

Item 1: Cover Page

Ranch Capital Advisors Inc.

Form ADV Part 2A Investment Adviser Brochure

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March 2023

This Brochure provides information about the qualifications and business practices of Firm Name (“we”, “us”, “our”). If you have any questions about the contents of this Brochure, please contact Elissa A. Lovell, CFP®, Chief Compliance Officer, at (941) 462-2666 or elissa@ranchcap.com

Additional information about our Firm is also available at www.adviserinfo.sec.gov. 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.

We are a registered investment adviser. Please note that use of the term “registered investment advisor” and a description of the Firm and/or our employees as “registered” does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

Item 2 Summary of Material Changes

In this Item of Ranch Capital Advisors Inc.'s (Ranch Capital or the "Firm", "we", "us", "ours") Form ADV 2, we are required to discuss any material changes that have been made to Form ADV since the last Annual Amendment.

Material Changes since the Last Update

Since the filing of our Annual Amendment on March 25, 2022, we have the following Material Change to report:

- This Form was updated to include information regarding our fiduciary role when providing services to retirement investors and retirement accounts. Please see Item 4: Advisory Business for more information.
- This Form was updated to include disclosure of our conflict of interest related to the financial incentive we have in recommending the transfer of retirement plan assets to accounts that we manage. Please see Item 5: Fees and Compensation for more information.

Annual Update

You will receive a summary of any material changes to our Form ADV brochure within 120 days of our fiscal year end. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of the last annual update of the ADV.

The Supplement to our Form ADV Brochure (Form ADV Part 2B) provides you with information regarding our employees that provide investment advice.

Full Brochure Available

Our Form ADV may be requested at any time, without charge by contacting Elissa A. Lovell, CFP®, Chief Compliance Officer, at (941) 462-2666 or elissa@ranchcap.com. Additional information about the Firm is also available via the SEC's website at <https://adviserinfo.sec.gov/firm/summary/300966>. The SEC's website also provides information about any employees affiliated with the Firm who are registered as investment adviser representatives.

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Item 4 Advisory Business

Firm Information

We are a federally Registered Investment Adviser with the U.S. Securities and Exchange Commission ("SEC"). We were founded in 2019 and are owned and operated by Ranch Cap Holdings.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Ranch Capital Advisors Inc. and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

We provide investment advisory services to individuals, high net worth individuals, trusts, and estates. Our investment advisory services include investment management, financial planning, and financial coaching.

Types of Advisory Services

Financial Planning and Consulting Services

Ranch Capital Advisors Inc. offers financial planning and consulting services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs on an ongoing or periodic basis. These services typically involve a variety of advisory services regarding the management of the client's financial resources based upon an analysis of their individual needs and includes, but is not limited to financial planning, income/cash flow analysis, budget analysis, investment analysis, asset allocation, education needs analysis/planning, retirement needs analysis/planning, 401K plan review, trust and estate planning, and charitable giving.

We meet with the client to review risk tolerance, financial goals and objectives, and time horizons. Additional meetings may include a review of additional financial information; sources of income, assets owned, existing insurance, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations.

The financial plan may include both long and short-term considerations, depending upon the individual scenario. Upon completion a plan is presented to the client and the client is provided with recommendations that are deemed to be compatible with the client's stated goals and objectives. An implementation schedule is reviewed with the client to determine which steps will be pursued, and with whom the steps may be accomplished. The client is under no obligation to utilize the Firm to implement the advice or plan. Clients may choose all or certain components of advice and recommendations and can implement the recommendations through the service providers of their choice.

Portfolio Management Services

We offer discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you according to your risk tolerance and investing objectives. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is granted in the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

We may also offer non-discretionary portfolio management services. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

As part of our portfolio management services, in addition to other types of investments (see disclosures below in this section), we may invest your assets according to one or more model portfolios developed by our firm. These models are designed for investors with varying degrees of risk tolerance ranging from a more aggressive investment strategy to a more conservative investment approach. Clients whose assets are invested in model portfolios may not set restrictions on the specific holdings or allocations within the model, nor the types of securities that can be purchased in the model. Nonetheless, clients may impose restrictions on investing in certain securities or types of securities in their account. In such cases, this may prevent a client from investing in certain models that are managed by our firm.

