**  
**[www.RRP.com](http://www.RRP.com)**

**Firm Contact:**  
**William Burk Rosenthal**  
**Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of Rosenthal Advisory Services, LP dba Rosenthal Advisory Services. If clients have any questions about the contents of this brochure, please contact us at 817-336-2000 or [Burk@RRP.com](mailto:Burk@RRP.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority. Additional information about our firm is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching CRD #114533.

Please note that the use of the term "registered investment adviser" and description of our firm and/or our associates as "registered" does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise clients for more information on the qualifications of our firm and our employees.

## **Item 2: Material Changes**

Rosenthal Advisory Services, LP dba, Rosenthal Advisory Services or Rosenthal Retirement Planning ("RAS" or "RRP") is required to make clients aware of information that has changed since the last annual update to the Firm Brochure ("Brochure") and that may be important to them. Clients can then determine whether to review the brochure in its entirety or to contact us with questions about the changes.

Since our last annual Amendment Filing on March 19, 2020 our firm wishes to disclose the following:

Our firm has moved office from 100 East 15<sup>th</sup> Street, Suite 100, Fort Worth, TX 76102 to 1408 Montgomery St, Fort Worth, TX 76107.

Our firm has applied for, and obtained, financial assistance by participating in the Paycheck Protection Program ("PPP") established by the U.S. Small Business Administration ("SBA"). Please see item 9 of this brochure for additional information.

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## Item 4: Services, Fees & Compensation

Our firm is dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm was founded as a sole proprietorship formed under the laws of the State of Texas in 1996 and subsequently converted to a Limited Partnership in 2005 and has been continuously acting as a Registered Investment Adviser since its inception. The General Partner and Control Entity for Rosenthal Advisory Services, LP ("RAS") is Rosenthal Management Services, LLC (1%). The owner/member of Rosenthal Management Services, LLC is the William Burk Rosenthal Living Trust U/T/D December 3, 2014 (William Burk Rosenthal, Trustee) (99%).

Our firm manages assets for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing the client. Our firm has established a service-oriented advisory practice with open lines of communication. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

Our firm sponsors and offers a wrap fee program, which allows clients to pay a single fee for investment advisory services and associated custodial transaction costs. Transaction fees will be paid by our firm via individual transaction charges. Because our firm absorbs client transaction fees, an incentive exists to limit trading activities in client accounts.

LPL Financial offers a trading platform with select exchange traded funds ("ETFs") that do not charge transaction fees. The no-transaction-fee ETF trading platform is available to clients participating in LPL Financial's Strategic Wealth Management ("SWM") and Strategic Asset Management ("SAM") programs. Since our firm pays the transaction fees charged by LPL Financial to clients participating in our wrap fee program, we are incentivized to recommend no-transaction-fee ETFs over other types of securities and ETFs in order to reduce our costs. This presents a conflict of interest because the limited number of ETFs available on the no-transaction fee platform may have higher overall expenses than other types of securities and ETFs not included in the platform. In addition, other major custodians have eliminated transaction fees for all ETFs and U.S. equities.

### **Our Wrap Advisory Services**

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#### **Wrap Comprehensive Portfolio Management:**

As part of our Wrap Comprehensive Portfolio Management service, clients will be provided asset management and financial planning or consulting services. This service is designed to assist clients in meeting their financial goals through the use of a financial plan or consultation. Our firm conducts client meetings to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what is learned, an investment approach is presented to the client, consisting of individual stocks, bonds, ETFs, options, mutual funds and other public and private securities or investments. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced based upon the client's individual

needs, stated goals and objectives. Upon client request, our firm provides a summary of observations and recommendations for the planning or consulting aspects of this service.

### **Fee Schedule**

<b>Assets Under Management</b>	<b>Annual Percentage of Assets Charge</b>
\$0 to \$99,999.99	1.600%
Next \$150,000	1.500%
Next \$250,000	1.400%
Next \$250,000	1.200%
Next \$500,000	1.000%
Next \$750,000	0.800%
Next \$3,000,000	0.700%
Assets In Excess of \$5,000,000	0.600%

The fee to be assessed to each account will be detailed in the client's signed advisory agreement, LPL Account Application or LPL Tiered Fee Authorization form. Fees are billed on a pro-rata basis quarterly in advance based on the value of the account(s) on the last day of the previous quarter. Fees are negotiable and will be deducted from the account(s). If accounts are opened during the quarter, the pro-rata advisory fees will be deducted during the next regularly scheduled billing cycle. In rare cases, our firm will agree to direct bill clients. As part of this process, Clients understand the following:

