

R.C. Whitmore Advisors Inc.

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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of R.C. Whitmore Advisors Inc. If you have any questions about the contents of this brochure, contact us at (740) 594-4545. 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 R.C. Whitmore Advisors Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for R.C. Whitmore Advisors Inc. is 119943.

R.C. Whitmore Advisors Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment dated February 21, 2017, we have no material changes to report.

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Item 4 Advisory Business

Description of Services and Fees

R.C. Whitmore Advisors, Inc. is a fee-only holistic financial planning firm that specializes in providing holistic financial planning and investment advisory services to individuals and families, as well as organizations. We are owned and operated by Roy C. Whitmore, who established R.C. Whitmore Advisors, Inc. in 1993. Prior to that time, beginning in 1982, Roy operated his financial planning practice as a sole proprietor.

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

We offer a wide range of financial services. Specifically, we distinguish ourselves from traditional investment advisory firms by providing services to meet not only your investment needs, but your tax, estate planning, risk management, retirement planning, cash flow, record-keeping, and business development needs as well.

Our primary role is to make investment and planning recommendations. You may, if you wish, authorize us to execute trades in your accounts on a discretionary and non-discretionary basis. Our fees are not based on whether or not we have trading authority for any account(s), and we receive no compensation from any source other than our clients.

Advisor and Client will enter into an agreement which details the scope of the relationship and responsibilities of both you and us. Advice and services provided under the agreement are tailored to your stated objectives.

We do not sell insurance or investment products, and do not accept commissions as a result of any product recommendations. We do not pay referral or finders' fees, nor do we accept such fees from other financial firms.

We provide the following types of personal financial planning services:

Standard Retainer

The Standard Retainer is an open retainer relationship providing holistic, comprehensive financial planning for a fixed fee over the course of one year. You will typically have six to twelve scheduled meetings during the Initial Year (see below), depending on your individual situation, and generally three or four scheduled meetings during Renewal Years (see below). In addition to scheduled meetings, we include any additional face-to-face, e-mail and/or phone consultations at no additional charge.

The services we provide may include, but are not necessarily limited to: tax planning, insurance review, inventory of assets, analysis of financial goals, portfolio analysis, development of an asset allocation strategy, no-load mutual fund recommendations, retirement planning and estate plan reviews.

Initial Year of Standard Retainer

Scheduled meeting topics are listed below. We will schedule meetings to cover those topics as relevant to you, such as:

- Tax planning
- Credit and cash flow
- Record-keeping
- Inventory of assets and liabilities
- Portfolio analysis
- Asset allocation strategy
- Investment recommendation
- Small business planning (on Client request)
- Insurance analysis
- Employee benefits analysis
- Goal setting
- Education planning
- Retirement planning
- Estate planning

Renewal Years of Standard Retainer

Typical scheduled meetings may include:

- Tax planning
- Investment review
- Portfolio rebalancing
- Goal setting/review
- Financial planning and/or other financial services as you may request or as we believe you may need

If you prefer, and if we agree that it is appropriate to your situation, we may establish an open retainer limited to investment advice, and tax guidance appropriate to your investment situation.

Wealth Management Retainer

In addition to the services of a Standard Retainer, the Wealth Management Retainer gives wealthier clients more frequent review of and action on savings, investments and cash flow. The Wealth Management Retainer includes monthly contact from us in both the initial and renewal years of the retainer.

Project Retainer

The Project Retainer provides services for situations in which a Standard Retainer relationship is not appropriate or practical. Project Retainer services are narrower in scope and usually focus on one or more of the following areas:

- Goal setting
- Asset/liability analysis
- Tax planning
- Cash flow management
- Investment review
- Retirement planning
- Risk management
- Estate planning

- Record keeping

The service includes various client consultations as well as written and/or oral recommendations resulting from such consultations. The Project Retainer does not constitute a comprehensive financial planning engagement and follow-up advice and/or implementation assistance is not provided following the completion of the project. Additionally, tax return preparation is not automatically included with the Project Retainer, but may be purchased as a separate service, at your request, for an additional fee.

If you wish to upgrade to the Standard Retainer option and are accepted as a Standard Retainer client, you may receive credit toward Standard Retainer fees for all amounts paid under Project Retainer agreements for at least the past three months.

Financial Fitness Review

A Financial Fitness Review consists of a two-hour review of up to three financial planning topics that you select in advance. We do not provide follow-up services with the Financial Fitness Review. If you wish to upgrade to the Standard Retainer option and are accepted as a Standard Retainer client, you may receive credit toward Standard Retainer fees for all amounts paid for a Financial Fitness Review for at least the past 30 days.

