

Item 1: Cover Page

**FORM ADV PART 2A
DISCLOSURE BROCHURE**

Rain Dog Financial

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April 3, 2024

This brochure provides information about the qualifications and business practices of Rain Dog LLC dba Rain Dog Financial. Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 425-440-8777. 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 RAIN DOG, LLC
(CRD #328633) IS AVAILABLE ON THE SEC'S WEBSITE AT
WWW.ADVISERINFO.SEC.GOV**

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Initial Filing. This brochure will be amended anytime there is a material change and this section will include a summary of any material changes.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

Item 3: Table of Contents

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Item 4: Advisory Business

Firm Description

Rain Dog LLC dba Rain Dog Financial (“Rain Dog”) was founded in 2023 and registered as an investment advisor in 2024. Steve McConnell is 100% owner.

Types of Advisory Services

ASSET MANAGEMENT

Rain Dog offers discretionary asset management services to advisory Clients. Rain Dog will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The Client will authorize Rain Dog discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. Rain Dog’s investment strategy relies primarily on the use of traditional index funds. This includes open-end mutual funds and exchange-traded funds and includes funds that invest in US and international equities, US and international bonds, real estate, and commodities.

As part of the recommendations provided, the Client may have a financial plan completed. This may include, but is not limited to a thorough review of all applicable topics such as Wills, Estate Plans and Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income, Social Security, and College Planning. The Client is under no obligation to act upon Rain Dog’s recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through Rain Dog. This service will be provided at no additional cost to the Client.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

Wrap Fee Programs

Rain Dog does not sponsor any wrap fee programs.

Client Assets Under Management

Rain Dog has the following Client assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	April 3, 2024

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

Rain Dog offers discretionary direct asset management services to advisory Clients. Rain Dog charges an annual investment advisory flat fee of \$7,500.00 plus 0.25% based on the total assets under management.

The annual fee is negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.). Rain Dog considers cash to be an asset class, and as such is included in fee calculations. Also, to be noted, at times fees will exceed the money market yield. Rain Dog will not charge an ongoing advisory fee for unmanaged or static assets held in accounts. In no case will fees exceed 2.00% of total assets under management.

Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of the previous quarter. In computing the market value of any investment of the Account, each security listed on any national securities exchange or otherwise subject to current last-sale reporting shall be valued at the last sale price on the valuation date. Rain Dog itself, does not price any investment or security for which it charges a management fee or that is included in the portfolio return.

Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. After the initial five (5) business days, the agreement may be terminated by Rain Dog with thirty (30) days written notice to Client and by the Client at any time with written notice to Rain Dog. No fee adjustment will be made for account deposits and/or withdrawals during a billing period. For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. All unpaid earned fees will be due to Rain Dog. Additionally, all unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Client Payment of Fees

Fees for asset management services are deducted from a designated Client account. The Client must consent in advance to direct debiting of their investment account.

Pursuant to WAC 460-24A-106 and WAC 460-24A-135, in all instances Rain Dog will send the Client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based and the name of the custodian managing the assets. Rain Dog will send these to the Client concurrent with the request for payment or payment of the adviser's advisory fees. We urge the Client to compare this information with the fees listed in the account statement.

Additional Client Fees Charged

Custodians may charge transaction fees and other related costs on the purchases or sales of mutual funds, equities, bonds, options and exchange-traded funds. Mutual funds, money market funds and exchange-traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Rain Dog does not receive any compensation from these fees. All of these fees are in addition to the management fee you pay to Rain Dog. For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Rain Dog does not require any prepayment of fees of more than \$500 per Client and six months or more in advance.

Investment management fees are billed quarterly in advance.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Rain Dog.

External Compensation for the Sale of Securities to Clients

Rain Dog does not receive any external compensation for the sale of securities to Clients, nor do any of the investment advisor representatives of Rain Dog.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Rain Dog does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for Rain Dog to recommend an investment that may carry a higher degree of risk to the Client.

Item 7: Types of Clients

Description

Rain Dog generally provides investment advice to individuals and high net worth individuals. Client relationships vary in scope and length of service.

Account Minimums

Rain Dog requires a minimum of \$450,000 to open and maintain an account. In certain instances, the minimum account size may be lowered or waived.

