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Form ADV Part 2A – Firm Brochure

805-706-0259

Dated March 17, 2023

This Brochure provides information about the qualifications and business practices of Murphis, LLC dba Right Brain Money, "Right Brain Money". If you have any questions about the contents of this brochure, please contact us at 805-706-0259. 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.

Right Brain Money is registered as an Investment Adviser with the State of California. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Right Brain Money is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number 156420.

Item 2: Material Changes

Since the annual filings of the Form ADV Part 2A, dated March 23, 2022 the following changes were made:

Simplified billing of financial planning from \$500 collected initially and remainder due at completion to one initial charge. Expanded Role of Sky Murphy as co-owner.

Item 3: Table of Contents

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Item 4: Advisory Business

Description of Advisory Firm

Murphis LLC dba Right Brain Money (“Right Brain Money”) was formed as an Arizona limited liability company in 2007 and initially registered as an investment adviser with the State of California in March of 2011. As of December 31, 2022, Right Brain Money manages \$29,622,660.89 on a discretionary basis and \$0.00 on a non-discretionary basis.

The principal members of Right Brain Money are Shawn Alan Murphy, CFP® and his wife Sky Murphy. Shawn is the firm’s Managing Member, Principal, and Chief Compliance Officer (supervisor). Sky oversees hiring and advises on operations, but does not offer financial advice nor does she have access to client data.

Description of Advisory Services Offered

An initial consultation, which may be done via telephone or in-person, is complimentary and considered an opportunity to determine if there is a good fit between client’s needs and Right Brain Money’s approach to financial planning. During or prior to the first meeting, you will be provided with a current ADV Part 2 Advisory Brochure (this document) that also incorporates our privacy policy (specified in Item 11.)

If after the first meeting we have a fit and you wish to engage Right Brain Money for its services, we must first enter into a legal contract through our client services agreement. This contract is available for review at any time but must be executed prior to the second advisor meeting.

Depending on the scope of the engagement, you may be asked to provide current copies of the following documents early in the process:

- Last two years of Federal Tax Returns
- Recent statements on all investment/securities accounts
- Last two months’ bank statements
- Company Benefit Statement or Summary (Pension or 401K)
- Insurance policies (e.g. life, disability, medical, umbrella)
- Wills & trust documents
- Last mortgage statement (if applicable)
- Social Security statement
- Most recent paystub

Comprehensive Financial Planning

In our view, quality advice doesn’t exist in a vacuum. The ultimate goal for Right Brain Money is to provide high quality financial solutions that best serve both the immediate and long term needs of our

clients, and it's important to understand how all assets, income, liabilities, health, insurance, and income tax information fit together before making any recommendations specific to your situation.

Life is interesting, and as such, good comprehensive financial planning can't be a "one and done" activity. We start with a plan and then get together once or twice a year to review and make adjustments. Clients are also encouraged to call or write with questions or ideas at any time.

Right Brain Money operates as a fee-based planner and investment advisor. We do not and will not solicit nor accept a commission in securities related transactions. Right Brain Money does not act as a custodian of client assets.

Third Party Investment Management Services

Advisory management services are offered via selection and monitoring of unaffiliated registered investment adviser firms for our clients. Through this type of arrangement, we recommend the third-party manager's investment strategy based on client's individual needs. We will only recommend another investment adviser who is properly licensed or registered.

Right Brain Money will serve as the communication conduit between the client and the third-party money manager. Put more plainly, the primary advisory relationship remains between Right Brain Money and the client. Right Brain Money is available to answer questions the client may have regarding an account and will provide reviews on a schedule agreed upon with client (normally 1-2x annually).

The third-party manager will generally have discretionary authority to determine the securities to be purchased and sold for the client's accounts it manages. Discretionary authority is described more thoroughly in section 16 of this brochure.

