Form ADV Part 2A: *Firm Brochure*

Item 1 – Cover Page

Retirement Resources, LLC

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Date of Brochure: January 2025

This brochure provides information about the qualifications and business practices of Retirement Resources, LLC. If you have any questions about the contents of this brochure, please contact us at 877-732-5751. 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 Retirement Resources, LLC is also available on the Internet at www.adviserinfo.sec.gov. You can view information on this website by searching for Retirement Resources, LLC's name or by using the firm's CRD number: 151889.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

Since the update to this brochure filed in February 2024, revisions have been made to Items 4 and 5 of this brochure to explain that financial planning and consulting services are available and bundled with our Asset Management Services resulting in no additional cost for ongoing financial planning services for those that are also ongoing management clients. We only charge separate fees for financial planning and consulting to people that are not Asset Management Services clients.

We will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochures within 120 days after our fiscal year ends. Our fiscal year ends on December 31, so you will receive the summary of material changes, if any, no later than April 30 each year. At that time, we will also offer a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Ownership

Retirement Resources, LLC ("Advisor" or "we") is an investment advisor registered since January 2010. We are a limited liability company formed under the laws of the State of Michigan and our sole owner is David M. Boike.

General Description of Primary Advisory Services

We offer financial planning services and asset management services, and the following are brief descriptions of our primary services. A detailed description is provided in **Item 5, Fees and Compensation,** so that clients and prospective clients ("client" or "you") can review the services and description of fees more thoroughly.

Financial Planning Services

Financial planning can be described as helping individuals determine and set their long-term financial goals, through investments, tax planning, asset allocation, risk management, retirement planning and other areas. The role of a financial planner is to find ways to help clients understand their overall financial situation and help them set financial objectives.

We offer advisory services in the form of comprehensive and segmented (modular) financial plans. These services do not involve actively managing client accounts. Instead, comprehensive planning services focus on a client's overall financial situation. Modular planning services focus on specific areas of client concern.

Consultation services can be on topics of interest to clients or specialized for corporate benefit plan sponsors. If you are an Asset Management Services client and need a formal written, financial plan or consultation services, we do not charge an additional or separate fee for such services. We only charge separate fees for financial planning and consulting to people that are not Asset Management Services clients.

Asset Management Services

We provide advisory services in the form of Asset Management Services. Asset Management Services involve providing clients with continuous and on-going supervision over client accounts. This means we will continuously monitor a client's account and make trades in client accounts when necessary.

Our management services are always based on your financial situation, investment objectives and risk tolerance. We actively monitor agreed upon accounts and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the accounts on a discretionary or non-discretionary basis as agreed upon with you (see *Item 16 – Investment Discretion* for details).

Specialization

We specialize in retirement income planning. Please see **Item 5, Fees and Compensation**, for more information.

Limits Advice to Certain Types of Investments

We provide investment advice on the following types of investments:

- Exchange-listed securities
- Securities traded over-the-counter
- Certificates of deposit
- Municipal securities
- Variable annuities
- Variable life insurance
- Mutual fund shares
- United States government securities
- Option contracts on securities
- Interests in partnerships investing in real estate and oil and gas interests

While we typically recommend investments in low-cost mutual funds, index funds, exchange traded funds (ETFs) and individual securities, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. Please refer to **Item 8, Methods of Analysis, Investment Strategies and Risk of Loss**, for more information.

Tailor Advisor Services to Individual Needs of Clients

Our services are always provided based on the specific needs of the individual client. Clients are given the ability to impose restrictions on their accounts, including specific investment selections and sectors. However, we will not enter into an investment advisor relationship with a client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Client Assets Managed by Advisor

As of December 31, 2024, we have $142,946,166 client assets under management. All assets are managed on a discretionary basis. See Item 16 for details.

Item 5 – Fees and Compensation

In addition to the information provide in **Item 4, Advisory Business**, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements.

You receive a complimentary general consultation to discuss our services available, to give you time to review services you may need, and to determine the possibility of an advisory relationship with us. Advisory services begin only after we formalize the relationship with a signed client agreement detailing the services to be provided and the fees charged for those services. Fees can be paid by personal check, credit card billing or preauthorized payment from a designated account.

Financial Planning Services

Financial Plans

We offer written financial plans consistent with your current financial situation as well as your time horizon, risk tolerance, financial goals and objectives. We will also assist you in completing an investment policy statement at your request or if we think it is appropriate for your situation. Plans can include, but are not limited to, topics such as financial and cash management, risk management, financial issues relating to divorce or marital issues, estate planning, tax issues, retirement planning, educational funding or goal setting.