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

Methods of Analysis

Our primary methods of investment analysis include Modern Portfolio Theory, Post Modern Portfolio Theory, and Monte Carlo simulation. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future performance.

Modern Portfolio Theory (MPT) is the theory of finance that attempts to maximize a portfolio's expected returns for a given amount of portfolio risk, or, equivalently, minimize a portfolio's risk for a given level of expected returns. "Risk" is defined as the probability and magnitude of investment loss. Mathematically, in MPT, risk is most commonly expressed as the standard deviation of investment returns.

The core of MPT is calculation of the way in which a portfolio of assets is likely to behave over time, in aggregate. This is based on the observation that, when properly constructed, a portfolio of assets can have a combination of return and risk that is better than any of the assets have individually. MPT can be viewed as a mathematically-based approach to diversification.

A risk of using Modern Portfolio theory is the assumption that future performance of investments will be similar to their historical performance, including the level of investment returns, level of investment risk, and correlations among asset classes. These

assumptions are not guaranteed and past performance is no guarantee of future returns, future risks, or future correlations among asset classes.

Post-Modern Portfolio Theory (P-MPT) is a portfolio optimization methodology that is an extension of MPT. P-MPT concentrates on the downside risk of returns. This is based on the observation that investors tend to be much more concerned about unexpectedly large negative returns than they are about unexpectedly large positive returns. Downside risk can be defined in numerous ways, including semi-deviation, downward deviation, maximum loss over a defined period, and in other ways. This is in contrast to the standard deviation that is most commonly used as a measure of risk in MPT

The risk of P-MPT is the same as the risk of MPT: P-MPT is based on the assumption that future returns, risks, and correlations will be similar to what they have been in the past, and that is not guaranteed.

Monte Carlo simulation is a statistical technique that is used to model the interactions of multiple “random variables,” i.e., multiple sources of variability or uncertainty.

Monte Carlo simulation can be used to forecast the probability of outcomes that are based on defined sets of assumptions. Most commonly, it is used to forecast the probability of having a defined level of income throughout retirement and/or forecast the likely size of an investor’s estate.

Our Monte Carlo simulation models variables including asset class rates of return, asset class risks, inflation, tax rates, life expectancy, withdrawal rates, asset allocations, investment glide paths, social security, pensions, annuities, major planned expenses, and other factors over time.

With Monte Carlo simulation, the results of a simulation depend on the accuracy of the assumptions that are used to calibrate the simulation, which includes assumptions about performance of different asset classes, inflation, tax rates, social security payments, life expectancy, and many other assumptions. We carefully validate each assumption in our Monte Carlo model, however, there is always a possibility that one or more assumptions will be inaccurate, possibly significantly.

A Monte Carlo simulation is a simplified model of the real world. As such, there might be significant factors that are not included in the simulation but that nonetheless affect real world outcomes.

Monte Carlo simulations assume that variability in future events such as rates of return will operate over roughly the same range as events in the past. If a future events occur that are significantly better or worse than past events (such as total collapse of social security or hyperinflation in the US similar to what South America experienced in the late 20th century), that will not be forecast by a Monte Carlo simulation.

The results of a Monte Carlo simulation can vary slightly over time due to differences in the random data used for the simulation. This is a minor factor as long as the number of simulations is large (at least 1000).

Investment Strategy

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations.

Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy. The client may change these objectives at any time by providing written notice to Rain Dog.

Our investment strategy is based on **Strategic Asset Allocation (SAA)**. SAA is an approach to investing in which target allocations are defined for multiple asset classes such as stocks, bonds, real estate, and more specific asset classes such as large cap growth stocks, emerging market stocks, and short-term tax-free bonds. Diversification is a key goal of strategic asset allocation.

The specific SAA allocation is based both on the investor and on the investments. For the investor, SAA considers the investor's risk tolerance, risk capacity, tax exposure, investment goals, and investment time frame. For the investments, SAA considers asset classes' long term expected returns, risk level of each asset class, and correlations among asset classes. Analysis of these considerations—including MPT and P-MPT—produces a target asset allocation. Investments are then made to match the target asset allocation.

