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FORM ADV PART 2A - FIRM BROCHURE

ITEM 1 COVER PAGE

September 15, 2023

**RFG ADVISORY, LLC**  
**1400 URBAN CENTER DRIVE, SUITE 475**  
**VESTAVIA HILLS, AL 35242**

FIRM CONTACT: RICK OHLRICH, CHIEF COMPLIANCE OFFICER  
[WWW.RFGADVISORYWEALTH.COM](http://WWW.RFGADVISORYWEALTH.COM)

FIRM CRD# 158401

This brochure provides information about the qualifications and business practices of RFG Advisory, LLC, ("RFG", "RFG Advisory", "Firm"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Rick Ohlrich, by telephone at (205) 397-2450. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority.

Additional information about RFG Advisory, LLC, is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please note use of the term "registered investment adviser" and description of RFG Advisory and/or our associates as "registered" does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and the Brochure Supplement for the firm's Investment Adviser Representative ("Financial Advisor") who advises them for more information on the qualifications of RFG Advisory and the Financial Advisor.

## ITEM 2. MATERIAL CHANGES

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RFG Advisory is required to advise Clients of any material changes to our Firm Brochure from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

We have the following material changes to report since the last annual update of this Brochure dated March 24, 2023:

- We accepted an investment from [Long Ridge Equity Partners], and RFG Advisory is now a wholly owned subsidiary of RFG Advisory Holdings, LLC (“RFG Holdings”). RFG Holdings is owned, directly or indirectly, by Bobby White, Shannon Spotswood, Rick Wedell, and investment vehicles controlled by Long Ridge Equity Partners.
- As of September 5, 2023 all the RFG Advisory, LLC., accounts that were custodied at TD Ameritrade were transferred to Charles Schwab as part of their merger agreement. Charles Schwab has assumed all custody responsibilities formerly provided by TD Ameritrade.

Pursuant to regulatory requirements, RFG Advisory will deliver to Clients a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We will further provide other ongoing disclosure information about material changes as necessary. All such information will be provided free of charge.

### ITEM 3. TABLE OF CONTENTS

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## ITEM 4. ADVISORY BUSINESS

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RFG Advisory provides Clients with a wide array of investment advisory services. We specialize in Portfolio Management, Financial Planning, Consulting, Referrals to Third-Party Money Managers, Retirement Plan Consulting, Financial Wellness and Education Services. Our firm is a limited liability company formed in the State of Alabama in business as an investment adviser since 2011 and is owned as follows:

As of September 15, 2023, RFG Advisory is 100% owned by RFG Holdings. RFG Holdings is owned, directly or indirectly, by Bobby White, Shannon Spotswood, Rick Wedell, and investment vehicles controlled by Long Ridge Equity Partners.

### **Description of the Types of Advisory Services We Offer**

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Clients may select from a variety of investment advisory services including Portfolio Management, Financial Planning, Consulting, unaffiliated Third-Party Money Management, Retirement Plan Consulting and Education Services. Our firm provides services to Clients through individuals registered as investment adviser representatives ("IARs"), which the Firm refers to as "Financial Advisors" and are subject to the Firm's supervisory oversight.

RFG Advisory maintains agreements with Schwab Advisor Services ("Schwab") and Fidelity Investments ("Fidelity") that we recommend through which Clients may choose where to custody their advisory assets. The Custodian chosen by the Client does not have discretionary authority over assets. The Client grants discretion to RFG Advisory through execution of one of the RFG Advisory Discretionary Agreements.

RFG Advisory provides advisory services to certain retirement plan participants. When we render investment advice, including rollover advice, to Clients regarding their retirement plan account, HSA, ESA, individual retirement account, and employee benefit plans, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act (ERISA) and the Internal Revenue Code, which are laws governing retirement accounts. As such we must act "with the care, skill, prudence and diligence under the circumstance then prevailing that a prudent person acting in a like capacity and familiar with such manners would use in the conduct of an enterprise of a like character with like aims".

We regularly provide advisory services to retirement plans (including, 401(k) plans, 403(b) plans and other profit-sharing plans) and the fiduciaries of those plans. In providing these services and as part of our normal course of business, we act as a non-discretionary co-fiduciary under ERISA §3(21). RFG nor its Financial Advisors provide ERISA §3(38) services. We require each client to select services in writing as part of the retirement plan consulting services agreement with such plan which sets forth the rights and obligations of each party. This agreement also states the negotiated fee or fee structure for each client.

The way we make money creates some conflicts with the Client's interests because it is in RFG's interest to recommend a rollover since we will earn an advisory fee. Therefore, we operate under the prescriptions of DOL PTE 2020-02 that requires us to act in the Client's best interest and not put our interest ahead of a Client's. Under this 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 the Client's when making recommendations (give loyal advice);
- Avoid making any misleading statements about conflicts of interest, fees, and investments;

- Give advice that is in the Client's best interest;
- Charge no more than is reasonable for our services; and
- Provide information about conflicts of interest.

In performing our services, we sometimes rely on information received from clients or from other professionals hired by clients. In such cases, we are not, nor can we, verify or audit the accuracy of such information. However, we will make reasonable inquiries about the information for the avoidance of any doubts, in accordance with our fiduciary duty. If requested, we will recommend the services of other professionals for non-advisory services but not before disclosing any associated conflicts that may exist or arise. Our clients are never under any obligation to accept such recommendation.

Clients are advised that the same or similar programs or services as those described herein may be available from other investment advisors for an annual fee lesser or greater than set forth herein, and that the programs described in this brochure may cost the Client more or less than purchasing the different services within each program separately depending upon such factors as trading activity, account size, portfolio management fees, mutual fund expenses, complexity of financial situation, etc.

Clients will need to complete the necessary advisory account documents required by their custodian, by RFG Advisory and by their Third-Party Manager (where applicable).

Clients at Schwab and Fidelity have the option to hold a position(s) otherwise referred to as a non-managed asset(s) inside a managed discretionary account. This is a Client accommodation only with no asset management or advisory fees charged on the non-managed asset(s).

We also provide 10b5-1 trading plans, which are advised upon and managed as a non-managed asset.

Financial Advisors will reasonably be available for consultation with Clients regarding the management of their account(s). Financial Advisors are responsible for the management and review of Client's advisor accounts on an ongoing basis. Additionally, periodic reviews are performed by the RFG Advisory compliance team.

## **Available Programs**

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### **A. Portfolio Management**

Our Portfolio Management service encompasses discretionary asset management. This service is designed to assist Clients in meeting their financial goals using financial investments. Financial Advisors will conduct at least one, but sometimes more than one meeting (in person, by telephone, video conference, or via email) with Clients to understand their current financial situation, existing resources, financial goals, tolerance for risk and overall investment objective. Based on those findings, the Financial Advisor will propose an investment approach to the Client and the Client will have an opportunity to place reasonable restrictions on the types of investments to be held in the discretionary investment portfolio.

RFG Advisory provides advisory services to Clients who are participants in unaffiliated employer sponsored 401(k), HSA, 403(b), 401(a), and 457 Plans. These accounts are managed through RFG's employee plan participant platform referred to as "Connect" through the technology platform offeror Pontera. Clients link their existing employee retirement account to the employee plan participant platform and receive discretionary advisory services from their selected Financial Advisor through the selection of captive investment options made available exclusively by the Plan and transmitted to the Plan administrator for execution.