Investment Advisory Services

We develop client portfolios based upon each client's goals, objectives, risk tolerance, and investment time horizons. Investment strategies used to implement investment advice are long-term in nature and we primarily utilize a buy and hold philosophy. We primarily use no-load mutual funds and exchange traded funds (ETFs). We may also utilize various bonds and individual common and preferred stocks, as appropriate or as specifically requested by the client. In certain circumstances, depending upon the client's needs and the services requested, we may enter into a contract with a client where the fee may differ from the fee schedules set forth below. The fee would be based upon the individual negotiations with the particular client. The minimum and maximum fees are also subject to an annual adjustment, based on our cost of doing business.

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

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization

forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account.

Selection of Other Advisers

As part of our investment advisory services, we may recommend that you use the services of a third party investment adviser (TPA), such as Morningstar Investment Services, Inc. to manage your entire, or a portion of, your investment portfolio. Our firm participates in the Morningstar Managed Portfolios Program, in which Morningstar Investment Services provides discretionary advisory services by constructing and continuously monitoring portfolios in the program.

Factors that we take into consideration when making our recommendation that you use the services of a TPA include, but are not limited to, the following: the TPA's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will periodically monitor the TPA's performance to ensure its management and investment style remains aligned with your investment goals and objectives.

The TPA will actively manage your portfolio and will assume discretionary investment authority over your account. We will assume discretionary authority to hire and fire TPAs and/or reallocate your assets to other TPAs where we deem such action appropriate.

We do not charge you a separate fee for the selection of other advisers. We will share in the advisory fee you pay directly to the TPA. The advisory fee you pay to the TPA is established and payable in accordance with the brochure provided by each TPA to whom you are referred. These fees may or may not be negotiable. Our compensation may differ depending upon the individual agreement we have with each TPA. As such, a conflict of interest may arise where our firm and/or Mr. Whitmore may have an incentive to recommend one TPA over another TPA with whom we have more favorable compensation arrangements or other advisory programs offered by TPAs with whom we have less or no compensation arrangements.

You will be required to sign an agreement directly with each recommended TPA selected. You may terminate your advisory relationship with the TPA according to the terms of your agreement with the TPA. You should review each TPA's brochure for specific information on how you may terminate your advisory relationship with the TPA and how you may receive a refund, if applicable. You should contact the TPA directly for questions regarding your advisory agreement with the TPA.

Types of Investments

We primarily offer advice on mutual funds and other investment company securities (including variable life and annuity products), equity securities, including exchange traded funds (ETFs), corporate debt securities and municipal securities (bonds), certificates of deposit, and U.S. Government securities.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of February 21, 2018, we provide continuous management services for \$17,195,115 in client assets on a discretionary basis, and \$95,637 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

R.C. Whitmore Advisors, Inc. is a fee-only financial advisory firm and does not sell investment or insurance products. In addition to our fee, you may incur certain other fees and charges to implement our recommendations. Custodians, brokers, and third party investment professionals and/or salespersons impose additional charges, and other third parties may charge fees such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to our fee.

Investment Advisory Services Fees

Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

Assets Under Management Annual Fee

0 - \$1,000,000	1.00%
Over \$1,000,000	negotiable

In general, we require a minimum of \$100,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. Also at our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above, or may enable you to meet the above stated minimum account size.

Our annual portfolio management fee is billed and payable either quarterly in arrears or semi-annually in advance based on the value of your account on the last day of the previous semi-annual period. Client accounts that have transitioned from Morningstar Investment Services, Inc. to our portfolio management services with Schwab as custodian will continue to be subject to the quarterly fee paying arrangements applicable before the transition.

If the portfolio management agreement is executed at any time other than the first day of a semi-annual period, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the period for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian.
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts dispersed from your account including the amount of the advisory fee paid directly to our firm.

It is your responsibility to verify the accuracy of the advisory fee calculation performed by the custodian, as the custodian does not verify fees for accuracy.

You may terminate the portfolio management agreement upon written notice to our firm, and termination will be effective on receipt. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

We encourage you to reconcile our invoices with the statements you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statements you receive from the qualified custodian please call us at the number located on the cover page of this brochure.

Standard Retainer

Initial Year of Standard Retainer: \$2,000 - \$20,000

Renewal Years of Standard Retainer: \$300 - \$14,000

Fees are calculated annually and payable quarterly, in advance. You may make certain other payment arrangements if you prefer. We calculate fees based on your total income, assets, and overall complexity of your financial situation, as well as the value added by the advisory relationship, the degree of responsibility we are taking on, and the amount of professional time required to serve you.

