

TMD & Associates, Inc.
SEC Form ADV Part 2A
Investment Adviser Brochure

March 2017

This Investment Adviser Brochure ("brochure") provides information about the qualifications and business practices of TMD & Associates, Inc. If you have any questions about the contents of this brochure, please contact Todd M. Douma, President and Chief Compliance Officer, by telephone at 602.279.2020 and/or by e-mail at Todd@TMD-AssociatesOnline.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as an investment advisor does not imply any level of skill or training.

Additional information about TMD & Associates, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number, TMD & Associates, Inc.'s CRD Number is 113896.

15333 N. Pima Road, Suite 215
Scottsdale, AZ 85260
602.279.2020
Todd@TMD-AssociatesOnline.com
www.TMD-AssociatesOnline.com

Item 2: Summary of Material Changes

Annual Update

In this Item of TMD & Associates, Inc.'s ("TMD" or the "Firm") SEC Form ADV Part 2A, the Firm is required to discuss any material changes that have been made to SEC Form ADV since the last Annual Amendment, dated October 21, 2016.

Material Changes since the Last Update

Since the last filing amendment made on October 21, 2016, the Firm had the following material changes to report.

- We amended Item 4 – Advisory Business, to disclose conflicts related to TMD's affiliation with a private fund adviser.
- We amended Item 10 - Financial industry activities, to reflect TMD's affiliation with Prism Capital Advisors, LLC.

Full Brochure Available

TMD's SEC Form ADV may be requested at any time, without charge by contacting Todd M. Douma, President and Chief Compliance Officer, at 602.279.2020 or Todd@TMD-AssociatesOnline.com. Our Brochure is also available on our web site www.TMD-AssociatesOnline.com, also free of charge.

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Item 4: Advisory Business

Firm Description

TMD is an investment adviser providing investment advisory services to individuals, pension and profit sharing plans, trusts, estates and corporations and other business entities. TMD was founded in August 1994.

Principal Owners

TMD is solely owned by Todd M. Douma, President and Chief Compliance Officer.

Types of Advisory Services

TMD offers the following types of advisory services: Financial planning services, portfolio management for individuals and/or small business, portfolio management for businesses or institutional clients (other than investment companies), pension consulting services, and selection of other advisors.

TMD offers broad financial planning for clients that includes personal and financial data gathering, extensive review and presentation of a written financial plan of actions to direct each client toward his/her expressed financial goals.

After the initial written financial plan, TMD may provide wealth management services. This includes recommendations on products, strategies and implementation. All legal and accounting advice is incidental to the plan.

Financial Planning

Financial planning includes a review of most aspects of a client's current financial situation, including, but not limited to the following components:

- Cash management;
- Risk management;
- Insurance;
- Education funding
- Goal setting;
- Retirement planning;
- Estate and charitable giving planning;
- Tax planning; and
- Capital needs planning

Completion of an integrated plan which includes all of the above components generally takes 1-4 weeks to complete, and involves several meetings with the client, other family members as appropriate, and other professionals such as accountants and attorneys, a review of related documents and data supplied by the client. Meetings may include a review of risk tolerance, financial goals and objectives, and time horizons. Additional meetings may include a review of additional financial information; sources of income,

assets owned, existing insurance, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations.

The financial plan may include both long and short-term considerations, depending upon the individual scenario. TMD provides the client with recommendations that are deemed compatible with the client's stated goals and objectives. TMD reviews an implementation schedule with the client to determine which steps to pursue, and with whom the steps may be accomplished. The client is under no obligation to utilize additional services of TMD and its representatives and is under no obligation to implement the advice or plan. Clients may choose all or certain components of advice and recommendations and can implement the recommendations through the service providers of their choice.

Limited Financial Planning

Clients may also receive financial advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, education planning or any other specific topic. Clients understand that when TMD is engaged to address only certain components, the client's overall financial and investment issues may not be taken into consideration.

Investment Management Services

TMD will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Investment strategies may include long-term and short-term purchases depending upon the individual needs of the client. TMD uses asset allocation, or spreading investments among a number of asset classes and sectors (domestic stocks vs. foreign stocks; large cap stocks vs. small cap stocks; corporate bonds vs. government securities) for most client accounts as well as mutual funds.