- a) LPL, as the client's custodian, sends statements at least quarterly, showing all disbursements for each account, including the amount of the advisory fees paid to our firm;
- b) Client provides authorization permitting LPL to deduct these fees or provides the authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to LPL;
- c) If LPL calculates the advisory fees for a client's schedule(s), LPL will deduct them from the client's account. Furthermore, if our firm sends a copy of our invoice to the client, a legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Our firm may also aggregate the account value of a household in order to meet a different advisory fee tier and therefore reduce the advisory fee paid by clients.

### **Other Types of Fees & Expenses:**

In addition to our advisory fees above, clients may also pay holdings charges imposed by the chosen custodian for certain investments, charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Our firm does not receive a portion of these fees.

### **Termination and Refunds:**

Either party may terminate the signed advisory agreement at any time. Upon receipt of your notice of termination, LPL will process a pro-rated refund of the unearned portion of the advisory fees charged in advance at the beginning of the quarter.

#### **Wrap Fee Program Recommendations:**

Our firm does not recommend or offer the wrap program services of other providers.

#### **Regulatory Assets Under Management**

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As of December 31, 2020 our firm manages \$188,637,463 on a discretionary basis.

### **Item 5: Account Requirements & Types of Clients**

Our firm has the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Corporations, Limited Liability Companies and/or Other Business Types

Our requirements for opening and maintaining accounts or otherwise engaging us:

- Our firm requires a minimum account balance of \$500,000 for our Wrap Comprehensive Portfolio Management. Generally, this minimum account balance requirement is not negotiable and would be required throughout the course of the client's relationship with our firm. Exceptions may be granted on a case-by-case basis at the firm's management discretion.
- Households have the opportunity to aggregate the sum of accounts in order to meet the minimum account balance.

### **Item 6: Portfolio Manager Selection & Evaluation**

#### **Selection of Portfolio Managers:**

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Our firm does not utilize outside portfolio managers. All accounts are managed by Burk Rosenthal the Owner and President of our firm with the assistance of the Rosenthal Advisory Services Team. Prior to becoming licensed with our firm, each Investment Advisor Representative's ("IAR") industry experience, licensure, outside business activities, client complaints (if any), disciplinary or regulatory history (if any) and financial well-being will be reviewed. Each IAR will then have a Form U4 and ADV Part 2B on file with our firm.

#### **Advisory Business:**

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Information about our wrap fee services can be found in Item 4 of this brochure. Our firm offers individualized investment advice to our Wrap Comprehensive Portfolio Management clients.

Each Wrap Comprehensive Portfolio Management client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

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**Participation in Wrap Fee Programs:**

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Our firm only offers wrap fee accounts to our clients, which are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc.

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**Performance-Based Fees & Side-By-Side Management:**

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Our firm does not charge performance-based fees.

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**Voting Client Securities:**

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Our firm does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, our firm will forward them to the appropriate client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

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**Methods of Analysis**

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Our firm uses Fundamentals as the primary method of Analysis.

**Fundamental Analysis:** The analysis of a business's financial statements (usually to analyze the business's assets, liabilities, and earnings), health, and its competitors and markets. When analyzing a stock, futures contract, or currency using fundamental analysis there are two basic approaches one can use: bottom-up analysis and top-down analysis. The terms are used to distinguish such analysis from other types of investment analysis, such as quantitative and technical. Fundamental analysis is performed on historical and present data, but with the goal of making financial forecasts. There are several possible objectives: (a) to conduct a company stock valuation and predict its probable price evolution; (b) to make a projection on its business performance; (c) to evaluate its management and make internal business decisions; (d) and/or to calculate its credit risk; and (e) to find out the intrinsic value of the share.

When the objective of the analysis is to determine what stock to buy and at what price, there are three basic methodologies investors rely upon: (a) Fundamental analysis maintains that markets may misprice a security in the short run but that the "correct" price will eventually be reached. Profits can be made by purchasing the mispriced security and then waiting for the market to recognize its "mistake" and reprice the security.; (b) Technical analysis maintains that all information is reflected already in the price of a security. Technical analysts analyze trends and believe that sentiment changes predate and predict trend changes. Investors' emotional responses to price movements lead to recognizable price chart patterns. Technical analysts also analyze historical trends to predict future price movement. Investors can use one or both of these different but complementary methods for stock picking. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.; and (c) Quantitative analysis which is the use of models, or algorithms, to evaluate assets for

investment. The process usually consists of searching vast databases for patterns, such as correlations among liquid assets or price-movement patterns (trend following or mean reversion).

