



ADV Part 2A - Firm Brochure

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This brochure provides information about the qualifications and business practices of Ten Capital Wealth Advisors, LLC ("Ten Capital"). If you have any questions about the contents of this brochure, please contact us by telephone at 509-325-2003. 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 Ten Capital also is available on the SEC's website at <http://www.adviserinfo.sec.gov>. Please refer to our CRD # 159802.

Please note that the use of the term "registered investment adviser" and description of Ten Capital and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and the Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Item 2 • Material Changes

This updates our last Firm Brochure (ADV Part 2A) dated July 26, 2018 and provides information on Ten Capital launching a wrap program. Clarification has also been added to the consulting services provided wherein specific investment advice may be provided to advisory clients. We have also ended our solicitation arrangement with Inland Northwest Bank, which we have noted in Item 10. Finally, we have also included information regarding an agreement between Ten Capital and Mutual Securities, Inc. which is fully disclosed in Item 10. Finally, we are removing Kurt Orton as a minority owner.

Following Securities and Exchange Commission (“SEC”) and state rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business fiscal year. Other non-material changes have also been added to this brochure that are not discussed in this summary and consequently, we encourage you to read this brochure in its entirety.

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Item 4 • Advisory Business

Ten Capital Wealth Advisors, LLC (“Ten Capital”) is dedicated to providing individuals and other types of clients with personalized Advisory Services, including *Asset Management and Financial Planning and Consulting*, as well as *Retirement Plan Advisory Services*.

Our firm is a limited liability company formed in the State of Washington and we have been in business as an investment adviser since 2011. From 2011 through July 2018 we offered our services under the name Ten Capital Investment Advisors, LLC. Our principal owner is Tim Mitrovich.

Asset Management: As part of our Asset Management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds (“ETFs”), mutual funds and other public securities or investments. The client’s individual investment strategy is tailored to their specific needs, as communicated to us by such clients, and may include some or all of the previously mentioned securities. Each portfolio will be designed to meet a particular investment goal, which we determine to be suitable to the client’s circumstances. Once the appropriate portfolio has been determined, we review the portfolio on a regular basis and if necessary, rebalance the portfolio based upon the client’s individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Sub-Manager Limited Discretion: For certain client assets, we may outsource a portion of the investment management to United Capital Financial Advisers, LLC (“United Capital”), an investment adviser not affiliated with Ten Capital, where United Capital serves as sub-adviser (“Sub-Manager”). United Capital is granted limited discretionary investment authority over assets that we assign to United Capital. For the assets directed to Sub-Manager for services, United Capital’s responsibility includes the authority to:

- exercise discretion to determine the types of securities bought and sold, along with the percentage allocation
- apply its discretion as to when to buy and sell
- apply its discretion as to the timing of transactions
- select the broker-dealer for execution of securities transactions, if appropriate, and
- take other portfolio management actions we delegate or deem appropriate

Any authority of United Capital only applies to the specific assets, within the client’s custodial account, for which United Capital has been appointed as the discretionary manager. United Capital shall not provide investment advice, or have any advisory responsibility to the client, beyond the assets for which it is appointed as Sub-Manager. The terms of services provided by United Capital are directed in accordance with a separate written agreement entered into between the Ten Capital and United Capital. United Capital also provides separate services to Ten Capital under its division FinLife Partners, as described below in the FinLife Partners Service Offering section.

It is important to know that we have a financial incentive to refer clients to United Capital, creating a conflict of interest. When we refer clients to United Capital for Sub-Manager services we receive various incentives, including, but not limited to:

- Certain technology implementation fees we incurred in connection with our use of FinLife Partners’ technology solutions that are to be waived if a predetermined number of clients subscribe to our guidance services that utilize such technology solutions and United Capital’s Sub-Manager services.
- If we do not utilize predetermined threshold volume of Sub-Manager services or technology solutions offered by United Capital or FinLife Partners, as applicable, then the relationship with FinLife Partners may be terminated due to insufficient revenue generation.

