

# TCP Asset Management, LLC

## Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of TCP Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (614) 761-9378 or by email at: [info@tcpasset.com](mailto:info@tcpasset.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

*Additional information about TCP Asset Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). TCP Asset Management, LLC's CRD number is: 286037.*

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*Registration does not imply a certain level of skill or training.*

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## **Item 2: Material Changes**

The material changes in this brochure from the last annual updating amendment of TCP Asset Management, LLC on 03/14/2024, are described below. Material changes relate to TCP Asset Management, LLC's policies, practices or conflicts of interests.

- TCP Asset Management LLC has partnered with Wealth.com for estate planning services. (Item 4)
- TCP Asset Management LLC has updated its methods of payment for Financial Planning fees. (Item 5)
- TCP Asset Management LLCs' IARs have access to manage personalized investment portfolios for clients through Pave Investment Advisors platform. (Items 4 and 5)
- TCP Asset Management LLC has updated their fees for Pave Investment Advisors Sub-Advised Portfolios. (Item 5)
- TCP Asset Management LLC has updated its CCO. (Item 13)
- TCP Asset Management LLC has updated its existing office location. (Cover Page)
- TCP Asset Management LLC has updated its Item 14.B.

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## Item 4: Advisory Business

### A. Description of the Advisory Firm

TCP Asset Management, LLC (hereinafter "TCPAM") is a Limited Liability Company organized in the State of Ohio. The firm was formed in November 2016, and the principal owners are Phillip J Susi, Joshua Richard Allen, Philip Hunter Bervig and Branda Rhae Allen.

### B. Types of Advisory Services

#### *Portfolio Management Services*

TCPAM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. TCPAM creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

TCPAM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. TCPAM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

TCPAM seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of TCPAM's economic, investment or other financial interests. To meet its fiduciary obligations, TCPAM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, TCPAM's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is TCPAM's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

TCPAM will also offer Fixed Income SMA strategies seeking to provide income while limiting risk to your investment over the long term. Our strategy will invest clients assets directly in individual bonds.

TCPAM may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Before selecting other advisers for clients, TCPAM will always ensure those other advisers are properly licensed or registered as an investment adviser. TCPAM conducts due diligence on any third-party investment adviser, which may involve one or more of the following: phone calls, meetings and review of the third-party adviser's performance and investment strategy. TCPAM then makes investments with a third-party investment adviser by referring the client to the third-party adviser. TCPAM will review the ongoing performance of the third-party adviser as a portion of the client's portfolio.

### ***TCPAM Models***

TCPAM has entered into an agreement with Orion Portfolio Solutions and SEI to provide its model portfolios as a strategy available to Investment Adviser Representatives ("IAR") of TCPAM. TCPAM makes investment decisions for the model portfolios and continuously reviews, supervises and administers the model portfolios as outlined in the Fund's disclosure brochure. TCPAM provides discretionary portfolio management services to Orion Portfolio Solutions and SEI using model asset allocation portfolios. Each model portfolio is designated to meet a particular investment goal. Interested Clients should refer to Orion Portfolio Solutions' and SEI's disclosure brochure for important information regarding objectives, investments, time-horizon, risks, fees, and additional disclosures.

### ***First Trust Sub-Advised Models***

IARs of TCPAM have access to the models listed below. The accounts are sub-advised by First Trust but TCPAM initiates the trades.

The four models in this fee arrangement are as follows:

- First Trust Alternatives Model Portfolio
- First Trust Conservative Growth Model Portfolio
- First Trust Balanced Growth Model Portfolio
- First Trust Moderate Growth Model Portfolio
- First Trust All Equity Model Portfolio

### ***Pave Investment Advisors Sub-Advised Portfolios***

IARs of TCPAM have the ability to utilize Pave's platform to manage personalized investment portfolios based on each client's overall investment objectives including: index selection; industry and sector exclusions; single stock exclusions and desire to always hold specific securities within the portfolio. TCPAM IARs work with clients to determine how to best incorporate Pave's portfolios into a client's overall investment objectives. TCPAM pays Pave for its IARs to access to the Pave platform.

