



FORM ADV PART 3

PREPARED BY:

RESOURCE CAPITAL MANAGEMENT, LLC
RENO, NEVADA

January 21, 2021

This brochure provides information about the qualifications and business practices of RESOURCE CAPITAL MANAGEMENT, LLC. If you have any questions about the contents of this brochure, please contact us at advisor@resourcecapitalmgt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.



1
RESOURCE CAPITAL MANAGEMENT, LLC provides investment advice for making investments in equities, options and other securities. **THE RISK OF LOSS:** When making investments in equities, options or other securities, there is a risk that a portion or all of the investment funds could be lost.

Table of Contents

Item 1: Introduction 3

Item 2: Relationship and Services 3

 A. What Investment Services and Advice Can you Provide Me? 3

 B. Description and Services 3-4

 C. Additional Information – Code of Ethics 4-6

 D. Conversation Starters 6-7

 Given my financial situation, should I choose an investment advisory service? Why or Why not? 6-7

 How will you choose investment to recommend to me? 7

 What is your relevant experience, including your licenses, education, and other qualifications? 7-8

 What do these qualifications mean?” 9

Item 3: Fees, Costs, Conflicts, Standard of Conduct 9

 Fees and Compensation 9-10

 Performance Based Fees and Side-By-Side Management 11

 Types of Clients 11

 Methods of Analysis, Investment Strategies and Risk of Loss 11-12

 Other Financial Industry Actives and Affiliations 13

 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading 13

 Brokerage Practices13

 Review of Accounts14

 Client Referrals and Other Compensation14

 Custody14

 Investment Discretion 15-16

 Voting Client Securities 16

 Financial Information 16-17

Item 4: Disciplinary Information18

Item 5: Additional Information18

 Conversation Starters:

 Who is my primary contact person?

 Is he or she a representative of the investment adviser or broker-dealer?

 Who can I talk to if I have concerns about how this person is treating me?



Item 1 - Introduction

- A. RESOURCE CAPITAL MANAGEMENT, LLC - (“the Company”) is an SEC registered internet investment advisor. The Company is an asset management and investment advisory company specializing in the development and management of equity security portfolios. The Company utilizes a proprietary financial model employing a unique value approach to stock selection and portfolio construction.
- B. There are free and simple tools that are available to research Company’s and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2 - Relationship and Services

E. What Investment Services and Advice Can you Provide Me?

RESOURCE CAPITAL MANAGEMENT, LLC (“the Company”) develops and utilizes financial models that are based on algorithms to structure investment portfolios that are comprised of equities, options, and/or other securities. The Company has been in business since 2009 and is 50% owned by Henry Rolling, the Company’s Founder and President, 25% owned by RAM HOLDINGS LLC and 25% owned by The Richard J Reviglio Family Trust.

F. Description and Services

The Company ONLY provides investment advice. The Company utilizes ONLY internally developed financial models as the basis for making financial investment decisions. The Company can tailor its advisory services to individual retail investors. However, retail investors do have the discretion to impose restrictions on whether an investment can be made in a particular equity, option, and/or other security.

- (i) Monitoring: Retail Investors accounts are monitored on at least a daily basis.
- (ii) Investment Authority: The Company will exercise investment discretion over retail investors accounts. Retail Investors, at all times, will have the ability to place the following limitations upon the discretionary control that the Company can exercise over the retail investor’s account.
 - Retail Investors, at all times, can place limitations on the types of investments the Company can enter into on the retail investor’s behalf.
 - Retail Investors, at all times, can place limitations on the amount of the retail investor’s discretionary funds that can be invested by the Company on the retail investor’s behalf.
- (iii) The Company will provide retail investors with an investment advisory agreement giving the Company discretion to manage the retail investor’s account per the investment strategy being offered by the Company and agreed to by the retail investor.
- (iv) Limited Investment Offerings: The Company utilizes ONLY internally developed financial models as the basis for making financial investment decisions. The Company can tailor its advisory services to individual retail investors. However, retail investors do have the discretion to impose restrictions on whether an investment can be made in a particular equity, option, and/or other security.