### **Investment Strategies We Use**

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We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Long-Term Purchases (Securities Held At Least a Year);
- Short Term Purchases (Securities Sold Within a Year);
- Tactical Asset Allocation: Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

### **Preferred Securities & Risk of Loss**

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We prefer to invest our advisory clients in the following securities in managing client accounts, provided that such securities are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Exchange-listed securities
- OTC traded securities
- Foreign Issues
- Corporate Debt Securities (other than commercial paper)
- Certificates of Deposit
- Municipal Securities
- Variable Life Insurance
- Variable Annuities
- Mutual Funds
- United States Government Securities
- Real Estate Investment Trusts (REITs)

**Corporate Debt & Municipal Securities:** Debt is issued by federal, state and foreign governments, municipalities and corporations to finance their operations. Debt obligations offer limited participation in the upside of a business. In exchange holders receive interest and a position that is generally senior to equity in a bankruptcy. Municipal securities are backed by either the full faith and credit of the issuer (General Obligation) or by revenue generated by a specific project (Revenue) for which the securities were issued. The latter type of securities could quickly lose value or even become virtually worthless if the expected project revenue does not meet expectations.

**Debt Securities (Bonds):** Issuers use debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In



general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. Bonds with longer rates of maturity tend to have greater interest rate risks.

Certain additional risk factors relating to debt securities include: (a) When interest rates are declining, investors have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.; (b) Inflation causes tomorrow's dollar to be worth less than today's; in other words, it reduces the purchasing power of a bond investor's future interest payments and principal, collectively known as "cash flows." Inflation also leads to higher interest rates, which in turn leads to lower bond prices.; (c) Debt securities may be sensitive to economic changes, political and corporate developments, and interest rate changes. Investors can also expect periods of economic change and uncertainty, which can result in increased volatility of market prices and yields of certain debt securities. For example, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices. (d) Debt securities may contain redemption or call provisions entitling their issuers to redeem them at a specified price on a date prior to maturity. If an issuer exercises these provisions in a lower interest rate market, the account would have to replace the security with a lower-yielding security, resulting in decreased income to investors. Usually, a bond is called at or close to par value. This subjects investors who paid a premium for their bond risk of lost principal. In reality, prices of callable bonds are unlikely to move much above the call price if lower interest rates make the bond likely to be called.; (e) If the issuer of a debt security defaults on its obligations to pay interest or principal or is the subject of bankruptcy proceedings, the account may incur losses or expenses in seeking recovery of amounts owed to it.; (f) There may be little trading in the secondary market for particular debt securities, which may affect adversely the account's ability to value accurately or dispose of such debt securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of debt securities.

Our firm attempts to reduce the risks described above through diversification of the client's portfolio and by credit analysis of each issuer, as well as by monitoring broad economic trends and corporate and legislative developments, but there can be no assurance that our firm will be successful in doing so. Credit ratings for debt securities provided by rating agencies reflect an evaluation of the safety of principal and interest payments, not market value risk. The rating of an issuer is a rating agency's view of past and future potential developments related to the issuer and may not necessarily reflect actual outcomes. There can be a lag between the time of developments relating to an issuer and the time a rating is assigned and updated.

**Equity Securities:** Equity securities represent an ownership position in a company. Equity securities typically consist of common stocks. The prices of equity securities fluctuate based on, among other things, events specific to their issuers and market, economic and other conditions. For example, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices. There may be little trading in the secondary market for particular equity securities, which may adversely affect our firm's ability to value accurately or dispose of such equity securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of equity securities. Investing in smaller companies may pose additional risks as it is often more difficult to value or dispose of small-company stocks, more difficult to obtain information about smaller companies, and the prices of their stocks may be more volatile than stocks of larger, more established companies. Clients should have a long-term perspective and, for example, be able to tolerate potentially sharp declines in value.