To address this conflict, if the client does not want to invest their assets with United Capital as the Sub-Manager or receive our financial guidance services that require access to the FinLife platform, the client may discuss alternative options with Ten Capital.

Outsourcing of Certain Investment Operations: We work with various third-party service providers, including, among others, Envestnet, Inc., to help support the operational needs of managing and servicing client accounts. Authority provided to the outsourced service providers may include but is not limited to placing transactions with broker-dealers at our direction, opening accounts with Client's account custodian, and facilitating operational requests on the client's behalf based on instructions provided by our associated persons. When providing these services, the third-party service provider is acting as an agent of Ten Capital.

FinLife Partners Service Offering: In an effort to enhance the quality and breadth of services that we provide clients, we utilize a suite of digitally powered technology solution offered by FinLife Partners, a division of United Capital Financial Advisers, LLC ("FinLife Partners"). FinLife Partners provide access to its technology platform to us that includes use of certain technology platform, training relating to use of such technology platform, and in some cases certain clerical document and data compilation services. FinLife Partners is not in any way involved in, or responsible for, the individual investment management or guidance provided to Clients. We pay FinLife Partners a flat fee for its technology implementation services and fees calculated per percentage-basis formula in accordance with the volume of clients for whom we utilize such services and/or products. As such, for certain services offered, clients indirectly contribute to the payment of cost of services paid to FinLife Partners. Relating to the cost for services, we are financially incentivized to refer clients to United Capital, creating a conflict of interest. Financial incentives are described above, but it is important for the client to know that participation in the technology provided by FinLife Partners is at their complete discretion.

Ten Capital may also engage various third party sub-advisers to provide investment supervisory services to clients. It is important to know that the sub-advisor will have discretionary authority for the day-to-day management of the assets. The sub-advisor fees will be determined by a separate agreement between the client and the sub-advisor and are in addition to the Ten Capital fee.

In addition, Ten Capital may also utilize asset allocation systems offered by unaffiliated third parties. We offer individualized investment advice to clients utilizing our Asset Management services. Typically, Asset Management clients do not impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account.

Financial Planning and Consulting: We may provide a variety of Financial Planning and Consulting services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives. Generally, such Financial Planning services will involve preparing a financial plan, specific investment advice or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. Unless we directly manage client assets the implementation of the recommendations made by us will be at the discretion of the Financial Planning and Consulting clients

Retirement Plan Advisory Services: We provide Non-Discretionary Investment Advisory and Consulting Services to employer-sponsored retirement plans (“Plans”) through our Retirement Plan Advisory Services (“Plan Services”). Through our Fiduciary Plan Services, we provide Non-Discretionary Investment Advisory Services for investment recommendations to the Plan, although the Plan maintains full discretionary authority and control over Plan assets. We charge a fee for Plan Services as shown on 401(k) Advisory Agreement (“Plan Agreement”) and further described in Item 5 below. We will perform these investment advisory services to the Plan as a fiduciary defined under ERISA Section 3(21) and will act with the degree of diligence, care and skill that a prudent person rendering similar services would exercise under similar circumstances. Plan Services provided may include investment advice and recommendations; Assistance in the development of an Investment Policy Statement (“IPS”); The preparation of periodic investment advisory reports for investment review; Meeting with Plan on a periodic basis to discuss investments; Providing investment advice for the selection of a qualified default investment alternative. Non-Fiduciary Plan Services offered for Consulting Services include assistance in the education of Plan participants; Assistance with group enrollment meetings; or generalized investment advice for participants about investments and/or retirement planning.

If outside brokerage accounts are authorized and permitted by the Plan, we may provide Asset Management Services and/or Financial Planning and Consulting (see above) to individual Plan participants. These Plan Participants must enter a separate agreement and open a segregated advisory (brokerage) account. It is important to know that this could create a conflict of interest in that there is a higher fee charged to clients who elect to receive these additional services.