TMD may also use other investment advisors as sub-advisors. TMD may select other investment advisors by reviewing some or all of the following qualitative criteria: ownership structure, quality and depth of personnel, career path for professionals, consistency of investment process implementation, quality of internal and external research and investment discipline. In addition, TMD may review the following quantitative factors: consistency of returns during good and bad market environments, risk taken in relation to appropriate benchmarks, historical correlations to appropriate benchmarks and style analysis.

TMD generally manages advisory accounts on a discretionary basis, but does allow for both non-discretionary accounts and for non-discretionary investments to be held in discretionary accounts. (An example of a non-discretionary investment held in a discretionary account would be an individual stock that the client has either asked TMD to purchase or has transferred into the account.)

To the extent that certain of TMD's clients qualify, TMD may recommend that clients invest in private funds that are affiliated with the adviser. All relevant information, terms

and conditions, relative to the private funds, including compensation received by TMD or any affiliate as the general partner and/or investment manager, suitability, risk factors, potential conflicts of interests and fees and expenses will be disclosed to the client in advance of any investment.

Other

TMD also provides specific consultation and administrative services regarding investment and financial concerns of the client. TMD also provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice.

Tailored Relationships

TMD tailors investment advisory services to the individual needs of the client. The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. TMD clients are allowed to impose restrictions on the investments in their account. TMD may accept any reasonable limitation or restriction to discretionary authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to TMD in writing.

Wrap Fee Programs

TMD does not participate in a Wrap Fee Program.

Client Assets

As of March 30, 2017, TMD managed \$287,900,000 million in assets; \$279,300,000 million was managed on a discretionary basis, and \$8,700,000 million was managed on a non-discretionary basis.

Item 5: Fees and Compensation

Compensation

TMD bases its fees on a percentage of assets under management, hourly charges, and fixed fees. TMD's fee schedules are described below.

Financial Planning

Fees may be charged on an hourly or fixed fee basis. Once determined, the exact fee arrangement is set forth in the Financial Planning Agreement. Hourly fees typically range from \$80 to 250 per hour depending on the nature and complexity of each client's circumstances, as well as the individual involved in the planning process. An estimate for total hours will be determined at the start of the advisory relationship.

Fixed fees are determined by estimating the number of hours to be spent preparing the plan and then quoting a fixed price. Total costs for financial plans, whether per hour or on a fixed basis, may range from \$250 to as much as \$10,000 or more. There is no typical plan, as plans are customized to the specific needs of the client.

All fees are due and payable upon completion of the work.

Investment Management Services

TMD Investment Management Fees are as follows:

Brokerage Assets (Stocks, Bonds, ETF's, Mutual Funds, etc)	
<u>Assets Under Management</u>	<u>Annual Management Fee as a Percentage of Assets Under Management</u>
First \$800,000	1.00%
Next \$800,000 to \$2 million of AUM	0.60%
Next \$2 million to \$5 million of AUM	0.40%
Next \$5 million and over of AUM	0.25%

Alternative/Private Asset Fee Schedule*	
<u>Assets Under Management</u>	<u>Annual Management Fee as a Percentage of Assets Under Management</u>
Non-affiliated LP's*	1.00%
Affiliated LP's (Prism Funds)	0.00%

- Minimum Annual Fee for all Assets Under Management is \$6,000.

*Some affiliated or non-affiliated LP's may be held in your brokerage account, but are still subject to the Alternative Asset Fee Schedule above.

All private placement assets are charged 1.00% annually and are not subject to the tiered fee schedule above.

Investment Management fees calculated quarterly in arrears on the account asset value, including cash on the last business day of the quarter for the previous quarter. The initial invoice calculated based upon the fair market value of the account, including cash at the time the agreement is executed through the end of the current quarter. There is a minimum annual fee of \$6,000 for the aggregate amount of each client's assets under management.

The client authorizes and directs the custodian to deduct asset-based fees from the client's account; client further authorizes and directs the custodian to send a quarterly statement to the client that shows all amounts disbursed from client's account, including advisory fees paid to TMD. TMD supplies an invoice each quarter showing the amount of the asset-based fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated.

