

FINANCIAL MANAGEMENT ADVISORS, INC.
Disclosure Brochure
March 15, 2011

Part 2A

Item 1 – Cover Page

This brochure provides information about the qualifications and business practices of Financial Management Advisors, Inc. (“FMA” or “Advisor”).

If you have any questions about the contents of this brochure, please contact us at (931) 455-0151 or jim.bratcher@ssnrep.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.

“FMA” is a Registered Investment Advisor. Registration as an Investment Advisor does not imply any level of skill or training. This disclosure document is designed to grant current clients, as well as potential clients, the opportunity to carefully read and establish an understanding of the various investment advisory services that are offered and the respective fees and expenses of those services. The information contained in this document is important to the conduct of both parties entering into the Asset Management & Investment Advisory Agreement. While investment advisors have a fiduciary duty to put the needs of clients before their own, clients likewise have a duty to investigate and maintain a basic understanding of the services offered by the Advisor. We hope this document serves as a leading educational tool to aid clients and prospective clients in understanding how “FMA” conducts investment advisory services.

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Item 2- Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to disclosure brochure” which amends the disclosure document that we provide to clients as required by investment advisor regulation. This brochure dated March 15th 2011 is a new document prepared in accordance with the general rules and guidelines issued in that report.

As such, this document is materially different in structure and requires certain new information that our previous ADV Part II and Schedule F disclosure documents did not require.

In the future, this portion of the brochure will discuss specific material changes that are made to the brochure and provide clients with a summary of such changes to this and subsequent brochures within 120 days of the close of our business’s fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Additional information about “FMA” is also available via the SEC web site www.adviserinfo.sec.gov. The SEC web site also provides information about any persons affiliated with “FMA” who are registered as investment advisor representatives of “FMA”.

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Item 4 – Advisory Business

“FMA” (“FMA”) was formed in November 2001 and is a corporation organized in the State of Tennessee. Financial Management Advisors, Inc’s principal office is located in Tullahoma, TN.

“FMA” provides “fee for service” financial planning, insurance advice, investment advice and investment management. Areas of advice include asset allocation, investment selection, retirement planning, insurance planning, college funding, employee benefits and qualified plan subaccount analysis. Areas of investment management include Moderate Growth Program, Conservative Growth Program, Aggressive Growth Program, Long Only Strategy, Dynamic Strategy and Ultra Dynamic Strategy. Engagements are limited in scope based on the client’s unique circumstances.

The advisor gathers financial data including the client’s goals, circumstances, financial condition and risk tolerance. The advisor then prepares and delivers the analysis and recommendations to the client. Recommendations may be in a written/electronic format, or in the form of verbal (in-person or phone) discussion, or both.

Clients engage “FMA” in management programs on a “fee for services rendered” basis. The services a client receives are dependent upon the individual needs and requests by the client, but often times the services rendered are continuous. The investment management services provided by “FMA” often involve investment modeling where trades are conducted with the use of Advisor discretion. The advisor will perform “active” management in a client’s account in accordance with pre-described/defined goals and risk tolerances provided by the client. If discretionary authority has been given to “FMA” or one of the Investment Advisor Representatives (IARs) of “FMA”, “FMA” will “take action” without first receiving approval from the client. The “action” is limited to purchases and/or sells of securities (Stocks/Bonds/Mutual Funds/ETFs, Certificate of Deposits and variable annuity sub-accounts), but does not allow the Advisor to move funds between accounts or transfer assets from the account. All transactions occur at a qualified custodian that produces statements. These statements may be produced monthly, but must be produced at least quarterly and contain the basic account value and holdings of the managed accounts along with listing the activity that occurs within the account(s) being managed by “FMA”. The statement provided by the custodian will also contain the advisory fee charged by “FMA”. Fees charged by “FMA” are separate from the fees charged by mutual funds and other investment companies. Therefore, “FMA” recommends consulting the mutual fund prospectus for more information about their fees.