## ***Pension Consulting Services***

TCPAM offers consulting services to pension or other employee benefit plans (including but not limited to 401(k) plans). Pension consulting may include, but is not limited to:

- identifying investment objectives and restrictions
- providing guidance on various assets classes and investment options
- recommending money managers to manage plan assets in ways designed to achieve objectives
- monitoring performance of money managers and investment options and making recommendations for changes
- recommending other service providers, such as custodians, administrators and broker-dealers
- creating a written pension consulting plan

These services are based on the goals, objectives, demographics, time horizon, and/or risk tolerance of the plan and its participants.

## ***Financial Planning***

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

## ***Estate Planning***

TCPAM has partners with Wealth.com to offer Estate Planning services. Wealth.com provides a holistic estate planning solution that allows user to create, manage and administrate estate plans through a technology platform. Wealth.com facilitates an optional hybrid model where clients can start the process digitally, but still receive a bespoke human experience by consulting live with one of Wealth.com's local T&E attorney partners for a fee. Advisors purchase access to the Wealth platform as an annual license and can then invite or refer an unlimited number of clients to the platform for estate planning.

Wealth.com allows TCPAM clients to create estate planning documents to action the legacy objectives that we have designed together. Once referred to Wealth, TCPAM clients enter the Wealth platform and are guided through the document creation process by Wealth, not by TCPAM. Though TCPAM can refer clients to the platform, TCPAM is not involved with the drafting of the legal documents and does not have the ability to make selections for the client. As the advisor, TCPAM can receive read-only visibility of the client account so that TCPAM can help ensure completion of the process of creating and continue to monitor for optimization opportunities.

From a compliance standpoint, offering a Wealth account to a client is no different from any other estate planning referral TCPAM can make. Wealth prioritizes advisor

compliance with industry best practices regarding legal ethics and profession rules of conduct. Wealth.com works with attorneys who are nationally recognized experts in advising technology firms seeking to structure ethically compliant relationships with consumers of legal services and governmental regulators.

### ***Management of Annuities***

TCPAM offers management of annuities and assists clients with the investment of the annuity sub accounts.

### ***Services Limited to Specific Types of Investments***

TCPAM generally limits its investment advice to mutual funds, fixed income securities, real estate funds, insurance products including annuities, and equities and ETFs (including ETFs in the gold and precious metal sectors), although TCPAM primarily recommends ETF's and mutual funds. TCPAM may use other securities as well to help diversify a portfolio when applicable.

TCPAM is also limited on what products and services it may offer to clients by an agreement with United Planners. United Planners acts as a broker-dealer for IARs of TCPAM and will only allow IARs and TCPAM to utilize products and services approved by United Planners.

TCPAM, from time to time, will utilize the services of Academy Securities and/or Hill Top Securities to purchase bonds for client accounts. The bonds will then be placed in the client's account at Charles Schwab. United Planners has approved TCPAM's use of these services.

## **C. Client Tailored Services and Client Imposed Restrictions**

TCPAM will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by TCPAM on behalf of the client. TCPAM may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent TCPAM from properly servicing the client account, or if the restrictions would require TCPAM to deviate from its standard suite of services, TCPAM reserves the right to end the relationship.

## **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. TCPAM does not participate in wrap fee programs.



## **E. Assets Under Management**

TCPAM has the following assets under management:

<b>Discretionary Amounts:</b>	<b>Non-discretionary Amounts:</b>	<b>Date Calculated:</b>
\$599,787,048.00	\$42,003,524.00	December 2023

## **Item 5: Fees and Compensation**

### **A. Fee Schedule**

#### *Portfolio Management Fees*

<b>Total Assets Under Management</b>	<b>Maximum Annual Fees</b>
All Assets	2.00%

TCPAM uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of TCPAM's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 30 days' written notice.

#### *Selection of Other Advisers Fees*

##### *TCPAM Models*

When IARs of TCPAM utilize the TCPAM models at Orion Portfolio Solutions or SEI, clients will be charged an additional 0.35%. These fees are not negotiable. This will create a conflict of interest for IARs to recommend and utilize TCPAM models as TCPAM will earn additional compensation.

