



FIFTH THIRD BANK
Retirement Corporation
of America

SEC File Number: 801 – 26109

Firm Brochure

Dated November 1, 2021

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This brochure provides information about the qualifications and business practices of The Retirement Corporation of America (RCA). If you have any questions about the contents of this brochure, please contact us by telephone at: (513) 769-4040 or by email at: Client.Care@rca-online.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. RCA's registration as an investment adviser does not imply a certain level of skill or training.

Additional information about RCA is available on the SEC's website at www.adviserinfo.sec.gov.

The Retirement Corporation of America

Item 2: Material Changes

Annual Update

The Firm Brochure will be updated annually or when material changes occur since the last update.

Material Changes Since the Last Annual Update

Set forth below are the material changes to RCA's Firm Brochure that occurred since and including the March 24, 2021 annual update:

Effective November 1, 2021, Cynthia ("Cindy") Stroik replaced Diane Hulls as Chief Compliance Officer in advance of Ms. Hull's retirement on November 5, 2021.

Item 5: Fees and Compensation—Managed Discretionary Asset Fees was updated to further explain the tiered fee structure.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss—Risk of Loss was updated to include additional risks.

Item 10: Other Financial Industry Activities and Affiliations—Financial Affiliations was updated to include H2C Securities, Inc., acquired by Fifth Third. Epic Insurance Solutions Agency, LLC and R. G. McGraw Insurance Agency, Inc. were removed since they are no longer owned by Fifth Third Insurance Company. Further, Fifth Third Wealth Advisors LLC was added as an affiliated entity.

Item 12: Brokerage Practices—Best Execution was updated to expand disclosures on mutual fund fees and expenses. Trading Error Policy was updated to further explain the handling of trading errors.

Item 14: Other Compensation and Client Referrals—Client Referrals was updated to indicate that RCA is no longer participating in the TD Ameritrade AdvisorDirect program. RCA will continue to pay TD Ameritrade as well as another individual for any current clients obtained as a result of those referrals.

Item 15: Custody—Account Statements was updated to include Additional information regarding "constructive custody" over the accounts from which RCA directly debits fees.

Full Firm Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact Cindy Stroik, RCA's Chief Compliance Officer, at Cynthia.Stroik@53.com.

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Item 4: Advisory Business

Firm Description

The Retirement Corporation of America (RCA) is an Ohio corporation formed on October 14, 1988. RCA has been registered as an investment adviser with the Securities and Exchange Commission since that time.

RCA provides investment advice and retirement planning to individuals and their related entities, high net worth individuals, pension and profit-sharing plans and charitable organizations. Clients could also include trusts, estates and other business entities. RCA works closely with clients to define their financial objectives and to develop strategies for reaching those objectives, some of which include: investment management, employee benefit and 401(k) guidance, cash flow and budgeting, distribution analysis, tax minimization strategies, insurance strategies, charitable gifting strategies, estate and legacy strategies, family business succession issues and other items specific to the client.

RCA also provides financial education offerings at no charge to some of its individual and corporate clients, utilizing programs offered through Retirement University[®]. RCA does not warrant or represent that the services offered by the presenting companies are suitable investment opportunities and does not recommend that any of our clients pursue any opportunity discussed at such seminars.

Prospective clients are offered a complimentary consultation with one of RCA's advisory representatives. This initial meeting will be by phone, by video or in our office and is considered an exploratory interview to determine the extent to which a prospective client can benefit from the investment management and/or retirement planning services offered by our firm.

All assets under the management of RCA are held by independent broker-dealer custodians, such as TD Ameritrade Institutional (TD Ameritrade), Fidelity Investments Institutional Services Company, Inc. (Fidelity) or others. Client assets held by these independent broker-dealer custodians are registered in the name of the client.

RCA does not provide legal, accounting, tax or real estate services. If a client requests this type of assistance, RCA may recommend other professionals, such as lawyers, accountants, real estate agents and mortgage lenders, to deliver these services. Clients are under no obligation to follow RCA's recommendations or to engage the services of any of these professionals. If a client does engage any of these recommended professionals, and a dispute occurs, the client agrees to seek recourse exclusively from the professional they have directly engaged.

During fourth quarter 2019, some of the functions, including finance and operations, were moved to Fifth Third Bank, National Association ("the Bank"), RCA's parent company. In fourth quarter 2020, responsibility for the investment function was also moved to the Bank. Additionally, some employees became dual employees of the Bank and RCA.

Principal Owner

RCA is a wholly owned subsidiary of Fifth Third Bank, National Association.

Types of Advisory Services

The primary types of advisory services offered by RCA are retirement planning and investment supervisory services, also known as asset management. Following is a description of the three client programs through which these RCA advisory services can be offered:

Retire In Comfort® Program

This RCA client program is designed for individuals who are retired or planning to retire during the next 24 to 36 months. In most cases, clients in this program are taking regular income distributions from their accounts to replace the cash flow they had received from their paycheck.

For clients in the Retire In Comfort® Program, RCA furnishes information on matters not involving securities, such as:

Retirement Income Analysis	Personal Finance
Distribution Analysis	Educational Savings Programs
Cash Flow and Budgeting	Employee Benefits and 401(k) Plans
Insurance Strategies	Corporate Incentive Plans
Estate and Legacy Strategies	Tax Minimization Strategies
Charitable Gifting Strategies	

Accumulate With Confidence Program

This RCA client program is designed for individuals who are primarily accumulating assets and do not need to take a series of regular income distributions from their account. In most cases, clients in this program are earning a regular stream of income and have additional assets to periodically invest into their accounts.