“FMA” also promotes long term buy and hold services that do not involve active management of client accounts. Clients may choose a service that offers asset allocation services that are managed by “FMA” that make less active transactions and is designed to keep expenses low, while offering market related rates of return. If services are selected that do not entail discretionary authority, clients are free to implement all, some, or none of the Advisor’s recommendations and the full responsibility of implementation rests with the client.

“FMA” manages approximately \$40 million of discretionary assets. This does not include non-discretionary assets that the IARs, acting as licensed representatives, maintain through Securities Service Network, LLC.

Item 5 – Fees and Compensation

Fees are charged on a “fee for services rendered” basis. Fees are negotiable and may vary from client to client. Fees are quoted in advance and must be accepted by client prior to project commencement or investment management. Executing a signature on the Asset Management & Investment Advisory Agreement acknowledges acceptance by client.

“FMA’s” negotiation of investment management fees is based on one or more of the following factors:

- The number of accounts, positions, account objectives, risk tolerances and restrictions requested by the client.
- The estimated amount of time expended in researching, analyzing and documenting the specific recommendation(s) and course(s) of action.
- The requests of each client regarding follow up and forms of communication requested
- The familiarity (or lack thereof) between “FMA” and the client based on experience and client interaction.
- A competitive analysis of other advisory firms’ fees.
- Whether the quarterly fee is deducted from the account or paid directly by client.
- The total amount of assets requested to be managed.

The client agrees to supply “FMA” with the ability to deduct fees from the account(s) on a quarterly basis. This fee deduction process will occur in arrears of service provided and will be accompanied by a quarterly

fee notification that will be supplied to the client and evidenced on the account statement produced by the qualified custodian. Clients may choose to pay fees by check. If so, fees are due and payable upon receipt of the quarterly FMA invoice. Quarterly fees are based on the average daily balance of assets under management for the quarter.

The following is an example of how a quarterly fee is calculated:

\$800,000.00 value of assets under management based on the average daily balance at an annual fee of 1.7% would render the following quarterly bill.

1.7% annual fee divided by 4 individual quarterly periods = 0.00425

$\$800,000.00 \times 0.00425 = \3400.00 Fee for the quarter

Annual percentages applied currently range from 1% to a maximum fee of 2%, but are subject to change, and are subject to negotiation and individual determination based upon particular facts and circumstances of a client and the extent of advisory services anticipated.

When clients are found to have a need that may be best served with a variable annuity, the compensation of any such commission is evaluated and considered when charging investment advisory fees. The policy "FMA" has adopted is that during the first year of variable annuity purchases no asset management fee will be charged. If the client wishes to have the advisor manage the account, a nominal fee, generally \$100 fixed, paid semi-annually, can be negotiated.

For the purpose of implementing recommendations and effecting transactions in the course of construction of a client portfolio and ongoing monitoring or management, "FMA" may direct advisory clients to a licensed securities broker-dealer with which he/she is affiliated as a registered representative. Investment Advisory Representatives (IARs) who choose to effect transactions for advisory clients through a securities broker/dealer with which they are affiliated, may receive certain types of transaction-based compensation, which is in addition to the advisory fees paid to the IAR by clients.

"FMA" receives no commission compensation from TD Ameritrade Institutional with regard to client transactions. The platform at TD Ameritrade Institutional is a quality, low or no fee, low or no ticket charge, brokerage option that has been a good fit for investment management services.

"FMA" management programs are not considered "wrap fee programs" in that clients are responsible for paying any and all transaction costs, including but not limited to, customary ticket charges, postage and service fees and annual maintenance fees that may be issued by the custodians.

Hourly Charges and Fixed Fees Charged by Advisor

Advisor provides planning services consistent with the individual client's financial and tax situation, risk tolerance and objectives. Fees are billed at a negotiated rate between the parties. Hourly fees usually range from \$200 to a maximum rate of \$400 per hour. Planning fees are often paid by check, but if the client chooses, they may have the fees debited directly from accounts managed by Advisor. These services may also be negotiated as a fixed fee. Unless otherwise stated, the Asset Management & Investment Advisory Agreement is for a period of one year and is automatically renewed each year. The Asset Management & Investment Advisory Agreement may be terminated at any time at the client's discretion by providing written

notice to the advisor. The Advisor may terminate the Asset Management & Investment Advisory Agreement at any time by providing written notice to the client. In the event a client terminates or transfers an advisory program account without prior notice to the advisor, the advisor will bill the client an additional termination fee of \$100. There is no provision for refunds when services have been rendered.