Our investment advisor representatives ("representatives") meet with you to gather information and documentation needed to perform an analysis and review of your situation as well as your objectives and

goals. One or more meetings may be required in order to gather all needed information and determine the services best suited to help meet your needs. We rely on the information provided by you. Therefore, it is very important that the information you provide is complete and accurate. We are not responsible for verifying the information supplied by you. Our services do not include legal or tax advice. You are also urged to work closely with your attorney, accountant or other professionals regarding you financial and personal situation.

After completing a review and analysis of the information and documents received, our representatives develop their analyses and recommendations and present either a comprehensive or modular (segmented) financial plan to you. A comprehensive plan focuses on your overall financial situation and covers several of the areas previously noted, as needed by your specific situation. A modular (segmented) plan focuses only on one or more specific area(s) of concern to you, and you should be aware that other important issues may not be taken into consideration when our representatives develop their analyses and recommendations.

As explained in Item 4 of this brochure, most commonly, financial planning services will be available and bundled with our Asset Management Services resulting in no additional cost for ongoing financial planning services for those that are also ongoing management clients.

For people that are not Asset Management Services clients, but would like to engage our firm for financial planning services, the minimum fee for a financial plan is $1,500 while the maximum fee does not exceed $10,000. The fee is negotiable based on the actual services requested and the complexity of your situation. Fees are disclosed to you prior to any services being provided. A retainer of $500 is due at the time the client agreement is signed, with the remainder due at the time the plan is presented to you.

Financial planning services terminate upon presentation of the plan to you. However, either of us can terminate the client agreement at any time by providing written notice to the other. Termination is effective immediately upon receiving the notice. If services are terminated within 5 business days of signing the client agreement, services are terminated without penalty. You are charged a prorated fee for the time expended to the date of termination, based on the percentage of the requested plan completed prior to termination becoming effective. We send you a billing statement detailing the prorated fee due from you or the prorated refund due to you.

Consultations

You can also contract for consultation services on any topic of interest to you including, but not limited to, issues relating to investments and portfolios. Consultation services are not comprehensive in nature and focus only on the areas you select. Therefore, you should be aware that your overall financial and investment needs may not be considered when providing these services. Consultations can consist of a single meeting or multiple meetings, but you have final determination as to how long consultation services last. No written reports are provided for consultation services.

Our consultations can also include advice and recommendations concerning (1) variable life/annuity products you may own, (2) your individual employer-sponsored retirement plan as well as research on possible investment products. We can recommend allocating your assets among the various mutual fund subdivisions comprising your variable life/annuity product or your retirement plan. Your assets are maintained at either the specific insurance company that issued the annuity product or the custodian designated by the sponsor of your retirement plan. We do not implement any transactions in your accounts. If you elect to follow our recommendations, you are responsible for implementing all transactions required.

Most commonly, consulting services will be available and bundled with our Asset Management Services resulting in no additional cost for ongoing financial planning services for those that are also ongoing management clients.

For people that are not Asset Management Services clients, but would like to engage our firm for consulting services, fees are charged at a rate of $200 per hour. For multiple meetings, we provide an estimate of the time needed to complete the requested consultations. If the actual time needed to complete the consultations exceeds the estimate, we contact you for permission to continue. You are charged the actual time expended on the project. All fees are disclosed to you prior to any services being provided. Fees for single meeting consultations are due upon completion of the consultations. For multiple meetings, there is a minimum fee of a $500 and a retainer of $500 is due at the time the client agreement is signed, with the remainder due at the time the consultations are completed.

Consultation services terminate upon completion of the consultation. However, either of us can terminate the client agreement at any time by providing written notice to the other. Termination is effective immediately upon receiving the notice. If services are terminated within 5 business days of signing the client agreement, services are terminated without penalty. You are charged a prorated fee for the time expended to the effective date of termination. We send you a billing statement detailing the prorated fee due from you or the prorated refund due to you.

Newsletters

We provide newsletters to clients and prospective clients. They are provided weekly by e-mail and occasionally by U.S. mail. Newsletters are educational and information in nature and no recommendations are made and no personalized investment advice is given. Newsletters are provided free of charge.

Workshops

We provide workshops for current or prospective clients that are educational and informational in nature. No recommendations are made and no personalized investment advice is given. Workshops are provided free of charge. Participants can contract with us for individualized advisory services but are under no obligation to do so.