For clients in the Accumulate with Confidence Program, RCA furnishes information on matters not involving securities, such as:

Cash Flow and Budgeting	Tax Minimization Strategies
Insurance Strategies	Educational Savings Programs
Estate and Legacy Strategies	Charitable Gifting Strategies
Employee Benefits and 401(k) Plans	

401(k) Plan Retirement Services Program

This RCA advisory program is designed to provide discretionary and nondiscretionary advisory services to participant directed retirement plans pursuant to the terms and conditions

of a written agreement between the plan sponsor and RCA.

Discretionary Investment Advisory Services to Plans

As a discretionary investment advisor to a Plan (a 3(38) Fiduciary), RCA assumes the fiduciary responsibility for the selection, monitoring and replacement of the investment options of the Plan. As an initial action step, RCA and the Plan Sponsor/Trustees of the Plan prepare an Investment Policy Statement that details the methodologies and criteria utilized to define the style universe of investment options, the specific investment options to be utilized and the ongoing criteria for monitoring and replacing investment options.

In its role as a 3(38) Fiduciary, RCA is only responsible for those Plan investments selected by RCA, and RCA has no responsibility for any other Plan investments maintained in the Plan by direction of the Plan Sponsor/Trustees or other person or entity. As an example, employer securities and investments held in a directed brokerage account are not subject to any fiduciary responsibility or duty on the part of RCA. Furthermore, Plan Sponsors/Trustees should be aware that when RCA assumes the investment responsibilities by serving as a 3(38) Fiduciary, the Plan Sponsors/Trustees retain all their fiduciary duties, obligations and responsibilities pursuant to applicable law.

Non-Discretionary Investment Advisory Services

When serving in a non-discretionary investment advisory capacity for a Plan, RCA is in the status defined by Section 3(21) of ERISA. In this capacity, RCA assumes no fiduciary responsibility for the completion of an Investment Policy Statement or any aspect of the definition, selection, maintenance or replacement of any Plan investment options. In this non-discretionary role, RCA provides information to the Plan Sponsor/Trustees regarding investment option style parameters and performance reporting. The Plan Sponsor/Trustees exercise full authority over the selection of Plan investment options and may, or may not, utilize the information provided by RCA as part of their decision-making process.

Other Services to Plans and Plan Sponsors

As part of providing the discretionary or non-discretionary investment services to Plans, RCA provides certain information and services to the Plan and the Plan Sponsor/Trustees. These other services are designed to assist the Plan Sponsor in meeting its management and fiduciary obligations to the Plan under ERISA. The other services may consist of the following:

- Platform Provider Search and Plan Set-Up
- Plan Review
- Plan Fee and Cost Review
- Acting as Third-Party Service Provider Liaison
- Plan Participant Education and Communication
- Plan Benchmarking

In addition, as part of the services provided to a Plan, RCA can make available certain model allocation portfolios to Plan participants. Specifically, participants answer risk tolerance questions through various educational tools made available by RCA. Thereafter, these educational tools will delineate an allocation model for that participant's retirement assets.

There are six asset allocation models, ranging from relatively conservative to relatively aggressive. Participants are free to accept or reject the allocation model.

Reports summarizing the participant's current asset allocation, transactions and current holdings can be accessed at any time through the Plan custodian's website. Participants are encouraged to visit the Plan custodian's website on a regular basis to review their account details.

Other Services

Managed Non-Discretionary Assets

In addition to providing investment management of client assets on a discretionary basis, RCA, for a reduced fee, provides certain limited services to clients with respect to "Managed Non-Discretionary Assets." These services consist solely of the following:

RCA is available to consult with the client on an annual basis (or more often if requested by the client) regarding the Managed Non-Discretionary Assets. However, the client is solely responsible for all decisions and consequences on the client's Managed Non-Discretionary Assets, including decisions on whether to retain or sell all or a portion of the Managed Non-Discretionary Assets. This responsibility remains solely with the client regardless of whether any security is reflected on account reports prepared by RCA.

RCA is available to service Managed Non-Discretionary Assets, such as assisting the client in setting up with the custodian and monitoring regular and special one-time distribution requests.

RCA can process any trades on the Managed Non-Discretionary Assets but only when requested to do so by the client in writing. Upon receipt of any client's written request, RCA will endeavor to, but cannot guarantee that it will, effect any such transaction on the day received and/or at any specific time or price.

Limitations for Non-Discretionary Assets

Clients that engage RCA on a non-discretionary investment advisory basis must be willing to accept that RCA cannot effect any account transactions without obtaining prior written consent to any such transaction(s) from the client. Thus, in the event of significant market movement during which the client is unavailable, RCA will be unable to effect any account transactions (as it would for its discretionary accounts) without first obtaining the client's written consent.

Consulting and Implementation Services

RCA does not hold itself out as providing financial planning, estate planning or accounting services. If a client requests a specific service, RCA *may* provide limited consultation services to its investment management clients on investment and non-investment related matters, such as retirement and pre-retirement income, cash flow and budgeting, tax, insurance, estate preparation and other services. RCA does not receive a separate or additional fee for any of these consultation services. RCA representatives can be an attorney or an accountant, but these persons do not offer any of these services to RCA's clients in these capacities. If a client requests assistance, RCA may recommend the services of other professionals for

certain non-investment implementation purposes (such as attorneys, accountants, etc.). The client is under no obligation to engage the services of any professional recommended or suggested by RCA. The client has the absolute right to choose any professional and to ignore any recommendation made by RCA. RCA makes no representations or warranties regarding the products or services offered by professionals not affiliated with RCA. RCA clients would be subject to any terms, agreements and conditions required by said professionals.

Insurance Services

RCA advisors provide the following insurance solutions for protecting families and businesses:

- Reviews of existing policies.
- Personal insurance including life and disability income insurance; wealth transfer and estate distribution services; long-term care insurance; and charitable gifting solutions.
- Business insurance for business owners, companies, and employees including buy-sell agreements; executive benefit plans; key employee insurance; business succession; and retirement plans.