Clients who have engaged us for portfolio management services may receive complimentary financial planning at no additional cost.

Financial Coaching Services

We offer financial coaching services on a membership/subscription basis. The goal of a financial coach is to advise and provide guidance on your day-to-day personal finance decisions. Your financial coach will help create a "smart spending" plan that aligns with your stated values and

goals.

Financial coaching services include but are not limited to:

- Provide a customized plan and clear direction to reach your goals
- Provide monthly budgeting tools and strategies
- Provide personal expense tracking tools
- Budget vs actual expense analysis
- Expense cutting strategies
- Debt payoff strategies and methodology
- Spending plan recommendations
- Cashflow strategies

Your financial coach will meet remotely with you each month and will serve as an accountability partner throughout the term of your subscription. Our financial coaching services are available as a flat fee subscription service typically for 3-6 months at a time.

Tailored Relationships

We tailor investment advisory services to the individual needs of the client. Our clients are allowed to impose restrictions on the investments in their account. All limitations and restrictions placed on accounts must be presented to us in writing.

Wrap Fee Programs

A “wrap-fee” program is one that provides the client with advisory and brokerage execution services for an all-inclusive fee. The client is not charged separate fees for the respective components of the total service. We do not sponsor, manage or participate in a Wrap Fee Program.

Fiduciary Statement

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act, (“ERISA”) and/or the Internal Revenue Code, (“IRC”), as applicable, which are laws governing retirement accounts.

We have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. We must take into consideration each client’s objectives and act in the best interests of the client. We are prohibited from engaging in any activity that is in conflict with the interests of the client. We have the following responsibilities when working with a client:

- To render impartial advice;
- To make appropriate recommendations based on the client’s needs, financial circumstances, and investment objectives;

- To exercise a high degree of care and diligence to ensure that information is presented in an accurate manner and not in a way to mislead;
- To have a reasonable basis, information, and understanding of the facts in order to provide appropriate recommendations and representations;
- Disclose any material conflict of interest in writing; and
- Treat clients fairly and equitably.

Regulations prohibit us from:

- Employing any device, scheme, or artifice to defraud a client;
- Making any untrue statement of a material fact to a client or omitting to state a material fact when communicating with a client;
- Engaging in any act, practice, or course of business which operates or would operate as fraud or deceit upon a client; or
- Engaging in any manipulative act or practice with a client.

We will act with competence, dignity, integrity, and in an ethical manner, when working with clients. We will use reasonable care and exercise independent professional judgement when conducting investment analysis, making investment recommendations, trading, promoting our services, and engaging in other professional activities.

Assets Under Management

As of February 08, 2023, we provide continuous management services for \$ 226,803,364 in client assets on a discretionary basis, and \$0 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Compensation – Portfolio Management Services

Our fee for portfolio management services is based on a percentage of the assets in your account. The annual fee is set forth in the following schedule:

Annual Fee Schedule

<u>Total Assets Under Management</u>	<u>Annual Fee</u>
0 - \$500,000	1.50%
\$500,001 - \$1,000,000	1.00%
\$1,000,001 - \$5,000,000	0.85%
Over \$5,000,001	0.65%

Our annual portfolio management fee is billed and payable, quarterly in advance, based on the balance at end of the previous billing period. The asset-based fee is billed on a quarterly basis, in advance, based upon the market value of the Household Assets, including cash, on the last day of the previous quarter as valued by the custodian.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. If Assets are deposited into or withdrawn from an Account after the inception of a quarter, the Fees payable with respect to the Assets for the following quarter will be prorated based on the number of days remaining in the quarter the deposit or withdrawal was made. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account.