Wealth Management Retainer

Initial Year of Wealth Management Retainer: \$9,500 - \$35,000

Renewal Years of Wealth Management Retainer: \$9,500 - \$25,000

Project Retainer

We typically provide services under the Project Retainer on a flat-fee basis, ranging from \$375 to \$14,000. We may negotiate an hourly fee of up to \$500 per hour for specific project requests. Flat fee Project Retainers are due in full at the beginning of the engagement. In our sole discretion, fees may be paid in advance, or with one-half due at the beginning of the engagement and the remainder upon completion.

Financial Fitness Review

The cost for a Financial Fitness Review is a flat fee of \$950. We may offer family or friends of clients a discounted fee. One-half of the fee is due with the signed agreement and one-half at the beginning of the Review appointment.

Fees are generally not negotiable. You may terminate an engagement by providing written notice within five days of signing a Retainer agreement. Additionally, either party may terminate a retainer agreement, without penalty, at any time upon 30 calendar days written notice. We will promptly refund any prepaid but unearned fees. Any fees that have been earned but not yet paid by the client will be due and payable. We, in our sole discretion, will determine whether fees have been earned or unearned. For

all professional relationships, additional fees may be charged for travel or other out-of-pocket expenses. In no event will we collect from any client more than \$500 more than six months in advance in return for investment advice.

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

We do not accept performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above at Item 4 of this brochure, and are not charged based on a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. We do not participate in side-by-side management of your accounts with performance-based fee accounts.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

We provide holistic financial planning and investment advisory services primarily for individuals and families. We strive to work with people from all different walks of life.

For our financial planning services we maintain no minimum net-worth or asset requirements. As discussed above, your chosen relationship agreement and fee will be based upon your individual circumstances.

In general, we require a minimum of \$100,000 to open and maintain an discretionary management account with our firm. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

Our Methods of Analysis and Investment Strategies

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

No investment strategy or method of analysis can assure that any trade or investment will result in a profit. Furthermore, each client must understand that any trade or investment could result in a loss and that the value of any client portfolio could decline below the original investment.

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data are used to measure the intrinsic value of the company's stock compared to the current market value. Risks associated with fundamental analysis include that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks. The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Cyclical Analysis - is a type of technical analysis that involves evaluating recurring price patterns and trends. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy, therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period, generally greater than one year. Long-term purchases may be affected by unforeseen long-term changes in the company in which you are invested or in the overall market.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, because of revised IRS regulations, custodians and broker-dealers began reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

Mutual funds and exchange traded funds (ETFs) are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and exchange traded funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. In addition, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end." So-called "open end" mutual funds continue to allow in new investors indefinitely, which can dilute other investors' interests. We primarily recommend no-load funds.

The main sources of information we may rely upon when researching and analyzing securities will include traditional research materials such as financial newspapers and magazines, annual reports, prospectuses, filings with the SEC, as well as research materials prepared by others, company press releases, and corporate rating services. We also subscribe to various professional publications deemed to be consistent and supportive of our investment philosophy.

Moreover, we approach investment portfolio analysis and implementation based on internal factors such as your tax situation, overall risk tolerance, current financial situation, and your personal goals and aspirations. After identifying these items, we will recommend a structure for your portfolio based on your individual needs, while minimizing negative effects of external factors, such as interest rates, market performance, and the economy as a whole.

In general, we recommend no-load mutual funds (i.e., mutual funds that have no sales fees), exchange traded funds, stocks, U.S. government securities, money market accounts, certificates of deposit, and individual bonds (corporate, agency and municipal). However, in the course of providing investment advice, we may address issues related to other types of assets that you may already own. We will also discuss any other products we deem appropriate for you, based upon your goals, needs and objectives.

Any investing in securities involves risk of loss that you should be prepared to bear. While we will use our best judgment and good faith efforts in rendering services to you, not every investment decision or recommendation we made will be profitable. We cannot warrant or guarantee any particular level of account performance, or that any particular investment or combination of investments will be profitable over time. You assume all market risk involved and understand that investment decisions are subject to various markets, currency, economic, political and business risks.

Item 9 Disciplinary Information

Neither our firm nor Mr. Whitmore has any disciplinary information to report in this brochure.

Item 10 Other Financial Industry Activities and Affiliations

Mr. Whitmore's primary function is to offer fee only financial planning and portfolio management services to his clients.