**Exchange Traded Funds (“ETFs”):** An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) whose primary objective is to achieve the same return as a particular market index. The vast majority of ETFs are designed to track an index, so their performance is close to that of an index mutual fund, but they are not exact duplicates. A tracking error, or the difference between the returns of a fund and the returns of the index, can arise due to differences in composition, management fees, expenses, and handling of dividends. ETFs benefit from continuous pricing; they can be bought and sold on a stock exchange throughout the trading day. Because ETFs trade like stocks, you can place orders just like with individual stocks - such as limit orders, good-until-canceled orders, stop-loss orders, etc. They can also be sold short. Traditional mutual funds are bought and redeemed based on their net asset values (“NAV”) at the end of the day. ETFs are bought and sold at the market prices on the exchanges, which resemble the underlying NAV but are independent of it. However, arbitrageurs will ensure that ETF prices are kept very close to the NAV of the underlying securities. Although an investor can buy as few as one share of an ETF, most buy in board lots. Anything bought in less than a board lot will increase the cost to the investor. Anyone can buy any ETF no matter where in the world it trades. This provides a benefit over mutual funds, which generally can only be bought in the country in which they are registered.

One of the main features of ETFs is their low annual fees, especially when compared to traditional mutual funds. The passive nature of index investing, reduced marketing, and distribution and accounting expenses all contribute to the lower fees. However, individual investors must pay a brokerage commission to purchase and sell ETF shares; for those investors who trade frequently, this can significantly increase the cost of investing in ETFs. That said, with the advent of low-cost brokerage fees, small or frequent purchases of ETFs are becoming more cost efficient. Since our firm only manages client assets on a Wrap fee basis, we pay these transaction fees on behalf of clients. Furthermore, LPL Financial offers a trading platform with select exchange traded funds (“ETFs”) that do not charge transaction fees. This presents a conflict of interest because the limited number of ETFs available on the no-transaction fee platform may have higher overall expenses than other types of securities and ETFs not included in the platform.

**Mutual Funds:** A mutual fund is a company that pools money from many investors and invests that money in a variety of differing security types based on the objectives of the fund. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor’s proportionate ownership of the fund’s holdings and the income those holdings generate. The price that investors pay for mutual fund shares are the fund’s per share net asset value (“NAV”) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads).

The benefits of investing through mutual funds include: (a) Mutual funds are professionally managed by an investment adviser who researches, selects, and monitors the performance of the securities purchased by the fund; (b) Mutual funds typically have the benefit of diversification, which is an investing strategy that generally sums up as “Don’t put all your eggs in one basket.” Spreading investments across a wide range of companies and industry sectors can help lower the risk if a company or sector fails. Some investors find it easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds.; (c) Some mutual funds accommodate investors who do not have a lot of money to invest by setting relatively low dollar amounts for initial purchases, subsequent monthly purchases, or both.; and (d) At any time, mutual fund investors can readily redeem their shares at the current NAV, less any fees and charges assessed on redemption.

Mutual funds also have features that some investors might view as disadvantages: (a) Investors must pay annual fees, and other expenses regardless of how the fund performs. Depending on the timing

of their investment, investors may also have to pay taxes on any capital gains distributions they receive. This includes instances where the fund performed poorly after purchasing shares.; (b) Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.; and (c) With an individual stock, investors can obtain real time (or close to real time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

When investors buy and hold an individual stock or bond, the investor must pay income tax each year on the dividends or interest the investor earns. However, the investor will not have to pay any capital gains tax until the investor actually sells and makes a profit. Mutual funds, however, are different. When an investor buys and holds mutual fund shares, the investor will owe income tax on any ordinary dividends in the year the investor receives or reinvests them. Moreover, in addition to owing taxes on any personal capital gains when the investor sells shares, the investor may have to pay taxes each year on the fund's capital gains. That is because the law requires mutual funds to distribute capital gains to shareholders if they sell securities for a profit, and cannot use losses to offset these gains.

**Variable Annuities ("VAs"):** A variable annuity is a type of annuity contract that allows for the accumulation of capital on a tax-deferred basis. As opposed to a fixed annuity that offers a guaranteed interest rate and a minimum payment at annuitization, variable annuities offer investors the opportunity to generate higher rates of returns by investing in equity and bond subaccounts. If a variable annuity is annuitized for income, the income payments can vary based on the performance of the subaccounts. Risks associated with VAs may include:

- Taxes and federal penalties for early withdrawal
- Earnings taxed at ordinary income tax rates
- Mortality expense to compensate the insurance company for insurance risks
- Fees and expenses imposed for the subaccounts
- Other features with additional fees and charges
- Investment losses

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, and that their assets are appropriately diversified in investments. Clients are encouraged to ask our firm any questions regarding their risk tolerance.