Right Brain Money has entered into a solicitor's agreement with two third-party investment managers, Formula Folios Institutional ("FFI") and Knightsbridge Wealth Management ("Knightsbridge"), independent advisers not affiliated with Right Brain Money. FFI and Knightsbridge facilitate many approaches to tactical asset management through various unaffiliated registered investment adviser's programs. Right Brain Money also has relationships with the following managers:

- Adhesion
- Investnet

Client assets under management are held by outside custodians (e.g. Schwab, Pershing, Jefferson National). Neither Right Brain Money nor any of these managers have authority to liquidate or remove funds from accounts beyond the pre-agreed Assets Under Management Fee (detailed in Item 5).

Right Brain Money will assist in the selection of a third-party manager that is tailored to client needs. We base our recommendations on client's risk stated investment objectives, cash flow & liquidity needs, and risk tolerance. When using a third-party manager, clients are advised of the following:

- Transactions in client accounts, including any reallocations and rebalancing, may trigger a taxable event unless the account is deemed a qualified retirement account (e.g. IRA, 401k)

Client should obtain and read the relevant advisor's Disclosure Brochure (ADV Part 2) for a complete description of their service, fee schedules, and account minimums. Right Brain Money has copies of all Brochures available, and one can also be obtained directly through the SEC or contacting the companies directly. A Disclosure Brochure will be automatically provided to clients at the time an agreement for services is executed and account is established.

General Information

Right Brain Money does not provide legal or accounting services. With your consent, we may work with your other professional advisors to assist with coordination and implementation of accepted strategies. These other professionals will charge you separately for their services and these fees will be in addition to our own advisory fees.

Our firm will use its best judgment and good faith when rendering services. It cannot warrant or guarantee any specific level of account performance or that your account will be profitable over time. Past performance is not necessarily indicative of future results.

Client Tailored Services and Client Imposed Restrictions

Right Brain Money provides advice to clients regarding the investment of client funds based on the individual needs of the clients. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's Portfolio Summary and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

Wrap Fee Programs

We do not participate in wrap fee programs.

CCR Section 260.235.2 Disclosure

For clients who receive our financial planning services, we must state when a conflict exists between the interests of our firm and the interests of our client. The client is under no obligation to act upon our recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through our firm.

Item 5: Fees and Compensation

Please note that unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees and without penalty. How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

Financial Planning

A financial plan is designed to help the client with all aspects of financial planning without ongoing investment management. The financial plan may include, but is not limited to:

- A net worth statement
- Cash flow statement (a.k.a. budget)
- Strategic tax planning
- Social Security timing
- Mortgage analysis and repayment recommendations
- Analysis of personal and professional liability exposure
- Review and recommendations on current:
 - o Investment accounts
 - o Retirement plans
 - o Insurance policies (life, health, long term care)
- Multiple retirement scenarios
- Estate planning review
- Education planning with funding recommendations.

Detailed investment advice and specific recommendations may be offered as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

Financial plans require a flat fee of \$1,250.00, divided into two payments; the amount is generally not negotiable.

In the event that the client's financial planning needs are substantially different than understood at the initial meeting(s), more time than initially estimated may be needed to complete the planning process. For example, some clients may wish to evaluate a variety of future scenarios and thus may involve more planning time and cost.

If client elects to implement security recommendations made by Right Brain Money, they may incur custodian and/or mutual fund expenses. Right Brain Money receives no portion of those fees.

Investment Management Services

Our management fee is 1% annually and does not include third party fees (e.g. custodial account fees, third-party manager fees, mutual fund expenses). Clients that elect to have Right Brain Money manage investments do not pay hourly fees for financial advice related to the money managed by us and other personal property affected by those funds. Advisory services may be available from other firms for a lower cost.

We calculate the fee on the sum of one account or multiple accounts we manage for you. All fees are payable in advance on a quarterly basis. The initial fee will be based on the value of assets at the inception of the client's program account(s) and then quarterly thereafter based upon the value of the client's account at the last business day of the preceding calendar quarter.