- (v) Account Minimum and Other Requirements: The minimum investment is \$250,000. However the Company at its' discretion can change this at any time.

G. Additional Information – Code of Ethics

RESOURCE CAPITAL MANAGEMENT, LLC CODE OF ETHICS

Managers, officers, employees and/or affiliates of the Company must comply and strictly adhere to the following CODE OF ETHICS if they do not conflict with the laws, rules and regulations established by the Securities and Exchange Commission and State jurisdiction in which the company provides Investor Advisory Services:

STANDARDS OF PROFESSIONAL CONDUCT

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.
- Place the integrity of the investment profession and the interests of clients above their own personal interests.
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession.
- Promote the integrity of, and uphold the rules governing, capital markets.
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

I. PROFESSIONALISM

A. Knowledge of the Law. Managers, Officers, Employees and Affiliates of the Company must understand and comply with all applicable laws, rules, and regulations (including the CFA Institute Code of Ethics and Standards of Professional Conduct) of any government, regulatory organization, licensing agency, or professional association governing their professional activities. In the event of conflict, Managers, Officers, Employees and Affiliates of the Company must comply with the more strict law, rule, or regulation. Managers, Officers, Employees and Affiliates of THE COMPANY must not knowingly participate or assist in and must dissociate from any violation of such laws, rules, or regulations.

B. Independence and Objectivity. Managers, Officers, Employees and Affiliates of the Company must use reasonable care and judgment to achieve and maintain independence and objectivity in their professional activities. Managers, Officers, Employees and Affiliates of the Company must not offer, solicit, or accept any gift, benefit, compensation, or consideration that reasonably could be expected to compromise their own or another's independence and objectivity.

C. Misrepresentation. Managers, Officers, Employees and Affiliates of the Company must not knowingly make any misrepresentations relating to investment analysis, recommendations, actions, or other professional activities.

D. Misconduct. Managers, Officers, Employees and Affiliates of the Company must not engage in any professional conduct involving dishonesty, fraud, or deceit or

commit any act that reflects adversely on their professional reputation, integrity, or competence.

II. INTEGRITY OF CAPITAL MARKETS

A. Material Nonpublic Information. Managers, Officers, Employees and Affiliates of the Company who possess material nonpublic information that could affect the value of an investment must not act or cause others to act on the information.

B. Market Manipulation. Managers, Officers, Employees and Affiliates of the Company must not engage in practices that distort prices or artificially inflate trading volume with the intent to mislead market participants.

III. DUTIES TO CLIENTS

A. Loyalty, Prudence, and Care. Managers, Officers, Employees and Affiliates of the Company have a duty of loyalty to their clients and must act with reasonable care and exercise prudent judgment. Managers, Officers, Employees and Affiliates of the Company must act for the benefit of their clients and place their clients' interests before their employer's or their own interests. In relationships with clients, Managers, Officers, Employees and Affiliates of the Company must determine applicable fiduciary duty and must comply with such duty to persons and interests to whom it is owed.

B. Fair Dealing. Managers, Officers, Employees and Affiliates of the Company must deal fairly and objectively with all clients when providing investment analysis, making investment recommendations, taking investment action, or engaging in other professional activities.

C. Suitability.

1. When Managers, Officers, Employees and Affiliates of the Company are in an advisory relationship with a client, they must:

a. Make a reasonable inquiry into a client's or prospective clients' investment experience, risk and return objectives, and financial constraints prior to making any investment recommendation or taking investment action and must reassess and update this information regularly.

b. Determine that an investment is suitable to the client's financial situation and consistent with the client's written objectives, mandates, and constraints before making an investment recommendation or taking investment action.

c. Judge the suitability of investments in the context of the client's total portfolio.

2. When Managers, Officers, Employees and Affiliates of the Company are responsible for managing a portfolio to a specific mandate, strategy, or style, they must only make investment recommendations or take investment actions that are consistent with the stated objectives and constraints of the portfolio.

D. Performance Presentation. When communicating investment performance information, Members or Candidates must make reasonable efforts to ensure that it is fair, accurate, and complete.