Roy C. Whitmore is a member of the Alliance of Comprehensive Planners (ACP), a non-profit organization that provides training and support through an alliance of fee-only comprehensive financial advisors. As a member of ACP, Roy has the right to use proprietary products and systems designed by ACP. ACP offers education in the form of in-person, web- and tele-conferences (which may provide continuing education credits) and services produced by collaborative efforts of the fee- only financial advisors.

Roy C. Whitmore Advisors, Inc. is affiliated with Schwab Advisor Services and Morningstar Managed Portfolios. We receive no compensation from either of these affiliations.

Recommendation of Other Advisers

We may recommend that you use the services of an investment adviser such as Morningstar Investment Services, Inc. to manage your investment portfolio or a portion of it. Our firm participates in the Morningstar Managed Portfolios Program, in which Morningstar provides discretionary investment advisory services to certain clients. Our firm shares in fees paid by our clients to Morningstar under this arrangement. This arrangement may cause a conflict of interest because we may have an incentive to recommend Morningstar over other advisers. While we believe that compensation charged by Morningstar is competitive, such compensation may be higher than fees charged by other firms providing the same or similar services. You are under no obligation to utilize Morningstar's services and may obtain comparable services and/or lower fees through other firms. For further information on this relationship, see the discussion above on "Selection of Other Advisers" under the Advisory Business section above at Item 4.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for firm and persons associated with our firm, including Mr. Whitmore. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm, including Mr. Whitmore, are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

You may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

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

Personal Trading Practices

Our firm and persons associated with our firm, including Mr. Whitmore, may purchase or sell securities for our personal accounts that may also be purchased or sold for your accounts. In most instances, our purchase and ownership of securities will not conflict with your interests because we only recommend mutual funds and, on occasion, exchange traded funds (ETFs) as investments for your accounts. Particularly, all mutual funds trade at the market closing time of 4pm, and so the ordering of our mutual fund transactions should not create a conflict with your purchases. Although we trade ETFs infrequently and in such small quantities that we do not anticipate this practice would significantly affect your account, it is nonetheless a potential conflict of interest. Therefore, it is our policy to not trade ahead of client accounts when buying or selling ETFs. In addition, such purchases and sales will not be of a size relative to the overall trading in any single security to have any meaningful price impact in the market.

Item 12 Brokerage Practices

We do not maintain physical custody of your assets that we manage; although we are deemed to have limited custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 - Custody*, below). Assets managed by our firm must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab and Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account, and will buy and sell securities when instructed to. While we recommend that you use Schwab as custodian, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see "*Your Brokerage and Custody Costs*").

How We Select Brokers/Custodians

We seek to select a broker/custodian who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, ETFs, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services

- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see "*Products and Services Available to Us From Schwab*")

Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services, but it is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10,000,000 of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*").

Products and Services Available to Us From Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. They provide our clients and our firm with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts; while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We

may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us.

Brokerage for Client Referrals

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

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when

directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

The practice of combining multiple orders for shares of the same securities is commonly referred to as "block trading." Since we primarily invest your assets in mutual funds, which do not trade in blocks, we do not combine multiple orders for shares of the same securities purchased for advisory accounts we manage.

It should be noted, however, that exchange traded funds (ETFs) can trade in blocks. Accordingly, you may pay different prices for the same securities transactions in ETFs than other clients pay. Furthermore, we may not be able to buy and sell the same quantities of ETFs for you, and you may pay higher commissions, fees, and/or transaction costs than other clients. However, since we trade ETFs infrequently and in such small, we do not anticipate this practice would significantly affect your account.

Item 13 Review of Accounts

Roy C. Whitmore, CFP, President of R. C. Whitmore Advisors Inc., will monitor your accounts on an on-going basis and will conduct account reviews monthly to ensure the advisory services provided to you and that the portfolio mix are consistent with your stated investment needs and objectives. Reviews may be triggered by the following factors:

- changes in mutual fund portfolio managers,
- fund momentums, and/or
- over/under performance of an individual fund compared to others in the same category.

Economic conditions also effect the percentages assigned to each asset category comprising the portfolio.

Additional reviews may be conducted based on various individual client circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

If you engage our firm for investment advisory services, you will receive a quarterly report, which includes a portfolio position analysis report and a quarterly position performance summary.

In addition, on an annual basis, each you will receive:

- a portfolio position analysis report,
- an annual position performance summary report,
- an expenses report, and,

- a realized Gain and Losses Report (taxable accounts only).