In certain instances, depending upon the client's needs and the services to be performed by the Advisor, the advisory fee may be based upon individual negotiations with the client. In such instances, the fee is stipulated and agreed upon in the Asset Management & Investment Advisory Agreement.

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

“FMA” does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

“FMA”'s clientele could be categorized as individuals, businesses, estates, partnerships and trusts. The services offered to each may vary and is largely dependent upon the client's unique circumstances. “FMA” has each client execute an independent agreement and each agreement offers services separately to each individual client.

“FMA” imposes account minimums for the Moderate Growth and Aggressive Growth programs in the amount of \$15,000. The Conservative Growth Program has an account minimum of \$30,000. The Dynamic Investment Management: Ultra Dynamic Strategy has an account minimum of \$100,000. The Dynamic Investment Management: Long Only Strategy and Dynamic Strategy have an account minimum of \$25,000. These minimums are negotiable. The firm requires clients to disclose current financial status and investment objectives to the Advisor at the time of opening an investment account. These documents are updated as needed. Clients are requested to inform the Advisor whenever the client has experienced a significant change in financial status or condition or wish to change the investment objectives on the account. (Example: Client wishes to change investment objective from the Aggressive Growth program to the Moderate Growth program. The client would need to complete a new account form that evidences this request.)

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

“FMA” offers two different management programs, Active Investment Management and Dynamic Investment Management. Within the Active Investment Management program, three investment styles are offered: The Aggressive Growth Program, The Moderate Growth Program and the Conservative Growth Program. Within the Dynamic Investment Management program are the Long Only Strategy, Dynamic Strategy and Ultra Dynamic Strategy. Through a comprehensive client interview including a discussion of the client's stated investment objectives, financial condition, tax situation, time horizon and risk tolerance, the Advisor will assist the client in selecting the appropriate strategy or strategies. Because the client's objectives can be different for each account, it is possible for a client to participate in multiple programs with multiple account types.

While the typical asset allocation elected by a large majority of the investment advisory community would include Large Cap, Mid Cap, Small Cap, Bonds and International segments, our processes often evaluate all of those, but also may include special sectors like: financials, global/foreign, gold, commodities, natural resources, technology, health care, real estate, region specific/country specific, utilities, world bonds and

more... thus allowing “FMA” to select risk appropriate positions from a large population of investment opportunities.

ACTIVE INVESTMENT MANAGEMENT is a program designed to reposition or reallocate the client’s assets based on our study of the market’s direction in relation to the forces acting on the market. We take an active role in the ongoing process of investment selection and risk management with the objective of improving the portfolios risk/reward relationship. Our objective is to reduce risk by attempting to detect major shifts in the market’s direction and momentum early in a market cycle. The ACTIVE INVESTMENT MANAGEMENT program has a minimum investment time horizon of two to three years depending on program selected.

The Aggressive Growth Program’s objective is to manage risk, while potentially providing broad market returns. However, because of its more aggressive nature, this program has the potential to be more volatile. The major reason for this potential volatility is the Aggressive Growth Program will allow for overconcentration into certain sectors and asset classes of the market. Since shifts to certain areas of the market are predominately created by strength and perceived momentum in these areas, it could be common to see multiple positions in one or two sectors being added amidst a major move in the market. This program is most suitable for a client’s account with a minimum investment time horizon of three years. The Aggressive Growth Program is managed by using a combination of sector strength monitoring over intermediate periods of time and daily technical risk/reward analysis. The Aggressive Growth Program is managed with assets divided into 14 positions. This is to increase the potential for more diversity into the process, even when multiple positions are allocated to the same sectors of the market. Funds indexed to the inverse of an asset class may also be used to attempt to hedge part of the overall portfolio, whereby reducing risk in the account.