The client may also incur charges for other account services provided by brokers not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities.

Agreement Terms

Agreements must be terminated in writing. Financial Planning Agreements may be terminated by the client or TMD without penalty by the client or TMD at any time upon receipt of 30 days' written notice. Upon termination any prepaid, unearned fees will be promptly refunded based upon the time spent and services rendered by TMD up to the time of termination. Investment Management Agreements may be terminated by the client or TMD without penalty by the client or TMD at any time. Upon termination any prepaid, unearned fees will be promptly refunded.

General Information on Compensation

In certain circumstances, fees, account minimums and payment terms may be negotiable. TMD's fees may be negotiable based on various criteria, including, but not limited to the size of the aggregate related party portfolio size and pre-existing relationships with clients. Compensation will ultimately be based on the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation.

Related accounts may be linked for purposes of fee calculation if all parties agree; meaning certain accounts, approved by TMD, may be grouped for fee calculations.

TMD's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. TMD shall not receive any portion of these commissions, fees, and costs. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Mutual fund fees generally include a management fee, other fund expenses and a possible distribution fee. Mutual funds purchased by TMD for a client account will be executed at Net Asset Value (NAV). Accordingly, the client should review the prospectus of a mutual fund regarding fees charged by the funds in conjunction with fees charged by TMD to fully understand the total amount of fees to be paid by the client, and to thereby evaluate the advisory services being provided.

Third party fees may include the following: IRA and qualified retirement plan fees and other charges required by law. Many broker / dealers will retain 12b-1 fees and any other fees paid by the mutual fund companies, rather than refunding them to the client. TMD does not earn charge or collect any commissions relative to any transactions implemented or retain any 12b-1 fees.

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

Neither TMD nor any of its Supervised Persons (employees) accepts performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

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

Item 7: Types of Clients

Types of Clients

As described in Item 4, TMD's clients include individuals, pension and profit sharing plans, trusts, estates and corporations or other business entities.

Account Minimums

TMD requires a minimum account size of \$750,000 for investment advisory clients, although this may be negotiable under certain circumstances. Waivers of exceptions from minimum account size may be granted at the exclusive discretion of TMD management. TMD may group certain related client accounts for the purposes of achieving the minimum account size.

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

Methods of Analysis

In addition to utilizing a macro approach to managing client portfolios, TMD may employ the following security analysis methods: Fundamental analysis; charting/technical analysis; and cyclical analysis.

Fundamental Analysis. TMD attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Charting/Technical Analysis. The terms “charting” and “technical” analysis are generally used synonymously and therefore, for the purpose of this document, the term, “technical analysis” will be used. TMD analyzes past market movements and applies that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, TMD measures the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Investment Strategies

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Other 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).

Margin

When appropriate to the needs of the client, TMD may recommend the use of margin transactions. Because this investment strategy involves a certain degree of additional risk, it will only be recommended when consistent with the client’s stated tolerance for risk.

Risk of Loss

All investing and trading activities risk the loss of capital. Although we will attempt to moderate these risks, no assurance can be given that the investment activities of an account we advise will achieve the investment objectives of such account or avoid losses. Direct and indirect investing in securities involves risk of loss that clients should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance. It is important that you understand the risks associated with investing in the types of investments listed above.

Except as may otherwise be provided by law, we are not liable to clients for:

- Any loss that you may suffer by reason of any investment decision made or other action taken or omitted by us in good faith;
- Any loss arising from our adherence to your instructions or the disregard of our recommendations made to you; or
- Any act or failure to act by a custodian or other third party to your account.

The information included in this brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular client account. You are encouraged to ask questions regarding risks applicable to a particular strategy or investment product, and read all product-specific risk disclosures. It is your responsibility to give us complete information and to notify us of any changes in financial circumstances or goals.