##### *First Trust Sub-Advised Models*

When IARs of TCPAM utilize the First Trust models, TCPAM will charge the client a 0.15% model management fee. This fee would be in addition to any fee charged by First Trust. These fees are not negotiable.

### ***Pave Investment Advisors Sub-Advised Portfolios***

TCP imposes management fee up to 35 basis point (.35%) fee on assets that are being directly managed at Orion Portfolio Services (OPS) and/or SEI.

Schwab direct will stay at 35 basis point but when IARs of TCPAM utilize Pave Investment Advisors Sub-Advised Portfolios (PAVE) clients will be charged a 40 basis point (.40%) fee on assets.

### ***Pension Consulting Services Fees***

#### **Asset-Based Fees for Pension Consulting**

Total Assets Under Management	Maximum Annual Fee
All Assets	2.00%

TCPAM uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement.

Clients may terminate the agreement without penalty for a full refund of TCPAM's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the pension consulting agreement generally with 30 days written notice. TCPAM uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

#### **Fixed Fees**

The rate for creating client pension consulting plans is between \$0 and \$15,000. The final fee schedule will be memorialized in the client's advisory agreement. This service may be canceled with 30 days' notice.

#### **Hourly Fees**

The hourly fee for these services is between \$0 and \$500. The final fee schedule will be memorialized in the client's advisory agreement.

### ***Financial Planning Fees***

#### **Fixed Fees**

The negotiated fixed rate for creating client financial plans is between \$0 and \$15,000.

## **Hourly Fees**

The negotiated hourly fee for these services is between \$0 and \$1,000.

Clients may terminate the agreement without penalty, for full refund of TCPAM's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

## ***Management of Annuities***

The management fee for annuity policies is up to 1% of the account value. These fees are generally negotiable and the final fee will be memorialized in the client's agreement.

## **B. Payment of Fees**

### ***Payment of Portfolio Management Fees***

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on either a monthly or quarterly basis. Fees may be paid in either arrears or in advance. The exact timing and frequency will be specified with the client in their agreement.

### ***Payment of Pension Consulting Fees***

Asset-based pension consulting fees are withdrawn directly from the client's accounts with client's written authorization on a monthly basis. Fees are paid in arrears.

Fixed pension consulting fees are paid via check. These fees are paid 100% in advance, but never more than six months in advance.

Hourly pension consulting fees are paid in arrears upon completion.

### ***Payment of Selection of Other Advisers Fees***

The timing, frequency, and method of paying fees for selection of third-party managers will depend on the specific third-party adviser selected and will be disclosed to the client prior to entering into a relationship with the third-party advisor.

### ***Payment of Financial Planning Fees***

Financial planning fees are withdrawn directly from the client's accounts with client's written authorization or paid via check and wire.

Fixed financial planning fees are paid 100% in advance, but never more than six months in advance.

Hourly financial planning fees are paid in arrears upon completion.

### ***Payment of Management of Annuities Fees***

Annuity management fees are withdrawn directly from the client's accounts with client's written authorization in arrears on a monthly or quarterly basis. Fees are withdrawn by the annuity company directly from client accounts and remitted to the broker-dealer of record. TCPAM then receives its portion of the fees from broker-dealer; TCPAM does not directly deduct the advisory fees.

### **C. Client Responsibility For Third Party Fees**

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by TCPAM. Please see Item 12 of this brochure regarding broker-dealer/custodian.

### **D. Prepayment of Fees**

TCPAM collects fees in both advance and arrears. Refunds for fees paid in advance will be returned within fourteen days to the client via check, or return deposit back into the client's account.

For all asset based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate\* times the number of days elapsed in the billing period up to and including the day of termination. (\*The daily rate is calculated by dividing the annual asset-based fee by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

### **E. Outside Compensation For the Sale of Securities to Clients**

All IARs of TCPAM are registered representatives of a broker-dealer. All IARs of TCPAM are also insurance agents. In these roles, they accept compensation for the sale of investment products to TCPAM clients.

#### ***1. This is a Conflict of Interest***

Supervised persons may accept compensation for the sale of investment products, including asset based sales charges or service fees from the sale of mutual funds to TCPAM's clients. This presents a conflict of interest and gives the supervised person an incentive to recommend products based on the compensation received rather than

on the client's needs. When recommending the sale of investment products for which the supervised persons receives compensation, TCPAM will document the conflict of interest in the client file and inform the client of the conflict of interest.