You may terminate the portfolio management agreement upon 30 days written notice. In the event of termination, the Adviser is entitled to that portion of its fees earned through the

effective date (thirty (30) days after receipt of written notice) of termination. Any unearned fees will be returned to Client. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the month for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees determined by the number of days after the effective termination date.

Compensation - Financial Planning

We offer financial planning and consulting services on both a fixed fee basis and an hourly fee basis. Our fixed fees are negotiable and range between \$500 and \$5,000 annually depending on the scope and complexity of the services rendered. The first half of the estimated fee is due in advance of services rendered with the remaining balance is payable quarterly in advance. Our hourly fee for financial planning is \$250 - \$450 and is payable as invoiced. Our fees are negotiable depending upon the complexity and scope of the services rendered. We will provide you with an estimate of the total time/cost at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee. All terms of our engagement will be evidenced in the agreement that you sign with our firm.

Compensation – Financial Coaching Subscription Membership Service

Our financial coaching service is a subscription service model. The subscription term and service fee are agreed upon in advance and will range from \$150-\$350 a month depending on the scope and complexity of the work. Typically, subscription terms are 3-6 months and are renewable by the client. A 10% discount is offered if you choose to pay up front and in full for the financial coaching service. Financial coaching fees are collected through a third party software whereby a client will create an account, agree to the subscription terms and monthly fee, and enter payment information. Ranch Capital Advisors will not have the capability to view or store personal banking or credit card data and therefore, we do not have custody of client funds.

Either party may terminate the agreement at any time upon 30 days written notice to the other party. If the agreement is terminated before the subscription term is completed, Ranch Capital Advisors will be compensated based on an early termination fee. The early termination fee will be calculated as 50% of the remaining monthly term sessions. We will invoice you and payment of the termination fee must be made within 30 days. However, if you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees minus the early termination fee.

Compensation - Sale of Securities or Other Investment Products

Gregory Pacitti CFP® provides investment advice on behalf of our firm and is a registered representatives with APW Capital, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In his capacity as registered representatives, he receives compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees

or 12b-1 fees, for the sale or holding, of mutual funds. Compensation earned by Gregory Pacitti CFP® in his capacity as registered representative is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend, and in many instances will select or recommend, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm who receives compensation described above.

Compensation - Insurance

Gregory Pacitti CFP®, Abigail Skipper, and Bradley Tremitiere provide investment advice on behalf of our firm and are licensed as independent insurance agents. They will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by them are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Cash Balances

Some of your assets may be held as cash and remain uninvested. Holding a portion of your assets in cash and cash alternatives, i.e., money market fund shares, may be based on your desire to have an allocation to cash as an asset class, to support a phased market entrance strategy, to facilitate transaction execution, to have available funds for withdrawal needs or to pay fees or to provide for asset protection during periods of volatile market conditions. Your cash and cash equivalents will be subject to our investment advisory fees unless otherwise agreed upon. You may experience negative performance on the cash portion of your portfolio if the investment advisory fees charged are higher than the returns you receive from your cash.

Retirement Plan Rollover Recommendations

As part of our investment advisory services to our clients, we may recommend that clients roll assets from their employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will advise on the client's behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts.

If the client elects to roll the assets to an IRA that is subject to our advisement, we will charge the client an asset-based fee as set forth in the advisory agreement the client executed with our

firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to the client (i.e., receipt of additional fee-based compensation). Clients are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if clients do complete the rollover, clients are under no obligation to have the assets in an IRA advised on by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in our clients' best interests and not put our interests ahead of our clients'.

Under this special rule's provisions, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice);
- never put our financial interests ahead of our clients' when making recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in our clients' best interests;
- charge no more than a reasonable fee for our services; and
- give clients basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, clients should consider the costs and benefits of a rollover. Note that an employee will typically have four options in this situation:

1. leaving the funds in the employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide clients with a written explanation of the advantages and disadvantages of both account types and document the basis for our belief that the rollover transaction we recommend is in your best interests.