**Treasury Bill ("T-Bill"):** T-Bills, are short-term debt instruments issued by the U.S Treasury. T-Bills are issued for a term of one year or less and are backed by the full faith and credit of the United States government. The T-Bill rate is a key barometer of short-term interest rates. Treasury bills are sold with maturities of four, thirteen, twenty-six and fifty-two weeks. They do not pay interest, but rather are sold at a discount to their face value. The full-face value is paid at maturity, and the difference between the discounted purchase price and the full-face value equates to the interest rate. T-Bills are sold in increments of \$100, with a minimum purchase of \$100. With the exception of 52-week bills

and cash management bills, all T-Bills are auctioned every week. The 52-week bill is auctioned every four weeks and cash management bills are issued in variable terms, usually only a matter of days. You can hold a bill until it matures or sell it before it matures. The bonds are initially sold through auction in which the maximum purchase amount is \$5 million if the bid is noncompetitive or 35% of the offering if the bid is competitive. A competitive bid states the rate the bidder is willing to accept; it is accepted depending on how it compares to the set rate of the bond. A noncompetitive bid ensures the bidder gets the bond but he has to accept the set rate. After the auction, the bonds can be sold in the secondary market.

**Treasury Bond ("T-Bond"):** A T-Bond is a marketable, fixed-interest U.S. government debt security with a maturity of more than 10 years. T-Bonds make interest payments semiannually, and the income received is only taxed at the federal level. Treasury bonds are issued by the U.S. government with very little risk of default. T-Bonds are a type of debt issued by the U.S. Department of the Treasury to finance the government's spending activities. The securities vary by maturity and coupon payments. T-Bonds are issued with maturities that can range from 10 to 30 years. They are issued with a minimum denomination of \$1,000, and coupon payments on the bonds are paid semiannually. The bonds are initially sold through auction in which the maximum purchase amount is \$5 million if the bid is noncompetitive or 35% of the offering if the bid is competitive. A competitive bid states the rate the bidder is willing to accept; it is accepted depending on how it compares to the set rate of the bond. A noncompetitive bid ensures the bidder gets the bond but he has to accept the set rate. After the auction, the T-Bonds can be sold in the secondary market. There is an active secondary market, making the investments highly liquid. The secondary market also makes the price of T-Bonds fluctuate considerably on the trading market. As such, current auction and yield rates dictate their pricing levels on the secondary market. T-Bonds on the secondary market see prices go down when auction rates increase, as the value of the bond's future cash flows is discounted at the higher rate. Inversely, when prices increase, auction rate yields decrease.

**Treasury Note:** A treasury note is a marketable U.S. government debt security with a fixed interest rate and a maturity between one and 10 years. Treasury notes are available from the government with either a competitive or noncompetitive bid. With a competitive bid, investors specify the yield they want, at the risk that their bid may not be approved; with a noncompetitive bid, investors accept whatever yield is determined at auction. Treasury notes are extremely popular investments, as there is a large secondary market that adds to their liquidity. Interest payments on the notes are made every six months until maturity. The income for interest payments is not taxable on a municipal or state level but is federally taxed, similar to the T-Bonds. The only difference between a Treasury note and T-Bond is the length of maturity. A T-Bond's maturity can last from 10 to 30 years, making Treasury bonds the longest-dated, sovereign fixed-income security. The longer the maturity, the higher the note's or bond's exposure to interest rate risks. In addition to credit strength, a note's value is determined by its sensitivity to changes in interest rates. Most commonly, a change in rates occurs at the absolute level underneath the control of a central bank or within the shape of the yield curve. An increase in benchmark interest rates has had the effect of decreasing the price of all outstanding U.S. Treasury notes and bonds. Moreover, these fixed-income instruments possess differing levels of sensitivity to changes in rates, which means that the fall in prices occurred at various magnitudes. This sensitivity to shifts in rates is measured by duration and expressed in terms of years. Factors that are used to calculate duration include coupon, yield, present value, final maturity and call features. In addition to the benchmark interest rate, elements such as changing investors' expectations creates shifts in the yield curve, known as yield curve risk. This risk is associated with either a steepening or flattening of the yield curve, a result of altering yields among similar bonds of different maturities. For example, in the case of a steepening curve, the spread between short- and long-term interest rates widens. Thus, the price of long-term notes decreases relative to short-term

notes. The opposite occurs in the case of a flattening yield curve. The spread narrows and the price of short-term notes decreases relative to long-term notes.