TMD's investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **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.
- **Market Risk**: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk**: When any type of inflation is present, a dollar next year will not buy as much as 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.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns. 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 not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Legal and Regulatory Risks: The regulation of the U.S. and non-U.S. securities and futures markets investment funds has undergone substantial change in recent years and such change may continue. In particular, in light of the recent market turmoil there have been numerous proposals, including bills that have been introduced in the U.S. Congress, for substantial revisions to the regulation of financial institutions generally. Some of the additional regulation includes requirements that private fund managers register as investment advisers under the Advisers Act and disclose various information to regulators about the positions, counterparties and other exposures of the

private funds managed by such managers. Further, the practice of short selling has been the subject of numerous temporary restrictions, and similar restrictions may be promulgated at any time. Such restrictions may adversely affect the returns of Underlying Investment Funds that utilize short selling. The effect of such regulatory change on the accounts and/or the underlying investment funds, while impossible to predict, could be substantial and adverse.

- Equity (stock) market risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Risks Associated with Fixed Income: When investing in fixed income instruments such as bonds or notes, the issuer may default on the bond and be unable to make payments. Further, interest rates may increase and the principal value of your investment may decrease. Individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power.
- Options Risk: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- Management Risk: Your investments will vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If you implement our financial planning recommendations and our investment strategies do not produce the expected results, you may not achieve your objectives.
- Call Risk: Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.
- Credit Risk: The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.
- Speculation Risk: The commodities markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of commodities.

- Geopolitical Risk: The risk an investment's returns could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers or military control.
- Counterparty and Broker Credit Risk: Certain assets will be exposed to the credit risk of the counterparties when engaging in exchange-traded or off-exchange transactions. There may be a risk of loss of assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions, or the bankruptcy of an exchange clearinghouse.

TMD may provide investment advice on such investments as limited partnerships and private placement partnerships, private equity deals, oil and gas partnerships, real estate and real estate lending.

TMD reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. TMD may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship or on any investment on which the client requests advice.

TMD provides advice on asset allocation and may recommend other investment advisors for ongoing management, as described in Item 4.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of TMD or the integrity of TMD's management. TMD has no information to disclose applicable to this Item.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities

TMD is not registered as a broker-dealer, and none of its management persons are registered representatives of a broker-dealer.

TMD is affiliated with Prism Capital Advisors, LLC (“Prism”), a Delaware limited liability company. Prism is in the business of sponsoring and managing private funds. This arrangement with TMD may present certain conflicts of interest and is further described in Item 4 (above).

Neither TMD nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

Affiliations

TMD has a material relationship or arrangement with related persons or financial industry entities.

Other Affiliations – Insurance

TMD has certain arrangements that may be material to its advisory or its clients.

TMD and Todd M. Douma are licensed and registered with the insurance department of the State of Arizona. Todd M. Douma also holds non-resident insurance licenses in Florida and Oklahoma. He may be appointed with several insurance companies and receive separate compensation for fee based transactions implemented through various insurance companies. He may provide fixed insurance products, such as whole life, term life, and health, as well as employee benefits consulting. Insurance and consulting compensation will be separate and distinct from financial planning fees and portfolio management fees charged by TMD.

Clients are not obligated to utilize any of these services for insurance purchases. All clients are free to utilize any insurance agent they choose. Upon request, more information is available regarding these services.

Other Investment Advisors

As described in Items 4 and 5, TMD may select other investment advisors for its clients. TMD does not receive any compensation for the selection of other managers.

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

Code of Ethics

TMD's employees must comply with a Code of Ethics and Statement for Insider Trading. The Code describes the Firms' high standard of business conduct, and fiduciary duty to its clients. The Code's key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Todd M. Douma, President and Chief Compliance Officer, reviews all employee trades each quarter. His trades are reviewed by Susan Abbass, Operations Manager. These reviews ensure that personal trading does not affect the markets, and that clients of TMD receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

TMD's employees must acknowledge the terms of the Code of Ethics at least annually. Any individual not in compliance with the Code of Ethics may be subject to termination. TMD, and its employees, must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics.

Clients and prospective clients can obtain a full copy of TMD's Code of Ethics by contacting Todd M. Douma at 602.279.2020.