Once investments have been made, the portfolio is typically rebalanced back to its target allocation on a pre-determined basis. This can be done on the basis of time (for example, annually), or on the basis of defined criteria (for example, when the allocations “drift” more than 5% from their targets). We consider tax consequences in our decisions about rebalancing, which can result in different rebalancing frequencies in taxable accounts vs. tax-deferred or tax-free accounts.

With SAA, the target allocations are not usually adjusted in response to changing market conditions or for other tactical reasons. SAA approaches recommend maintaining your target allocation over long periods of time rather than reacting to events and short-term trends in the markets.

The target allocations can be adjusted as often as annually for strategic reasons, such as when an investor is on a multi-year “glide path” to transition from working years to retirement, or when an investor is working toward a goal such as paying for college, or for sake of rebalancing.

SAA exposes investors to the risks of the specific asset classes that are selected. This will include the general risks associated with equities, fixed income, international, and other asset classes, which are described below. Diversification is intended to reduce the effects of these risks. SAA also requires investors to persist with a strategic investment plan over time. This might not be suitable for investors who want an investment approach that responds tactically to changing market conditions.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Rain Dog:

- *Market Risk:* The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors

should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar next year will buy less than a dollar today, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are less liquid.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, 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 or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, 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. Adviser has no control over the risks taken by the underlying funds in which client invests.

- *Long-term purchases:* Long-term investments are those vehicles purchased with the intention of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Foreign Investment Risk:* Investments in foreign securities may be riskier than U.S. investments because of factors such as, unstable international, political and economic conditions, currency fluctuations, foreign controls on investment and currency exchange, foreign governmental control of some issuers, potential confiscatory taxation or nationalization of companies by foreign governments, withholding taxes, a lack of adequate company information, less liquid and more volatile exchanges and/or markets, ineffective or detrimental government regulation, varying accounting standards, political or economic factors that may severely limit business activities, and legal systems or market practices that may permit inequitable treatment of minority and/or non-domestic investors. Investments in emerging markets may involve these and other significant risks such as less mature economic structures and less developed and more thinly-traded securities markets.
- *Real Estate Risk:* Real estate can be risky and unpredictable. For example, many experienced, informed people lost money when the real estate market declined in 2007-2008. Time has shown that the real estate market goes down without warning, sometimes resulting in significant losses. Some of the risks of investing in real estate include changing laws, including environmental laws; floods, fires, and other acts of God, some of which may not be insurable; changes in national or local economic conditions; changes in government policies, including changes in interest rates established by the Federal Reserve; and international crises. You should invest in real estate in general only if you can afford to lose your investment and are willing to live with the ups and downs of the real estate industry.
- *Commodities Risk:* Uncontrollable factors such as inflation, weather, political unrest, foreign events, new technologies and even rumors can have devastating consequences to the price of a commodity. Investors investing in commodities must be able to bear a total loss of their investment.

Item 9: Disciplinary Information

Criminal or Civil Actions

Rain Dog and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Rain Dog and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Rain Dog and its management have not been involved in any self-regulatory organizational enforcement proceedings that are material to a Client's or prospective Client's evaluation of Rain Dog or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Rain Dog is not registered as a broker-dealer and no affiliated representatives of Rain Dog are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither Rain Dog nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Mr. McConnell is Founder and Chairman of Construx Software Builders, Inc., approximately 2% of his time will be spent on this activity.

Mr. McConnell also owns rental properties and is an author, approximately 5% of his time will be spent on these activities. Clients of Rain Dog will not be offered services from these activities, therefore, there is no conflict of interest.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Rain Dog does not select or recommend other investment advisors.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of Rain Dog have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Rain Dog affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Rain Dog. The Code reflects Rain Dog and its supervised persons' responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Rain Dog's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer or director of Rain Dog may recommend any transaction in a security or its derivative to

advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Rain Dog's Code is based on the guiding principle that the interests of the Client are our top priority. Rain Dog's officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either affiliated persons or the company.

The Code applies to "access" persons. "Access" persons are affiliated persons who have access to non-public information regarding any Clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

Rain Dog will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Rain Dog and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Rain Dog and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide Rain Dog with copies of their brokerage statements.