Should the initial or a subsequent contribution of assets take place during a quarter, the fee for such contribution will be prorated for the remainder of the quarter and be due within a reasonable period upon request. Partial withdrawal of assets during a quarter by a client will not result in a refund of previously paid advisory fees for that quarter.

Fees will be deducted directly from the client's account upon authorization granted by the client to Right Brain Money in the advisory agreement. Clients may terminate participation at any time by sending a written notice to us. Upon termination of the account, any unearned fee will be refunded to the client on a prorated basis.

Third-Party Management Programs

In order to integrate some of our favorite money managers in the country for a reasonable cost and lower asset minimums, Right Brain Money will often establish Unified Managed Accounts at Schwab using Adhesion and/or Envestnet. We have evaluated, and will continue to evaluate, hundreds of leading investment strategies and tactical allocation models. Additionally, we may recommend using Envestnet for improved asset based pricing and discounted performance reporting.

From that large group of data, we make recommendations of what approach or combination of approaches we think is best for the individual client.

Client will be charged an advisory fee that will be in accordance with the third-party manager's fee schedule, plus an additional fee which will be paid to Right Brain Money for advisory services. Fees for such third-party managers vary by strategy and are not negotiable. The third-party manager is responsible for billing clients and may provide us with our portion of the aggregate fees (1% annually) for the program. For additional information concerning fees, please review program literature customized for your specific investment strategy.

Other Types of Fees and Expenses

Any transactional or service fees, sometimes termed brokerage fees, assessed by a selected service provider (i.e. custodian), IRA fees, qualified retirement plan fees, and/or account termination fees will be borne by the accountholder. We will make sure that current, separate fee schedules of any selected service provider are provided at the beginning of engagement. If provider fees change once agreement has commenced, they are required to notify you in writing.

Clients who choose either direct investment management or third-party investment management are exempt from separate itemized advisor fees for investment advice and are expected to meet with us a minimum of 1-2x per year. In either case, we will suggest no-load funds that do not pay a commission to Right Brain Money or any party related to Right Brain Money. Fees are typically billed quarterly in advance, and clients may terminate their contracts with ten days written notice. If cancellation occurs during a quarter, client only pays asset fees on the amount of days the account spent under management, so a pro-rated amount of the unused quarter would be refunded to client.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g. commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

CCR Section 260.238(j) Disclosure

Please note, lower fees for comparable services may be available from other sources.

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

We do not offer performance-based fees.

Item 7: Types of Clients

Right Brain Money provides portfolio management advice for individuals, high net worth individuals, and small business owners.

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

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

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, expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is 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 using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them. Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may under perform other trading methods when fundamental factors dominate price moves within a given market.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. 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 and 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.

Third-party money manager analysis: As discussed in Item 4, we utilize third-party money managers for some of our client accounts. Our analysis of third-party money managers involves the examination of the experience, expertise, investment philosophies, and past performance of the third-party money managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. A risk of investing with a third-party money manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party money manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory, or reputational deficiencies.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports,

prospectuses, filings with the Securities and Exchange Commission, and company press releases. Right Brain Money may also use websites found on the World Wide Web as additional sources of information.

Investment Strategies

The investment strategy for a specific client is based upon the goals and objectives identified by the client during consultations. The client may change these goals and objectives at any time. Each investment management client executes an Investment Policy Statement that documents their goals and objectives and their preferred investment strategy.

Strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment, which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below:

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy), and their prices may at times be more volatile than at others. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors, or types of investment. From time-to-time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true; bond prices generally rise

when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or court rulings may impact the value of investments, or the securities claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities: Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Commercial Paper: This is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured, the risk to the investor is that the issuer may default.

Common stocks: These may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring, could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds: Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations: Bank Obligations, including bonds and certificates of deposit, may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds: These are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and Other Derivatives: These carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds: These prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

Investment Companies Risk: When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) An ETF's shares may trade at a market price that is above or below their net asset value; (ii) The ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) Trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, meaning the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The adviser has no control over the risks taken by the underlying funds in which clients invest.