Clients who participate in Connect are exclusively subject to the investment options made available by their respective employer Plan. The investment options available may be limited to higher cost mutual funds than could be obtained through a self-directed brokerage option or window, if available within the employer Plan. RFG Advisory will not be responsible for determining whether the Client should open a self-directed brokerage option or window if a feature of their employer sponsored retirement plan. That decision remains with Client, although RFG will discuss that option at the Client's request.

- The investment approach, guidelines and restrictions will form the investment plan of the account. Upon the Client's agreement with the Financial Advisor to the proposed investment plan, the Financial Advisor will work with the Client to establish the Pontera inlay for investment management account(s).
- Once the relevant accounts are under our management, the Financial Advisor reviews such accounts at least annually with the Client. Financial Advisors may periodically rebalance or adjust Client accounts based upon a variety of circumstances. If the Client experiences any significant changes to his/her financial or personal circumstances, the Client must notify us so that we can consider such information in managing the Client's investments.

#### **B. RFG Advisory proprietary investment strategies:**

Client accounts at Fidelity and Schwab in RFG Advisory proprietary investment strategies are managed on a discretionary basis. The Financial Advisor will have discretion selecting the appropriate strategy from the Bluemonte or Advisor Select Portfolios consistent with the Client's stated investment objective and risk tolerance. These strategies consist of Mutual Funds, Fixed Income, Equities, Exchange Traded Funds, Options, Structured Notes, Direct Indexing, Alternative Investments and advisory variable annuities.

#### **C. Use of Third-Party Management Platforms:**

Financial Advisors have discretion to place Client accounts under other registered investment adviser's Third-Party management platforms with our custodians.

In these instances, the custodian ensures due diligence has been conducted on the manager and the Financial Advisor is responsible for assisting the Client in setting an appropriate investment objective based on the client's goals and risk tolerance, selecting an appropriate asset allocation model portfolio from those available under the applicable platform, conveying any restrictions or guidelines to the manager and providing ongoing monitoring and review of the Client account. The Third-Party Manager is responsible for individual security selection, trading, and portfolio rebalancing. Details related to Third-Party Management platforms are disclosed in advance of any such engagements. Financial Advisors will review Third-Party Money Manager reports provided to the Client at least annually. The Financial Advisor will also contact Clients annually to review their financial situation, stated investment objectives and risk tolerance; communicate information to the money manager as warranted and assist the Client in understanding and evaluating the services provided by the Manager. Clients are expected to notify RFG Advisory of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing.

RFG Advisory does perform routine due diligence of the Third-Party Management platforms relating to investment methodology, compliance procedures, cyber security programs, privacy policy, and related matters.

#### **D. Referrals to Third-Party Money Managers:**

Financial Advisors can also refer Clients to Third-Party Money Managers. In these instances, RFG Advisory is acting as a Solicitor, with investment advice and the trading of securities being

provided by or through, the chosen Third-Party Money Manager. Our firm will not offer advice on any specific securities or other investments in connection with this service. Prior to referring Clients to Third-Party Money Managers, our firm will conduct routine due diligence on the Money Managers being used. To assist in the selection of a Third-Party Money Manager, the Financial Advisor will gather Client information pertaining to their financial situation, investment objectives, risk tolerance and reasonable restrictions, if any, to be imposed upon the management of the account.

Financial Advisors will review Third-Party Money Manager reports provided to the Client at least quarterly. The Financial Advisor will also contact Clients annually to review their financial situation, stated investment objectives and risk tolerance; communicate information to the money manager as warranted; and assist the Client in understanding and evaluating the services provided by the Manager. Clients are expected to notify RFG Advisory of any changes in their financial situation, investment objectives, or account restrictions that could affect their financial standing. We remind clients of this obligation in quarterly communications.

#### **E. Financial Planning and Consulting:**

We provide financial planning and consulting services. Generally, such financial planning and/or consulting services will involve preparing a financial plan or providing a financial consultation for Clients, based on the Client's financial goals, objectives, and risk tolerance. This planning or consulting typically encompasses one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Executive Compensation Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

The written financial plan(s) or financial consultation(s) to Clients usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations can include that the Client establish or revise their investment program(s), create or revise wills and/or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that for non-advisory related services, some Financial Advisors periodically refer Clients to an accountant, attorney, or other specialist, as necessary. While some of RFG Advisory's Financial Advisors are licensed attorneys or accountants, RFG Advisory does not provide any legal or accounting advice. Clients should seek the counsel of an outside attorney or accountant when necessary. For written financial planning engagements, we provide our Clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our Clients with a written summary of our observations and recommendations as the process is less formal than our financial planning service. Plans or consultations are typically completed within six (6) months of the Client signing a contract with RFG Advisory, contingent upon all information and documentation requested from the Client has been promptly provided. Implementation of the recommendations will be at the discretion of the Client.

Some Financial Advisors specialize in retirement protocols for specific industries, such as Educators in the Missouri School system, and provide general consulting and education to such individuals at no cost. In addition, Financial Advisors provide financial education specifically to women at no cost, referred to as "StrongHer Money®".

#### **F. Retirement Plan Consulting:**

When working with an ERISA Plan, a Financial Advisor is referred to as a Retirement Plan Consultant ("Consultant"). The Consultant may act as a limited scope fiduciary, pursuant to ERISA section 3(21), that can advise, help, and assist Plan Sponsors with their investment decisions. The Plan Sponsor is ultimately responsible for the decisions made in their Plan. Services the Client may

elect are: Non-discretionary investment advice about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives; assistance to the Client in the development of, or amendments to, the Plan's Investment Policy Statement (IPS); Non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections; Assist in monitoring investment options by preparing periodic investment performance reports. The Consultant may also offer non-fiduciary services to employer plan sponsors in the form of Participant Education and/or Participant Enrollment.

In providing services for retirement plan consulting, RFG Advisory does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non- publicly traded securities or assets, illiquid investments, or brokerage window programs (collectively, "Excluded Assets").

All retirement plan consulting services shall follow the applicable state laws regulating retirement consulting services. This applies to Client accounts that are retirement or other employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). If the Client accounts are part of a Plan, and our firm accept appointments to provide services to such accounts, RFG Advisory acknowledges its fiduciary standard within the meaning of Section 3(21) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

#### **G. Annuities:**

RFG Advisory is a member of the DPL Financial Partners, LLC ("DPL") platform. DPL is a third-party provider who delivers a turnkey annuity management platform to the firm. DPL services include, among others, providing their members with analyses of their current methodology for evaluating client's current and future annuity needs.

DPL licensed insurance agents are unaffiliated with RFG Advisory and act as the selling agent in executing the purchase or exchange of the client's annuity solution. DPL Licensed Insurance Agents are also registered representatives of The Leaders Group, Inc. an unaffiliated SEC registered broker-dealer and FINRA member. DPL is licensed as an insurance producer in Kentucky and other jurisdictions where required to perform the platform services. Client's RFG Financial Advisors maintain discretionary management authority over the investments in the variable annuity sub-accounts and select the index to be used in the fixed Index annuity through the RFG Advisory Discretionary Portfolio Management Agreement and with Limited Power of Authority of the client's annuity at the carrier.

DPL receives an annual fixed membership fee from RFG Advisory in addition to service fees from the annuity carriers with whom DPL partners. The service fees paid to DPL by the carriers are based on the insurance premiums received from DPL member's clients. The service fee limits the number of annuity carrier's available to RFG Clients through the DPL platform.