Participation or Interest in Client Transactions – Financial Interest and Principal/Agency Cross

Pursuant to a separate agreement, Todd M. Douma acts as Purchaser Representative for clients investing in certain private placements. All private placements are sold pursuant to an offering memorandum and subscription document. Neither Mr. Douma nor TMD is compensated by the sponsor(s) of these private placements. TMD may be reimbursed by sponsor(s) for administrative expenses associated with its role as purchaser representative. As noted above in Item 5 – Fees and Compensation, private placement assets are charged 1.00% annually and are not subject to the tiered fee schedule.

It is TMD's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. TMD will also not cross trades between client accounts.

Participation or Interest in Client Transactions – Personal Securities Transactions

TMD and its employees may buy or sell securities identical to those recommended to clients for their personal accounts. The Code of Ethics, described above, is designed to assure that the personal securities transactions, activities and interests of the employees of TMD will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities, primarily mutual funds, have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of TMD's clients. In addition, the Code requires pre-clearance of certain transactions. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and designed to reasonably prevent conflicts of interest between TMD and its clients.

Participation or Interest in Client Transactions – Aggregation

TMD and its employees may trade in the same securities with client accounts on an aggregated basis when consistent with TMD's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a pro-rated price. TMD will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Item 12: Brokerage Practices

Research and Other Soft Dollar Benefits

TMD does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions.

Brokerage for Client Referrals

TMD does not receive client referrals from broker/dealers.

Directed Brokerage

While not routine, the client may direct TMD to use a particular broker-dealer to execute some or all transactions for the client. This brokerage direction must be requested by the client in writing. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and TMD will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by TMD. By directing brokerage, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Not all advisers require or allow their clients to direct brokerage. Subject to its duty of best execution, TMD may decline a client’s request to direct brokerage if, in TMD’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

While TMD may at times recommend brokers, the client may direct TMD in writing to use a particular broker or dealer to execute transactions for Client’s account, of which the client will negotiate terms and arrangements with that broker or dealer. Commission rates will be the lowest rate available to TMD based on its volume of activity. Commissions may be charged which are higher or lower than commission rates at other broker dealers.

Economic Benefits

TMD participates in the Institutional advisor program (the “Program”) offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA (“TD Ameritrade”), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services that include custody of securities, trade execution, clearance, and settlement of transactions. TMD receives some benefits from TD Ameritrade through its participation in the Program. (Please see the disclosure under Item 14 below.)

Trade Aggregation

At the sole discretion of TMD, aggregate purchases or sales of the same security, instrument or obligation may be transacted on the same day for multiple accounts of one or more of TMD’s clients. Although such aggregations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be

effected only when TMD believes that to do so will be in the best interest of the affected accounts. When transactions are so aggregated the actual prices applicable to the aggregation transaction will be deemed to have purchased or sold its share of the security, instrument or obligation at the average price. If a partial execution is attained at the end of the trading day, TMD will generally allocate shares on a pro rata basis, but may fill small orders entirely before applying the pro rata allocation.

Accounts for TMD or its employees may be included in a block trade with client accounts.

Item 13: Review of Accounts

Reviews

Reviews are performed under the direction of Todd M. Douma, President and Chief Compliance Officer. Both Todd M. Douma and Steven Neeley, Investment Adviser Representatives, actively review client accounts on at least a quarterly basis, however reviews could also occur at the time of new deposits, material changes in client's financial information, changes in economic cycles, at TMD's discretion, or as often as the client may direct. Reviews entail analyzing securities, sensitivity to overall markets, economic changes, investment results and asset allocation, etc., to ensure the investment strategy and expectations are structured to continue to meet clients' objectives and risk tolerance.

TMD encourages frequent client contact; clients are obligated to promptly notify TMD of any changes in the client's financial status to ensure that investment strategies continue to meet the client's changing needs. TMD encourages regular contact with clients – this may be on a quarterly, semi-annual or annual basis.

For those clients that receive general financial planning advice such as budgeting, cash flow management, asset allocation, tax- planning, estate planning and retirement planning, TMD actively reviews these topics with clients on at least an annual basis.

Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information and changes in a client's own situation.