Item 9: Disciplinary Information

Criminal or Civil Actions

Right Brain Money and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Right Brain Money and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Right Brain Money and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of Right Brain Money or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Principal Shawn Alan Murphy, CFP® is a licensed life and health insurance agent in California and Arizona. From time-to-time, he will offer clients advice or products related to those activities, should they be applicable. Clients, however, are not under obligation or expectation to use Shawn when implementing advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client. Any commissions received through the sale of insurance products do not offset advisory fees collected by Right Brain Money.

In addition to insurance based activities, Shawn also holds a mortgage license in California with NEXA Mortgage, LLC. In this capacity, Mr. Murphy may effect transactions by assisting borrowers in applying for mortgage loans. The fees that you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Murphy for mortgage related activities. This is a conflict of interest because Mr. Murphy may have an incentive to recommend mortgage services to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to apply for a mortgage loan through Mr. Murphy in his capacity as a loan officer of NEXA Mortgage, LLC.

If an advisory client elects to have Shawn implement any of those recommendations in his capacity as an agent and/or loan originator, he will receive separate but customary compensation. This compensation will be paid by the insurance company in the case of fixed annuities, life or health insurance, and mortgage loan originations by Nexa Mortgage, LLC.

Recommendations or Selections of Other Investment Advisers

Right Brain Money recommends clients to other investment advisers to manage their accounts. In such circumstances, Right Brain Money will share in the other investment adviser's asset management fee. This situation creates a conflict of interest. However, when recommending clients to another investment advisor, the client's best interest and suitability of the other investment advisers will be the main determining factors of Right Brain Money. This relationship is disclosed to the client at the commencement of the advisory relationship. These compensation arrangements present a conflict of interest because Right Brain Money has a financial incentive to recommend the services of the other investment advisers. You are not obligated, contractually or otherwise, to use the services of any other investment advisers we recommend. Additionally, Right Brain Money will only recommend another investment adviser who is properly licensed or registered as an investment adviser.

Disclosure of Material Conflicts

All material conflicts of interest under CCR Section 260.238(k) are disclosed regarding Right Brain Money, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

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

Code of Ethics Description

Right Brain Money operates on a *fiduciary standard*, which means that the firm will act in the utmost good faith. Applying this standard means that our client's best interests always take precedent over our own.

Our firm has adopted a code of ethics that establishes ethical conduct for its personnel. We accept the obligation to act in an ethical and professionally responsible manner for all firm services and activities. Examples of firm policies include prohibitions of insider trading, circulation of industry rumors, and certain political contributions.

From time-to-time, Right Brain Money personnel may “eat its own cooking” and buy or sell securities for themselves that they also recommend to clients. To avoid conflicts of interest in other securities that a client may own, such as individual stocks or ETFs, we are required to document any transactions that could be construed as conflicts of interest, and as always, client needs must come ahead of firm. Right Brain Money does not allow the practice of front-running, and potential conflicts are avoided by design.

A copy of the firm’s code of ethics is made available to any client upon request.

General Policies and Procedures

No person employed by Right Brain Money may benefit directly or indirectly from recommendations made to or transactions placed by or on behalf of advisory accounts. Essentially, our core values can be broken down to two major points:

- Right Brain Money expressly prohibits any employee from placing his or her interest ahead of its advisory clients
- Right Brain Money emphasizes the unrestricted right of the client to decline implementing any or all of the advice rendered

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Executing a transaction for a client, involving any security in which the firm or a “related person” (e.g. associate, an immediate family member, etc.) has a material financial interest, such as in the capacity as an underwriter or advisor to an issuer of securities, etc. is verboten.

An associate is prohibited from borrowing from or lending to a client unless the client is an approved financial institution.