#### **Tailoring of Advisory Services**

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Regardless of the services provided, each is tailored to the individual needs of the respective Client (whether an individual, a family, or a business) through an assessment conducted prior to an engagement. Clients may impose restrictions on discretionary portfolios related to the level of discretion granted, the types of investments used, etc. Terms of an actual engagement, including description of service, limitations and restrictions, fees, etc., are all detailed before any engagement begins in a written Client agreement.



## **Regulatory Assets Under Management**

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As of December 31, 2022, RFG Advisory manages \$ 2,996,872,822 on a discretionary basis.

## **ITEM 5. FEES AND COMPENSATION**

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### **How We are Compensated for Our Advisory Services**

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#### **Portfolio Management**

Our annual Advisory Fee for our Portfolio Management service shall be based on the agreed upon percentage of the market value of billable assets in the account which typically includes cash, money market, and cash equivalents and shall be calculated at up to 2.35%. Billable assets are those investments and cash balances RFG Advisory and/or Financial Advisor are providing continuous and regular supervisory and management services to. The custodians holding the client assets determine the market value or fair value.

The advisory fee schedules are either flat, linear, or tiered with each Financial Advisor determining their individual fee schedule. Tiered and linear fee schedules are billed based on Household market values. The advisory fee that a Client is charged may be higher or lower than fees charged to other Clients; and may be higher or lower than the cost of similar services offered through other financial firms or purchasing the different services within each program separately. Financial Advisors manage their own Client relationships and consequently their levels of service and negotiated advisory fees will vary. RFG Advisory's discretionary portfolio management fees are billed on a pro-rata annualized basis quarterly, in advance, based on the total billable market value of the holdings in Client's account, or household, on the last day of the previous quarter, multiplied by the Client Fee % (per annum), divided by the number of days in the year and multiplied by the number of days in the quarter. RFG Advisory assumes a 365-day billing cycle.

The initial billing period will begin when this Agreement is signed by Client and accepted by Advisor, and initial funding has been received by the Custodian (the "Inception Date").

Deposits and withdrawals to/from existing accounts are billed in arrears at the next billing cycle for the prorated period the assets were in the account. Exceptions may be made for advanced intra-quarter billing.

Connect account deposits and withdrawals after account inception are billed at the next billing cycle and are not prorated. In addition, there is no exception made for advanced intra-quarter billing in these accounts.

The Client's Total Advisory Fee can include several components: the Investment Advisor Representative's fee, a strategist fee as applicable and the RFG annual platform fee of up to 0.45% on all billable assets. The Financial Advisor's fee is negotiated based on the advisory services being provided. The strategist fee, when applicable, varies by manager ranging from 0%-1.0%. The platform fee is negotiated between RFG Advisory and the Financial Advisor and will therefore vary between Clients. In addition, RFG Advisory charges a \$12.50 non-refundable quarterly Account Service Fee deducted from Client accounts held at Fidelity, and Schwab. RFG Advisory does not charge a service fee on Connect accounts.

When removing a manager charging a strategist fee, a corresponding reduction in the Total Client Fee will take place by subtracting the strategist fee. The Total Client Fee will be adjusted at the beginning of the next quarter's billing period. If changing managers results in a change to the strategist fee, up or down, that adjustment will be immediately reflected in the account's billing calculation.

The Advisory Fee and Account Service Fee deducted from the Client's account(s) are disclosed in the

RFG Advisory Discretionary Portfolio Management Agreements. RFG Advisory does not have the authority to instruct custodians to increase the Advisory Fee without written Client consent but maintains authority to reduce the Advisory Fee without Client consent.

The Financial Advisor and/or the Firm shall have the right to appropriate any and all amounts payable to it under any provision of the Discretionary Portfolio Management Agreement or otherwise from the assets and the Financial Advisor and/or the Firm may for this purpose sell or otherwise liquidate the portfolio or any part thereof.

As part of this process, Client understands and acknowledge the following:

- The Custodian provides the Client with account statements at least quarterly showing all disbursements for their account, including the amount of the advisory fees paid to our firm;
- The Client has provided authorization permitting fees to be directly paid by these terms;
- Our firm calculates the advisory fees for accounts;
- Advisory fees are deducted by the custodian from the Client's account;
- Financial Advisor and/or the Firm will liquidate the portfolio or any part thereof if available funds are insufficient to cover all fees due to RFG Advisory as billed.

All valuations for securities held in client accounts comes from the custodians utilized in maintaining client assets. That data is then reconciled through our portfolio management software which maintains a global pricing table based on data provided to them from all of the custodians they serve as an aggregator for. RFG runs daily, weekly, monthly, quarterly, and yearly audits for discrepancies and outliers.

### **Bluemonte, RFG Advisory's Proprietary Investment Strategies**

Financial Advisors of RFG have access to various strategies managed by RFG Advisory's Chief Investment Officer and Investment Management Committee. The Financial Advisor has the discretionary authority to allocate among the various Bluemonte strategies consistent with the Client's stated investment objective and risk tolerance. These strategies consist of Mutual Funds, Fixed Income, Equities, Exchange Traded Funds, Options, Structured Notes, Alternative Investments and advisory variable annuities.

The Client's total advisory fee as indicated on the RFG Advisory Discretionary Portfolio Management Agreement is itemized to include the Financial Advisor's fee, the RFG Platform fee and the Bluemonte strategist fee charged by RFG Advisory to manage the account.

Financial Advisors are incentivized to recommend RFG Advisory's investment strategies which are described in Item 4, under Available Programs Item B, as they may have lower costs than other portfolios. In addition, some Advisors are otherwise incentivized for assets placed in RFG Advisory's investment strategies through a compensation arrangement with the firm from which the Financial Advisor benefits. Despite these conflicts of interest, RFG Advisory's Financial Advisors will always place Clients' best interest ahead of their own.

### **SMArtX Investment Strategies Platform:**

RFG Advisory maintains a sub-advisor relationship with SMarTX who makes available to RFG Financial Advisors a turnkey platform of third-party investment strategies that include equities, ETFs and mutual funds. The Financial Advisor may choose to allocate portions of one or more client accounts to a strategy offered by one or more third parties. SMarTX trades initial investments and model changes. The Financial Advisor is responsible for selecting the strategy(ies) to be used in the Client's account, trading cash deposits/withdraws, positions received into Client account(s), and strategy rebalance, if deemed necessary by the Financial Advisor, when multiple strategies are

utilized in the Client account(s).

The Client's advisory fee as indicated on the RFG Advisory Discretionary Portfolio Management Agreement includes the fee charged by the RFG Financial Advisor to manage the account and a platform fee of up to 0.45% which includes the RFG Advisory platform fee plus the platform fee charged to RFG Advisory by SMArtX. The strategy fee charged by the third-party strategist is contained in the SMArtX Strategy Selection(s) Disclosure (Addendum A) to the RFG Discretionary Portfolio Management Agreement. Accounts under \$10,000 incur an additional \$10 per month platform fee charged directly to the Client's account by SMArtX.