Tailored Relationships

At RCA, advisory services are tailored to the needs of each client. Prior to providing investment advisory services, RCA will ascertain each client's investment goals and objectives. RCA then allocates, or recommends that the client allocate, investment assets consistent with the designated investment objectives. The client may, at any time, impose reasonable restrictions on RCA's services, but restrictions must be delivered to RCA in writing and must be signed by the client. In performing services for the client, RCA is not required to verify any information it received from the client or from the client's other professionals, and RCA is expressly authorized by the client to rely on this information.

Please Note: It is always the client's responsibility to promptly notify RCA if there is any change in their financial situation or investment objective. This notification of change allows RCA an opportunity to review, evaluate or revise our previous recommendations or services. The client is responsible for any tax liabilities resulting from transactions (including any liabilities arising from the addition to or withdrawal of assets from the client's account).

Managed Assets

As of December 31, 2020, RCA managed approximately \$569,066,767 in total assets included within 1,886 portfolio accounts. Approximately \$552,292,109 (1,820 accounts) of this total was managed on a discretionary basis and \$16,774,658 (66 accounts) was managed on a non-discretionary basis.

Item 5: Fees and Compensation

Managed Discretionary Asset Fees

RCA bases its annual investment management fee for managed discretionary assets upon a percentage (%) of the market value of the assets and the specific types of investment management services provided in the applicable program, including the 401(k) Retirement Services Consulting Program. The fee is an asset-based fee billed in arrears based on the value of cash and investments in your advisory account at the end of each month or quarter. The fee schedule will be a tiered fee structure. Tiered means the fee is calculated by applying different rates to different portions of your total assets. When the account assets reach a new threshold, only those assets above the threshold are charged the successively lower percentages. RCA's employee household investment accounts are charged a flat \$100 annual management investment fee. RCA's annual investment management fees for discretionary assets under management in most of RCA's advisory programs (excluding employee household investment accounts) are as follows:

<u>Portfolio Assets Under Management (AUM)</u>	<u>Percent of Assets Fee</u>
AUM up to \$2,500,000	1.00% annually
AUM of \$2,500,000 to \$5,000,000	0.80% annually
AUM of \$5,000,000 to \$10,000,000	0.60% annually
AUM over \$10,000,000	0.40% annually

Managed Non-Discretionary Asset Fees

The annual investment management fee charged on Managed Non-Discretionary Assets may be reduced to 0.20% instead of the Percent of Assets Fee shown above. This fee shall be prorated and paid quarterly, in arrears, based upon the market value of the managed non-discretionary assets.

Negotiated Fees

RCA, in its sole discretion, can reduce its investment management fee based upon certain factors, like anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client and other considerations. Current clients' fees will vary, higher or lower, from the fee schedules shown above depending on the fee schedule in effect and/or negotiated at the time of account opening.

Billing of Fees

RCA's investment management fees are billed quarterly, in arrears (meaning that we invoice clients *after* the three-month billing period has *ended*), based upon the market value of the assets on the last business day of the quarter (excluding 401k Plan Retirement Services Program investment accounts held at Fidelity). The 401k Plan Retirement Services Program

fees are calculated using an average daily market value of the assets. Fees can be prorated for significant assets deposited to or withdrawn from the account during the quarter. If RCA shall serve for less than the whole of any quarterly period, its compensation shall be calculated and payable on a pro rata basis for the period of the quarter for which it has served as adviser.

RCA uses readily available market prices provided by the client custodians to value the portfolios. RCA's managed investment program models use mutual funds for investing clients' assets, making it very unlikely there will be pricing issues. However, in the event a price is not readily available, RCA provides fair valuations. Because this presents a potential conflict of interest, RCA has developed policies and internal pricing controls designed to ensure that valuations represent market prices or fair valuations based on what it reasonably expects to realize upon a current sale.

RCA requires clients to provide their consent in advance for RCA to directly debit its investment management fees from their custodial account(s). RCA's *Investment Advisory Agreement or Investment Management Agreement for ERISA Plans* and the custodial/clearing agreement authorize the custodian to debit the client account for the amount of RCA's investment management fee and to directly remit that investment management fee to RCA in compliance with regulatory procedures. RCA is not authorized to withdraw cash or securities from any client's account except for the payment of RCA's advisory fees described in this Fees and Compensation section of this Firm Brochure. In the limited event that RCA bills the client directly, payment in full is expected upon presentation of the invoice.

Other Fees

Unless clients direct otherwise or an individual client's circumstances require, RCA generally recommends that TD Ameritrade or Fidelity serve as the broker-dealer custodian for client investment accounts. TD Ameritrade is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member. Broker-dealers such as TD Ameritrade or Fidelity can charge brokerage commissions and/or transaction fees for effecting certain securities transactions. For example, these custodians may charge commissions for individual equity and fixed income securities transactions or fees may be charged for certain no-load mutual fund transactions. In addition to RCA's fees, custodial brokerage commissions and/or transaction fees, clients invested in mutual funds and exchange-traded funds will also incur charges imposed at the fund level (e.g. management fees and other fund expenses). Please refer to the Brokerage Practices section of this Firm Brochure.

Commission Transactions

RCA primarily recommends the purchase of no-load and no transaction fee mutual fund securities for implementing investment recommendations and may also recommend no transaction fee exchange traded funds (ETFs). RCA does not actively direct clients to traditional, full service/commission brokers. Most of RCA's clients do not use traditional brokers. As described earlier, RCA generally recommends using the services of a broker-

dealer custodian such as TD Ameritrade or Fidelity.

