

Item 1 Cover Page

Rocky Hill Advisors, Inc.

The Rocky Hill Wrap Fee Program

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This wrap fee program brochure provides information about the qualifications and business practice of Rocky Hill Advisors, Inc. If you have questions about the contents of this brochure, please contact us at 978-531-5900 or Peter@rockyhilladvisors.com. 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 Rocky Hill Advisors, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Wrap Fee Program Brochure since the last annual update of this Brochure.

Since the filing of our last annual updating amendment dated March 9, 2022, we have no material changes to report.

Item 3 Table of Contents

| | |
|--|---------|
| Item 1 Cover Page | Page 1 |
| Item 1 Cover Page | Page 1 |
| Item 2 Material Changes | Page 2 |
| Item 3 Table of Contents | Page 3 |
| Item 4 Services, Fees and Compensation | Page 4 |
| Item 5 Account Requirements and Types of Clients | Page 7 |
| Item 6 Portfolio Manager & Selection and Evaluation | Page 7 |
| Item 7 Client Information Provided to Portfolio Managers | Page 9 |
| Item 8 Client Contact with Portfolio Managers | Page 9 |
| Item 9 Additional Information | Page 9 |
| Item 10 Requirements for State Registered Advisers | Page 10 |

Item 4 Services, Fees and Compensation

General Description

The Rocky Hill Wrap Fee Program at Rocky Hill Advisors is a fee based investment advisory program that allows program participants to take full advantage of the many investment opportunities available today. The Rocky Hill Wrap Fee Program provides individuals, pension and profit sharing plans, estates, business entities, charitable organizations, and Native American Tribes with a comprehensive investment program that includes RHA's investment management services and experience and unlimited trading in individual debt and equity securities (collectively "eligible securities") for a single combined annualized fee.

The terms and conditions for participation in the program is set forth in this wrap fee brochure, which is presented to all prospective program participants in accordance with the regulatory requirements.

Purpose of the Program

RHA has introduced the Rocky Hill Wrap Fee Program to enable program participants to pursue their financial goals and objectives without incurring additional transaction fees and commissions in addition to having access to over 200 independent investment managers within a single combined fee.

Investment Strategy

Upon joining the Program, RHA assists the participant in determining an investment profile for the Program by obtaining the appropriate information from the participant (i.e.; investment objectives, risk tolerance, and investment time horizon, as well any reasonable restrictions that the participant wishes to impose upon the management of its portfolio). RHA and the participant then formulate a suitable investment strategy based on an assessment of the information provided by the participant. Thereafter, it remains the Program participant's financial situation or objectives that may impact the established investment strategy.

Management of Your Portfolio

Portfolios are managed by Rocky Hill Advisors or RHA may recommend that Program participants authorize the active discretionary management of a portion of their assets in the Program by, and/or among, certain professional independent investment portfolio managers (hereafter Independent Managers) based upon the participant's stated investment objectives. Over 200 managers and 700 portfolio structures are available through Fidelity Institutional Wealth Services, our/your service provider and custodian. The terms and conditions under which the participant will engage the Independent managers shall be set forth in separate written agreements between, 1) RHA and the participant, and 2) The participant and designated Independent Managers. RHA shall continue to render advisory services to the Program participant relative to the ongoing quarterly monitoring and review of their portfolio performance. RHA shall update the Independent Managers regarding the participant's investment needs, goals, and objectives as needed. The investment management fees charged by the designated Independent Managers are included as part of a single annualized fee as described below.

Reports to Participants, Custody of Assets

Program participants will receive a report from RHA that will include such relevant portfolio and/or market-related information such as an inventory of portfolio holdings and performance as may be requested from time to time.

All transactions in the Program are cleared through Fidelity Brokerage, Inc. or another independent clearing broker-dealer approved by RHA (collectively, the "Broker-Dealer"). Fidelity Brokerage will maintain custody of each Program participant's funds and securities (the "Custodian"), not RHA. Program participants will receive confirmations of transactions in their account as agreed to with Fidelity Brokerage.

During any month that there is any activity in the client's account with Fidelity Brokerage, each Program participant should receive an account statement from Fidelity Brokerage reflecting account activity as well as positions held in the account at the month's end. In months without any account activity, the client may not receive a monthly statement. However, at a minimum, Program participants shall receive a quarterly statement of their account from Fidelity Brokerage.