#### **Aspire [PCS Retirement] Strategies Platform:**

Aspire provides RFG Advisory through their InvestLink<sup>SM</sup> platform the ability to link participant 403b and 457 accounts so that Financial Advisors can provide discretionary investment management services to our clients. Advisor Trust, Inc., a qualified custodian as defined under the Advisers Act serves as the custodian for these accounts. The Financial Advisor, as discretionary portfolio manager can choose to manage a client's account through the plan's selection of investments or allocate portions of the account(s) to a strategy offered by one or more third parties. All subject to the Financial Advisor's and RFG's supervisory oversight of the portfolio or the sub-manager due diligence oversight program.

The Client's advisory fee as indicated in the RFG Advisory Discretionary Portfolio Management Agreement includes the fee charged by the RFG Financial Advisor to provide discretionary advisory services to the client and a platform fee of up to 0.45%.

#### **Use of Third-Party Management Platforms:**

In instances where Client accounts are managed under a Third-Party management platform, additional management fees, platform costs, and minimums may apply. All such details will be disclosed to the Client in advance. The RFG Advisory platform fee of up to 0.45% is included in the total advisory fee billed to the Client.

#### **Referrals to Third-Party Money Managers:**

We are paid a solicitor fee by Third-Party Money Managers when Clients whom we refer establish a managed account, which creates a conflict of interest. These managers pay us an ongoing portion of the investment advisory fee that they charge for managing the Client's account. The fees we receive from these solicitor relationships and the written separate disclosures made to the Client regarding these fees comply with applicable state statutes and rules. Our Financial Advisors provide separate written disclosures including a copy of the Third- Party Manager's Form ADV Part 2, all relevant Brochures, a Solicitation Disclosure Statement detailing the fees we are paid and a copy of the Third- Party Manager's privacy policy. The managers we recommend will not directly charge a higher fee than they would have charged without us introducing the Client to them.

Third-Party Money Managers with whom we have a Solicitor relationship establish and maintain their own separate billing processes which RFG Advisory has no control over. In general, the Third-Party Money Managers will bill the Client and describe their process in their separate written disclosure documents.

We also maintain sub-advisor relationships with numerous Third-Party Managers, whereby we are compensated with a portion of the advisory fees charged by the manager. In some sub- advisor arrangements, RFG Advisory will bill the Client for its portion of the fee.

The compensation paid to us by Third-Party Money Managers varies, and thus, there is a conflict

of interest in recommending a manager who shares a larger portion of its advisory fees over another manager. To minimize this conflict our firm will make our selections acting as a fiduciary to our Clients. RFG Advisory's fees are not higher than they would have been had our Client obtained services directly from the Third-Party Manager. Prior to referring Clients to a Third-Party Money Manager, we will ensure that the manager is licensed with the respective authorities.

The RFG Advisory platform fee of up to 0.45% is included in the total advisory fee billed to the Client.

### **Financial Planning and Consulting:**

#### **a) Financial Planning & Consulting**

Financial planning and consulting fees are flat fees charged to the Client either monthly, quarterly or as a one-time fee. Fees are based upon the scope and complexity of the engagement and vary between Financial Advisors. Clients direct the payment of these fees via ACH or Credit Card through AdvicePay<sup>1</sup>. Flat fees are negotiated between the Financial Advisor and the Client and will not exceed \$50,000. We will not bill \$1,200 or more when services are not rendered within six (6) months of receipt of funds.

<sup>1</sup>In circumstances where a Client does not have access to email, we will accept payment of fees via check.

#### **b) Retirement Plan Consulting:**

Our Retirement Plan Consulting services are billed quarterly in arrears based on a percentage of Plan assets under management. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the Client. Fees based on a negotiated percentage of managed Plan assets will not exceed 1.00%. The advisory fee rate is negotiated between the Financial Advisor and the Client and may be higher or lower than the fees that we charge other Clients in this or other programs; and may be higher or lower than the cost of similar services offered through other financial firms or purchasing the different services within each program separately. The fee-paying arrangements for Retirement Plan Consulting service will be determined on a case-by-case basis and will be detailed in the signed consulting agreement. Clients may choose to be invoiced directly for the fees, which may be paid by the Plan's Third-Party Administrator.

### **Annuities:**

The annuity management fee may not exceed 1.15%. RFG Advisory provides billing instructions to the insurance carrier. The firm's management fees are typically billed on a pro-rata annualized basis quarterly, in advance, based on the market value of the annuity contract multiplied by the Client Fee % (per annum), divided by the number of days in the year and multiplied by the number of days in the quarter. The carrier nor RFG Advisory take household assets into consideration when calculating annuity management fees. RFG Advisory typically assumes a 365-day billing cycle. Our standard billing structure will apply unless the carrier is unable to accommodate all, or certain aspects, of our billing method. For example, some carriers limit to billing in arrears and/or on an average daily balance. Under these type of circumstances RFG Advisory will continue to bill quarterly and adjust the billing method as necessary. The Client's total Advisory Fee includes the RFG annual platform fee of up to 0.45% of the annuity contract value.

### **Other Fees:**

Clients may incur transaction fees for trades executed in their accounts at Schwab and Fidelity. Transaction fees are charged by the custodian on certain securities and calculated as either a set amount on each transaction ("transaction-based pricing") or a fixed % of the market value of assets ("asset-based pricing"). RFG Advisory does not share in transaction fees regardless which option

is selected by the Client. The Financial Advisor will recommend to the Client either asset-based pricing or transaction-based pricing, depending on which option they believe will be the most cost-effective for the Client. The Financial Advisor takes into consideration the anticipated trading volume along with the minimum annual fee charged by the custodian. Transaction fees vary depending upon the custodian which are disclosed by and charged directly to the Client's account by the custodian. The asset-based pricing is calculated as a percentage of the value of the Client's account and includes the value of non-managed assets less the value of any assets determined by Client's Custodian to be free of transactions costs where transaction-based pricing is charged for each individual transaction. Transaction fees are separate from our advisory fees and are subject to change at the discretion of the custodian. In the event a Financial Advisor recommends either an asset-based pricing or transaction-based pricing relationship with your custodian, neither your Financial Advisor nor RFG Advisory is under any obligation to revisit that recommendation with you. It is a point-in-time recommendation based on what the Financial Advisor perceives to be the best decision at the time it is made. If you would like to revisit your pricing relationship with your custodian, you should contact your Financial Advisor and request that they review this relationship.

The annuity carrier discloses to the Clients any additional fees charged by the carrier in the insurance policy/contract. Fees can include but are not limited to annuity riders, investment expenses, surrender charges, mortality and expense risk charges, and administrative fees.

Additionally, Clients will pay the following separately incurred expenses for various service and account maintenance charges imposed directly by, and disclosed by, the custodian; a mutual fund, index fund, annuity, alternative asset fund, or exchange traded fund which are disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses). RFG Advisory does not receive any portion of these separately incurred expenses.

Clients receiving advisory services through the Connect accounts can incur brokerage and related fees for transactions executed by the Custodian of the account. RFG Advisory will not negotiate commissions, aggregate directed transactions, may not obtain volume discounts and has no control over the method and amount of transaction fees charged by the Client's Custodian or Plan Administrator selected by Plan Sponsor. RFG Advisory does not receive any portion of these separately incurred expenses.

### **Termination of RFG Contracts**

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The Client, the Financial Advisor or RFG Advisory may terminate an agreement upon providing the other party thirty (30) days written notice. Billing by RFG Advisory will terminate within 30 days after receipt of termination notice. Client accounts billed in advance will be refunded on a pro-rata basis, which considers the work completed by RFG Advisory on behalf of the Client. Client's billed in arrears for Financial Planning/Consulting/Retirement Plan Consulting will owe for services rendered up to date of termination.