Asset Management Services

We offer asset management services which involves us providing you with continuous and ongoing supervision over your specified Accounts.

You must appoint our firm as your investment adviser of record on specified Accounts (collectively, the "Account"). The Account consists only of separate Account(s) held by National Financial Services as qualified custodian through the Fidelity Institutional Wealth Program (collectively referred to as Fidelity) under your name. Fidelity, as qualified custodian, maintains physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account on a discretionary or non-discretionary basis as agreed upon with you.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. You have the ability to impose reasonable restrictions on the management of your Accounts, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and can give them advice or take actions for them or for our personal Accounts that is different from the advice we provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own Accounts.

Conflicts can arise in the allocation of investment opportunities among Accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your Account(s) and other Accounts advised by our firm among such Accounts equitably and consistent with the best interests of all Accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Discretionary Authority to Select Unaffiliated Sub-Advisers

We will have discretionary authority to select for your Accounts one or more specific sub-adviser(s) (individually "Sub-Adviser" and collectively "Sub-Advisers") such as AssetMark, LLC to manage the Account or a portion of the assets of the Account. When a Sub-Adviser is selected by our firm, the Sub-Adviser will have discretionary authority on your Account to place trades and make changes to the Account or the portion of your Account the Sub-Adviser is authorized to manage.

We will conduct due diligence of any recommended Sub-Adviser and monitor the performance of the Sub-Adviser with respect to the Sub-Advisor's management of the designated assets of Account relative to appropriate peers and/or benchmarks.

We will be available to answer questions clients have regarding any portion of client's Account managed by a Sub-Adviser and will act as the communication conduit between Client and the Sub-Adviser. The recommendation of Sub-Advisers, or other products and funds, may be done on a discretionary or non-discretionary basis with the specific terms outlined in your Advisory Agreement. When a client authorizes Us to have the ability to select Sub-Advisers or other products and funds on a discretionary basis, we will have the authority to select and terminate Sub-Advisers, products or funds without the client's specific approval.

A complete description of the Sub-Adviser's services, practices and fees will be disclosed in the Sub-Adviser's Form ADV Part 2A that will be provided to client.

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in advance (at the start of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your Account as of the last business day of the previous billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your Account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of a billing period, the prorated fee for the initial billing period is billed in arrears at the same time as the next full billing period's fee is billed.

- **Our standard fee for asset management services is 1.00% of the total assets under management.**

However, our fee rate is negotiable based on the investment adviser representative providing the services, the type of client, the complexity of the client's situation, the potential for additional Account deposits, the relationship of the client with the investment adviser representative, and the total amount of

assets under management for the client. Because our fee is negotiable, the amount changed to clients for the same or similar services will vary which means you may be paying more or less than other clients.

Our investment management fee will be deducted from your Account and paid directly to our firm by the qualified custodian(s) of your account. We utilize AssetMark, LLC as a third-party service provider to conduct all fee calculation and fee billing functions. Therefore, you will authorize AssetMark, LLC and the qualified custodian(s) of your account, in writing, to deduct fees from your account and pay such fees directly to our firm. See Item 15 – Custody for more details.

Investment advisory fees incurred by a client will increase when we elect to use Sub-Adviser(s) to manage all or a portion of your Account. Sub-Adviser(s) will charge a management fee ranging between .10% and 1.00% of the client's assets under management which will be in addition to and separate from our fees.

We believe that our annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you will also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

You should review your Account statements received from Fidelity or other qualified custodian and verify that appropriate investment advisory fees are being deducted. Fidelity or other qualified custodian will not verify the accuracy of the investment advisory fees deducted.

Brokerage commissions and/or transaction ticket fees charged by Fidelity or another qualified custodian are billed directly to you. We do not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you will incur certain charges imposed by third parties other than Us in connection with investments made through your Account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian of your Account. Management fees charged by us are separate and distinct from the fees and expenses charged by investment company securities that are recommended to you. A description of these fees and expenses are available in each investment company security's prospectus. We do not receive any portion of such fees and expenses.