The Chief Compliance Officer of Rain Dog is Steve McConnell. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Rain Dog does not have a material financial interest in any securities being recommended. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide Rain Dog with copies of their brokerage statements.

The Chief Compliance Officer of Rain Dog is Steve McConnell. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Rain Dog will recommend the use of a particular broker-dealer based on their duty to seek best execution for the client, meaning they have an obligation to obtain the most favorable terms for a client under the circumstances. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. Rain Dog will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Rain Dog relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Rain Dog. Rain Dog does not receive any portion of the trading fees.

Rain Dog will require the use of Altruist.

- *Research and Other Soft Dollar Benefits*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Rain Dog from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. Although Rain Dog has no formal soft dollar arrangements, Rain Dog may receive products, research and/or other services from custodians or broker-dealers connected to client transactions or “soft dollar benefits”. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Rain Dog receives economic benefits as a result of commissions generated from securities transactions by the custodian or broker-dealer from the accounts of Rain Dog. Rain Dog cannot ensure that a particular client will benefit from soft dollars or the client’s transactions paid for the soft dollar benefits. Rain Dog does not seek to proportionately allocate benefits to client accounts to any soft dollar benefits generated by the accounts.

A conflict of interest exists when Rain Dog receives soft dollars which could result in higher commissions charged to Clients. This conflict is mitigated by the fact that Rain Dog has a fiduciary responsibility to act in the best interest of its Clients and the services received are beneficial to all Clients.

- *Brokerage for Client Referrals*

Rain Dog does not receive client referrals from any custodian or third party in exchange for using that broker-dealer or third party.

- *Directed Brokerage*

Rain Dog does not allow directed brokerage accounts.

Aggregating Securities Transactions for Client Accounts

Rain Dog manages each account separately, and therefore, does not aggregate purchases and sales and other transactions. If orders are not aggregated, some clients purchasing

securities around the same time may receive a less favorable price than other clients which may cost clients more money.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory

Persons Involved

Account reviews are performed quarterly by the Chief Compliance Officer of Rain Dog, Steve McConnell. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target allocations of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by Rain Dog's custodian. Client receives confirmations of each transaction in account from custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

Rain Dog receives additional economic benefits from external sources as described above in Item 12. The Client's best interest will be the main determining factor of Rain Dog. Rain Dog will put the client's interests first which includes, but is not limited to, a duty of care, loyalty, obedience and good faith.

Advisory Firm Payments for Client Referrals

Rain Dog does not compensate for Client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to carefully compare the account statements received directly from their custodians to any documentation or reports prepared by Rain Dog.

Rain Dog is deemed to have limited custody solely because advisory fees are directly deducted from Clients' accounts by the custodian on behalf of Rain Dog.

If Rain Dog is authorized or permitted to deduct fees directly from the account by the custodian:

- Rain Dog will provide the Client with an invoice concurrent to instructing the custodian to deduct the fee stating the amount of the fee, the formula used to calculate the fee, the amount of assets under management the fee is based on and the time period covered by the fee;
- Rain Dog will obtain written authorization signed by the Client allowing the fees to be deducted; and
- The Client will receive quarterly statements directly from the custodian which disclose the fees deducted.

Item 16: Investment Discretion

Discretionary Authority for Trading

Rain Dog requires discretionary authority to manage securities accounts on behalf of Clients. Rain Dog has the authority to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The client will authorize Rain Dog discretionary authority stated within the Investment Advisory Agreement.

Rain Dog allows Clients to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. These restrictions must be provided to Rain Dog in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. Rain Dog does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

Rain Dog does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Rain Dog will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client. If the Client requires assistance or has questions, they can reach out to the investment advisor representatives of the firm at the contact information on the cover page of this document.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided to Clients because Rain Dog does not serve as a custodian for Client funds or securities and Rain Dog does not require prepayment of fees of more than \$500 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Rain Dog has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

Rain Dog has not had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Principal Executive Officers and Management Persons

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

Outside Business Activities

The outside business activities for all management and supervised persons can be found in the Part 2B of this Brochure.

Performance Based Fee Description

Neither Rain Dog nor its management receive performance based fees. Please see Item 6 of the ADV 2A for more information.