### **Commissionable Sales**

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Some Financial Advisors of RFG Advisory are also registered representatives of an unaffiliated financial services firm, Private Client Services ("PCS"), Member FINRA/SIPC. As such these registered representatives can accept compensation for the sale of securities or other investment products, including but not limited to the sale of stocks, bonds, mutual funds, annuities, alternative asset funds and other similar investment products. This compensation can include distribution or service fee ("trail") from the sale of certain products. RFG Advisory receives a portion of this revenue to compensate RFG for administrative support provided to these registered representatives. Clients should be aware that the practice of accepting commissions for the sale of securities presents a conflict of interest and gives our firm and/or these registered representatives an incentive to recommend investment products based on the compensation received. Our firm does not prohibit Clients from purchasing recommended investment products through other

unaffiliated brokers or agents.

Many of RFG Advisory's Financial Advisors are also licensed insurance agents. As such, they have an incentive to sell and recommend, as independent insurance agents, insurance products to Clients. When such recommendations or sales are made, a conflict of interest exists because our Financial Advisor earns commissions for the sale of insurance products, which creates an incentive to recommend such products and may not be in the best interest of the Client.

In addition, insurance products and services are offered through several insurance providers including RFG Solutions, LLC, an affiliated company of RFG Advisory. Clients are under no obligation to purchase insurance products from our Financial Advisors.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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We do not charge performance-based fees or participate in the sharing of with third party managers that do. Several of the investment options on the CAIS Platform for alternative and private investment do charge performance fees to accredited and qualified clients. Full explanations of any performance-based fees charged by third party managers will be contained in the product's offering documents that are provided to clients prior to investment.

## **ITEM 7. TYPES OF CLIENTS**

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We service individuals, high net worth individuals, trusts, estates, charitable organizations, ERISA Plans, banking and thrift institutions, corporations, limited liability companies and other business types.

Financial Advisors who also provide portfolio management services are able to establish their minimum account requirements. Minimums determined by the Financial Advisor may be subject to negotiation between the Financial Advisor and the Client.

In addition, Third-Party Manager platform minimums are determined by the Third-Party Manager. For Information regarding minimums required by Third-Party Managers, please refer to the applicable manager's ADV Part 2 Disclosure Brochure which is available upon request.

## **ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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**Methods of Analysis.** We use the following methods of analysis in formulating our investment advice and/or managing Client assets:

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

**Charting.** In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when how long the trend may last and when that trend might reverse.

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Cyclical Analysis.** In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

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

**Long-term purchases.** When utilizing this strategy, we purchase securities with the idea of holding them for a relatively long time (typically held for at least a year). A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a Client. Moreover, if our analysis is incorrect, a security can decline sharply in value before we make the decision to sell.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this with the objective to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this with the objective to take advantage of our expectations of brief price swings.

**Margin transactions.** We will purchase stocks for a Client portfolio with money borrowed from their advisory account. This allows the Client to purchase more stock than they would be able to with their available cash and allows us to purchase stock without selling other holdings. Prior to RFG Advisory trading on margin the Client must authorize the use of margin by executing the margin document(s) required by their custodian. Clients that elect to use margin will incur margin interest fees for transactions executed in their account(s) with borrowed funds ("margin"). Margin interest is charged by the custodian and the rate of interest charged for the use of margin is subject to change at any time, at the discretion of the custodian.

**Cash Balance:** From time to time we may increase the cash balance in a portfolio due to market volatility or tactical portfolio decisions. Cash, Money Market, and other cash equivalents are considered managed assets by most RFG Advisory Financial Advisors. The annual management fee will exceed the interest earned.

**Option Transactions:** We use options as an investment strategy for suitable Client accounts. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. Options are considered a derivative because they derive their value from an underlying asset. The two types of options are calls and puts. A call gives the holder the right to buy an asset at a certain price within a specific period of time. We will buy a call if we believe that the stock will increase substantially before the option expires. A put gives the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we believe that the price of the stock will fall before the option expires. We will use options to hedge a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for the Client's portfolio. We use covered calls, in which we sell an option on a security in the portfolio. In this strategy, the Client receives compensation for making the option available, and the person purchasing the option has the right to buy the security from the Client at an agreed-upon price. We use a spreading strategy, in which we purchase two or more option contracts (for example, a call option that the Client buys and a call option that the Client sells) for the same underlying security. The potential risks associated with these transactions are that (1) All options expire. The closer the option gets

to expiration, the quicker the premium in the option deteriorates; and (2) Prices can move very quickly. Depending on factors such as time until expiration and the relationship of the stock price to the option's strike price, small movements in a stock can translate into big movements in the underlying options. Prior to RFG Advisory implementing an option strategy the Client must authorize the use of option strategies by executing the option document(s) required by their custodian.

**Structured Notes:** Structured notes are debt obligations issued by financial institutions. Structured Notes consist of two components, a bond component, and a derivative component such as equity indexes, a single equity, a basket of equities, interest rates, commodities or foreign currencies. The return on Structures Notes is derived from a combination of the interest rate tied to the note, along with a premium based on the performance of the linked derivative component. Investing in structured notes includes various risks, such as credit risk of the issuing investment bank, illiquidity, market risk, payoff complexity and valuation accuracy. More information can be found in the RFG "Structured Note Disclosure and Acknowledgment" form.

**Alternative Investments:** Alternative Investments are comprised of assets that do not fall into conventional investment categories. They may be comprised of private equity, hedge funds, commodities, opportunity zone funds or real estate. Alternative investments often are speculative and include a high degree of risk. Investors could lose all or a substantial amount of their investment. Alternative investments are suitable only for eligible long-term investors who are willing to forgo liquidity and put capital at risk for an indefinite period of time. They may be highly illiquid and can engage in leverage and other speculative practices that may increase the volatility and risk of loss. Investors should carefully review and consider all potential risks before investing.

**Annuities:** A variable annuity is a type of annuity contract, the value of which can vary based on the performance of an underlying portfolio of sub accounts. Sub accounts and mutual funds are conceptually identical, but sub accounts do not have ticker symbols that investors can easily type into a fund tracker for research purposes. Variable annuity sub accounts are managed by the Client's RFG Financial Advisor on a discretionary basis. Variable annuities are designed for long-term investing and are subject to market risk, including loss of principal.

A fixed index annuity is type of annuity contract that pays an interest rated based on the performance of a specified market index, such as the S&P 500. While the interest rate credited to an indexed account is linked to the performance of an underlying index, premium payments made to a fixed index annuity are never directly invested in the stock market. However, certain provisions in these contracts can limit the potential upside to only a portion of the market's rise. There are risks, fees and charges associated with fixed index annuities.

### **Third-Party Managers**

For Information regarding methods of analysis and investment strategies used by Third-Party Managers, please refer to the applicable manager's ADV Part 2 Disclosure Brochure which is available upon request.

### **Risk of Loss**

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Investing in securities involves risk of loss that Clients should be prepared to bear. While markets can increase, and Client account(s) could enjoy a gain, markets can also decrease, and Client accounts could suffer a loss. It is important that Clients understand the risks associated with investing in the markets, are appropriately diversified, and ask us any questions they have.