Compensation

RCA advisors also hold insurance licenses and are appointed with Fifth Third Insurance Agency, an insurance agency and an affiliate of RCA. When acting as insurance agents, the advisors earn commissions on insurance product sales. Such compensation is in addition to, and separate from, the compensation they receive for providing investment advice.

Item 6: Performance-Based Fees

Sharing of Capital Gains

RCA and its supervised persons do not accept performance-based fees.

Item 7: Types of Clients

Description

RCA generally provides investment advice to individuals, high net worth individuals, pension and profit-sharing plans and charitable organizations. Clients could also include trusts, estates and other business entities.

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

Methods of Analysis

Security analysis methods include fundamental, technical and cyclical analysis.

The main sources of information for analysis include financial publications, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and company press releases.

Investment Strategies

RCA utilizes the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases: securities held at least a year
- Short Term Purchases: securities sold within a year
- Trading: securities sold within thirty (30) days

Strategic and tactical asset allocation utilizes domestic mutual funds or exchange-traded funds as the core investments, diversified among securities of large, medium and small sized companies. Global mutual funds, sector funds and specialty exchange-traded funds can be added as satellite positions.

Investment strategies designed for each client are based upon objectives provided by the client. Clients may change their objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

RCA's managed investment program models are based on a balanced risk philosophy, which is a portfolio allocation strategy based on targeting risk levels across the various components of an investment portfolio. The most conservative portfolio within the managed programs is designed to produce an ongoing stream of income from fixed income investments. Clients with longer time horizons to retirement and/or higher risk tolerance are "mapped" to more aggressive portfolios with high equity exposure. Each client has an opportunity to move through a "glide path" which works to shift the portfolios to be more conservative with the goal of creating the optimal risk and reward profile for the client.

Please Note: 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 recommended or undertaken by RCA will be profitable or equal any specific performance level. Past performance is not indicative of future results.

Investment in the above strategies is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks of Loss

RCA primarily allocates the investment management assets of its client accounts among various no-load mutual funds or ETFs and/or independent investment programs (enabling RCA's clients to obtain mutual fund or ETF asset allocation strategies) on a discretionary basis in accordance with the client's designated investment objective.

Every method of analysis has its own inherent risks. To perform an accurate market analysis, RCA relies on third party market information. Although taken from reliable sources, RCA has no control over and cannot guarantee the timeliness or accuracy of market information received from third parties, potentially limiting the value of RCA's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

RCA uses fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, long term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Short term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, can incur higher transactional costs when compared to a long-term investment strategy. Trading, an investment strategy that completes the purchase and

sale of securities within a thirty (30) day period, involves a very short investment time period and can incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs when compared to a long term investment strategy. In addition, a trading investment strategy, as well as a short-term strategy, can result in increased tax liability for clients.

All investment strategies recommended by RCA are also subject to some or all of the following types of risk:

- **Interest-rate Risk:** Fluctuations in interest rates will cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a stock, bond, or mutual fund can fluctuate in reaction to external factors independent of a security's particular underlying circumstances. For example, political, economic and social events may trigger market volatility.
- **Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Foreign and Emerging Markets Risk:** Investments in foreign and emerging markets have considerable risks. Risks associated with investing in foreign and emerging markets include fluctuations in the exchange rates of foreign currencies that may affect the U.S. dollar value of the investment, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets. Historically, these risks have tended to be more pronounced in emerging market countries than in more developed foreign countries.
- **Reinvestment Risk:** The risk that future proceeds from investments will have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** The risks associated with a particular industry or a particular company within an industry. For example, oil-drilling and refining companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, the more investors interested in buying or selling an asset, the more liquid the asset is. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Credit Risk:** The risks associated with a company's ability to service and repay their debt. Excessive borrowing to finance a business' operations increases the risk of loss,

because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- **Political Risk:** Investments are subject to fluctuations in price related to changes in government policies or from political unrest or governmental instability of the investment's originating country.
- **Similarly Managed "Model" Accounts:** The strategy to manage a model portfolio can involve an above average portfolio turnover that could negatively impact clients' net after tax gains. While RCA seeks to ensure that clients' assets are managed in a manner consistent with their individual financial situations and investment objectives provided in the Client Profile, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client's individual tax ramifications.
- **Legal and Regulatory Matters Risk:** Legal developments which may adversely impact investing and investment-related activities can occur at any time. "Legal Developments" means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). RCA's management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.
- **System Failures and Technology Reliance Risk:** RCA's investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back-up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems' conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable, and result in consequences such as the inability to trade for or monitor client accounts and portfolios. If such circumstances arise, the Investment Policy Committee will consider appropriate measures for clients.
- **Cybersecurity Risk:** A portfolio is susceptible to operational and information security risks due to the increased use of the Internet. In general, cyber incidents can result from

deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through “hacking” or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers’ and RCA’s business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While RCA has established business-continuity plans and risk management systems designed to prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

- **Pandemic Risks:** The recent outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot necessarily be foreseen at the present time. This has created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the recent coronavirus outbreak or future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. This pandemic and other epidemics and pandemics that may arise in the future could result in continued volatility in the financial markets and could have a negative impact on investment performance.

The above list of risk factors does not purport to be a complete list or explanation of all the risks involved in an investment strategy or security. In addition, due to the dynamic nature of investments and markets, investment securities may be subject to additional and different risk factors not discussed above

Please Note: Investing in securities involves the risk of loss that clients of RCA should be prepared to bear. In light of the risk of loss and potential enhanced volatility, clients may direct RCA, in writing at any time, not to employ any or all of the investment strategies recommended by RCA for their account.

Item 9: Disciplinary Information

Legal and Disciplinary

RCA has not been the subject of any disciplinary actions.

Item 10: Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

RCA is not registered as a securities broker-dealer, futures commission merchant, commodity pool operator or commodity trading advisor.