**Foreign Exposure Risk:** Our firm may have exposure to foreign markets, including emerging markets, which can be more volatile than the U.S. markets. As a result, returns and net asset value may be affected to a large degree by fluctuations in currency exchange rates or political or economic conditions in a particular country. Any investments in emerging market countries may involve risks greater than, or in addition to, the risks of investing in more developed countries.

### **Description of Material, Significant or Unusual Risks**

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Our firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government-backed debt instruments. Ultimately, our firm tries to achieve the highest return on client cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to our Comprehensive Portfolio Management services, as applicable.

### **Item 7: Client Information Provided to Portfolio Manager(s)**

All accounts are managed by Burk Rosenthal with the assistance of the Rosenthal Advisory Services Team. Burk Rosenthal and his team will be privy to the client's investment goals and objectives, risk tolerance, restrictions placed on the management of the account(s) or portfolio(s) and relevant client notes taken by our firm. Please see below for our firm's Privacy Policy and more information on how our firm utilizes client information.

### **Item 8: Client Contact with Portfolio Manager(s)**

Any questions or concerns about the management of client portfolios shall be directed to our firm.

### **Item 9: Additional Information**

#### **Disciplinary Information**

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There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

#### **Financial Industry Activities & Affiliations**

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Certain of the Firm's Supervised Persons are registered representatives of LPL, however, only Burk Rosenthal may be compensated under a separate commission-based arrangement. A conflict of

interest exists as these commissionable securities sales create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, our firm will act in the client's best interest.

Representatives of our firm are licensed insurance agents. As a result of these transactions, they receive normal and customary commissions. A conflict of interest exists as these commissionable product sales create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, our firm will act in the client's best interest and only Burk Rosenthal will receive commission-based compensation.

### **Selecting a Brokerage Firm & Receipt of Economic Benefit**

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While our firm does not maintain physical custody of client assets, we are deemed to have custody of certain client assets if given the authority to withdraw assets from client accounts (see *Item 15 Custody*, below). Client assets must be maintained by a qualified custodian. Our firm seeks to recommend a custodian who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. The factors considered, among others, are these:

- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation
- Quality of services

With this in consideration, our firm has an arrangement with LPL Financial ("LPL"), a qualified custodian from whom our firm is independently owned and operated. LPL offers services to independent investment advisers which includes custody of securities, trade execution, clearance and settlement of transactions. LPL enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. LPL does not charge client accounts separately for custodial services. Client accounts will not be charged individual transaction fees, commissions or other fees on trades that are executed or settle into the client's custodial account. Transaction fees will be charged based on a percentage of the dollar amount of assets in the account(s) and paid by our firm as part of the Wrap Fee Program. These fees are negotiated with LPL and are generally discounted from customary retail commission rates.

LPL may make certain research and brokerage services available at no additional cost to our firm. Research products and services provided by LPL may include: research reports on recommendations or other information about particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate

assistance by LPL to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services qualify for the safe harbor exemption defined in Section 28(e) of the Securities Exchange Act of 1934.

LPL does not make client brokerage commissions generated by client transactions available for our firm's use. The aforementioned research and brokerage services are used by our firm to manage accounts for which our firm has investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As part of our fiduciary duty to our clients, our firm will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons creates a potential conflict of interest and may indirectly influence our firm's choice of LPL as a custodial recommendation. Our firm examined this potential conflict of interest when our firm chose to recommend LPL and have determined that the recommendation is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

Our non-wrap fee clients may pay a transaction fee or commission to LPL that is higher than another qualified broker-dealer might charge to effect the same transaction where our firm determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided to the client as a whole.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Although our firm will seek competitive rates, to the benefit of all clients, our firm may not necessarily obtain the lowest possible commission rates for specific client account transactions.

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### **Soft Dollars**

Our firm does not receive soft dollars in excess of what is allowed by Section 28(e) of the Securities Exchange Act of 1934. The safe harbor research products and services obtained by our firm will generally be used to service all of our clients but not necessarily all at any one particular time, please see the other compensation of this brochure for additional information.

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### **Client Brokerage Commissions**

LPL does not make client brokerage commissions generated by client transactions available for our firm's use.

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### **Client Transactions in Return for Soft Dollars**

Our firm does not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

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### **Account Statements and General Reports**

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Rosenthal Advisory Services and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Rosenthal Advisory Services or an outside service provider.