The asset management services continue in effect until terminated. You may terminate the services by providing us with notice. We can terminate services by providing you with written notice effective 30 days after you receive the written notice. Any prepaid, unearned fees will be promptly refunded by us to you. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

Additional Compensation

You have sole discretion about whether or not to implement any financial planning and/or consulting recommendations made by our representatives. If you do decide to implement the recommendations, you are responsible for taking any actions or implementing any transactions required. You are free to select any broker/dealer and/or insurance agent to implement our recommendations. You should be aware that our representatives are also licensed insurance agents. If you elect to follow our recommendations regarding insurance products and select one of our representatives to implement, the representative could receive commissions. This is a conflict of interest since the representative could

earn advisory fees in his or her capacity as an investment advisor representative and could also earn commissions on insurance products sold in his or her capacity as an independently licensed insurance agent. Please see **Item 10, Other Financial Activities and Affiliations**, for additional discussion on this conflict of interest.

From time to time, we will receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors can underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. We endeavor at all times to put your interests first as a part of our fiduciary duty. However, you should be aware that receiving additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that can impact the judgment of our representatives when making advisory recommendations.

Comparable Services

We believe our fees for advisory services are reasonable with respect to the services provided and the fees charged by other investment advisors offering similar services. However, lower fees for comparable services may be available from other sources.

Item 6 – Performance-Based Fees and Side-By-Side Management

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. We do not receive performance-based fees.

Item 7 – Types of Clients

We provide investment to individuals.

Minimum Investment Amounts Required

There is a minimum charge of $1,500 for a financial plan and a minimum charge of $500 for multiple meeting consultation services.

We do not have any minimum investment amounts or conditions required for establishing an advisory account.

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

Methods of Analysis

We use fundamental, technical and charting analysis when considering investment strategies and recommendations for clients.

Fundamental

Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves

examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Technical

This method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Charting

Charting is a technical analysis that charts the patterns of stocks, bonds and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

There are risks involved in these analysis methods. Fundamental analysis takes a long-term approach to analyzing markets, often looking at data over a number of years. The data reviewed is released over years (e.g., quarterly financial statements). Technical analysis uses a shorter timeframe—often weeks or days. The price and volume data reviewed is released on a daily basis. Therefore, fundamental analysis could mean a gain is not realized until a security's market price rises to its "correct" value over the long run--perhaps several years.

As a general statement, technical analysis is used for a trade while fundamental analysis is used for an investment. It could also be said that traders buy assets they believe they can sell to someone else at a greater price while investors buy assets they believe will increase in value. The frequency of trading securities using technical analysis could have both a positive or negative impact and could also lead to increased brokerage and transaction costs, thus lowering performance. The less frequent trading practices of fundamental analysis could also have a positive or negative impact on a client's portfolio value, but likely has reduced brokerage and transaction costs.

Since charting involves manipulating data relative to price and trading volume over time, the resulting indicators could be miscalculated or misread, giving a false trend. Patterns and interpretations differ due to the various charting techniques available.

Investment Strategies

When implementing investment advice, our investment strategies include long term purchases (securities held at least a year) and short-term purchases (securities sold within a year). Investment strategies are customized for your situation and needs, but we generally seek to allocate your assets among various investments. Our investment recommendations may include holdings in several asset classes that we believe, based on historical data, have attractive combinations of risk, return and correlation. We

emphasize optimizing performance at the portfolio level while attempting to help control risk through diversification and asset allocation. Asset allocation seeks to achieve the most efficient diversification of assets, to help lessen risk while not sacrificing the effectiveness of the portfolio in an effort to help yield your objectives. Since reducing risk is a key element to long-term investment success, asset allocation principles are a key part of our overall approach in preparing advice for you. We may use asset allocation software and historical performance modeling software when determining our recommendations.

We do not utilize market timing strategies. You should normally expect to remain fully invested within the ranges of your selected asset allocation plan unless that plan is restated by you or we recommend tactical changes.

Additions to your portfolio may be in cash, cash equivalents or securities provided that we reserve the right to liquidate any transferred securities or decline to accept particular securities into your account. We may consult with you about the options and ramifications of transferring securities. However, you should know that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charge) and/or tax ramifications.

We gather information from financial newspapers and magazines, research materials prepared by others, corporate rating services and annual reports, prospectus and other filings with the Securities and Exchange Commission. We may also use numerous publicly available sources of economic, financial and investment research.

Risk of Loss

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk:

- Market Risk. Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.

- Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.

- Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).

- Options Risk. Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.

- Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

- ETF and Mutual Fund Risk. ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.

- Management Risk. Your investments also vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

Primary Recommend One Type of Security

We do not recommend any specific security to clients. Instead, we recommend any product that may be suitable for each client relative to their specific circumstances and needs.