No warranty of the Firm or Financial Advisor. The Client hereby confirms that the Client is aware that the investment of the Assets is subject to a variety of risks which include amongst others an unpredictable loss in value of the Assets which may extend to a total loss of value of the Assets



due to, including but not limited to:

- Overall economic slowdown, unanticipated corporate performance environmental or political problems changes to monetary or fiscal policies, changes in government policies and regulations with regard to industry and exports;
- Acts of force majeure including nationalization, expropriation, currency restriction, measures taken by any government or agency of any country, state or territory in the world, industrial action or labor disturbances of any nature amongst staff of the Advisor or of its agents (or of any third parties) boycotts, power failures or breakdowns in communication links or equipment (including but not limited to loss of electronic data) international conflicts, violent or armed actions, acts of terrorism, insurrection, revolution, nuclear fusion, fission or radiation, pandemics, or acts of God, default of courier or delivery service or failure or disruption of any relevant stock exchange, depository, clearing house, clearing or settlement systems or market, or the delivery of fake or stolen securities; De-listing of securities or market closure or a relatively small number of shareholders accounting for a large proportion of trading volume;
- Limited liquidity in the stock markets impeding readjustment of portfolio composition;
- Volatility of the stock markets, stock market scams, circular trading of securities and price rigging;
- Default or non-performance of a third party, a company's refusal to register a security due to legal stay or otherwise and disputes raised by third parties;
- Low possibilities of recovery of loss due to expensive and time-consuming legal process; and
- Changes in the SEC rules and regulations and laws governing this Agreement.

#### **ITEM 9. DISCIPLINARY INFORMATION**

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Neither RFG Advisory nor management persons have any disciplinary information or events to disclose.

#### **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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Certain management personnel and Financial Advisors are separately licensed or registered representatives of PCS, a registered broker-dealer, Member FINRA/ SIPC and an SEC registered investment adviser. These individuals in their separate capacity as brokers can affect securities transactions for which they will receive separate, yet customary commission-based compensation. RFG receives a portion of that revenue to compensate the Firm for administrative support provided to these registered representatives. Although the Firm and these individuals put the interest of the Clients first as part of our fiduciary duty, and alternatives are assessed in advisory products and services prior to a recommendation being rendered, Clients should be aware that the receipt of additional compensation itself creates a conflict of interest and can affect the judgement of these individuals when making recommendations. Clients are under no obligation to purchase any commissionable products from RFG Advisory's Financial Advisors. Because of this relationship, PCS has access to certain confidential information such as financial information, investment objectives, transactions, holdings, and personally identifiable information such as date of birth, social security number, marital status, etc. about RFG Advisory's Clients, even if our Client does not establish an account through PCS. If a Client would like a copy of PCS's privacy policy, they should contact [info@pcsb.net](mailto:info@pcsb.net) or at 800-966-9347.

RFG Advisory offers many services through its network of Financial Advisors. Many of our Financial Advisors conduct advisory services under a trade name (i.e., "Doing Business As" or

“DBA”) that is held out to the public for marketing purposes. Financial Advisors may recommend that Clients engage affiliates to provide advisory services and/or invest in advisory products managed by affiliates. Only products that are believed to be suitable based on the fiduciary standards imposed on the Financial Advisor and or the firm to meet a Client’s investment objectives and risk tolerance are recommended.

Certain Financial Advisors are also independent licensed insurance agents. As such, they have an incentive to sell and recommend insurance products to Clients. Although the Firm and these individuals put the interest of the Clients first as part of their fiduciary duty, and alternatives in both insurance carriers, their products and fee structures are assessed prior to recommendations being rendered, Clients should be aware that the receipt of additional compensation creates a conflict of interest as these Financial Advisors earn commissions for the sale of insurance products. Insurance products and services are offered through several insurance providers including RFG Solutions, LLC, an affiliated company of RFG Advisory. Clients are under no obligation to purchase insurance products from our Financial Advisors.

Shannon Spotswood, President of RFG Advisory serves on the Schwab Advisor Services Advisory Board (the “Advisory Board”). RFG Advisory recommends when appropriate that clients establish brokerage accounts with Charles Schwab & Co., Inc. (“Schwab”) to maintain custody of the clients’ assets and effect trades for their accounts. The Client ultimately makes the decision on which custodian will maintain custody of their assets. The Advisory Board consists of representatives of independent investment advisory firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Advisor Services’ services for independent investment advisory firms and their clients. Advisory Board members enter into nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally does not include material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange (symbol SCHW). The Advisory Board meets in person or virtually approximately twice per year and has periodic conference calls scheduled as needed. Advisory Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Advisory Board members’ travel, lodging, meals and other incidental expenses incurred in attending Advisory Board meetings.

RFG Advisory serves on the Fidelity Brokerage Services (“Fidelity”) RIA Leaders Council (the “Council”). RFG Advisory recommends when appropriate that clients establish brokerage accounts with Fidelity to maintain custody of the clients’ assets and effect trades for their accounts. The Council consists of members who have been invited by Fidelity Brokerage Services to form a collaborative investment advisory panel for the purpose of sharing business updates, perspectives on change drivers in the investment advisory industry and to participate in meetings and discussions on initiatives and other areas of focus. RFG Advisory entered into a non-disclosure agreement with Fidelity under which RFG Advisory agrees not to disclose confidential information shared with them. RFG Advisory is not compensated for participation in the Council or remunerated in any way or nature in connection with their membership.

The RFG Advisory Investment Committee includes external registered, non-affiliated professionals with extensive experience managing client assets.

Mr. Mendel Melzer also serves as Chief Investment Officer and Investment Advisor Representative of Cap Acuity LLC, an unaffiliated SEC registered investment advisor in addition to a registered representative of Cap Acuity Securities, member FINRA/SIPC. RFG Advisory compensates Mr. Melzer for his role on the RFG Advisory Investment Committee.

Mr. Melzer is contracted with RFG to provide these services and his agreement includes

confidentiality provisions. To mitigate conflicts of interest RFG Advisory Investment Committee meetings focus on macro-economic trends and broadly diversified investments like ETFs that represent sectors or indexes versus discussions of specific equities or debt obligations. The exact timing of any reallocations, entries or exits of ETF or Mutual Fund positions are not discussed. Mr. Melzer is also bound by his firm's code of ethics.

Long Ridge Capital Management, LP ("LRCM") is a registered investment adviser and provides discretionary investment advice to Long Ridge Equity Partners III, LP and Long Ridge Equity Partners III-B, LP (collectively "Fund III"), of which RFG Advisory Holdings, LLC. is an investment. The Funds seek significant long-term capital appreciation through private investments, utilizing an investment strategy that leverages the experience of LRCM partners and investment professionals.

#### **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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We recognize that the personal investment transactions of members and employees of RFG Advisory demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any Client. At the same time, we believe that if investment goals are similar for Clients and for members and employees of RFG Advisory, it is logical and even desirable that there be common ownership of some securities. Therefore, to prevent conflicts of interest, we have in place a set of procedures to monitor transactions effected by our Financial Advisors, officers, and employees for their personal accounts. Furthermore, RFG Advisory has established a Code of Ethics which applies to all our associated persons. An investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts and to always act solely in the best interest of each of our Clients. We have a fiduciary duty to all Clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures.