Fees for the Rocky Hill Wrap Fee Program

Program participants pay a single annualized fee for participation in the Program based upon a percentage (%) of the market value of all assets being managed under the program as follows:

| Assets Under Management | Maximum Fee |
|--------------------------------|------------------------------------|
| | <i>Independent Managers (IM's)</i> |
| Up to \$250,000 | 1% or 1.5% with IM's |
| \$250,000 to \$500,000 | .90% or 1.4% with IM's |
| \$500,000 to \$1,000,000 | .80% or 1.3% with IM's |
| \$1,000,000 to \$2,000,000 | .70% or 1.1% with IM's |
| \$2,000,000 to \$5,000,000 | .60% or 1% with IM's |
| \$5,000,000 to \$10,000,000 | .50% or .90% with IM's |
| \$10,000,000 to above | .40% or .80% with IM's |

Fees paid to Independent Managers range from .50% to .75%

For Program participants with portfolios consisting solely of fixed-income Eligible Securities, RHA shall discount its standard annual fee and program participants shall pay a single discounted annualized fee for participation in the Program based upon a percentage (%) of the market value of all fixed-income portfolios being managed under the Program as follows:

| Assets Under Management | Maximum Fee |
|--------------------------------|-------------------------|
| Up to \$1,000,000 | 0.50% or .80% with IM's |
| \$2,000,000 to \$5,000,000 | 0.40% or .70% with IM's |
| \$5,000,000 to \$10,000,000 | 0.30% or .60% with IM's |
| \$10,000,000 and above | 0.25% or .50% with IM's |

Fees paid to Independent Managers range from .50% to .25%

The foregoing annual fees (the "Program Fee") are payable quarterly, in arrears, based upon the average daily balance for the preceding quarterly period.

RHA, in its sole discretion, may charge a lesser Program Fee based upon certain criteria (i.e., managed, related accounts, account compositions, etc.). Management fees are negotiable at the sole discretion of the firm.

Additional deposits and withdrawals of funds and/or securities may be made to the Program at any time, subject to normal securities settlement procedures.

RHA's Wrap Fee Agreement and the Custodian's custodial agreement may authorize the Custodian to debit the participant's account for the amount of the Program Fee and to directly remit it to RHA in accordance with required SEC procedures as follows: (i) RHA shall send to the participant and the Custodian at the same time, a bill showing the amount of the fee, and include in the participant's bill the specific manner in which the RHA's fee was calculated and the value of the participant's assets on which the fee was based; and (ii) the Custodian shall send to the participant a statement, at least quarterly, indicating all amounts disbursed from their account, including the amount of fees paid directly to RHA.

Accordingly, the Program Fee may be deducted directly from the participant's account and will be reflected on the Program participant's account statements.

Fee Comparison

The Program fee paid by the participant includes investment advisory services, custodial and administrative services and all security transactions. Participation in the Program may cost the participant more or less than purchasing such services separately. The number and size of transactions made in a client's account, as well as the commissions charged, will determine the relative cost of the Program versus paying on a per transaction basis and a separate fee for advisory services. Additionally, the Program Fee may be higher or lower than that charged by other sponsors of the comparable wrap fee programs.

Other Charges

Program participants may incur certain charges imposed by third parties in addition to the Program Fee. Such charges include but are not limited to fees imposed directly by a fund purchased in a portfolio, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), certain deferred sales charges on funds purchased through the Program and previously purchased funds, transfer taxes, and wire transfer.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best

- interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Item 5 Account Requirements and Types of Clients

The Rocky Hill Wrap Fee Program provides investment advisory services to individuals, business entities, Native American Tribes, pension and profit sharing plans, estates, and charitable organizations. The minimum investment requirement is \$100,000 for participants utilizing Independent Managers. The minimum may increase based upon Independent Managers requirements. RHA will not require a minimum investment for RHA managed accounts.

Item 6 Portfolio Manager & Selection and Evaluation

Factors that RHA shall consider in selecting and recommending Independent Managers include the participants' stated investment objectives and the Independent Managers management style, performance, reputation, reporting, pricing, and longevity and consistency of portfolio management. RHA will recommend replacing an Independent Manager when the participant's stated investment objectives have diverged from the portfolio manager's style, and performance of the Independent Manager deviates relative its historical performance. Portfolio manager performance will be measured against Barclays Capital Live Indices and ranked by risk, return, and efficiency versus similarly managed portfolios as measured by independent services. All Independent Managers will be selected from those offered through Fidelity Institutional Wealth Services.

RHA does not independently verify or check performance numbers. All performance numbers are self-reported to a third party service. Tracked managers specifically acknowledge that they understand the anti-fraud provisions of the Uniform Securities Act and the Investment Advisor Act of 1940 as amended. Independent Managers must attest to being registered in accordance with the Investment Advisors Act of 1940, as amended, and submit form ADV to the third party service. Tracked managers must specify their reporting methods including whether each portfolio performance is:

- Reported gross or net of fees
- AIMR compliant
- Audited or unaudited
- Accompanied by any disclosure

Performance information may not be calculated on a uniform and consistent basis.

RHA may provide portfolio management services when the participant chooses RHA versus the Independent Managers offered through Fidelity Institutional Wealth Services. This may occur when the participant's stated investment objectives, portfolio holdings and size, trading activity and history of the relationship are most suited to the management style of Rocky Hill Advisors. Peter Ferriero and Kevin Nunes are RHA representatives and may act as portfolio managers for the Wrap Fee Program. In this capacity, conflicts of interest may arise. All representatives have attested to receipt, acknowledgment, understanding and compliance with the RHA Compliance and Procedures Manual and Code of Ethics. Conflicts may arise related to best execution of trades. These related persons are not subject to the same selection process as Independent Managers. Peter Ferriero manages all client accounts.