General Information on Compensation and Other Fees

In certain circumstances, fees, account minimums and payment terms are negotiable depending on client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low-cost basis securities, or certain passively advised investments and pre-existing relationships with clients. Certain clients may pay more or less than others

depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation.

All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive our services, which are designed, among other things, to assist the client in determining which mutual funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Item 6: Performance-Based Fees and Side-by-Side Management

“Performance-based fees” are fees based on the capital gains or capital appreciation in an account. We do not charge performance-based fees. “Side-by-side management” refers to the practice of managing both accounts that are charged a performance-based fee and accounts that are charged other types of fees, such as asset-based fees and hourly fees. Because we do not charge performance-based fees, we do not engage in side-by-side management.

Item 7 Types of Clients

Types of Clients

We offer investment advisory services to individuals, high net worth individuals and small businesses.

Account Minimums

In general, we require a minimum of \$500,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

Methods of Analysis

We may employ the following security analysis methods: Charting; fundamental analysis; technical analysis; and cyclical analysis.

Types of Investments

We offer advice on equity securities, commercial paper, certificates of deposit, mutual funds, exchange traded funds ("ETFs"), United States government securities, municipal securities, options contracts on securities, money market funds, real estate, real estate investment trusts ("REITs"), and structured notes.

Investment Strategies

We use long-term trading, short-term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. Although we manage assets in a manner consistent with your investment objectives and risk tolerance, there can be no guarantee that our efforts will be successful. You should be prepared to bear the following risks of loss:

- **Interest-rate Risk:** Fluctuations in interest rates may 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 security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling 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, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties (i.e., Non-traded REITs and other alternative investments) are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, 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.
- **Cybersecurity Risk:** A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.
- **Pandemic Risk:** Large-scale outbreaks of infectious disease can greatly increase morbidity and mortality over a wide geographic area, crossing international boundaries, and causing significant economic, social, and political disruption.

Item 9: Disciplinary Information

We are required to disclose all pertinent facts regarding any legal, regulatory or disciplinary events that would be material to your evaluation of the Firm or the integrity of our management.

There have never been any legal, regulatory or disciplinary actions against the Firm or our management persons.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities – Broker-Dealers

We are not registered as a broker-dealer. One of our management persons, Gregory Pacitti CFP®, is a registered representative of a broker-dealer, APW Capital, member FINRA/SIPC.

Insurance Company or Agency

Certain of our Investment Adviser Representatives may be licensed insurance agents or brokers and may be appointed with several insurance companies. They may earn separate compensation for transactions implemented through various insurance companies. Clients are not obligated to use any company for insurance product purchases and may work with any insurance agent they choose. Insurance compensation will be separate and distinct from our investment advisory fees.

Arrangements with Affiliated Entities

Kapcitti Holdings LLC is a holding company owned by Gregory Pacitti CFP®, Todd Kaplan, and Elizabeth Chulock. This is a holding company for passive investments. A conflict of interest exists because clients and owners of the Ranch Capital Advisors Inc. are also passive investors in private equity investments. Ranch Capital Advisors Inc.'s advisory services are separate and distinct from Kapcitti Holdings LLC. Mr. Pacitti does not market, recommend, or refer this entity to clients or prospective clients.

Other Investment Advisors

We do not recommend or select other investment advisors for our clients.

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

Code of Ethics

Our employees must comply with a Code of Ethics and Statement for Insider Trading (the “Code”). The Code describes our high standard of business conduct, and fiduciary duty to our clients. The Code’s key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Our employees must acknowledge the terms of the Code at least annually, and any employee not in compliance with the Code may be subject to termination.

Participation or Interest in Client Transactions – Personal Securities Transactions

Both the Firm and our employees may buy or sell securities identical to those recommended to clients for their personal accounts. The Code, described above, is designed to assure that the personal securities transactions, activities and interests of the employees of the Firm will not interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities, primarily mutual funds, have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of our clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. The Firm may maintain a list of restricted securities that employees may not purchase or sell based upon having (or possibly having) access to inside information. Employee trading is continually monitored under the Code and designed to reasonably prevent conflicts of interest between the Firm and our clients.