The Investment Adviser Representatives (IARs) of RCA are also insurance agents licensed with the Ohio Department of Insurance. As licensed insurance agents, the IARs offer insurance-related products to clients. When acting as insurance agents, IARs earn commissions on insurance product sales. Such compensation is in addition to, and separate from, the compensation they receive for providing investment advice. Insurance products are available through affiliated companies. Clients have no obligation to purchase insurance products through the IARs.

Affiliations

Fifth Third Bank, National Association

Fifth Third Bank, National Association (“the Bank”) is a diversified financial services company with four main businesses: Commercial Banking, Branch Banking, Consumer Lending and Wealth and Asset Management. RCA’s affiliates, including Fifth Third Securities, Inc., Fifth Third Insurance Agency, Inc., MainStreet Investment Advisors, LLC and Franklin Street Advisors, Inc., provide an array of financial products and services to clients. Although RCA attempts to operate independently from the Bank and its affiliates, these affiliations create potential conflicts of interest. At the client’s discretion, the Bank can act as the trustee or custodian for certain RCA client accounts and will receive fees or other compensation for providing custody, investment management and related services.

RCA employees can also be dual employees of the Bank and other affiliated entities. Certain employees may be involved in the investment decision making, trading processes and/or administration for accounts managed by affiliates. Similarly, personnel of affiliates may provide similar services to accounts managed by RCA. If applicable, RCA has implemented controls to address the supervision of its dual employees and to reasonably ensure compliance with client investment guidelines and applicable regulatory requirements. Generally, RCA’s employees focus their attention on RCA’s investment management activities.

RCA personnel can provide research and investment support to the Bank, personnel, Fifth Third Securities, and other affiliates. RCA can also receive investment research and advice from its affiliates. RCA and the Bank can have shared arrangements with investment research vendors. More information regarding these arrangements is available in Item 12.

Furthermore, RCA has common management, officers and directors with the Bank and other affiliates that may directly or indirectly benefit from our client relationships or advisory activities. In these circumstances, the potential for a conflict of interest exists between the obligations to our clients and the incentive to make recommendations, or take actions, that benefit one or

more of our other affiliates as well as conflicts among the affiliated entities with respect to the allocation of resources and the officer or director's time. We believe these potential conflicts are mitigated because our employees are subject to a Code of Ethics and various policies that require these employees to act in the best interests of our clients and to put the needs of our clients first at all times.

RCA relies on the Bank for administrative support, including information technology, operations, human resources, business continuity, legal, finance, compliance, enterprise risk management and internal audit. RCA uses the same technology which will involve the sharing of certain client information across the organization.

Fifth Third Securities, Inc.

Fifth Third Securities, Inc. (FTS) is a registered broker-dealer, FINRA member and a direct wholly owned subsidiary of the Bank. FTS is also an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. RCA operates independently from FTS, although the two entities share certain resources, such as technology applications and network platform. RCA generally does not trade with FTS for its client accounts but can do so if instructed by a client. Certain members of the Board of Directors for RCA also serve on the Board of Directors for FTS.

Franklin Street Advisors, Inc.

Franklin Street Advisors, Inc. (FSA) is an indirect wholly owned subsidiary of the Bank and an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. RCA operates independently from FSA, although the two entities share certain resources, such as technology applications and compliance oversight. Certain members of the Board of Directors for RCA also serve on the Board of Directors for FSA. The Chief Compliance Officer for RCA also serves as the Chief Compliance Officer for FSA, MSA and FTWA.

Franklin Street Trust Company

Franklin Street Trust Company (FST), a wholly owned, indirect subsidiary of the Bank and Fifth Third Bancorp, is a non-depository trust bank chartered by the State of North Carolina and fully regulated by the State of North Carolina Banking Commission. FSA is hired by FST to provide investment management services for clients of FST. FST is the Managing Member of FSP Manager of Managers LLC I and FSP Manager of Managers LLC II. A select group of clients that are accredited investors and qualified investors have become limited partners. The President and certain other Directors of FSA also serve on the Board of Directors for FST.

Fifth Third Insurance Agency, Inc.

Fifth Third Insurance Agency, Inc. (FTIA) is a licensed insurance agency and wholly owned, non-bank subsidiary of the Bank. Banking and insurance decisions are made independently and do not influence each other. RCA offers products and services provided by FTIA and shares certain resources, such as technology applications and network platform. Clients are under no obligation to engage FTIA or its insurance agents for these separate services and products. Certain Directors of RCA also serve on the Board of Directors for FTIA.

H2C Securities, Inc.

H2C Securities Inc. (H2C) is a registered broker-dealer, FINRA member and a municipal advisor registered with the US Securities & Exchange Commission. H2C is a wholly owned subsidiary of Hammond Hanlon Camp LLC. Hammond Hanlon Camp LLC is a wholly owned, indirect subsidiary of the Bank. RCA operates independently from H2C, although the two entities share certain resources, such as technology applications and support services.

MainStreet Investment Advisors, LLC

MainStreet Investment Advisors, LLC (MSA) is a wholly owned subsidiary of the Bank and an adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. RCA operates independently from MSA, although the two entities share certain resources, such as technology applications and other support services provided through the Bank. Certain Directors of RCA also serve as a Managing Member for MSA. The Chief Compliance Officer for RCA also serves as the Chief Compliance Officer for MSA, FSA and FTWA.

Fifth Third Wealth Advisors LLC

Fifth Third Wealth Advisors LLC (FTWA) is a wholly owned subsidiary of the Bank that provides independent strategic investment advice. FTWA is also an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. FTWA specializes in delivering high touch investment management services to high net worth individuals. RCA operates independently from FTWA, although the two entities share certain resources, such as technology applications and compliance services, provided through the Bank. Certain Directors of RCA also serve as a Managing Member for FTWA. The Chief Compliance Officer for RCA also serves as the Chief Compliance Officer for FSA, MSA and FTWA.