E. Preservation of Confidentiality. Managers, Officers, Employees and Affiliates of the Company must keep information about current, former, and prospective clients confidential unless:

1. The information concerns illegal activities on the part of the client or prospective client.
2. Disclosure is required by law.
3. The client or prospective client permits disclosure of the information.

IV. INVESTMENT ANALYSIS, RECOMMENDATIONS, AND ACTION

A. Diligence and Reasonable Basis. Managers, Officers, Employees and Affiliates of the Company must:

1. Exercise diligence, independence, and thoroughness in analyzing investments, making investment recommendations, and taking investment actions.
2. Have a reasonable and adequate basis, supported by appropriate research and investigation, for any investment analysis, recommendation, or action.

B. Communication with Clients and Prospective Clients. Managers, Officers, Employees and Affiliates of the Company must:

1. Disclose to clients and prospective clients the basic format and general principles of the investment processes used to analyze investments, select securities, and construct portfolios and must promptly disclose any changes that might materially affect those processes.
2. Use reasonable judgment in identifying which factors are important to their investment analyses, recommendations, or actions and include those factors in communications with clients and prospective clients.
3. Distinguish between fact and opinion in the presentation of investment analysis and recommendations.

C. Record Retention. Managers, Officers, Employees and Affiliates of the Company must develop and maintain appropriate records to support their investment analysis, recommendations, actions, and other investment-related communications with clients and prospective clients.

V. CONFLICTS OF INTEREST

A. Disclosure of Conflicts. Managers, Officers, Employees and Affiliates of the Company must make full and fair disclosure of all matters that could reasonably be expected to impair their independence and objectivity or interfere with respective duties to their clients, prospective clients, and employer. Managers, Officers, Employees and Affiliates of the Company must ensure that such disclosures are prominent, are delivered in plain language, and communicate the relevant information effectively.

H. Conversation Starters

Given my financial situation, should I choose an investment advisory service? Why or Why not?

RESOURCE CAPITAL MANAGEMENT, LLC believes that it is an individual choice in whether or not to engage the services of an investment advisor. The Company cannot

and will not make any recommendations whether or not an individual should engage an investment advisor for investment advice or for any other services.

How will you choose investment to recommend to me?

RESOURCE CAPITAL MANAGEMENT, LLC utilizes ONLY internally developed financial models as the basis for making financial investment decisions. The Company can tailor its advisory services to individual retail investors. However, retail investors do have the discretion to impose restrictions on whether an investment can be made in a particular equity, option, and/or other security.

What is your relevant experience, including your licenses, education, and other qualifications?

- Henry Rolling is the founder of RESOURCE CAPITAL MANAGEMENT, LLC an investment development and investment management Company. From 2005 to the present, Rolling has been working within the financial investment industry. By leveraging his past programming experience, Rolling has developed various financial algorithms that are utilized for the development of equity, options and other securities based portfolios.

Rolling holds the following degrees and licenses

- Bachelors in Economics
- Master of Science in Economics – MS Economics
- Masters in Business Administration – MBA
- Master of Science in Finance – MS Finance
 - Graduate Student of the Year
- BETA GAMMA SIGMA
- Series 65 License
- Real Estate Broker (Inactive)
- Property Management (Inactive)

Business & Finance Experience

Resource Capital Management, LLC

- Rolling has 10 + years of experience Trading Derivatives - Options
- Rolling has 20 + years Trading Equity and Bond Securities
- Rolling formed Resource Capital Management, LLC in 2009 as an investment advisory company. Rolling has managed the company since its inception
- In 2009, Rolling developed and employed the following financial algorithms:
 - **The RCM Directional Trading Strategy Algorithm** The RCM DTS Algorithm utilizes statistical analysis and probabilities to determine when to enter and exit a trade. The RCM DTS algorithm was developed utilizing the BGU and BGZ ETFs which are tied directly to the S&P 500 however the algorithm can be utilized to analyze any security. The algorithm utilizes the directional change of the S&P 500 as a determinant of which ETF to trade. The development process for the RCM DTS algorithm took approximately 9 months.
 - **The RCM Option Trading Strategy Algorithm** The RCM OTS Algorithm utilizes statistical analysis and probabilities to determine when to enter an option trade. The RCM OTS algorithm was developed utilizing the BGU and BGZ ETF options however the algorithm can be utilized to analyze any option. The algorithm utilizes the time remaining to expiration and the DELTA of the option as the entry point of the trade.