The firm is able to provide a range of services to its clients, including financial planning, investment consultation, and investment management services. A fee for some or all of these services may be paid to the firm per the client services agreement and, therefore, a potential conflict of interest may exist. We note that you are under no obligation to act on a recommendation and, if you elect to do so, you are under no obligation to complete all of them through our firm or a service provider whom we may recommend.

Item 12: Brokerage Practices

Right Brain Money does not maintain physical custody of your assets (see Item 15). Your account must be maintained by a qualified custodian (e.g. broker/dealer, mutual fund transfer agent, bank, trust company)

that is frequently reviewed by a regulatory authority. Our firm is not a custodian and has no intention of becoming one.

Factors Used to Select Custodians and/or Broker-Dealers

Right Brain Money may in various circumstances recommend the use of Charles Schwab & Co, Inc. (“Schwab”) and Pershing, both national discount brokerage firms, as broker and custodian. For non-qualified accounts, we also recommend Jefferson National’s investment only variable annuity, primarily because of the low costs and tax-favored configuration. We recommend these broker-dealers & custodians because we feel they have the ability to, and history of, providing excellent service to our clients in a timely and cost-effective manner.

Clients will establish an account at a broker for execution of securities transactions and custodial services. Schwab and Pershing often offer access to no load mutual funds, as well as individual securities at discounted transaction costs; in addition, they enable the client to have access to mutual funds, such as an institutional share class of a fund, which has a lower cost to the client than the other share classes that would be available to the client without this arrangement. This arrangement also permits the client’s investments to be maintained in one location (minimizing administrative burdens for the client and Right Brain Money). We believe Schwab and Pershing’s transaction costs are very competitive; however, the client may pay more or less with other brokerage firms.

1. Research and Other Soft-Dollar Benefits

Right Brain Money receives no research, product, or service other than execution from a broker- dealer or third-party in connection with client securities transactions (“soft dollar benefits”). There is no minimum client number or dollar number that Right Brain Money must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for Right Brain Money to direct clients to a particular broker-dealer over other broker-dealers who offer the same services. The first consideration when recommending broker/dealers to clients is best execution.

2. Investment or Brokerage Discretion

Right Brain Money does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. Right Brain Money recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Right Brain Money recommends discount brokerage firms such as Charles Schwab and Pershing. Certain money management strategies and mutual funds are only available through a select group of qualified custodians. We believe that the fees at Schwab and Pershing are reasonable and competitive; however, the client may pay more or less with other brokerage firms. Right Brain Money does not receive fees or commissions from any securities product sales firms or custodians.

Aggregating (Block) Trading for Multiple Client Accounts

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as “block trading”). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Third Party Money Managers used by Right Brain Money may block client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

Item 13: Review of Accounts

The securities in every client's account managed by us will be under continuous review. At a minimum, client accounts will be reviewed quarterly by Managing Member, Shawn Alan Murphy, CFP®. Reviews may also be triggered by material market, economic or political events, or by changes in client's financial situations. Each client will receive a quarterly report from the custodian detailing the client's account performance. Financial planning clients may arrange for additional reports for a separate fee. Right Brain Money does not provide specific reports to clients, other than financial plans.

Item 14: Client Referrals and Other Compensation

Right Brain Money will enter into agreements with various third-party managers to offer asset allocation and asset management services to certain firm's clients. Currently, the primary third-party managers recommended by us are Knightsbridge Capital and BTS Investment Management. Such clients will be given the following documents, in addition to this Form ADV Part 2A: A Solicitor's Disclosure document and a copy of the third-party manager's Form ADV Part 2A. The Solicitor's Disclosure document provides details with regard to specific referral arrangements between the Third-Party Managers and Right Brain Money. The third-party manager's Form ADV Part 2A provides details with regard to their advisory services and fees. Right Brain Money will maintain its relationship with a client by providing services that include assisting them in choosing investment objectives and appropriate investment managers, setting restrictions or limitations on the management account, explaining portfolio strategies and transactions, and answering client questions. Also, Right Brain Money will review the performance of the third-party managers on an ongoing basis prior to introducing clients to them. Right Brain Money does not charge the client any fees for the services and is compensated in the form of a percentage of the fee charged to the client by the

third-party managers for its services; generally, this is 1% or less annually. The relationship between Right Brain Money and the Third-Party Managers will be clearly communicated and disclosed to all the clients in the Solicitor's Disclosure document.