## ***2. Clients Have the Option to Purchase Recommended Products From Other Brokers***

Clients always have the option to purchase TCPAM recommended products through other brokers or agents that are not affiliated with TCPAM.

## ***3. Commissions are not TCPAM's primary source of compensation for advisory services***

Commissions are not TCPAM's primary source of compensation for advisory services.

## ***4. Advisory Fees in Addition to Commissions or Markups***

Advisory fees that are charged to clients are not reduced to offset the commissions or markups on investment products recommended to clients.

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

TCPAM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

# **Item 7: Types of Clients**

TCPAM generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit-Sharing Plans

There is no account minimum for any of TCPAM's services.

## Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

### A. Methods of Analysis and Investment Strategies

#### *Methods of Analysis*

TCPAM's methods of analysis include Fundamental analysis and Technical analysis.

**Fundamental analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

**Technical analysis** involves the analysis of past market data; primarily price and volume.

#### *Investment Strategies*

TCPAM uses long term trading.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

### B. Material Risks Involved

#### *Methods of Analysis*

**Fundamental analysis** concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

**Technical analysis** attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

#### *Investment Strategies*

**Long term trading** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

**Selection of Other Advisers:** Although TCPAM will seek to select only money managers who will invest clients' assets with the highest level of integrity, TCPAM's selection process cannot ensure that money managers will perform as desired and TCPAM will have no control over the day-to-day operations of any of its selected money managers. TCPAM would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

**Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

### **C. Risks of Specific Securities Utilized**

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Fixed income** investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) specifically may be

negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

**Real estate** funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Annuities** are retirement products for those who may have the ability to pay a premium now and want to guarantee they receive certain payments or a return on investment in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **B. Administrative Proceedings**

There are no administrative proceedings to report.

### **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.



## **Item 10: Other Financial Industry Activities and Affiliations**

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

All IARs of TCPAM are registered representatives with United Planners, an unaffiliated broker-dealer.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither TCPAM nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

### **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

All IARs of TCPAM are registered representatives of United Planners and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser.

TCPAM always acts in the best interest of the client, including with respect to the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of TCPAM in such individual's capacity as a registered representative.

Some IARs of TCPAM are also investment adviser representatives with another investment advisory firm. From time to time, they may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. TCPAM always acts in the best interest of the client and clients always have the right to decide whether or not to utilize the services of any TCPAM representative in such individual's outside capacities.

All IARs of TCPAM are independent licensed insurance agents, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. TCPAM always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of TCPAM in connection with such individual's activities outside of TCPAM.

#### **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

TCPAM may direct clients to third-party investment advisers to manage all or a portion of the client's assets. TCPAM will be compensated via a fee share from the advisers to which it directs those clients. This relationship will be memorialized in each contract between TCPAM and each third-party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. This creates a conflict of interest in that TCPAM has an incentive to direct clients to the third-party investment advisers that provide TCPAM with a larger fee split. TCPAM will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. TCPAM will ensure that all recommended advisers are licensed or notice filed in the states in which TCPAM is recommending them to clients.

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

#### **A. Code of Ethics**

TCPAM has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. TCPAM's Code of Ethics is available free upon request to any client or prospective client.

#### **B. Recommendations Involving Material Financial Interests**

TCPAM does not recommend that clients buy or sell any security in which a related person to TCPAM or TCPAM has a material financial interest.

#### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of TCPAM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of TCPAM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. TCPAM will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

#### **D. Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of TCPAM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of TCPAM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, TCPAM will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

### **Item 12: Brokerage Practices**

#### **A. Factors Used to Select Custodians and/or Broker/Dealers**

Custodians/broker-dealers will be recommended based on TCPAM's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and TCPAM may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in TCPAM's research efforts. TCPAM will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

TCPAM will require clients to use Charles Schwab & Co., Inc. Advisor Services,, Fidelity Brokerage Services LLC, SEI Private Trust, and TIAA.