The development process for the RCM OTS algorithm took approximately 3 months and takes advantage of the algorithm programming of the RCM DTS.

- **The RCM Complex Option Investment Strategy Algorithm** The RCM COIS Algorithm utilizes the premiums of the strike prices to determine when to initiate an investment. The RCM COIS Algorithm was developed utilizing the RUT option chain however the algorithm can be utilized to analyze the option chain of any security. The algorithm analyzes the entire option chain and then filters out and identifies the investment opportunity that exists at any given point in time along the entire option chain. The development process of the RCM COIS Algorithm took approximately 4 months and takes advantage of the algorithm programming of the RCM OTS.

Resource Investments, Inc.

- Rolling formed Resource Investments, Inc. in 2008. The company was formed to develop complex financial algorithms in order to construct equally weighted equity based portfolios that could consistently outperform the selected benchmarks, S&P 500, the Russell Index 1000
- Rolling developed and then programmed the financial algorithms utilizing VBA and C++.
- Developed and employed the RCM Quantitative Financial Model (RCM BHTS)
 - Development time for the RCM Quantitative Financial Model was approximately 14 months. The Financial Model was tested utilizing twenty five years (1985 – 2009) of fundamental financial data obtained from FACTSET. The impetus for the development of Financial Model, was to develop methods to analyze all relevant financial measures simultaneously and systematically, such as ROE, ROA, P/E ratios, Market CAP, etc., that influenced stock returns. The primary objective, of the Financial Model is to provide a method to develop diversified stock portfolios that are comprised of companies that are performing at the top of their respective sectors and industries based on fundamental financial data analysis.
- Utilize the RCM Quantitative Financial Model to develop diversified stock portfolios comprised of 55 to 65 large cap companies at the beginning of each year
- Readjust portfolio composition at the end of each year utilizing the RCM Quantitative Financial Model to identify which companies should be included in the RCM Value Portfolio
- Purchase equities on an equally weighted basis

CEO and Founder of Game Company

- Prepared and submitted all SB-2 disclosure documents to the Securities and Exchange Commission to clear the company for listing.
- Prepared and submitted all accounting statements associated with the SB-2 to the Securities and Exchange Commission.
- Prepared and submitted all registration documents with the NASD to list the company for trading.

Redrock Valley Ranch, LLC

- Founder, Manager and Member of Redrock Valley Ranch, LLC
- Secured \$7 million in financing to purchase water rights and property
- Negotiated contract to sell water rights to public utility company for \$35,000 per acre foot: Market Value of water rights \$45.2 million

What do these qualifications mean?”

The above qualifications should not be construed that Henry Rolling is an expert or holds any other knowledge base that someone else could not gain or develop under their own volition.

Item 3 - Fees, Costs, Conflicts, Standard of Conduct

The Company does not have a wrap fee program.

Fees and Compensation

- The Company charges a 1% annual management fee that is charge in arrears on a monthly basis. The Company is compensated for its services, provided in accordance with the terms of this Agreement in such manner and amount as may be agreed to by the Client and Advisor and set forth in Schedule A of the Company’s Investment Advisory Agreement and provided and disclosed at the end of this section. One twelfth of the annualized fee shall be billed monthly in arrears to the Client, based on the average market value, utilizing the closing business day of each week in that month. Market value, as reported by the Custodian, including accrued income, will be determinative for the purpose of calculating fees. Any deposits or withdrawals initiated by the Client during the billing month shall be prorated to the effective date. Such amount shall be the sole compensation owing by reason of investment advisory services under this Agreement. The fee for services for any period less than a full calendar monthly period will be pro-rated on a daily basis on the annualized fee for the period and on the market value of the portfolio as described on the final date of such period. Advisor shall provide the Client with full disclosure of direct and indirect fees, commissions, penalties, and other compensation, including reimbursement for expenses that may be paid by or on behalf of the Advisor in connection with the provision of services to the Client. Manager shall update the disclosure promptly after a modification of those payments or an additional payment. The following table disclosed the Company’s management fee schedule:

MONTHLY MANAGEMENT FEE SHCHEDULE

Annual Management Fee:	1.00%
The following discloses how the Annual Management Fee will be charged in arrears on a monthly basis:	
Monthly Management Fee Charged in Arrears:	
January	0.0833%
February	0.0833%
March	0.0833%
April	0.0833%
May	0.0833%
June	0.0833%
July	0.0833%
August	0.0833%
September	0.0833%
October	0.0833%
November	0.0833%
December	0.0833%
Total Annual Management Fee	1.00%

- (vi) The management fee is negotiable.
- (vii) The Company and client may agree to a performance fee. The performance fee is negotiable.
 - a. The Company's performance fees are paid on a monthly, quarterly, or annual basis.
 - b. The Company and client negotiate a return performance threshold and the Company receives 20% of all returns above that threshold.
- (viii) The Company deducts its performance based fees directly from a Clients account.
- (ix) There are no other fees or expenses that the Company charges to a client. Clients may incur brokerage fees and transaction cost associated with those brokerages services. See Item 12.
- (x) The Company does not accept compensation for the sale of securities or other investment products.
- (xi) Clients should note that Investment Advisers may NOT base their compensation on a share of capital gains on, or capital appreciation of, the funds of a client unless however, the client is a "qualified client," which, effective May 22, 2012, is defined as a client with (a) at least \$1 million under management with the investment advisor OR (b) a net worth of more than \$2 million, exclusive of the value of a person's primary residence.

Performance Based Fees and Side-By-Side Management

- (xii) The Company and client may agree to a performance fee. The performance fee is negotiable.
- (xiii) The Company and client negotiate a return performance threshold and the Company receives 20% of all returns above that threshold.
- (xiv) Aside from performance based fees deducted from the Clients account, the Company does not charge or deduct other fees or bill Clients for other fees incurred.
- (xv) Clients should note that Investment Advisers may NOT base their compensation on a share of capital gains on, or capital appreciation of, the funds of a client unless however, the client is a “qualified client,” which, effective May 22, 2012, is defined as a client with (a) at least \$1 million under management with the investment advisor OR (b) a net worth of more than \$2 million, exclusive of the value of a person’s primary residence.

Types of Clients

The Company provides investment advice to the following:

- (xvi) Qualified and Accredited Investors
- (xvii) Pension funds
- (xviii) Endowments
- (xix) Investment companies
- (xx) Foundations
- (xxi) Trusts

Methods of Analysis, Investment Strategies and Risk of Loss

- (xxii) The Company employs quantitative methodologies in making equity, derivative and alternative investments, and management decisions.
- (xxiii) The Company utilizes ONLY internally developed quantitative financial models to make investment decisions. As such, the Company’s financial advice is based solely on the results generated by the Company’s respective quantitative financial models.
- (xxiv) The Company believes that a quantitative method of analysis provides a sound and logical procedure for making investment decisions and providing investment advice.
- (xxv) There are inherent risks in utilizing quantitative methods of analysis for making investment decisions and providing investment advice.
 - a. The decision and advice are based on historical data and past performance.
 - b. Past performance is no guarantee of future performance.
 - i. There can be no assurance that a current investment that is based on past data will generate a positive return in the future.
- (xxvi) Another important risk is that the development of the Company’s quantitative method of analysis is reliant on real time and historical data. The real time and historical data utilized in the Company’s quantitative financial models are obtained

from third party sources and as such, the Company cannot verify or guarantee the reliability and accuracy of the data.