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### **Brokerage for Client Referrals**

Our firm does not receive brokerage for client referrals.

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### **Directed Brokerage**

Neither our firm nor any of our firm's representatives have discretionary authority in making the determination of the broker-dealers and/or custodians with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. For compliance and operational efficiency, our firm routinely requires that clients direct us to execute through a specified broker-dealer. Our firm recommends the use of LPL. Each client will be required to establish their account(s) with LPL if not already done. Please note that not all advisers have this requirement.

### **Special Considerations for ERISA Clients**

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, our firm will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

### **Client-Directed Brokerage**

Our firm does not allow client-directed brokerage outside our recommendations.

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### **Aggregation of Purchase or Sale**

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when RAS believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

RAS uses the pro rata allocation method for transaction allocation.



Under this procedure, pro rata trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client's intended investable assets. RAS, through the use of LPL trading software, will calculate the pro rata share of each transaction included in a block order and assigns the appropriate number of shares of each allocated transaction executed for the client's account.

If and when we decide to aggregate client orders for the purchase or sale of securities, including securities in which RAS or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither we nor our associated persons receive any additional compensation as a result of block trades.

### **Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

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As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is the underlying principle for our firm's Code of Ethics, which includes procedures for personal securities transaction and insider trading. Our firm requires all representatives to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment with our firm, and at least annually thereafter, all representatives of our firm will acknowledge receipt, understanding and compliance with our firm's Code of Ethics. Our firm and representatives must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Our firm recognizes that the personal investment transactions of our representatives demand the application of a Code of Ethics with high standards and requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, our firm also believes that if investment goals are similar for clients and for our representatives, it is logical, and even desirable, that there be common ownership of some securities.

In order to prevent conflicts of interest, our firm has established procedures for transactions effected by our representatives for their personal accounts<sup>1</sup>. In order to monitor compliance with our personal trading policy, our firm has pre-clearance requirements and a quarterly securities transaction reporting system for all of our representatives.

Neither our firm nor a related person recommends, buys or sells for client accounts, securities in which our firm or a related person has a material financial interest without prior disclosure to the client.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

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<sup>1</sup> For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Likewise, related persons of our firm buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

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### **Review of Accounts**

Our management personnel or financial advisors review accounts on at least an annual basis for our Wrap Comprehensive Portfolio Management clients. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Our firm may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc. Our firm does not provide written reports to clients unless asked to do so. Verbal reports to clients take place on at least an annual basis when our Wrap Comprehensive Portfolio Management clients are contacted.

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### **Other Compensation**

Our firm may receive from LPL or a mutual fund company, without cost and/or at a discount non-soft-dollar support services and/or product, to assist us to better monitor and service client accounts maintained at such institutions. Included within the support services, our firm may receive investment-related research, pricing information and market data, software and other technologies that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by us to assist us in our investment advisory business operations. Our clients do not pay more for investment transactions effected and/or assets maintained at LPL as result of this arrangement. There is no commitment made by us to LPL or any other institution as a result of the above arrangement.

LPL may also provide other compensation to RAS and/or William Burk Rosenthal, including but not limited to, bonus payments, stock awards and other benefits.

The receipt of any such compensation may create a financial incentive for RAS to recommend LPL Financial as custodian for the assets in your advisory account. We encourage you to discuss any such conflicts of interest with RAS before making a decision to custody your assets at LPL Financial.

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### **Client Referrals**

Our firm does not pay referral fees (non-commission-based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940.

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### **Custody**

While our firm does not maintain physical custody of client assets (which are maintained by a qualified custodian, as discussed above), we are deemed to have custody of certain client assets if given the authority to withdraw assets from client accounts, as further described below under

“Standing Instructions.” All our clients receive account statements directly from their qualified custodian(s) at least quarterly upon opening of an account. We urge our clients to carefully review these statements. Additionally, if our firm decides to send its own account statements to clients, such statements will include a legend that recommends the client compare the account statements received from the qualified custodian with those received from our firm. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

On February 21, 2017, the SEC issued a no-action letter (“Letter”) with respect to Rule 206(4)-2 (“Custody Rule”) under the Investment Advisers Act of 1940 (“Advisers Act”). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction (“SLOA”) is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client’s signature, the third party’s name, and either the third party’s address or the third party’s account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client’s qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client’s authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client’s qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client’s instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client’s qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

## **Financial Information**

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Our firm is not required to provide financial information in this brochure because:

- Our firm does not require the prepayment of more than \$1,200 in fees when services cannot be rendered within 6 months.
- Our firm does not take custody of client funds or securities.