Wrap Fee Program: Ten Capital sponsors a wrap fee program, which we describe further in our Wrap Fee Program Brochure. Our wrap fee accounts are managed on an individualized basis according to the client’s investment objectives, financial goals, and risk tolerance. Clients utilizing the Wrap Fee Program are managed on a discretionary basis based on the Advisory Agreement signed by the client. As part of this program, the client pays a fee to Ten Capital which includes the Asset Management fee as well as the commissions charged by the custodian. Typically wrap accounts are managed in the same manner as our non-wrap fee clients, although there could be some situation where accounts with similar objectives that contain different investments. This could be a result of legacy positions or other circumstances. It is important to know that this wrap program could create a conflict of interest for Ten Capital in that initiating trades could reduce the portion of the fee retained for the firm and subsequently the Representative. Additionally, the bundled fee could be higher than finding similar services where the advisory services are paid separately, and the transaction costs were paid directly by clients. Our discretionary authority, fees and potential conflicts of interest are all described in our Wrap Fee Program Brochure, which is provided to all clients participating in the program and the brochure is also available upon request.

Assets Under Management: As of 12/31/2017 we managed approximately \$291,190,721 in assets. Of this amount, approximately \$261,496,974 was managed on a discretionary basis and approximately \$29,693,747 was managed on a non-discretionary basis.

Item 5 • Fees and Compensation

Asset Management: Client can engage us for Asset Management services on a fee-only basis. The Advisory Fee will typically be based on a percentage (%) or on a flat fee rate percentage (%) of the market value of the assets placed under our management and will be fully described in the Advisory Agreement (“Agreement”) signed by the client. Fees will be charged from the date the Agreement is signed and will continue until terminated by either party. Clients should refer to their Agreement for the exact fee rate on their accounts. The standard fee schedule is noted below, but it is possible that a flat rate percentage or a different fee schedule could be used for existing clients or as negotiated by the client.

Annual Advisory Fee	Assets Under Management
1.25%	on the first \$2,000,000, plus
0.90%	on the next \$3,000,000, plus
0.60%	on the next \$5,000,000, plus
Depends on Services Rendered	on amounts over \$10,000,000

Our Annual Advisory Fee shall include Asset Management and Financial Planning and Consulting services. Our Agreement and the custodial/clearing agreement will authorize the custodian to debit the account for the amount of the Advisory Fee and to directly remit to us in compliance with regulatory procedures. In the unlikely event that we bill the client directly, payment is due upon receipt of our invoice.

We typically charge a minimum fee of \$5,000 per year payable at \$1,250 per quarter. In our sole discretion we may charge a lesser Advisory Fee and/or reduce or waive the minimum fee requirements based upon certain criteria (i.e. anticipated future earning capacity or asset level, related accounts, account composition, negotiations with the client, etc.) We bill the Advisory Fee in advance at the beginning of every calendar quarter. The Advisory Fee will be calculated using the value at the end of the previous quarter and the value used will include all positions in the account(s), cash, declared and paid dividends, accrued income and interest payments, unless specifically excluded or restricted from billing in writing by the client.

For Plan Services we utilize the same fee structure noted above for Annual Advisory Fees or a negotiated Annual flat rate fee as noted in the Plan Agreement. Fees may be assessed on a quarterly basis, and may be in arrears or advance. Fees may be paid from Plan assets or paid directly by the Plan sponsor.

Unless the client directs otherwise, we will generally recommend that Charles Schwab and Co., Inc. ("Schwab") and/or TD Ameritrade, Inc. ("TD Ameritrade") serve as the broker-dealer/custodian ("Custodian") for client assets. Except for those clients in the wrap fee program, all Custodians charge transaction fees for effecting certain securities transactions (i.e. transaction fees for certain no-load mutual funds, individual equity and fixed income securities transactions, etc.). In addition to our Advisory Fee and transaction fees, clients may also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). Accordingly, clients should review the fees charged by the investments, Custodian(s), Sub-Advisors and the Advisor to fully understand the total amount of the fees being paid. Additionally, the investments selected for the clients are not exclusively available to us and could be obtained through other unaffiliated firms and potentially at a lower fee.