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Participation or Interest in Client Transactions and Principal/Agency Cross Trades

We do not recommend any securities to our clients in which we have a material financial interest. We do not affect any principal or agency cross securities transactions for client accounts. We also do not cross trades between client accounts.

Participation or Interest in Client Transactions – Aggregation

We and our employees may trade in the same securities with client accounts on an aggregated basis when consistent with our obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. We will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12: Brokerage Practices

Research and Other Soft Dollar Benefits

We do not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in “Brokerage – Other Economic Benefits”.

Directed Brokerage

Gregory Pacitti CFP® provides investment advice on behalf of our firm and is a registered representative of APW Capital Inc.. He would normally be required to recommend APW Capital to you for brokerage services. He is subject to applicable industry rules that restrict him from conducting securities transactions away from APW Capital unless APW Capital provides the representatives with written authorization to do so, which APW Capital has done in this case. Therefore, although Gregory Pacitti CFP® would generally be limited to conducting securities transactions through APW Capital, in this instance, as noted above, he will generally recommend TD Ameritrade. It may be the case that TD Ameritrade charges higher transaction costs and/or custodial fees than another broker charges for the same types of services. However, if transactions were executed through APW Capital, Gregory Pacitti CFP® (in his separate capacity as registered representatives of APW Capital) could earn commission-based compensation as a result of placing the recommended securities transactions through APW Capital. This practice would present a conflict of interest because these registered representatives would have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker as we recommend. However, if you do not use the recommended broker, we may not be able to accept your account.

Brokerage – Other Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products are in addition to any benefits or research we pay for with soft dollars, and may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge.

Directed Brokerage – Other Economic Benefits (TD Ameritrade)

We participate in the institutional advisor program (the “Program”) offered by TD Ameritrade

Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("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. We receive some benefits from TD Ameritrade through our participation in the Program. (Please see the disclosure under Item 14.)

Brokerage for Client Referrals

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

Trade Aggregation

While not typical, we may aggregate trades for multiple accounts. Trade aggregation is the act of trading a large block of a security in a single order. Shares of a purchased security are then allocated to the appropriate accounts in the appropriate proportion. The main purposes of order aggregation are (i) for ease of trading and (ii) to obtain a lower transaction cost associated with trading a larger quantity.

Orders for the same security entered on behalf of more than one client may be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. If the order is filled at different prices during the day, the prices are averaged for the day so that all participating accounts receive the same price. If an order has not been filled completely so that there are not enough shares to allocate among all the clients equally, shares will be allocated in good faith, based on the following considerations: amount of cash in the account, existing asset allocation and industry exposure, risk profile, and type of security. If a partial execution is attained at the end of the trading day, we will generally allocate shares on a pro rata basis but may fill small orders entirely before applying the pro rata allocation. All clients participating in each aggregated order shall receive the average price and subject to minimum ticket charges, pay a pro-rata portion of commissions.

Our allocation procedure seeks to be fair and equitable to all clients with no particular group or client(s) being favored or disfavored over any other clients.

Accounts for us or our employees will be included in a block trade with client accounts.

Item 13 Review of Accounts

Portfolio Management Reviews

Elissa Lovell, Chief Compliance Officer of Ranch Capital Advisors, will monitor your accounts on an ongoing basis and will conduct account reviews at least annually, to ensure the advisory services provided to you are consistent with your investment needs and objectives. Portfolios are generally monitored on a quarterly basis; however, reviews could also occur at the time of new deposits, material changes in client's financial information, changes in economic cycles, at our discretion, or as often as the client directs. Reviews entail analyzing securities, sensitivity to overall markets, economic changes, investment results and asset allocation, etc., to ensure the investment strategy and expectations are structured to continue to meet clients' objectives.

Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a client's own situation, (such as retirement, termination of employment, physical move, or inheritance)

Reporting

Each quarter, the custodian provides clients with an account statement for each client account, which may include individual holdings, cost basis information, deposits and withdrawals, accrued income, dividends, and performance. We may also provide clients with periodic reports regarding their holdings, allocations, and performance.

Financial Planning Reviews

Elissa Lovell, Chief Compliance Officer of Ranch Capital Advisors, will review financial plans as needed.

Item 14 Client Referrals and Other Compensation

Compensation – Client Referrals – Solicitation Arrangement

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive a percentage of the advisory fee you pay our firm for as long as you are a client with our firm, or until such time as our agreement with the Solicitor expires. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist, and those comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

We have entered into contractual arrangements with employees of our firm, under which the individuals receive compensation from us for the establishment of new client relationships. Employees who refer clients to us must comply with the requirements of the jurisdictions where they operate. The compensation consists of a one-time, flat referral fee upon your signing our advisory agreement. You will not be charged additional fees based on this compensation arrangement. Incentive based compensation is contingent upon you entering into an advisory agreement with us. Therefore, the individual has a financial incentive to recommend us to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Other Compensation – Insurance Incentives

As insurance brokers, our management persons and other employees are eligible to receive incentives for recommending certain types of insurance policies or other investment products. While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

We address these conflicts by reviewing recommendations made to our clients to determine that all recommendations are consistent with the best interests of our clients.

Item 15 Custody

Custody – Fee Debiting

Clients may authorize us (in the client agreement) to debit fees directly from their account at the broker dealer, bank or other qualified custodian (“custodian”). The custodian is advised in writing of the limitation of our access to the account. The custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to the Firm.

Custody – Account Statements

Clients receive at least quarterly statements from the custodian that holds and maintains client’s investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the reports that we provide. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not ever filed a bankruptcy petition.

Form ADV Part 2B – Investment Adviser Brochure Supplement

Ranch Capital Advisors Inc.

Form ADV Part 2B

Investment Adviser Brochure

4910 Lakewood Ranch Blvd.

#130

Sarasota, FL 34240

(941) 462-2666

www.ranchcap.com

Supervisor's Name: Gregory Pacitti, CFP®

Supervisor of:

Bradley S. Tremitiere

Abigail Skipper

Elissa A. Lovell, CFP®

Susanna Walsh

March 2023

This Brochure Supplement provides information about the Firm's ("we", "us", "our") employees that supplements our Brochure. You should have received a copy of that Brochure. Please contact Elissa Lovell, CFP®, Chief Compliance Officer, at (941) 462-2666 or elissa@ranchcap.com if you did not receive our Brochure or if you have any questions about the contents of this Supplement.

Additional information about our employee(s) referenced above is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each employee.

Item 2: Educational Background and Business Experience

Supervised Persons

Gregory Pacitti , CFP®

Born 1975

CRD #: 3258958

Business Background:

Ranch Capital Advisors, Inc.

2021 to Present

(F.K.A. Pacitti Group Inc.)

President and Investment Adviser Representative

APW Capital, Inc

2010 to Present

Registered Representative

Pacitti Group Inc.

2006 to Present

President

Ranch Capital Advisors

2019 to 2021

D/B/A Pacitti Group

Chief Compliance Officer and Investment Adviser Representative

Truvestments Capital LLC

2017 to 2019

Managing Partner

Skybox Financial Group, Inc

2008 to 2017

Chief Executive Officer

Formal Education after High School:

University of Central Florida

Bachelor of Science in Business Administration

Professional Designations:

CERTIFIED FINANCIAL PLANNER™

Bradley S. Tremitiere

Born 1974

CRD #: 3115874

Business Background:

Ranch Capital Advisors, Inc.

2021 to Present

(F.K.A. Pacitti Group Inc.)