## **Disclosure of Financial Condition**

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At this time, our firm does not reasonably believe that any financial condition will likely impair its ability to meet any of our contractual commitments. However, due to the economic uncertainty created by COVID-19, our firm has applied for, and obtained, financial assistance by participating in the Paycheck Protection Program (“PPP”) established by the U.S. Small Business Administration (“SBA”). Our firm has applied for the PPP to ensure the quality and continuity of our services. The

PPP is intended to assist us with maintaining our firm's business in response to the COVID-19 pandemic by providing low-interest loans for business essentials such as payroll expenses. These loans are eligible for forgiveness, but it is not guaranteed as it will be based on factors such as staff retention and being used for payroll or firm overhead.

Our firm has never been the subject of a bankruptcy proceeding.

## Privacy Policy

We are committed to safeguarding the confidential information of our clients. We hold all personal information we receive in the strictest confidence. Our associated persons may also be securities agents of LPL, a dually registered broker-dealer and investment advisor. LPL and our firm are not related entities. We may also have relationships with other unaffiliated investment advisor firms, insurance companies, trust companies, custodians and other financial institutions. Except as required or permitted by law, we do not share confidential information about clients with unaffiliated third parties. In the unlikely event there is a fundamental change in this policy, that would permit additional disclosure of client confidential information; we will provide written notice to our clients, and clients will be given the opportunity to opt-out of sharing any additional information.

Customer Information Collected by Advisor: We collect and develop personal information about clients, and some of that information is nonpublic personal information ("Customer Information"). The purpose of collecting Customer Information is to provide financial products and services, our firm does not monetize non-public Customer Information. As an investment advisor, we collect Customer Information in order to provide investment advisory services. Customer Information we collect includes:

- Information received from clients on financial inventories through consultation with our representatives. This Customer Information may include personal and household information such as income, spending habits, investment objectives, financial goals, account statements, and other records concerning clients' financial condition and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Information developed as part of financial plans and analyses.
- Information concerning investment account transactions.

Data Security: Our Firm restricts access to Customer Information to supervised persons who require access to such information in order to accomplish their duties. We maintain agreements, as well as physical, electronic and procedural securities measures that comply with federal regulations to safeguard Customer Information.

Categories of Parties to Whom We Disclose: We will not disclose information regarding you or your account at our Firm, except under the following circumstances:

- To entities that perform services for us or function on our behalf, including financial service providers, such as a clearing broker-dealer, investment company, or insurance company, other investment advisers;
- To comply with broker-dealer firms that have regulatory requirements to supervise certain representatives' activities;

- To consumer reporting agencies,
- To third parties who perform services or marketing, client resource management, or other parties to help manage your account on our behalf;
- To your attorney, trustee or anyone else who represents you in a fiduciary capacity;
- To our attorneys, accountants, or auditors; and
- To government entities or other third parties in response to subpoenas or other legal processes as required by law or to comply with regulatory inquiries.

Former Clients: If you decide to close your account(s) or become an inactive customer, our Privacy Policy will continue to apply to you.

Regulation S-ID: Regulation S-ID requires our firm to have an Identity Theft Protection Program (ITPP) that controls reasonably foreseeable risks to customers or to the safety and soundness of our firm from identity theft. We have developed an ITTP to adequately identify and detect potential red flags to prevent and mitigate identity theft.

Cyber Security: Internal policies and procedures are in place to address cyber security. A copy of this policy is available upon request.

Requirements of Federal Law: In November of 1999, Congress enacted the Gramm-Leach-Bliley Act ("GLBA"). The GLBA requires certain financial institutions, including broker-dealers and investment advisors, to protect the privacy of Customer Information. To the extent a financial institution discloses Customer Information to unaffiliated third parties other than as permitted or required by law, customers must be given the opportunity and means to opt out (or prevent) such disclosure. Please note we do not disclose Customer Information to unaffiliated third parties except as permitted or required by law (e.g., disclosures to service client accounts or to respond to subpoenas).

If you have any questions concerning this Privacy Policy, please contact us at: Rosenthal Advisory Services, LP, 1408 Montgomery St, Fort Worth, TX 76107; (817) 336-2000.