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

Code of Ethics

RCA maintains a policy regarding personal securities transactions by its employees, and it is part of RCA's general Code of Ethics. RCA establishes the standard of business conduct for all employees that is based on the fundamental principles of openness, integrity, honesty and trust.

To comply with Section 204A of the Investment Advisers Act of 1940, RCA also maintains and enforces written policies reasonably designed to prevent RCA or any person associated with RCA from misusing material non-public information.

Neither RCA, nor any related person of RCA, will recommend, buy or sell securities within client accounts which RCA or a related person of RCA has a material financial interest.

A copy of RCA's Code of Ethics is available to any client or prospective client upon request.

Participation or Interest in Client Transactions

RCA and/or representatives of RCA can buy or sell securities, including mutual funds and ETFs, which are also recommended to clients. However, trading is monitored so that RCA and/or representatives of the firm are not in a position to materially benefit from the clients' sale or purchase of those securities. 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 RCA did not have adequate policies in place to detect such activities and other potentially abusive practices.

RCA and its affiliates provide a variety of services and/or render advice to various clients, including some clients that are regarded as related accounts. RCA attempts to manage and trade all accounts equitably over time with no preferential treatment given to potentially related accounts.

RCA does not engage in any principal trading or trading with affiliates.

Personal Trading

As noted above, RCA maintains a personal securities transaction policy to monitor the personal securities transactions and securities holdings of each of the firm's "Access Persons." RCA's securities transaction policy requires that each Access Person must provide the Chief Compliance Officer or 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 designee with a written report of their current securities holdings at least once each twelve (12) month period thereafter on a date that RCA selects. Furthermore, all Access Persons are required to report each calendar quarter to the Chief Compliance Officer or designee all reportable securities transactions.

RCA's personal securities transaction policy attempts to ensure that the personal trading of RCA Access Persons does not affect the markets and that clients of the firm always receive preferential treatment.

Item 12: Brokerage Practices

Selecting Brokerage Firms

RCA participates in the institutional advisor program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC (TD Ameritrade), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. RCA receives some benefits from TD

Ameritrade through participation in this program. (Please see disclosure under Client Referrals and Other Compensation.)

RCA participates in the institutional advisor program offered by Fidelity. Fidelity Brokerage Services LLC and National Financial Services LLC, together referred to as Fidelity, member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member. Fidelity offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. RCA receives some benefits from Fidelity through participation in this program. (Please see disclosure under Client Referrals and Other Compensation.)

In the event that clients request that RCA recommend a broker-dealer custodian for execution and custodial services, RCA generally recommends that investment management accounts be maintained at TD Ameritrade or Fidelity. Prior to engaging RCA to provide investment management services, clients will be required to enter into a formal *Investment Advisory Agreement* setting forth the terms and conditions under which RCA shall manage the client's assets and a separate custodial/clearing agreement with each designated broker-dealer custodian.

Best Execution

Factors that RCA considers in recommending TD Ameritrade or Fidelity (or any other broker-dealer custodian) to our clients include their historical relationship with our firm, financial strength, reputation, execution capabilities, pricing, research and service.

Although the commissions and/or transaction fees paid by RCA's clients shall comply with our duty to obtain best execution, a client can pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where RCA determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. 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 broker-dealer services. These services include the value of research provided, execution capability, commission rates and responsiveness.

Accordingly, although RCA will seek competitive rates, we will not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer custodian are exclusive of, and in addition to, RCA's investment management fee.

All fees paid to RCA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders (collectively referred to hereinafter as "mutual fund fees"). These fees and expenses will generally include a management fee, other fund expenses, and a distribution fee, typically called Rule 12b-1 fees. RCA and its IARs do not receive Rule 12b-1 fees paid by mutual funds. A single mutual fund may offer more than one class of shares to investors. Each class represents a similar interest in the mutual fund's portfolio. The biggest difference between the classes is the

different fees and expenses you will pay depending on the class that is chosen. The availability of share classes may be limited based on the business of RCA with a particular mutual fund sponsor or the broker-dealer you choose as custodian (a custodian's platform may only make certain share classes available).

The mutual fund fees and expenses, including those assessed by different mutual fund share classes, are described in each fund's prospectus. RCA has implemented a Compliance Program to help ensure that client assets are invested in what we believe are the best available mutual funds for the strategies we are implementing and monitoring. As always, please see a fund's prospectus for more information about fees.

A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. The client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

RCA does not utilize cross trading between accounts.

Directed Brokerage Arrangements

RCA does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and RCA will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by RCA. As a result, the client can pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for their directed brokerage account than would otherwise be the case.

Please Note: In the event that the client directs RCA to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction can cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that are available through RCA.

Order Aggregation

To the extent that RCA provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless RCA decides to purchase or sell the same securities for several clients at approximately the same time. RCA will (but is not obligated to) aggregate or block such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among RCA's clients differences in prices and commissions or other transaction costs that might have

been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. RCA shall not receive any additional compensation or remuneration as a result of such aggregation.

Trading Error Policy

RCA's policy is to identify and correct trade errors as soon as possible without creating disadvantage to the client. To the extent correction of the error results in a gain to a client's account, the gain will be held within the error account at the appropriate broker-dealer. Certain broker-dealers may choose to donate a portion of this trade error account to charity; however, RCA has no control over the amount donated or the charitable organization to which the donations are sent. If it is determined that a trade error was caused by the executing broker-dealer, RCA will ensure that the error is resolved and documented, and clients are reimbursed as necessary. RCA reimburses client accounts for losses resulting from RCA's trade errors. The gains and losses are reconciled within RCA's custodian firm accounts.