The following are the financial models that the Company utilizes:

Buy & Hold Quantitative Multifactor Financial Model

- The Company utilizes a Buy & Hold Quantitative Multifactor Financial Model that has been programmed to develop equity security portfolios that are diversified across sectors and industries. The model constrains the equity security selection process by developing equity security universes that include companies with significant market capitalization, that possess high liquidity as measured by daily trading volume and that continue to be responsive to financial factors identified as positively impacting equity security performance over at least a ten to fifteen year period. It is important for Clients to know that when making investments in equity based portfolios that there is a risk that a portion or 100% of an investment could be lost. Therefore, before making an investment, a client should make sure that he or she can bear the loss of his or her entire investment. The portfolios developed by this model are subject to but are not limited to the following risk:
 - Market Risk
 - Industry Risk
 - Sector Risk
 - Management Risk
 - Other Unforeseen Risk
- The Buy & Hold Quantitative Multifactor Financial Model does not involve frequent trading which could limit brokerage fees. Once the portfolio is established, the securities are held in the portfolio for at least a year and one day, the holding period. If a security has to be sold and replaced by another security after the holding period, then a long-term capital gains tax is trigger and a brokerage fee is incurred. This repositioning of the portfolio can adversely impact the performance of the overall portfolio.

Directional Quantitative Financial Model

- The Company utilizes a Directional Quantitative Financial Model that has been programmed to develop equity or derivative portfolios. The equities or derivatives in the portfolio are bought and sold based on statistical analyses that quantify the probability of a directional move in the overall market as measured by the S&P 500 or Russell Index 1000. The model calculates a probability based on the past performance of the overall markets and determines an entry and exit point for the investment opportunity. It is important for Clients to know that when making investments in equity or derivative based portfolios that there is a risk that a portion or 100% of an investment could be lost. Therefore, before making an investment, a client should make sure that he or she can bear the loss of his or her entire investment. The portfolios developed by this model are subject to but are not limited to the following risk:
 - Market Risk
 - Industry Risk
 - Sector Risk
 - Management Risk

- Other Unforeseen Risk
- The Directional Quantitative Financial Model tracks the performance of the overall market on a daily basis. This model does involve frequent trading which inherently generates additional brokerage fees and tax implications. Therefore, the overall performance of the portfolios developed by the model could be adversely impacted by the additional brokerage fees and taxes.

Reliance on Key Personnel

(xxvii) The Company relies, to a great extent, on the services of a limited number of individuals in connection with the services provided to its Clients. The loss of such services or the loss of some key individuals could impair the ability of the Company to continue operations and to perform its management and advisory activities.

Risk of Loss

(xxviii) It is important for Clients to know that when making investments in equity or derivative based portfolios that there is a risk that a portion or 100% of an investment could be lost. Therefore, before making an investment, a client should make sure that he or she can bear the loss of his or her entire investment.

The Company does not primarily recommend a particular security. A security is only included in a portfolio based on the quantitative method of analysis process that is conducted by the Company's respective internally developed financial models.

Other Financial Industry Actives and Affiliations

- (xxix) The Company does not participate in other financial industry activities.
- (xxx) The Company does not have any affiliations with other companies.

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

(xxxi) A copy of the Company's "Code of Ethics" will be provided to a client upon request.

The Company adheres to the following practices as the practices relate to this item:

- (xxxii) The Company does not sell or trade securities to Clients in which the Company has a material financial interest.
- (xxxiii) The Company puts the interest of the client first in order to try and avoid conflicts of interest.
 - a. If there is a conflict of interest then the Company does not invest in the same securities that it recommends to the client.
 - b. If there is a conflict of interest then the Company does not buy or sell the same securities that it recommends to the client.

Brokerage Practices

- (xxxiv) The Company does not recommend broker-dealers to Clients.
- (xxxv) The Company ONLY establishes its relationship with broker-dealers to assist the Company in effectively and efficiently executing transactions.
- (xxxvi) The Company initially attempts to make purchases and sales on a first come first served basis.