The Agreement will continue in effect until terminated by either party by written notice in accordance with the terms of the Agreement. Upon termination, we will refund the pro-rated portion of the advanced advisory Fee paid based upon the number of days remaining in the billed period.

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

We do not charge performance-based fees to our clients.

Item 7 • Types of Clients

Our clients include individuals, trusts, estates, charities, pensions, profit sharing plans, corporations, limited liability companies and/or other business types.

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

Our Asset Management utilizes different methods of investment analysis, include, but not limited to: Charting Analysis, which involves the use of patterns in performance charts. We use this technique to search for patterns

used to help predict favorable conditions for buying and/or selling a security. However, our predictions may prove to be inaccurate, which could result in potential losses. Fundamental Analysis: which involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. 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. Technical Analysis: which involves the analysis of past market data, primarily price and volume. Technical analysis does not consider the underlying financial condition of a particular company. This presents the risk that a poorly managed or financially unsound company may underperform regardless of market movement and past performance trends are no guarantee of future results. Cyclical Analysis: which involves a statistical analysis of specific events occurring during regular intervals that help predict future outcomes. This presents a potential risk in that we may not accurately predict the price movement of securities

Our Investment strategies may include: Long Term Purchases (securities held at least a year): A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our analysis is incorrect, a security may decline sharply in value before we make the decision to sell. Short Term Purchases (securities sold within a year): When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time. We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. Trading (securities sold within 30 days): Utilizing a trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize. Moreover, under those circumstances, we must either take a long-term position in a security that was designed to be a short-term purchase or take a realized loss. In addition, because this strategy involves more frequent trading than does a longer-term strategy, there will be a resultant increase in brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains. Short Sales: We borrow shares of a stock for a client's portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Short selling includes infinite losses in that when a stock price rises, and a stock is not limited (at least, theoretically) in how high it can go.

Risks: Our primary investment strategies are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Short Term investment strategies and Trading require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Additionally, higher allocations to cash positions may incur an opportunity cost of earning lower returns on cash while other investments experience higher returns.

Currently, we (or the Sub-Manager or sub-advisor) will primarily allocate client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or exchange traded funds, on a discretionary basis in accordance with the client's designated investment objective(s). All Investments have the risk of losing value. Some investments have the risk of defaulting on interest or principle payments. Clients are also faced with the risk that inflation will outpace the returns of some investments, which lowers the purchasing power of that investor. It is important that clients understand that there are numerous risks associated with investing.

Item 9 • Disciplinary Information

We have not been the subject of any disciplinary actions.

Item 10 • Other Financial Industry Activities and Affiliations

We have formerly ended the Solicitation Agreement with Inland Northwest Bank.

Ten Capital Insurance Agency, LLC is an insurance agency under common ownership and control as Ten Capital. In addition, some Representatives are insurance agents/brokers. We and our Representatives that are insurance agents/brokers may offer insurance products and receive normal and customary fees as a result of insurance sales. This presents a conflict of interest as these insurance sales may create an incentive to recommend products based on the compensation that our Representatives may earn and may not necessarily be in the best interests of the client. In order to address such potential conflict, we require that insurance products be offered to clients only if such is in their best interest. In addition, we make every effort to fully disclose all material conflicts of interest.

As noted in Item 4, we may engage various third party sub-advisers or Sub-Manager to provide investment management for clients. Such third-party services are retained whenever Ten Capital believes that the services provided by such third parties will enhance the overall investment advisory services given to clients. Clients whose accounts are subject to the services of third-party sub-advisors enter into a separate written agreement with the sub-advisers.

We have entered into a formal advisory agreement with Mutual Services, Inc. (“MSI”). MSI is separate and unaffiliated broker-dealer. Through this arrangement Ten Capital will provide MSI with advisory services to certain brokerage customers of MSI and for those services Ten Capital will receive a fee based on the assets under management.