Chief Investment Officer and Investment Adviser Representative

Ranch Capital Advisors

2019 to 2021

D/B/A Pacitti Group
Investment Adviser Representative

Wellington Shields & Co., LLC
Portfolio Manager and Financial Advisor

1999 to 2019

Formal Education after High School:

Campbell University
Bachelor of Science in Business Administration

Professional Designations:

N/A

Abigail Skipper

CRD #: 4025207

Born 1977

Business Background:

Ranch Capital Advisors, Inc.
(F.K.A. Pacitti Group Inc.)
Investment Adviser Representative

2020 to Present

Seedway
Customer Service Representative

2018 to Present

Geneva Financial
Mortgage Loan Originator

2017 to 2018

Skipper Grassing, Inc.
Owner

2001 to 2018

Formal Education after High School:

University of Florida
Bachelor of Science in Exercise and Sports Sciences

Polk State College
Associate of Arts in Liberal Arts

Professional Designations:

N/A

Elissa A. Lovell, CFP®

CRD #: 5120335

Born 1983

Business Background:

Ranch Capital Advisors, Inc. (F.K.A. Pacitti Group Inc.) Chief Compliance Officer	2022 to Present
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Ranch Capital Advisors, Inc. (F.K.A. Pacitti Group Inc.) Investment Adviser Representative	2021 to 2022
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Ranch Capital Advisors D/B/A Pacitti Group Investment Adviser Representative	2019 to 2021
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Truvestments Capital LLC Advisor	2018 to 2019
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Unemployed Unemployed	2017 to 2018
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Private Vista (F.K.A. Financial Strategy Network LLC) Advisor	2005 to 2017
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Formal Education after High School:

Purdue University
Bachelor of Arts in Selling & Sales Management and Financial Counseling & Planning

Professional Designations:

CERTIFIED FINANCIAL PLANNER TM

Susanna Walsh CRD #: 7187284	Born 1979
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Business Background:

Ranch Capital Advisors, Inc. (F.K.A. Pacitti Group Inc.) Investment Advisor Representative	2021 to Present
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Ranch Capital Advisors, Inc. (F.K.A. Pacitti Group Inc.) Client Coordinator	2021 to 2021
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Ranch Capital Advisors D/B/A Pacitti Group Client Coordinator	2019 to 2021
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Unemployed
Unemployed

2012 to 2019

Formal Education after High School:

Liberty University

Bachelor of Arts in Administration

State College of Florida

Associates of Arts and Sciences

Professional Designations:

N/A

Professional Certifications

Our employees maintain professional designations, which required the following minimum requirements:

CERTIFIED FINANCIAL PLANNER™ (CFP®)	
Issued By	Certified Financial Planner Board of Standards, Inc.
Prerequisites	Candidate must meet the following requirements:
	<ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• 3 years of full-time personal financial planning experience
Education Requirements	Candidate must complete a CFP®-board registered program, or hold one of the following:
	<ul style="list-style-type: none">• CPA• ChFC• Chartered Life Underwriter (CLU)• CFA• Ph.D. in business or economics• Doctor of Business Administration• Attorney's License
Exam Type	CFP® Certification Examination
Continuing Education Requirements	30 hours every 2 years

Item 3: Disciplinary Information

Neither we nor any of the nor any employees named in this Form ADV Part 2B have been involved in any activities resulting in a disciplinary disclosure.

Item 4: Other Business Activities

Gregory Pacitti CFP®

Gregory Pacitti CFP® is a Registered Representative with APW Capital, Inc. APW Capital, Inc. is a diversified financial services company engaged in the sale of specialized investment products. In this capacity, Mr. Pacitti may recommend securities or insurance products offered by APW Capital, Inc. as part of your investment portfolio. If you purchase these products through Mr. Pacitti, he will receive the customary commissions in his separate capacity as a Registered Representative of APW Capital, Inc.

Gregory Pacitti CFP® will receive 12b-1 fees from mutual funds that pay such fees. The receipt of additional compensation will give Mr. Pacitti an incentive to recommend certain investment products based on the compensation received.