- (xxxvii) The Company attempts to aggregate ALL purchases or sales of securities for client accounts upon any new transaction that is made on behalf of the Company's Clients.
- a. A new transaction is any transaction that establishes or repositions the investment portfolios.
- (xxxviii) If the Company cannot aggregate the purchases or sales, then the Company utilizes the first letter of a name if it is a company or the first letter of the last name if it is an individual client to provide an order in which the purchases or sales will be made. The Company changes the order upon each new transaction. For instance, if the A through Z sequence was utilized for a previous purchase or sale, then the Z through A sequence would be utilized for the next transaction. The Company believes this provides an orderly and fair process.
- (xxxix) If the Company is not able to aggregate the purchase or sale of securities, then there may be varying cost incurred by the Company's Clients due to where the client lies along the A through Z sequence. As such, the cost to the client with a last name that starts with the letter Z could vary significantly from the cost to the client with a last name that starts with the letter A. Therefore, the Company changes the order for purchases and sales execution for every new transaction that cannot be aggregated in order to attempt to establish a fair dealing order flow process.
- (xl) There is no guarantee that the Company will achieve its' fair dealing order flow process, however, the Company does have procedures in place to attempt to achieve it.
- (xli) The Company does not accept or use soft dollar benefits.

Review of Accounts

- (xlii) The Company reviews the accounts of Clients on a daily basis.
- a. The Company conducts this process in order to ensure that all transactions are completed as per the Company's investment strategy and that the performance of the account is meeting the established return threshold.
- (xliii) Clients have access to their respective accounts on a 24 hour 7 day a week basis.
- (xliv) On a monthly basis, the Company provides a hard copy that details all of the transactions associated with a Clients respective account.

Client Referrals and Other Compensation

- (xlv) The Company does not offer any monetary benefits, gifts, or other compensation for client referrals
- (xlii) The Company does not offer, provide, or accept other compensation.

Custody

- The Company utilizes a qualified third party custodian.
- A qualified custodian is defined in the Investment Advisers Act of 1940 in Section 202(a) (2).
- The Company provides safekeeping of client funds and securities by using a qualified third party custodian that has been selected after proper due diligence and research by the

Company for integrity, ethical conduct, insurance, and technology for safekeeping of client funds or securities.

- The Company complies with the custody of funds requirements in the Investment Advisers Act of 1940.
- The Company will not accept any client funds in the form of cash.
- The Company will not hold any client funds in the form of a check over night.
 - Any check will be sent to a qualified third party custodian immediately
 - Checks will be sent using Fed Ex or similar overnight delivery service directly to a qualified third party custodian.
 - The Company will verify that checks or securities sent to a qualified third party custodian were received within the next business day and deposited in the client's account correctly.
- If the Company receives a check from a client in the evening and overnight delivery is not feasible the Company will either not accept the check, or accept the check if a founder of the Company reasonably believes it can be safeguarded until the following morning's mail by FedEx or similar overnight delivery service can be reached.
 - Accepting a check from a client without being able to immediately send it to a qualified third party custodian is the exception to the rule and will be highly discouraged by the Company.

Notice to Clients

- If the Company opens an account with a qualified custodian on a client's behalf the Company will promptly notify the client in writing of the custodian's name, address, and the manner in which the funds or securities are maintained.
- The Company will promptly notify the client if there are any changes to the aforementioned information.

Account Statements sent to client by qualified custodian

- The Company requires that the qualified custodian send a complete and detailed monthly statement directly to the client.
- The Company encourages the client to review all statements carefully and completely.
- The Company encourages the client to contact the Company or the qualified custodian regarding in questions they may have concerning their respective account statement.

Investment Discretion

(xlvii) The Company will exercise investment discretion over client accounts.

(xlviii) The Company's Clients, at all times, will have the ability to place the following limitations upon the discretionary control that the Company can exercise over the Clients account.

- a. The Company's Clients, at all times, can place limitations on the types of investments the Company can enter into on the Clients behalf.
- b. The Company's Clients, at all times, can place limitations on the amount of the Clients discretionary funds that can be invested by the Company on the Client's behalf.

- (xlix) The Company will provide Clients with an investment advisory agreement giving the Company discretion to manage the client's account per the investment strategy being offered by the Company and agreed to by the client.