Performance Based Fees and Side-by-Side Management

RHA's advisory service does not incorporate performance fees. Side by side management does not apply to services offered by the firm.

Primary Methods of Analysis, Investment Strategies, Risk of Loss

RHA practices customized management of portfolios according to the client's objectives. The firm's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. Tactical allocation entails rebalancing a client's portfolio to take advantage of price trends, strong market sectors or price anomalies. The risk of employing a tactical strategy includes potential negative impact on performance of the client's portfolio due to increased brokerage or transaction costs, depending upon the frequency of transactions placed in the account.

The firm uses the following securities to manage risk:

- Exchange listed and over-the-counter securities
- Foreign securities
- Corporate debt securities
- CD's
- Mutual funds
- United States government and municipal securities
- Interest in partnerships investing in real estate

RHA measures and selects securities by using various criteria, including but not limited to:

- Valuation
- Credit quality
- Yield
- Maturity Structure
- Sector and industry
- Relative performance
- Allocation between asset classes

The firm may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. RHA may recommend specific stocks to increase sector weighting and/or dividend potential or employ cash positions as a possible hedge against market movement which may adversely affect the portfolio. The firm may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of a client, or any risk deemed unacceptable for the client's risk tolerance.

In placing such transactions, or advising their execution, RHA considers the objectives of the client, limitations or restrictions in underlying documents (e.g. policies,) as well as applicable local and federal law, the client's ability to tolerate risk, liquidity needs, tax status, as well as any special instructions established by the client. Client objectives are established in consultation with the client, and are updated periodically to meet changes in the client's requirements.

Risk of Loss

Investing in securities involves a certain amount of risk of loss that clients should be prepared to bear. Where short term trading methods are employed, the cost of more frequent trades can often incur more expense than that of a more conservative or long term purchase approach. Questions regarding these risks and/or increased costs may be directed to the firm and its representatives.

Voting Client Securities

The firm does not maintain any voting or proxy rights with respect to corporate actions related to such assets. Clients will vote their own proxies, which they receive directly from the custodian or broker-dealer. Clients may contact the firm if they have any questions.

Item 7 Client Information Provided to Portfolio Managers

RHA provides portfolio managers with information that we require to deliver superior service. This information will be limited to the categories of information gathered to establish client investment objectives such as risk tolerance, time horizons, liquidity needs, income needs, investment experience, levels of taxation and any other information related to restrictions that may be imposed upon our client's assets. RHA employees are required to protect the confidentiality of information and to comply with the firm's established policies. Employees may access information only when there is an appropriate reason to do so such as for planning implementation and the management of client assets.

Item 8 Client Contact with Portfolio Managers

RHA provides unlimited access by appointment, with our internal portfolio managers. Client contact with portfolio managers of contracted sub-advisors is governed by the policies set forth by each Independent Manager.

Item 9 Additional Information

Disciplinary Information

At present, RHA and its personnel remain free from any disclosure requirements with respect to disciplinary, legal, and/or regulatory event history. Further information regarding both the firm and its personnel may be found by visiting the SEC's Investment Adviser Public Disclosure website www.adviserinfo.sec.gov or FINRA's broker check website www.brokercheck.finra.org. Disciplinary history may also be obtained from the Massachusetts Securities Division upon request.

Other Financial Industry Activities and Affiliations

Neither the firm nor any of its management persons have any other financial industry activities or affiliations that are material to RHA's advisory business or to its clients.

Code of Ethics

RHA employees may buy or sell securities identical to those recommended to customers for their personal accounts. RHA has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information. To ensure employees are following firm policies regarding personal trading, they must submit copies of brokerage statements for the firm to review. The firm maintains and monitors records of all personal trading. RHA's Code of Ethics is available upon request.

Review of Accounts

For those clients to whom the firm provides investment supervisory services, account reviews are conducted on an ongoing basis. Such reviews are conducted by Peter Ferriero, President of the firm.

There are several factors that would trigger a client review. These include, but are not limited to a change in a client's investment objective, a change in market conditions, change of employment, re-balancing of assets to maintain proper asset allocation and any other activity that is discovered as the account is reviewed.

All investment advisory clients are encouraged to discuss their needs, goals, and objectives and keep RHA informed of any changes. The firm shall contact investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Clients receive statements from the qualified custodian at a minimum on a quarterly basis. Clients will receive monthly statements from the custodian unless there is no activity. In addition, RHA will send quarterly reports to selected accounts which will include performance data along with positions and balances.

Clients are encouraged to compare the statements received from RHA to those received from the qualified custodian and immediately report any unexplained differences to RHA and/or the qualified custodian, as appropriate.

Client Referrals and Other Compensation

RHA does not compensate, either directly or indirectly, another person or an entity for client referrals. Further, RHA does not receive any economic benefit from a non-client for the provision of advisory services to the firm's clients.

Financial Information

Investment advisers are required to disclose certain financial information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

Item 10 Requirements for State Registered Advisers

Neither Rocky Hill Advisors, nor its employees, have any relationship or arrangement with any issuer of securities.