Right Brain Money greatly appreciates client referrals from current clients and other professionals (e.g. accountants, estate planning attorneys). No direct or indirect compensation is paid to any referring parties for these referrals.

Item 15: Custody

An unaffiliated, qualified custodian, such as a bank, trust company, broker/dealer, mutual fund companies, or transfer agent, will maintain your assets. Your assets are not held directly by our firm or any associate, in keeping with this policy involving client funds or securities.

Right Brain Money:

- Restricts the firm or an associate from serving as trustee or having general power of attorney over a client account
- Prohibits any associate from having authority to directly withdraw securities or cash assets from a client account. Advisory fees will only be withdrawn from a client investment account through engagement of a qualified and independent custodian maintaining client account assets, via written client approval; for client accounts in which Right Brain Money directly debits their advisory fee:
 - o Right Brain Money will send a copy of its invoice to the custodian at the same time that it sends the client a copy.
 - o The custodian will send at least quarterly statements to the client showing all disbursements for the account, including the amount of the advisory fee.
 - o The client will provide written authorization to Right Brain Money, permitting them to be paid directly for their accounts held by the custodian.
- Does not accept or forward client securities (i.e. stock certificates) erroneously delivered to our firm
- Will not collect advance fees of \$500 or more for services that are to be performed six months or more into the future

You will be provided with transaction confirmations and summary account statements provided directly to you by your selected service provider, such as your custodian of record. Typically, statements are provided on at least a quarterly basis or as transactions occur within your account. We will not create a statement for you nor be the sole recipient of account statements.

Should you receive periodic reports from our firm that include investment performance information, you are urged to carefully review and compare your account statements that you have received directly from your service provider with any report from our firm.

Item 16: Investment Discretion

For clients that engage Right Brain Money for portfolio management services, these services are provided via a discretionary basis. This means within an agreed upon strategy, we can make needed changes to the investments without having to track you down for every action on an account. At no point does discretionary authority allow us to remove or distribute money from your account beyond the fees you may authorize to pay quarterly.

Accounts Managed by a Third-Party Investment Manager

Third-party managers typically provide services on a discretionary authority basis. Similar to a limited power of attorney, discretionary authority allows the selected portfolio manager to implement investment strategies and decisions, such as the purchase or sale of a security on behalf of your account, without requiring your prior authorization for each transaction in order to meet your stated investment objectives. This authority will be granted through your execution of the third-party manager's client services agreement and will limit the third-party manager's authority in your account to the placement of trade orders and for the request for their portion of advisory fees as described in Item 5.

Item 17: Voting Client Securities

We do not vote client proxies, although some of our third-Party managers (e.g. Envestnet) are willing to do so. Therefore, clients maintain exclusive responsibility for: (1) Voting proxies, and (2) Acting on corporate actions pertaining to the client's investment assets. The client shall instruct their qualified custodian to forward copies of all proxies and shareholder communications relating to the client's investment assets to the client. If the client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

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 you any electronic solicitation to vote proxies.

Item 18: Financial Information

Registered Investment Advisers are required in this item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to

meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.

We do not have custody of client funds or securities or require or solicit prepayment of more than \$500 in fees per client six months in advance.