#### ***1. Research and Other Soft-Dollar Benefits***

TCPAM has access to research, products, or other services from its broker/ dealer in connection with client securities transactions ("soft dollar benefits") consistent with (and not outside of) the safe harbor contained in Section 28€ of the Securities Exchange Act of 1934, as amended, and may consider these benefits in recommending brokers. There can be no assurance that any particular client will benefit from any particular soft dollar research or other benefits. TCPAM benefits by not having to produce or pay for the research, products or services, and TCPAM will have an incentive to recommend a broker dealer based on receiving research or services. Clients should be aware that TCPAM's acceptance of soft dollar benefits may result in higher commissions charged to the client.

## **2. Brokerage for Client Referrals**

TCPAM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

## **3. Clients Directing Which Broker/Dealer/Custodian to Use**

TCPAM will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

### **B. Aggregating (Block) Trading for Multiple Client Accounts**

If TCPAM buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, TCPAM would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. TCPAM would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

## **Item 13: Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

A random selection of accounts are reviewed quarterly by Becki Goebel, CCO with regard to clients' investment policies and risk tolerance level.

Financial Planning clients are provided a one-time financial plan by the IAR concerning their financial situation and will also be randomly reviewed by CCO.

### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, TCPAM's services will generally conclude upon delivery of the financial plan.

### **C. Content and Frequency of Regular Reports Provided to Clients**

Each client of TCPAM's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Each financial planning client will receive the financial plan upon completion.

## **Item 14: Client Referrals and Other Compensation**

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

TCPAM may also receive compensation from the selected third party advisers via a fee split.

TCPAM participates in the institutional advisor program (the "Program") offered by Charles Schwab. Charles Schwab offers to independent investment advisor services which include custody of securities, trade execution, clearance and settlement of transactions. TCPAM receives some benefits from Charles Schwab through its participation in the Program.

As part of the Program, TCPAM may recommend Charles Schwab to clients for custody and brokerage services. There is no direct link between TCPAM's participation in the Program and the investment advice it gives to its clients, although TCPAM receives economic benefits through its participation in the Program that are typically not available to Charles Schwab 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 TCPAM 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 TCPAM's fees deducted directly from client 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 TCPAM by third party vendors. Charles Schwab may also pay for business consulting and professional services received by TCPAM's related persons. Some of the products and services made available by Charles Schwab through the Program may benefit TCPAM but may not benefit its client accounts. These products or services may assist TCPAM in managing and administering client accounts, including accounts not maintained at Charles Schwab. Other services made available by Charles Schwab are intended to help TCPAM manage and further develop its business enterprise. The benefits received by TCPAM or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to Charles Schwab. As part of its fiduciary duties to

clients, TCPAM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by TCPAM or its related persons in and of itself creates a conflict of interest and may indirectly influence the TCPAM's choice of Charles Schwab for custody and brokerage services.

#### **B. Compensation to Non – Advisory Personnel for Client Referrals**

TCPAM may, via written arrangement, retain third parties to act as solicitors for TCPAM's investment management services. All compensation with respect to the foregoing will be fully disclosed to each client to the extent required by applicable law. TCPAM will ensure each solicitor is properly registered in all appropriate jurisdictions. All such referral activities will be conducted in accordance with Rule 206(4)-3 under the Advisers Act, where applicable.

IA compensates SmartAsset as a lead generator for advisory referrals. SmartAsset complies with the SEC Promoter rules and regulations. IA will provide data to SmartAsset that may match certain clients with the services of IA. Compensation will be paid by IA for referrals, and the fee for referrals will be properly disclosed to any potential clients of IA in accordance with the Promoter Agreement entered into between the parties.

### **Item 15: Custody**

When advisory fees are deducted directly from client accounts at client's custodian, TCPAM will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

### **Item 16: Investment Discretion**

TCPAM provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, TCPAM generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, TCPAM's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to TCPAM).

### **Item 17: Voting Client Securities (Proxy Voting)**

TCPAM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

## **Item 18: Financial Information**

### **A. Balance Sheet**

TCPAM neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

TCPAM does not have any financial condition that is likely to reasonably impair its ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

TCPAM has not been the subject of a bankruptcy petition in the last ten years.