Item 9 – Disciplinary Information

We have no legal or disciplinary events that are material to your evaluation of our business or the integrity of our management. Therefore, this item is not applicable to our Disclosure Brochure.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliations

We are not and do not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- A investment adviser or financial planner
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- Accountant or accounting firm
- A lawyer or law firm
- A pension consultant
- A real estate broker or dealer
- A sponsor or syndicator of limited partnerships.

We are an independent registered investment registered advisor and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives sell other products or provide services outside of their role as investment advisor representatives with us.

Insurance Sales

Some of our representatives are also independently licensed to sell insurance products through various insurance companies, including Allianz, American Equity, AVIVA, Equitrust, ING, Security Benefit and UNUM. When acting in this capacity, they will receive fees or commissions for selling these products. Clients are under no obligation to direct insurance transactions to insurance companies with which our representatives are licensed. Suitable insurance and investment products may be available from other companies.

Third-Party Investment Adviser Firms

We have formed relationships with and recommend Sub-Advisers through our Asset Management Services Program. Please refer to *Item 5* for full details.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics Summary

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Retirement Resources has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. Retirement Resources' Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment adviser representatives are classified as supervised persons. Retirement Resources requires its supervised persons to consistently act in your best interest in all advisory activities. Retirement Resources imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Retirement Resources has. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Participation in Client Transactions and Personal Trading

Retirement Resources or supervised persons of the firm can buy or sell for their personal accounts, investments identical to those held by clients. This creates a conflict of interest. It is the express policy of Retirement Resources that all persons supervised in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. As is required by our internal procedures manual, Retirement Resources and its supervised persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, supervised persons). Any supervised person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

If clients wish to implement our advice, they are free to select any broker/dealer or investment advisor they wish and are so informed.

Fidelity

For our Asset Management Services, we require the use of National Financial Services, LLC which is a Fidelity affiliated company and SEC-registered broker/dealer member FINRA/SIPC.

Not all investment adviser firms require the use of a particular broker/dealer. However, for operational and compliance purposes, we have made the decision to provide all asset management services through one brokerage, custodial platform. Please understand you are not required or obligated to utilize our Asset Management Services and therefore you are not required or obligated to open an account with Fidelity. However, if you do not want to use Fidelity, we are unable to provide our Asset Management Services.

The use of Fidelity is based on our participation in the Fidelity Intuitional Wealth Services program. As a result, client accounts are provided access to their institutional trading and custody services, typically not available to retail investors. The services from Fidelity include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Fidelity also makes available to Us other products and services that we benefit from but may not benefit your accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements)
- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of our fees from client accounts
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services generally are used to service all or a substantial number of our accounts. Fidelity also makes available other services intended to help us manage and further develop our business. These services include:

- Consulting, publications and conferences on practice management
- Information technology
- Business succession
- Regulatory compliance
- Marketing.

In addition, Fidelity will make available, arrange and/or pay for these types of services rendered to Us by independent third-parties providing these services to us. As a fiduciary, we endeavor to act in your best interest. Our requirement that you maintain your assets in accounts at Fidelity can be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Fidelity. This creates a conflict of interest.

Aggregation of Client Orders

Transactions implemented for clients by us are generally affected independently, unless it is decided to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and used when we deem appropriate and in the best interests of clients.

If an aggregate client order is executed, the allocation of securities among client accounts will be done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

When this procedure is implemented by us, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. When we determine to aggregate client orders for the purchase or sale of securities, including securities in which an associated person of our firm may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc*. It should be noted, we do not receive any additional compensation or remuneration as a result of aggregation.

Please refer to the applicable Sub-Adviser's Form ADV Part 2A brochure for their block trading policy details.

Item 13 – Review of Accounts

Account Reviews

Financial planning and consultation services terminate upon presentation of the plan or completion of the consultations and so no reviews are conducted. However, we recommend that you have your financial situation reviewed and updated at least annually. If you elect these reviews and updates, a new client agreement is required and additional fees are charged. Managed accounts are also reviewed at last quarterly.

The calendar is the main review triggering factor, although reviews can also be conducted due to your request, a change in your personal or financial situation, or unusual market, political or economic conditions. Your investment advisor representative will review your individual accounts. When reviews are conducted with clients, they can be done in person or by telephone.

Absent specific instruction from you, accounts are reviewed for continued suitability, accuracy of holdings, possible rebalancing, possible money laundering issues and to ensure the portfolios continue to work toward your goals and objectives.

Your assigned investment adviser representative is responsible for preparing and delivering financial planning and consultation services and reviewing your accounts on behalf of the firm.

Managed accounts are reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by your investment adviser representative with reviews performed in accordance with your investment goals and objectives.