Reporting

Clients receive holding and activity reports at least quarterly from custodial and brokerage firms as well as trade confirmations. At least quarterly, clients receive a brokerage statement from their custodian. The brokerage statement contains the cash balance, type, name and amount of each security, account activity for the period and when available, the unrealized gain or loss of each security.

Additionally, clients typically receive a personalized quarterly statement generated by TMD demonstrating the value of their investments, current asset allocations, and current holding gains/losses within the accounts.

All clients have access to account statements and activity via a secure broker network.

Item 14: Client Referrals and Other Compensation

Other Compensation

As disclosed under Item 12 above, TMD participates in TD Ameritrade's Institutional advisor program and TMD may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between TMD's participation in the Program and the investment advice it gives to clients, although TMD receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research-related products and tools; consulting services; access to a trading desk serving TMD participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for TMD order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to TMD by third-party vendors. TD Ameritrade may also have paid for business consulting and professional services received by TMD's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit TMD but may not benefit its client accounts. These products or services may assist TMD in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help TMD manage and further develop its business enterprise. The benefits received by TMD or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, TMD endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by TMD or its related persons in and out of itself creates a potential conflict of interest and may indirectly influence TMD's choice of TD Ameritrade for custody and brokerage services.

Compensation – Client Referrals

Except as disclosed in Form ADV Part 2B – Additional Compensation, TMD does not make or accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Item 15: Custody

Custody – Fee Debiting

With the exception of the ability to pay investment advisory fees directly from client accounts, TMD does not and will not have custody of the clients' funds or securities. Client assets shall be held in the custody of a bank, trust company or brokerage firm agreed upon by the client and TMD. However, as part of the Investment Management Agreement signed by the client, the client authorizes TMD to debit fees directly from the client's account at the custodian.

TMD distributes invoices to the client and the broker that state the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. The broker provides statements to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to TMD.

Custody - Access to Client Funds and/or Securities

TMD has deemed custody over certain client assets in the form of having login credentials for certain client accounts.

Given this "deemed custody" of client funds and securities, TMD has developed stringent internal controls and procedures over the custody function. In addition, TMD will comply with the SEC's Custody Rule, which requires an annual surprise examination conducted by an independent accountant.

Custody – Account Statements

As described above and in Item 13, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that TMD provides. TMD statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

Through the investment management agreement, TMD may accept limited power of attorney to act on a discretionary basis on behalf of clients. A limited power of attorney allows TMD to execute trades on behalf of clients.

When such limited powers exist between the TMD and the client, TMD has the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client account objectives. Additionally, TMD may accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to TMD in writing.

However, TMD consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

Item 17: Voting Client Securities

TMD does not have any authority to and does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies; clients receive these proxies directly from either custodians or transfer agents.

If requested, TMD may provide advice to clients regarding proxy votes. If any conflict of interest exists, it will be disclosed to the client. Clients may contact Todd Douma at 602.279.2020 for information about proxy voting.

Item 18: Financial Information

TMD has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

TMD is not required to provide a balance sheet; TMD does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

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TMD & Associates, Inc.
SEC Form ADV Part 2B
Investment Adviser Brochure Supplement

Supervisor: Todd M. Douma

Supervisor of:
Steven E. Neeley
Jeffrey R. Williams
Gavin D. Lyons

March 2017

This Investment Adviser Brochure Supplement (“brochure supplement”) provides information about the Firm’s Supervised Persons that supplements the TMD & Associates, Inc. brochure. You should have received a copy of that brochure. Please contact Todd M. Douma, President and Chief Compliance Officer, by telephone at 602.279.2020 or by e-mail at Todd@TMD-AssociatesOnline.com, if you did not receive TMD & Associates, Inc.’s brochure or if you have any questions about the contents of this supplement.

Additional information about the Firm’s Supervised Persons is also available on the SEC’s website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number for each Supervised Person.