As stated above, persons providing investment advice to advisory clients on behalf of our firm are registered representatives with APW Capital, Inc. In their capacity as registered representatives, these persons receive compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees for the sale or holding mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives may have an incentive to recommend investment products based on the compensation received rather than solely based on your needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend, and in many instances will select or recommend, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through a person affiliated with our firm.

Gregory Pacitti CFP® is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Pacitti for insurance related activities. This presents a conflict of interest because Mr. Pacitti may have an incentive to recommend insurance products to you. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Gregory Pacitti CFP® is Co-Owner of Kapcitti Holdings LLC, a holding company for passive investments. A conflict of interest exists because clients and owners of the Ranch Capital Advisor Inc. are also passive investors in private equity investments. Ranch Capital Advisor Inc.'s advisory services are separate and distinct from Kapcitti Holdings LLC. Mr. Pacitti does not market, recommend, or refer this entity to clients or prospective clients.

Bradley S. Tremittiere

Bradley S. Tremitiere is separately licensed as an independent insurance agent. In this capacity, he can affect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Tremitiere for insurance related activities. This presents a conflict of interest because Mr. Tremitiere may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Abigail Skipper

Abigail Skipper is a Customer Service Representative of Seedway, a company that offers a comprehensive line of farming products. Ms. Skipper's duties as the Customer Service Representative of Seedway do not create a conflict of interest to her provision of advisory services through Ranch Capital Advisors Inc.

Elissa A. Lovell, CFP®

Elissa A. Lovell is not actively engaged in any other business or occupation (investment-related or otherwise) beyond her capacity as Advisor of Ranch Capital Advisors Inc. Moreover, Mrs. Lovell does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Susanna Walsh

Susanna H. Walsh is not actively engaged in any other business or occupation (investment-related or otherwise) beyond her capacity as Advisor of Ranch Capital Advisors Inc. Moreover, Susanna H. Walsh does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5: Additional Compensation

Gregory Pacitti CFP®

Refer to the Other Business Activities section above for disclosures on Mr. Pacitti's receipt of additional compensation as a result of his other business activities.

Also, refer to the Fees and Compensation, Client Referrals and Other Compensation, and Other Financial Industry Activities and Affiliations section(s) of Ranch Capital Advisor Inc's firm brochure for additional disclosures on this topic.

Bradley S. Tremitiere

Refer to the Other Business Activities section above for disclosures on Mr. Tremitiere's receipt of additional compensation as a result of his other business activities.

Also, refer to the Fees and Compensation, Client Referrals and Other Compensation, and Other Financial Industry Activities and Affiliations section(s) of Ranch Capital Advisors inc.'s firm

brochure for additional disclosures on this topic.

Abigail Skipper

Refer to the Other Business Activities section above for disclosures on Ms. Skipper's receipt of additional compensation as a result of her other business activities.

Also, refer to the Fees and Compensation, Client Referrals and Other Compensation, and Other Financial Industry Activities and Affiliations section(s) of Ranch Capital Advisors Inc. firm brochure for additional disclosures on this topic.

Elissa A. Lovell, CFP®

Elissa A. Lovell does not receive any additional compensation beyond that received as an Advisor of Ranch Capital Advisors Inc.

Susanna Walsh

Susanna H. Walsh does not receive any additional compensation beyond that received as an Advisor of Ranch Capital Advisors Inc.

Item 6: Supervision

Gregory Pacitti CFP®, President, and Elissa A. Lovell, Chief Compliance Officer supervise all persons named in this Form ADV Part 2B Investment Adviser Brochure Supplement. Supervision is completed through regular staff, investment, and other ad hoc meetings. In addition, Gregory Pacitti CFP® and Elissa A. Lovell regularly review client reports, emails, and trading, as well as employees' personal securities transaction and holdings reports. Gregory Pacitti CFP® and Elissa A. Lovell may be reached at (914) 462-2666.