Account Reports

For asset management services, you are provided with transaction confirmation notices and regular quarterly account statements in writing directly from the qualified custodian. Additionally, we will provide performance reports to you upon request.

You are encouraged to always compare any reports or statements provided by us or a sub-adviser against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

We do not directly or indirectly compensate anybody for client referrals.

Please see **Item 5, Fees and Compensation**, and **Item 12, Brokerage Practices**, for additional information about other compensation.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

We are deemed to have custody of client funds and securities whenever we are given the authority to have fees deducted directly from client accounts. However, this is the only form of custody we will ever maintain. Our investment management fee will be deducted from your Account and paid directly to our firm by the qualified custodian(s) of your account. We utilize AssetMark, LLC as a third-party service provider to conduct all fee calculation and fee billing functions. Therefore, you will authorize AssetMark, LLC and the qualified custodian(s) of your account, in writing, to deduct fees from your account and pay such fees directly to our firm

For all of our managed accounts, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from our firm. When clients have questions about their account statements, they should contact us or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

When providing asset management services, we maintain trading authorization over your Account and can provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities and the amount of securities that can be bought or sold for your portfolio without obtaining your consent for each transaction. However, it is our policy to consult with you prior to making significant changes in the Account even when discretionary trading authority is granted.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your Account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your Accounts are managed on a non-discretionary basis, you need to know that if we are not able to reach you or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

You will have the ability to place reasonable restrictions on the types of investments purchased in your Account. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

We do not vote proxies on your behalf. You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are solely responsible for all proxy voting decisions. You should read through the information provided with the proxy voting document and make a determination based on the information provided.

Item 18 – Financial Information

This item is not applicable to our brochure. We do not require or solicit prepayment of more than $500 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.

Class Action Lawsuits

You retain the right under the applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for you. We do not initiate such a legal proceeding on your behalf and do not provide legal advice to you regarding potential causes of action against such a security issuer and whether you should join a class-action lawsuit. We recommend that you seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit. Moreover, our services do not include monitoring or informing you of any potential or actual class-action lawsuits against the issuers of the securities that were held, purchased or sold by or for you.

Privacy Policy

As a registered investment adviser, we are covered under the definition of a “financial institution” under the *Gramm-Leach-Bliley Act*, (“The Act”). We are held to similar privacy rules such as those associated with the SEC’s Privacy Rule (“Regulation S-P”), to which many states defer in whole or in part. The privacy rules require every broker, dealer, investment company and registered investment adviser to adopt policies and procedures reasonably designed to safeguard customer records and other non-public consumer information. An advisor’s privacy policy must protect prospective, current, and former clients.

We utilize information that you provide in order to provide the services and information you request. It is our goal to deliver the best possible service to you, while guarding against any real or perceived infringements of your rights of privacy.

The types of information we collect during the normal course of business include:

- Information provided in applications, forms, and provided either verbally or in writing, including but are not limited to your name, address, phone number, account information, Social Security number, employment, assets, income and debt
- Information about your transactions, accounts, balance information
- Trading activity and parties to transactions
- Information from other outside sources, beneficiary information, conversations between clients and advisory representatives, and any other information deemed to be non-public personal as defined by the Act and by state privacy rules.

Our staff realizes that providing personal information is an act of trust and takes the issue of protecting privacy seriously. We do not sell non-public personal information obtained from consumers or clients.

All information provided by clients to us and information and advice furnished by us to clients, is treated as confidential and is not be disclosed to unaffiliated third parties, except as permitted by clients with written authorization, by application to facilitate the investment advisory services offered by us via an unaffiliated financial services provider, or as required by law or by any regulatory authority to which we or our associated persons are subject.

We limit access of non-public information to only those who require the information for the delivery of advisory/administrative services. Our policy to protect client information extends beyond the termination of the client agreement. Additionally:

- We maintain a secure office and computer environment to ensure that your information is not placed at unreasonable risk.
- We do not provide your personally identifiable information to mailing list vendors or solicitors for any purpose.

Personally identifiable information about you is maintained and protected during the time you are a client and for the required time thereafter as required by securities laws (5 years). After this time, records are destroyed via Shred-It.

If consumers provide us with non-public personal information but do not become clients, we may keep this information securely on file for up to a year before shredding it in-house, depending upon the nature of the information and the likelihood of engagement. Clients are welcome to discuss any questions regarding privacy issues directly with David Boike, ChFC, our Managing Member and Chief Compliance Officer.