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

Neither Rain Dog nor its management have been involved in any of the following:

1. An award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a. An investment or an investment-related business or activity;
 - b. Fraud, false statement(s) or omissions;
 - c. Theft, embezzlement or other wrongful taking of property;
 - d. Bribery, forgery, counterfeiting, or extortion;
 - e. Dishonest, unfair or unethical practices.
2. An award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a. An investment or an investment-related business or activity;
 - b. Fraud, false statement(s) or omissions;
 - c. Theft, embezzlement or other wrongful taking of property;
 - d. Bribery, forgery, counterfeiting, or extortion;
 - e. Dishonest, unfair or unethical practices.

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

There are no material relationships with issuers of securities to disclose.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Steve McConnell

Rain Dog Financial

Office Address:

330 112th Ave NE, Ste. 300
Bellevue, WA 98004

Mailing Address:

9749 NE 5th Street
Bellevue, WA 98004

Tel: 425-440-8777

Email: steve@raindogllc.com

Website: <https://www.raindogllc.com>

April 3, 2024

This brochure supplement provides information about Steve McConnell and supplements the Rain Dog LLC dba Rain Dog Financial brochure. You should have received a copy of that brochure. Please contact Steve McConnell if you did not receive the brochure or if you have any questions about the contents of this supplement.

**ADDITIONAL INFORMATION ABOUT STEVE MCCONNELL
(CRD #7828938) IS AVAILABLE ON THE SEC'S WEBSITE AT
WWW.ADVISERINFO.SEC.GOV.**

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer – Steve McConnell

- Year of birth: 1962
-

Item 2 - Educational Background and Business Experience

Educational Background:

- Whitman College; Bachelor of Arts in Philosophy, Mathematics and Computer Science; 1985
- Seattle University; Master of Software Engineering; 1991

Business Experience:

- Rain Dog LLC; Investment Advisor Representative; 12/2023-Present
 - Rain Dog LLC; Managing Member; 04/2023-Present
 - Rental Property Owner; 03/2007-Present
 - Construx Software Builders, Inc.; Founder/Chairman; 04/1996-Present
 - Author; 07/1991-Present
-

Item 3 - Disciplinary Information

1. Mr. McConnell has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:
 - a. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
 - b. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 - c. Was found to have been involved in a violation of an investment-related statute or regulation; or
 - d. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.
2. Mr. McConnell never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:
 - a. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;
 - b. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority

- a. (a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.
3. Mr. McConnell has never been the subject of a self-regulatory organization (SRO) proceeding in which he:
 - a. Was found to have caused an investment-related business to lose its authorization to do business; or
 - b. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members, or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
4. Mr. McConnell has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.

Item 4 - Other Business Activities

Mr. McConnell is Founder and Chairman of Construx Software Builders, Inc., approximately 2% of his time will be spent on this activity.

Mr. McConnell also owns rental properties and is an author, approximately 5% of his time will be spent on these activities. Clients of Rain Dog will not be offered services from these activities, therefore, there is no conflict of interest.

Item 5 - Additional Compensation

Mr. McConnell does not receive any performance-based fees and does not receive any additional compensation for performing advisory services other than what is disclosed in Item 5 of Part 2A.

Item 6 - Supervision

Since Mr. McConnell is the sole owner and investment adviser representative of Rain Dog and is solely responsible for all supervision and formulation and monitoring of investment advice offered to Clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual. He can be reached at steve@raindogllc.com or 425-440-8777.

Item 7 - Requirements for State-Registered Advisors

1. Mr. McConnell has not been involved in any of the following:
 - a. An award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500 involving any of the following:
 - i. An investment or an investment-related business or activity;
 - ii. Fraud, false statement(s) or omissions;
 - iii. Theft, embezzlement or other wrongful taking of property;
 - iv. Bribery, forgery, counterfeiting, or extortion;
 - v. Dishonest, unfair or unethical practices.
 - b. An award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- i. An investment or an investment-related business or activity;
 - ii. Fraud, false statement(s) or omissions;
 - iii. Theft, embezzlement or other wrongful taking of property;
 - iv. Bribery, forgery, counterfeiting, or extortion;
 - v. Dishonest, unfair or unethical practices.
2. Mr. McConnell has never been the subject of a bankruptcy petition.