To the extent such is permitted by applicable law, correcting transactions that yield both gains and losses are netted and RCA, by means of their parent company, the Bank through the firm's account, will reimburse any net loss.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer custodian, RCA can receive from TD Ameritrade or Fidelity (or another broker-dealer custodian), without cost or at a discount, some support services and/or products, certain of which assist RCA to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by RCA are investment-related research, pricing information and market data, software and other technology 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 RCA while it is performing its investment advisory business operations.

Clients should be aware, however, that the receipt of economic benefits by RCA or its related persons in and of itself creates a potential conflict of interest and can indirectly influence RCA's recommendation of TD Ameritrade or Fidelity (or other broker-dealer custodian) for custody and brokerage services.

As indicated above, certain of the support services and/or products that can be received can assist RCA in managing and administering client accounts. Others do not directly provide such assistance, but rather assist RCA to manage and further develop its business enterprise.

RCA's clients do not pay more for investment transactions effected and/or assets maintained at TD Ameritrade or Fidelity (or another broker-dealer custodian) as a result of these

arrangements. There is no corresponding commitment made by RCA to TD Ameritrade or Fidelity or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangements. RCA's Chief Compliance Officer is available to answer any questions that a client or prospective client has on this arrangement or any perceived conflict of interest these arrangements can create.

Certain research and the benefits of investment ideas from that research are shared with our affiliated companies. One client's commissions may not be generated in the same proportion as its usage of a shared service. Client commission services are not used exclusively in connection with the accounts that pay the commissions to the broker-dealer providing the services. Also, analysts and portfolio managers across RCA and its affiliated companies may share investment ideas and strategies of their respective firms, some of which may be informed by research paid for with commissions generated only by equity accounts. We believe that, in the aggregate and over time, the research and brokerage products and services we receive benefit clients and assist us in fulfilling our overall duty to our clients.

Item 13: Review of Accounts

Periodic Reviews

RCA advisors conduct account reviews on an ongoing basis for clients that receive managed investment advisory services. RCA periodically rebalances managed portfolios back to target allocations as part of its process to strive to maintain risk and reward levels consistent with the stated Client Profile.

All RCA clients are encouraged to discuss their needs, goals and objectives with RCA and to keep RCA informed of any changes. RCA communicates with clients at least annually either by email, by regular mail, by telephone, by video or in person to review previous services and/or recommendations and to discuss the potential impact resulting from any changes in the client's financial situation and/or investment objective. Clients are also reminded on a quarterly basis to contact RCA if there have been any changes in the client's financial situation or investment objective and to update the Client Profile accordingly.

RCA advises all investment advisory clients that it is the client's responsibility to notify RCA of any changes in their investment objectives or financial situation. All clients are encouraged to review their financial planning issues (to the extent applicable), investment objective and account performance with advisory representatives at RCA on an annual basis, either by email, by regular mail, by telephone, by video or in person.

Review Triggers

In addition to periodic reviews, RCA will conduct account reviews when a triggering event, like a change in client investment objective, financial situation, market correction or client request, occurs.

Regular Reports and Electronic Delivery

Clients are provided, at least quarterly, with written transaction confirmation notices and summary account holding statements directly from the broker-dealer custodian for those client accounts. RCA also provides clients with a written quarterly report summarizing account activity and performance.

All client correspondence, as well as all books and records of RCA, will be delivered and stored as electronic images, and the originals of the electronically stored documents shall be destroyed. Thereafter, all electronic documents shall be deemed to serve as an original copy.

Item 14: Other Compensation and Client Referrals

Other Compensation

As referenced earlier under Research and Additional Benefits, RCA receives an indirect economic benefit from TD Ameritrade or Fidelity. RCA can also receive without cost, or at a discount, support services and/or products from TD Ameritrade or Fidelity.

RCA's clients do not pay more for investment transactions effected and/or assets maintained at TD Ameritrade or Fidelity as a result of this arrangement. There is no corresponding commitment made by RCA to TD Ameritrade or Fidelity or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement. Any client or prospective client may contact RCA's Chief Compliance Officer, to answer any questions they have on these arrangements or any actual or perceived conflict of interest.

As disclosed above in the Brokerage Practices section, RCA participates in TD Ameritrade's institutional customer program and RCA recommends TD Ameritrade to clients for custody and brokerage services. There is no direct link between RCA's participation in the program and the investment advice it gives to its clients, although RCA receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving RCA participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds and ETFs with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RCA by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by RCA's related persons. These products or services can assist RCA in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help RCA

manage and further develop its business enterprise. The benefits received by RCA or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, RCA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by RCA or its related persons in and of itself creates a potential conflict of interest and can indirectly influence RCA's choice of TD Ameritrade for custody and brokerage services.

As disclosed above in the Brokerage Practices section, RCA participates in Fidelity's institutional customer program and RCA recommends Fidelity to clients for custody and brokerage services. Fidelity provides RCA with a range of benefits to help conduct its business and to service clients. These benefits can include providing or paying for the costs of products and services furnished to RCA. The benefits provided to RCA may not necessarily benefit the client's account. There is no direct link between RCA's participation in the program and the investment advice it gives to its clients, although RCA receives economic benefits through its participation in the program that are typically not available to Fidelity retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving RCA participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds and ETFs with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RCA by third party vendors. Fidelity may also have paid for business consulting and professional services received by RCA's related persons. These products or services can assist RCA in managing and administering client accounts, including accounts not maintained at Fidelity.