Item 19: Requirements for State-Registered Advisers

Shawn Alan Murphy

Born: 1977

Educational Background

- 2000 – BA, Theatre, Arizona State University, *summa cum laude*

Advisory Business Experience

- 2010 – Present, Right Brain Money, Principal and CCO
- 2006 – Present, Independent Insurance Agent and Agency Principal of Right Brain Insurance Agency
- 2009 – 2010, New England Securities, Registered Representative
- 2008 – 2009, Wealth Management Solutions, Investment Adviser Rep

Professional Designations, Licensing & Exams

CFP (Certified Financial Planner) ®: CFP® certificants must have a minimum of three years workplace experience in financial planning and develop their theoretical and practical financial planning knowledge by completing a comprehensive course of study approved by CFP® Board. They must pass a comprehensive 2-day, 10-hour CFP® Certification Examination that tests their ability to apply financial planning knowledge in an integrated format. As a final step to certification, CFP® practitioners agree to abide by a strict code of professional conduct.

Other Business Activities

In addition to being an investment adviser representative, Shawn Alan Murphy, CFP® is licensed as an independent insurance agent in California and Arizona and the Managing Member of Right Brain Insurance Agency LLC, a California Licensed Insurance Agency. Shawn may make recommendations on insurance products and may also, as an independent insurance agent, sell those recommended insurance products to advisory clients.

Principal Shawn Alan Murphy, CFP® holds a mortgage license in California with NEXA Mortgage, LLC. In this capacity, Mr. Murphy may effect transactions by assisting borrowers in applying for mortgage loans. The fees that you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Murphy for mortgage related activities. This is a conflict of interest because Mr. Murphy may have an incentive to recommend

mortgage services to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to apply for a mortgage loan through Mr. Murphy in his capacity as a loan officer of NEXA Mortgage, LLC.

When recommendations related to mortgages and/or insurance products (e.g. life and health insurance, fixed annuities) are made, a conflict of interest exists as Shawn may earn insurance commissions for the sale of those products, which may create an incentive to recommend them. Right Brain Money requires that Shawn disclose this conflict of interest when such recommendations are made, and that it is clear to all clients that there is no expectation that Shawn be used to initiate any of the firm's recommendations. Both Right Brain Money as a firm, and Shawn as a CERTIFIED FINANCIAL PLANNER™, have a fiduciary duty to recommend what we believe to be in a client's best interests, regardless of who is selected to implement those recommendations. In other words, should a client elect to use an alternate insurance agent, our advice as to what product to use and where it fits in the overall financial plan would not change. Right Brain Money requires Shawn to disclose that advisory clients may purchase recommended insurance products or obtain mortgage financing from other licensed professionals not affiliated with our firm. Any commissions received through the sale of insurance products do not offset the advisory fees paid to Right Brain Money.

Performance Based Fees

Right Brain Money is not compensated by performance-based fees.

Material Disciplinary Disclosures

Right Brain Money is required to disclose any additional information regarding whether any of its representatives have ever been the subject of a bankruptcy petition or ever been found liable in either: (a) An arbitration; or (b) A civil, self-regulatory organization, or administrative proceeding. Following the sudden collapse of the mortgage industry (Shawn's previous career) in July of 2008, Shawn filed for Chapter 7 Bankruptcy. The bankruptcy was discharged of October of 2008, and no client assets were compromised. A written and/or oral explanation is available on request. There are no other events to disclose, and Mr. Murphy has experienced no outstanding judgments, collections, or been financially delinquent since 2008.

Material Relationships That Management Persons Have with Issuers of Securities

Neither Right Brain Money nor Mr. Murphy have any relationship or arrangement with issuers of securities.

Additional Compensation

Aside from the sales commissions paid by insurance companies (see the "OTHER BUSINESS ACTIVITIES" section above) and the solicitor arrangements (see Item 10 of the Form ADV Part 2A), Shawn receives no other additional compensation from non-clients for providing advisory services.

Supervision

As Principal and CCO of Right Brain Money, Shawn Alan Murphy, CFP® is primarily responsible for supervision. Advisory clients may contact Shawn directly at (805) 706-0259.

Requirements for State Registered Advisers

Mr. Murphy has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, or an administrative proceeding.