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

The Advisor requires all that all employees be subject to its Code of Ethics (“Code”), which sets standards of behavior intended to establish a high level of professionalism, integrity and fair dealing with clients. The Code does allow employees and Advisor employees to maintain personal securities accounts at any broker-dealer. The Advisor does not require prior review or approval for trades in those accounts. Additionally, employees are allowed to purchase investments for their accounts that are also purchased in client portfolios. This could create a conflict of interest in that the employee could benefit from personal trading using the knowledge gained through their affiliation with the Advisor. The Advisor has created policies and procedures to ensure that employees are not using their position for their own economic advantage. The employees are not allowed to:

- Trade on inside information.
- “Front-run” or trade in anticipation of client transactions.
- Participate, trade or participate in any activity prohibited under the federal securities laws.
- Place their interests in front of clients.

All personal trading is reported to and periodically reviewed by the Advisor. For a copy of the Code please call Advisor at (509) 325-2003.

Item 12 • Brokerage Practices

TD Ameritrade Institutional is a division of TD Ameritrade, Inc. member FINRA/SIPC (“TD Ameritrade”) and is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. Our firm participates in the TD Ameritrade program (“Program”). TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program, which is further described in Item 14.

TD Ameritrade also makes certain non-soft dollar research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by TD Ameritrade directly from independent research companies, as selected by us. Research products and services provided by TD Ameritrade to our firm may include research reports on recommendations or other information about particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services

that provide lawful and appropriate assistance by TD Ameritrade to us in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, we might be compelled to purchase the same or similar services at our own expense.

Based on the services described above, we may have an incentive to continue to use or expand the use of TD Ameritrade's services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with TD Ameritrade and we have determined that the relationship is in the best interest of our clients and satisfies our client obligations, including our duty to seek best execution.

TD Ameritrade charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). TD Ameritrade enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. TD Ameritrade's commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by TD Ameritrade may be higher or lower than those charged by other custodians and broker-dealers.

Clients may pay a commission to TD Ameritrade that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

Although the investment research products and services that may be obtained by our firm will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

Generally, in addition to a broker's ability to provide "best execution," we may also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or may be willing to provide. This is known as paying for those services or products with "soft dollars." Because many of the services or products could be considered to provide a benefit to us and because the "soft dollars" used to acquire them are client assets, we could be considered to have a conflict of interest in allocation client brokerage business: we could receive valuable benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by the broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate. In addition, we could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products and services.

The use of soft dollars is intended to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28 (e), the firm will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, we generally determine, considering all the factors described below, that the compensation to be paid to TD Ameritrade is reasonable in relation to the value of all the brokerage and research products and services provided by TD Ameritrade. In making this determination, we typically consider not only the particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in our performance of our overall responsibilities to all of our clients. In some cases, the commissions or other transaction fees charged by a particular broker dealer for a

particular transaction or set of transactions may be greater than the amounts another broker dealer who did not provide research services might charge.

"Research" products and services we may receive from broker-dealers may include economic surveys, data, and analyses; financial publications; recommendations or other information about particular companies and industries (through research reports and otherwise); and other products or services (e.g., computer services and equipment, including hardware, software, and data bases) that provide lawful and appropriate assistance to the firm in the performance of its investment decision-making responsibilities. Consistent with Section 28(e), brokerage products and services (beyond traditional execution services) consist primarily of computer services and software that permit us to effect securities transactions and perform functions incidental to transaction execution. We generally use such products and services in the conduct of our investment decision making generally, not just for those accounts whose commissions may be considered to have been used to pay for the products or services.

We may use some products or services not only as "research" and as brokerage (i.e., to assist in making investment decisions for clients or to perform functions incidental to transaction execution) but for our administrative and other purposes as well. In these instances, we make a reasonable allocation of the cost of the products and services so that only the portion of the cost that is attributable making investment decisions and executing transactions is paid with commission dollars and we bear the cost of the balance. Our interest in making such an allocation differs from clients' interest, in that we have an incentive to designate as much as possible of the cost as research and brokerage in order to minimize the portion that we must pay directly.