We require all our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all Clients. This disclosure is provided to give all Clients a summary of our Code of Ethics. If a Client or a potential Client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Related persons of RFG Advisory may buy or sell securities for themselves in conjunction with client orders as part of a block order or after the client so as not to front run the client order or give appearances of. RFG will also monitor those transactions placed on the same day where a Financial Advisor received a materially better execution to judge if an execution swap should be made. These procedures will minimize this conflict of interest. Our related persons will place Client interests ahead of their own interests and adhere to RFG Advisory's Code of Ethics, a copy of which is available upon request.

A small subset of Financial Advisors have agreements with RFG Advisory where they receive a bonus on client assets placed by themselves and other Financial Advisors in their branch location under management in the Bluemonte strategies. A disclosure of this conflict is contained in the specific Financial Advisor's ADV 2B document. Financial Advisors do not have discretionary authority to place client assets in Bluemonte, that selection is made in the Client's Discretionary Portfolio Management Agreement at the time of engagement for the provision of investment

management services.

## ITEM 12. BROKERAGE PRACTICES

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Client assets must be maintained in an account at a “qualified custodian”, generally a broker-dealer or bank, as defined under Rule 206(4)-2 under the Advisers Act. We recommend that our Clients use Schwab (a FINRA registered broker-dealer, member SIPC), or Fidelity (a FINRA registered broker-dealer, member SIPC).

RFG and its Financial Advisors can use other Investment Advisers and Investment Managers who employ other qualified custodians and broker/dealers to custody client accounts, manage those assets and execute transactions. While RFG employs a *manage the manager* due diligence process relating to their investment management, performance, cost, technological preparedness and operations RFG does not have influence over their direct management. RFG does not have arrangements with these managers to share in soft dollars, payment for order flow or direct what brokers are to be used in trading though we would use those factors in evaluating that manager.

We are independently owned and operated and not affiliated with Schwab, or Fidelity. Shannon Spotswood, President of RFG Advisory, serves on the Schwab Advisor Services Advisory Board as disclosed in Item 10. These qualified custodians will hold Client assets in an advisory account and buy and sell securities when we instruct them to. While we recommend that Clients use one of these custodians, the Client will decide whether to establish an account with them by entering into an account agreement directly with Schwab or Fidelity as the custodian of their assets. We seek to recommend a custodian who will hold Client assets and execute transactions at our direction, on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, but not limited to the following:

- Ability to maintain the confidentiality of trading intentions
- Timeliness of execution
- Willingness to commit capital
- Capability to execute, clear and settle trades (buy and sell securities for Client accounts)
- Availability of investment research and tools that assist us in making investment decisions
- Breadth of investment products made available (stocks, bonds, mutual funds, ETFs etc.)
- Quality of services
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Reputation, financial strength, and stability of the provider

With this in consideration, RFG Advisory has an arrangement with Schwab and Fidelity whereby they offer, to independent registered investment advisors, services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from Schwab and Fidelity and participate in their custodial programs.

Clients may pay a transaction fee to Schwab or Fidelity that may be higher than fees charged by another qualified broker-dealer to affect the same transaction, where we determine in good faith that the transaction fee is reasonable in relation to the value of the brokerage and other 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 a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, we will seek competitive rates, to the benefit of all Clients, we may not necessarily obtain the lowest possible transaction rates for specific Client accounts.

RFG Advisory participates in Schwab Advisor Services (formerly called Schwab Institutional) which is Schwab's business serving independent investment advisory firms like ours. They provide us and our Clients with access to its institutional brokerage-trading, custody, reporting and related services, many of which are not typically available to Schwab retail customers.

Schwab generally does not charge Clients separately for custody services but is compensated by charging Clients commissions or other fees on certain trades that it executes or that settle into their Schwab advisory account(s). For some accounts Schwab will charge Clients a percentage of the dollar amount of the assets in the account in lieu of commissions (asset-based pricing). Schwab's commission rates and asset-based fees applicable to our Client accounts are based on our commitment to maintain \$150 million of our Client's assets statement equity in accounts at Schwab. This commitment benefits RFG Advisory's Clients because the overall fees they pay are lower than they would be if we had not made the commitment. In addition to the commissions/transaction fees or asset-based fees Schwab charges Clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited into their Schwab account. These fees are in addition to the commissions or other compensation Clients pay the executing broker-dealer.

Schwab also makes available to RFG Advisory other products and services that benefit us but not necessarily directly benefit the Client or their account. Some of those services help us manage or administer our Clients' accounts while others help us manage and grow our business. Schwab's support services are provided to us on an unsolicited basis. RFG Advisory must reach certain asset thresholds to receive, and at no charge to us if we maintain a specified number of Clients' assets at Schwab. If we have less than \$10 million in Client assets at Schwab RFG Advisory may be charged a quarterly service fee Schwab support services include reimbursement of Client account transfer fees up to a specified dollar amount on a case-by-case basis for new Advisors joining RFG Advisory. Access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab's services described in this paragraph generally benefit the Client and their account. We may use investment research, both Schwab's own and that of third parties to service all or some substantial number of our Clients' accounts, including accounts not maintained at Schwab.

Schwab makes available software and other technology that provides access to Client account data (such as duplicate trade confirmations and account statements); Facilitates trade execution and allocates aggregated trade orders for multiple Client accounts; Provides pricing and other market data; Facilitates payment of our fees from RFG Advisory Client accounts; and assist with back-office functions, recordkeeping, and Client reporting.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers.

Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

For our Client accounts maintained at Schwab, Clients are generally not charged separately for custody services, but Schwab is compensated by charging Clients commissions or other fees on certain trades that it executes or that settle into their Schwab account. Schwab's commission rates and asset-based pricing fee applicable to Client accounts is based on our commitment to maintain \$150 million of end Client statement equity in Schwab Client accounts. This commitment benefits the Client because the overall commission costs and/or asset-based pricing fee they pay are lower than they would be if we had not made the commitment. In addition to commissions or asset-based pricing fees Schwab charges Clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that they have executed by a different broker-dealer where the securities bought or the funds from the securities sold are deposited (settled) into the Client's Schwab account. These fees are in addition to the transaction fees or asset-based pricing the Client pays the executing broker-dealer. Because of this, to minimize the Client's trading costs, we have Schwab execute most trades for their account.

Clients should understand that not all investment advisors recommend that Clients custody their accounts and trade through specific broker-dealers.

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**Soft Dollars**

RFG Advisory does not currently receive soft dollars. If ever received RFG will verify the amounts are not in excess of what is allowed by Section 28(e) of the Securities Exchange Act of 1934. The safe harbor research products and services if received by our firm will generally be used to service all our Clients.

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**Brokerage for Client Referrals**

RFG Advisory does not receive brokerage commissions for Client referrals.

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**Directed Brokerage**

Neither we nor our firm's related persons have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are affected. RFG exposes all client orders to the market via our custodians. Schwab and Fidelity route orders to the various brokers that are part of their networks – RFG does not influence those decisions. RFG Advisory routinely recommends that the Client direct us to execute through Schwab, Fidelity or plan sponsor selected administrator. Not all advisors require or can control their clients use of a specific broker to direct brokerage. Therefore, we may be unable to achieve most favorable execution of client transactions, and the directing of brokerage practice may cost clients more money.