Fidelity pays for or provides RCA with technology solutions to help facilitate advisors' practices, to maintain the advisors' integration with Fidelity's brokerage systems, and to streamline advisors' operations. These technology solutions include Fidelity and its affiliates' proprietary products and platforms that allow RCA to communicate electronically with Fidelity or access third-party technology products and services. Fidelity assists RCA in transferring client accounts to their platform and in completing documentation to enroll clients to receive services, such as providing or paying for clerical staff to assist in this process or paying account transfer fees or other charges RCA or other clients may have to pay when changing custodians or service providers.

Fidelity may provide information to RCA that may be deemed the solicitation of a particular security. In no event does the providing of this information to an advisor constitute solicitation of a particular security to the client or account owner by Fidelity, and RCA is responsible for interposing its own judgment when giving recommendations or advice to clients. Any trading decisions are solely between RCA and the account owner.

The benefits received by RCA or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to Fidelity. As part of its fiduciary

duties to clients, RCA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by RCA or its related persons in and of itself creates a potential conflict of interest and can indirectly influence RCA's choice of Fidelity for custody and brokerage services.

Client Referrals

Through May 2021, RCA participated in TD Ameritrade AdvisorDirect, through which RCA received referrals from TD Ameritrade. RCA is independent from and in no way affiliated with TD Ameritrade.

RCA will continue to pay a quarterly referral fee to TD Ameritrade based on the advisory fees that the clients pay to RCA. These referral fees are paid by RCA and not the client. No differential exists between the advisory fees payable to RCA for a referred client and the advisory fees payable by other clients.

Through May 2017, RCA had a referral arrangement in place, through which RCA received referrals. RCA will continue to pay a quarterly referral fee to the individual based on the advisory fees that the clients pay to RCA. These referral fees are paid by RCA and not the client. No differential exists between the advisory fees payable to RCA for a referred client and the advisory fees payable by other clients.

Item 15: Custody

Account Statements

RCA has an agreement with its broker-dealer custodians to have its advisory fees for each client debited by the client's broker-dealer custodian on a quarterly basis. Clients are provided, at least quarterly, with transaction confirmation notices and regular written account statements directly from the broker-dealer custodian for the client accounts. RCA may also provide a written periodic report summarizing account activity and performance.

Because the Firm has the authority and ability to debit its fees directly from clients' accounts, RCA is deemed to have custody of accounts in which advisory fees are deducted. RCA's policy is to not have custody of client assets beyond the "constructive custody" arising from debiting fees. To mitigate any potential conflicts of interests, all client assets are maintained with an independent qualified custodian. As mentioned above, clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the quarterly statements provided by RCA. RCA's statements may vary slightly from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Please Note: To the extent that RCA provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by RCA with the account statements received from the broker-dealer custodian selected for their account.

Please Also Note: RCA has an agreement with its broker-dealer custodians to have its advisory fees for each account debited by the client's custodian on a quarterly basis. The account custodian does not verify the accuracy of RCA's advisory fee calculation. The client is encouraged to verify the advisory fee calculation.

Item 16: Investment Discretion

Discretionary Authority for Trading

Clients can determine to engage RCA to provide investment advisory services on a discretionary basis. Prior to RCA assuming discretionary authority over a client's account, the client is required to execute an *Investment Advisory Agreement*, naming RCA as the client's attorney and agent in fact, granting RCA full authority to buy, sell or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

For accounts in the 401(k) Retirement Services Program, prior to RCA assuming discretionary authority, the plan sponsor is required to execute *the Investment Management Agreement for ERISA Plans – Discretionary*, naming RCA as the investment fiduciary, granting RCA full authority to buy, sell or otherwise effect investment transactions involving the assets in the 401(k) Plan.

Clients who engage RCA on a discretionary basis may, at any time, impose restrictions, in writing, on RCA's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit RCA's use of margin, etc.). Any such restrictions must be provided in writing and signed by the client.

Item 17: Voting Client Proxies

Proxy Votes

Depending on the strategy, the client can direct RCA in writing to vote proxies. The client maintains exclusive sole responsibility for all legal proceedings, class action suits or other events pertaining to the account assets. RCA votes proxies according to its Proxy Voting Policy. Consistent with RCA's fiduciary duty to vote proxies in the best interests of its clients, RCA monitors corporate actions of individual issuers and investment companies. RCA has engaged the services of Broadridge Investor Communication Solutions, Inc. or Broadridge Financial Solutions, Inc. (Broadridge) to assist with proxy voting. Although the factors RCA considers in a proxy vote can differ on a case by case basis, they may include a review of recommendations from issuer's management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation. It is RCA's general policy, however, to vote in accordance with management. Individual issuers may solicit RCA to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate

responsibility. Investment companies, like mutual funds, may solicit RCA to vote on matters including the approval of advisory contracts, distribution plans and mergers. RCA maintains records on its proxy voting as required by Rule 204-2 (c)(2) of the Advisers Act. Clients may request a copy of RCA's Proxy Voting Policy and further information as to how RCA voted on any specific proxy issues by contacting RCA's Chief Compliance Officer.

Item 18: Financial Information

Financial Condition

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition.

RCA is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.

RCA does not require pre-payment of its advisory fees.

RCA has not been the subject of a bankruptcy petition.

Contacting RCA's Chief Compliance Officer

Chief Compliance Officer: Cindy Stroik

Any questions about RCA, its compliance program or the supervision of RCA employees can be directed to Cindy Stroik, Chief Compliance Officer, by email at Cynthia.Stroik@53.com.

Other Disclosures

Performance Presentation Standards

RCA calculates its performance returns in compliance with the Global Investment Performance Standards (GIPS®). The firm has received firm-wide verification for the periods 1/1/2007 through 12/31/2019 by an independent verifying firm. Additional information regarding policies for calculating and reporting returns is available upon request. Past performance is not indicative of future results.