Your account custodian will provide you with monthly or quarterly confirmations and account statements.

You will receive financial plan recommendations from time to time during the term of your engagement to us.

If you maintain any brokerage account(s), your custodian should provide a statement at least quarterly which includes a list of all assets held in the account, asset values, and all transactions affecting the account assets, including any additions or withdrawals.

Item 14 Client Referrals and Other Compensation

We are a fee-only financial planning firm, and we do not sell insurance or investment products, nor do we accept commissions as a result of any product recommendations. We do not pay referral or finder's fees, nor do we accept such fees from other firms.

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

Item 15 Custody

Under government regulations, we are deemed to have limited custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a power of attorney, and/or trading authorization forms.

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

prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section above at Item 4 of this brochure for more information on our discretionary management services.

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

Item 17 Voting Client Securities

Proxy Voting

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

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

Item 18 Financial Information

We do not believe that we have any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$500 in fees for six or more months in advance, nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State Registered Advisers

Roy C. Whitmore provides all investment advice on behalf of our firm.

Roy C. Whitmore, CFP®

Year of Birth: 1950

Formal Education after High School:

- Ohio University, Attended 1968-1971

Business Background for the Previous Five Years:

- R. C. Whitmore Advisors Inc., President, 04/1999 - Present
- Whitmore Rentals, LLC, Owner 12/1986 - Present
- R.C. Whitmore & Co., Sole Proprietor, 03/1983 - 04/1999.

Certifications:

- College of Financial Planning, Denver, CO, Certified Financial Planner™ certification, December, 1984

The CERTIFIED FINANCIAL PLANNER™ (CFP®) and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education - Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). (Prior to March 2007, a Bachelor's Degree or equivalent was not required.) Currently, CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination - Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics - Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics and* other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics - Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Neither our firm, nor Mr. Whitmore is compensated for advisory services with performance-based fees. Please refer to the *Performance-Based Fees and Side-By-Side Management* section above at Item 6 for additional information on this topic.

Neither our firm, nor Mr. Whitmore has any reportable arbitration claims, civil, self-regulatory organization proceeding or administrative proceeding.

Neither our firm, nor Mr. Whitmore has a material relationship or arrangement with any issuer of securities.

Mr. Whitmore spends approximately 30% of his professional time managing personal real estate holdings.

Please refer to the Parts 2B brochure supplement for additional information about Mr. Whitmore.

Item 20 Additional Information

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be corrected in the trade error account of the executing broker-dealer and you will not keep the profit.

Class Action Lawsuits

We do not determine whether securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation. We do not initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Roy C. Whitmore, CFP[®]

R. C. Whitmore Advisors Inc.

**55 Madison Avenue
Athens, OH 45701**

(740) 594-4545

March 5, 2018

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Roy C. Whitmore, CFP that supplements the R. C. Whitmore Advisors Inc. brochure. You should have received a copy of that brochure. Please contact Mr. Whitmore if you did not receive R. C. Whitmore Advisors Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Roy C. Whitmore, CFP is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Roy C. Whitmore, CFP®

Year of Birth: 1950

Formal Education after High School:

- Ohio University, Attended 1968-1971

Business Background for the Previous Five Years:

- R. C. Whitmore Advisors Inc., President, 04/1999 - Present
- Whitmore Rentals, LLC, Owner 12/1986 - Present
- R.C. Whitmore & Co., Sole Proprietor, 09/1977 - 04/1999

Certifications:

- College of Financial Planning, Denver, CO, Certified Financial Planner™ certification, December, 1984

The CERTIFIED FINANCIAL PLANNER™ (CFP®) and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

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- Examination - Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
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- Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics - Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

Mr. Whitmore does not have, nor has he ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Roy C. Whitmore, CFP manages privately owned real estate. Mr. Whitmore's duties do not create a conflict of interest to his provision of advisory services through R.C. Whitmore Advisors Inc.

Item 5 Additional Compensation

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

Item 6 Supervision

As President of R. C. Whitmore Advisors Inc., Mr. Whitmore is responsible for supervising the activities of our firm and persons associated with our firm. Our firm has implemented policies and procedures that are reasonably designed to detect and prevent violations of the securities laws, rules, and regulations. You may contact Mr. Whitmore directly at (740) 594-4545 with any questions you may have.

Item 7 Requirements for State-Registered Advisers

Mr. Whitmore does not have, nor has he ever had, any reportable arbitration claims; he has not been found liable in a reportable civil, self-regulatory organization proceeding or administrative proceeding; and, he has not been the subject of a bankruptcy petition.