15333 N. Pima Road, Suite 215
Scottsdale, AZ 85260
602.279.2020
Todd@TMD-AssociatesOnline.com
www.TMD-AssociatesOnline.com

Educational Background and Business Experience

Education and Business Background

TMD requires a college degree and/or extensive experience in financial planning as a minimum standard for professionals. Professionals must have also attained or be in the process of completing a post-graduate financial advisory designation/certification, such as MBA, CFP®, CFA or CPA. In addition, CFP® professionals must also be members in good standing with the Certified Financial Planner Board of Standards Inc.'s (CFP Board), meet all applicable continuing education requirements of the CFP Board, and agree to abide by the CFP Board Code of Ethics.

Supervised Persons

Todd M. Douma
CRD #2401333

Year of Birth: 1969

Business Background:

TMD & Associates, Inc. 1994 - Present
President, Chief Compliance Officer and Investment Advisor Representative

Education:

Arizona State University 1989 - 1990
BS Finance

University of Florida 1987 - 1989

Professional Designations and Licenses:

Certified Financial Planner (CFP®)

Steven E. Neeley
CRD #5817540

Year of Birth: 1979

Business Background:

TMD & Associates, Inc. 2010 - Present
Investment Advisor Representative

Education:

Thunderbird School of Global Management 2007 - 2010
MBA, Finance

Indiana University 1998 - 2002
BA, Telecommunications

Professional Designations and Licenses:

Series 65 – Uniform Investment Adviser Law Examination
Certified Financial Planner (CFP®)

Jeffrey Reed Williams
CRD # 735964

Year of Birth: 1948

Business Background:

TMD & Associates, Inc.
Investment Advisor Representative

2015 - Present

Omicron Group Ltd.
President

1984 - Present

Education:

University of Idaho
MBA
BS, Business

Gavin David Lyons
CRD # 735964

Year of Birth: 1988

Business Background:

TMD & Associates, Inc.
Planning & Portfolio Associate

2016 - Present

McAlvany Wealth Management
Equity Analyst

2011 - 2016

Education:

Fort Lewis College
BS, Finance and Accounting

Professional Designations and Licenses:

Series 65 – Uniform Investment Adviser Law Examination

Professional Certifications

TMD's Supervised Persons maintain professional designations, which required the following minimum requirements:

CFP® - Certified Financial Planner

Issued by: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC
- Chartered Life Underwriter (CLU)
- CFA
- Masters of Business Administration (MBA)
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type: CFP Certification Examination

Continuing Education/Experience Requirements: 30 hours every 2 years

Disciplinary Information

Neither TMD nor any Supervised Persons have been involved in any activities resulting in a disciplinary disclosure.

Other Business Activities

Disclosure on Outside Business Activities is provided in Form ADV Part 2A Item 10 – Other Financial Industry Activities and Affiliations.

Todd M. Douma is licensed and registered with the insurance department of the State of Arizona. Less than 10% of his time is devoted to this activity.

Todd M. Douma is a member of the following private placements or passive investment entities, the majority of which are Arizona Limited Liability Companies:

TAG Private Equity, LLC
Soul of the Valley, LLC
BADU, LLC
ADL Investments, LLC
Mesa Financial Plaza, LLC
Gemini Interventional Technologies, LLC
PAIF-MS, LLC

Certain TMD clients may invest in these entities, as does Todd M. Douma. Mr. Douma does not receive preferential treatment. He is charged the same fees and expenses as other investors.

Mr. Douma also serves as Principal of Prism, as does Steven Neeley. No compensation has resulted from this ownership to date.

Jeffrey R. Williams is the President and Owner of another Registered Investment Adviser, Omicron Group Ltd. Mr. Williams is a dually registered IAR with both TMD & Associates, Inc. and Omicron Group Ltd.

As disclosed in Form ADV Part 2A Item 5 – Fees and Compensation, neither TMD nor any supervised persons receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Additional Compensation

Certain Supervised Persons may receive a referral bonus based on client use of ancillary services (insurance).

Supervision

Todd M. Douma, President and Chief Compliance Officer, supervises all persons named in this Form ADV Part 2B Investment Adviser Brochure Supplement. Todd M. Douma supervises these persons by holding regular staff, investment and other ad hoc meetings. In addition, Todd M. Douma regularly reviews client reports, emails, and trading, as well as employees' personal securities transaction and holdings reports. Todd M. Douma may be reached at 602.279.2020.