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**Permissibility of Client-Directed Brokerage**

We allow Clients to direct brokerage outside of our recommendation. However, we may be unable to achieve the most favorable execution of Client transactions. Client directed brokerage may cost Clients more money. For example, in a directed brokerage account, Clients may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or Clients may receive less favorable prices. Clients may also be unable to view their advisory account through our Client portal, Fetch Financial Life Hub ("Fetch").

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**Aggregation of Purchase or Sale**

We perform investment management services for various Clients. There are occasions on which portfolio transactions are executed as part of concurrent authorizations to purchase or sell the

same security for numerous accounts served by RFG Advisory, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more accounts. When such concurrent authorizations occur, the objective is to allocate the execution(s) in a manner which is deemed fair and equitable to the accounts involved. The aggregation of client orders with firm supervised persons' orders for the same security result in the client being filled before or at the exact same time of supervised persons, including immediately family members living in the same household.

Orders are generated by the trading system according to the needs of individual accounts on a pre-execution basis. Orders are created on a time priority basis. If possible, and no time priority exists, orders are consolidated and traded the same time. All combined orders are executed at the same average price and allocated on a pro-rata basis after execution.

RFG proprietary Accounts, affiliated Accounts, or any Client or group of Clients are not to receive trade allocations that provide more favorable treatment than other Client Accounts. Connect investment accounts are not part of a trade allocation practice as their investment options are limited to those made available by the Plan.

### **ITEM 13. REVIEW OF ACCOUNTS OR FINANCIAL PLANS**

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Financial Advisors review accounts on at least an annual basis for our Clients subscribing to the following services: Portfolio Management and Third-Party Money Management services. The nature of these reviews is to learn whether Clients' accounts are aligned with their investment objectives, risk tolerance and are appropriately positioned based on market conditions and investment policies, if applicable. We provide written reports to Clients, upon request. Clients also have access to their advisory account(s) through our Client portal, Fetch Financial Life Hub ("Fetch"). The custodians provide Clients with account statements on at least a quarterly basis. Statements are sent to the postal mailing address that the Client has provided to the custodian or can be accessed via a secured link emailed to the Client. Clients should carefully review these statements promptly upon receipt. We also urge Clients to compare the statements received from the custodian with what they receive from us or see on the "Fetch" Client portal. Plan participants are subject to the statement delivery and reporting requirements established under their respective plan.

We may review Client accounts more frequently than described above. Among the factors which could trigger an off-cycle review are major market or economic events, the Client's life events, requests by the Client, etc.

Financial planning Clients do not receive written or verbal updated reviews of their written financial plans unless they act to schedule a post-financial plan consultation with their Financial Advisor. Financial Advisors are willing to meet with such Clients upon request to discuss updates to their plans, changes in their circumstances, etc. Financial Advisors are also willing to connect their Financial Plan created in Money Guide Pro to their "Fetch" Client portal.

Financial Advisors will meet with Retirement Plan Consulting Clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

### **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

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As described in Item 12 – Brokerage Practices above, we receive some benefits from Schwab, and Fidelity as our primary custodians, through our participation in their custodial programs. The

availability of these products and services is not based on our giving specific investment advice such as buying particular securities for our Clients.

RFG Advisory receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their Clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability of Schwab's products and services to RFG Advisory is not based on our giving specific investment advice, such as buying particular securities for our Clients.

Our Clients may pay more for investment transactions effected and/or assets maintained Schwab as result of these arrangements. The benefits received by RFG Advisory or its personnel through participation in the Schwab programs do not depend on the amount of brokerage transactions directed to these qualified custodians, or any other institution. As part of our fiduciary duties to our Clients, we endeavor to always put their best interest first, including to seek best execution of trades for Client accounts.

Clients should be aware, however, that the receipt of economic benefits by our firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of Schwab for custody and execution services.

### **Referral Fees**

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RFG Advisory pays a recruiting bonus to our firm's Financial Advisors who refer another Advisor to RFG Advisory. This arrangement creates a conflict of interest as a recruiting bonus is paid on advisory assets only (otherwise referred to as assets under management), not on brokerage assets (otherwise referred to as assets under advisement). However, to the extent that Financial Advisors recommend Clients use our firm's platform; it is because they believe that it is in the Clients' best interests to do so based upon achieving the Client's investment objectives.

RFG Advisory pays referral fees to independent promoters for the referral of Clients to our firm in accordance with Rule 206(4)-1 under the Adviser Act and other applicable federal and state securities laws related to such arrangements. Although we pay each promoter a referral fee which represent a share of our investment advisory fee charged to our Clients, the referral fee paid does not result in higher costs to the referred Client. For these referral arrangements, our firm maintains written promoter agreement with each promoter and we provide a written disclosure describing the terms and fee arrangements between our firm and the promoter to Clients who have been referred. In cases where state law requires licensure of promoters, our firm requires the solicitor to be registered as an investment advisor representative of our firm.

## **ITEM 15. CUSTODY**

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Under government regulations, we are deemed to have custody of Client assets because Clients authorizes us to instruct their qualified custodians, where client assets are held, to deduct our advisory fees directly from their account. Clients authorize RFG to deduct our advisory fees directly from their Client accounts held at the custodian in both the client agreement with the custodian and RFG Discretionary Portfolio Management Agreement. Clients will receive account statements directly from their custodians, Plan Sponsor and/or Mutual Fund companies at least quarterly. Statements are sent to the postal mailing address the Client provided to the custodian or can be accessed via a secured link emailed to the Client. Clients should carefully review those statement promptly upon receipt and compare them to any other account statements they receive from either a financial advisor or the employer sponsored retirement plan. We also urge Clients to



compare these account statements with the periodic reports received from their Financial Advisor or what they view through our Client portal, Fetch.

#### **ITEM 16. INVESTMENT DISCRETION**

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The standard Client account agreements provide for Client accounts to be managed on a discretionary basis in accordance with client's investment objectives, goals and risk tolerance. We conduct at least one, but sometimes more than one meeting (in person, telephone or video conference, or via email) with Clients to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, the Financial Advisor will propose an investment approach to the Client and the Client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio; if agreed upon by both the Client and the Financial Advisor the investment approach, guidelines and restrictions will form the investment objectives of the account. The Financial Advisor will independently manage the assets in the Client's account in accordance with the provisions of their RFG Advisory Discretionary Agreement, with the objective of achieving the financial goals of the Client as set out in the investment objectives. The Advisor shall have complete discretion in managing the assets for the Client and all decisions shall be final and binding.

#### **ITEM 17. VOTING CLIENT SECURITIES**

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RFG Advisory does not and will not accept the proxy authority to vote Client securities. Clients have the sole obligation to vote proxies and will receive proxies or other solicitations directly from their custodian or a transfer agent. If proxies are sent to RFG Advisory, we will forward them to the Client. Further, Financial Advisors will not vote their own proxies for their personally held and related accounts to avoid the conflict of interest that may occur if voting against their Client's choices. SMARtX third-party strategy providers vote proxies direct with the custodian.

#### **ITEM 18. FINANCIAL INFORMATION**

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We are not required to provide financial information to our Clients because:

- The Firm does not require the prepayment of more than \$1,200 in fees and six or more months in advance for services not rendered within 6 months.
- The Firm does not take custody of Client funds or securities.
- The Firm does not have a financial condition or commitment that impairs its ability to meet contractual and fiduciary obligations to Clients.

The Firm has never been the subject of a bankruptcy proceeding.