Voting Client Securities

- (i) The Company will not have or accept the voting rights of client securities.
- (ii) The Company will direct the custodian to mail any proxies or other solicitations directly to the Clients mailing address.
- (iii) The Company will not provide any guidance regarding any proxies or solicitations received by the client from the custodian.
- (liii) The Company's Clients may contact the Company primarily via the Company's online website, via phone, email, or regular mail regarding any questions they may have related to a particular solicitation. The Company will, under its best efforts, direct the client to a source that may be able to further assist the client regarding any questions related to a specific solicitation.

Financial Information

- (liv) The Company does not require or solicit fees in prepayment of advisory services. Please refer to Item 6 of this brochure.
- (lv) The Company does exercise discretionary authority over client accounts.
 - a. The Company does not have any condition that would impair the Company's ability to meet contractual obligations to Clients.

Company Compensation

- The Company charges a 1% annual management fee that is charge in arrears on a monthly basis. The Company is compensated for its services, provided in accordance with the terms of this Agreement in such manner and amount as may be agreed to by the Client and Advisor and set forth in Schedule A of the Company's Investment Advisory Agreement and provided and disclosed at the end of this section. One twelfth of the annualized fee shall be billed monthly in arrears to the Client, based on the average market value, utilizing the closing business day of each week in that month. Market value, as reported by the Custodian, including accrued income, will be determinative for the purpose of calculating fees. Any deposits or withdrawals initiated by the Client during the billing quarter shall be prorated to the effective date. Such amount shall be the sole compensation owing by reason of investment advisory services under this Agreement. The fee for services for any period less than a full calendar monthly period will be pro-rated on a daily basis on the annualized fee for the period and on the market value of the portfolio as described on the final date of such period. Advisor shall provide the Client with full disclosure of direct and indirect fees, commissions, penalties, and other compensation, including reimbursement for expenses that may be paid by or on behalf of the Advisor in connection with the provision of services to the Client. Manager shall update the disclosure promptly after a modification of those payments or an additional payment. The following table disclosed the Company's management fee schedule:

MONTHLY MANAGEMENT FEE SHCHEDULE

Annual Management Fee:	1.00%
The following discloses how the Annual Management Fee will be charged in arrears on a monthly basis:	
Monthly Management Fee Charged in Arrears:	
January	0.0833%
February	0.0833%
March	0.0833%
April	0.0833%
May	0.0833%
June	0.0833%
July	0.0833%
August	0.0833%
September	0.0833%
October	0.0833%
November	0.0833%
December	0.0833%
Total Annual Management Fee	1.00%

- The Company's management fee is negotiable.

Company Performance Fees

The following is an example of how the Company calculates its performance based compensation

- Company and Client agree upon a 10% performance based threshold (annual basis)
- Company receives 20% of the net return exceeding the performance threshold of 10% (annual basis)
 - Company's investment advisory services produce 15% annual return
 - Company compensation calculation:
 - Return – Threshold Return = Net Return
 - 15% - 10% = 5%
 - Net Return * 20% = Company Compensation
 - 5% * 20% = 1%
- It is Important to note that performance based compensation can potentially create a conflict of interest since higher compensation is directly related to higher returns. This could lead to taking riskier investments which may carry a higher degree of risk for a client.
- The Company's performance fees are negotiable.

Item 4 - Disciplinary Information

NONE

Item 5 – Additional Information

Retail investors can find additional information about the Company at www.resourcecapitalmgt.com in addition, retail investors can find a copy of Form ADV Part 3 on the Company's website as well.

Retail investors may contact the Company at the following phone number in order to request an up-to-date information or a copy this Relationship Summary document via email.

Conversation Starters:

Who is my primary contact person?

Henry Rolling is the primary contact person. He may be reached at the following email address: advisor@resourcecapitalmgt.com

Is he or she a representative of the investment adviser or broker-dealer?

Henry Rolling is a representative of ONLY RESOURCE CAPITAL MANAGEMENT, LLC, the investment adviser.

Who can I talk to if I have concerns about how this person is treating me?

Henry Rolling would be the person to contact if you do not like the way Henry Rolling is treating you.