Although shares of no-load mutual funds can be purchased and redeemed without payment of transactions fees, we may, consistent with our duty of best execution, determine to cause client accounts to pay transaction fees that may be higher than those obtainable from other broker dealers when purchasing shares of certain no-load mutual funds through TD Ameritrade in order to obtain "research". This research may not be used for the exclusive benefit of the clients who pay transaction fees in purchasing mutual fund shares.

A broker-dealer through which the firm wishes to use soft dollars may establish "credits" arising out of brokerage business done in the past, which may be used to pay, or reimburse the firm for, specified expenses. In other cases, a broker-dealer may provide or pay for the service or product and suggest a level of future business that would fully compensate it. The actual level of transactional business the firm does with a particular broker-dealer during any period may be less than such a suggested level, but may exceed that level and may generate unused soft dollar "credits." We do not exclude a broker-dealer from receiving business simply because the broker-dealer has not been identified as providing soft dollar research products and services, although we may not be willing to pay the same commission to such broker-dealer as we would have paid had the broker-dealer provided such products and services.

We generally do not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer.

Special Considerations for ERISA Clients: A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan.

Clients may direct us to execute transactions through a specified broker-dealer. In the event that a client directs us to use a specific broker-dealer, we may not be able to achieve most favorable execution for such client's transactions. In addition, if a client directs the execution of transactions to a particular broker, we may be unfamiliar with the costs relating to such broker's services and therefore a client may receive less favorable net prices than other clients.

We perform investment management services for various clients. There are occasions on which portfolio transactions

may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13 • Review of Accounts or Financial Plans

We review accounts on a regular basis for our clients subscribing to our Asset Management services. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions and investment policies, if applicable.

Financial planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client as well as other factors.

We do not provide written reports to clients, unless asked to do so. Verbal reports to clients may take place on an annual basis when we meet with clients who subscribe to Asset Management services.

As mentioned earlier, Financial Planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

Item 14 • Client Referrals and Other Compensation

As disclosed above, our firm participates in TD Ameritrade's institutional customer program and our firm may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our 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 our firm's 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 our client's accounts; access to an electronic communications network for client 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 our firm by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by our firm's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit its client accounts. These products or services may assist our firm in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop its business enterprise. The benefits received by our firm or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first.

Clients should be aware, however, that the receipt of economic benefits by our firm or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our firm's choice of TD Ameritrade for custody and brokerage services.

In addition, Ten Capital may receive allowances, reimbursements and/or other forms of compensation from third parties whose sub-advisory services and/or asset allocation systems are used by Ten Capital clients.

We currently do not have any contractual agreements with individuals and/or organizations ("Solicitors") that solicit clients for our firm. Although we have recently terminated the agreement with Inland Northwest Bank.

Item 15 • Custody

We do not have physical custody of client funds or securities. However, pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940 (the "Custody Rule"), we are deemed to have constructive custody of client funds and securities by virtue of our ability to deduct fees directly from client accounts. As such, and in accordance with the Custody Rule, our clients will receive account statements directly from their custodians, on at least a quarterly basis. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. Additionally, we are reporting certain accounts where the clients have requested the ability to transfer assets to third-parties as custody. Although, we do not have any relationship, affiliation or share an address with any of the third-parties, we are following SEC guidelines to report having custody of these assets.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account, on no less frequently than on a quarterly basis. In the event that we send account statements to clients, we recommend that the client compare the account statements received from the qualified custodian with those received from our firm.

Item 16 • Investment Discretion

Our clients need to sign a discretionary investment advisory agreement with our firm for the management of their account. This type of agreement only applies to our Asset Management clients. We do not take or exercise discretion with respect to our other clients.

Item 17 • Voting Client Securities

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18 • Financial Information

We do not solicit fees of more than \$1,200, per client, six months or more in advance. We are unaware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments relating to our discretionary authority over certain client accounts. Ten Capital has not been the subject of a bankruptcy petition.

For any questions about the firm or this brochure please contact our Chief Compliance Officer, Tim Mitrovich at (509) 325-2003.