Trading in accounts managed in the Aggressive Growth Program may occur as frequently as daily, weekly or monthly, but typically specific position changes occur every 50 to 150 days. Positions may be left intact for long periods of time if deemed appropriate by the Advisor. Reallocation of assets will trigger taxable events except where IRA, Roth, 401(k), 403(b) accounts or other qualified retirement plans or variable annuity sub-accounts are involved. Additionally, depending on the trading platform, frequent trading may cause higher expenses to the client as compared to a traditional buy and hold method.

The Aggressive Growth Program may be provided on a discretionary or non-discretionary basis at the client’s option. Clients who choose to provide the Advisor with discretion have empowered the Advisor to buy and sell securities without the client’s prior knowledge. The fee for the Aggressive Growth Program is typically 1.7% annually.

The Moderate Growth Program is our most widely used management program. This investment strategy, like all of our investment strategies, involves the study of the market’s direction in relation to the forces acting on the market. Our objective is to reduce risk by attempting to detect major shifts in the market’s direction and momentum early in the market cycle. To accomplish this, we strive to position the portfolio’s investments in a manner that they will benefit from the change or be minimally affected by declining markets.

During periods of perceived growth opportunities, the portfolio will be positioned to participate in the market’s move. When the market appears to have topped out and market risk is perceived, the portfolio will be positioned to provide some protection. If we can avoid some of the weak periods in the market and participate in most of the strong periods, the portfolios will experience competitive returns with less risk than buy & hold investing. This program is most suitable for a client’s account with a minimum investment time horizon of two years.

The Moderate Growth Program is managed by using a combination of sector strength monitoring over intermediate periods of time and daily technical risk/reward analysis. Assets managed within this program are divided among 13 positions. Each of these positions is managed in a manner that allows the portfolio to rotate away from weaknesses in the market and into potentially stronger positions. As the economy experiences cycles in various sectors, the financial markets often respond to those cyclical movements. There are optimal periods in these cycles to increase equity exposure, just as there are appropriate times to increase exposure to commodities, bonds or the money market. Our sophisticated technical chart analysis, coupled with daily reviews of the market and economic data, enable us to monitor market trends to detect periods of sustained up or down movements. This provides disciplined, non-emotional, systematic “buy” and “sell” signals as the market changes. Based on these signals, the portfolios are moved between various sectors and asset classes. Funds indexed to the inverse of an asset class may also be used to attempt to hedge part of the overall portfolio whereby reducing risk in the account. Like the Aggressive Growth program, the Moderate Growth Program will present the opportunity for over-exposure into certain sectors and assets classes of the market. However, it is not common to see more than two positions representing one area of the market in the Moderate Growth Program. This is the fundamental difference between the two programs.

Trading in accounts managed in the Moderate Growth Program may occur as frequently as daily, weekly or monthly, but typically specific position changes occur every 50 to 150 days. Positions may be left intact for long periods of time if deemed appropriate by the Advisor. Reallocation of assets will trigger taxable events except where IRA, Roth, 401(k), 403(b) accounts or other qualified retirement plans or variable annuity sub-accounts are involved. Additionally, depending on the trading platform, frequent trading may cause higher expenses to the Client as compared to a traditional buy and hold method.

The Moderate Growth Program may be provided on a discretionary or non-discretionary basis at the client’s option. Clients who choose to provide the Advisor with discretion have empowered the Advisor to buy and sell securities without the client’s prior knowledge. The fee for the Moderate Growth Program is typically 1.7% annually.

The Conservative Growth Program is a unique management strategy that blends a Long/Short hedging technique with a Long Only “Core” position that stays invested at most times with the objective of potentially producing a positive return in both up and down market environments over a two year period of time. The Conservative Growth Program consists of a proprietary blend of Strategic Asset Allocation (the “Core” portion of the portfolio) and Dynamic Asset Allocation (the tactical or “Active” portion of the portfolio).

Each client’s account will have a “Core” portion of the portfolio, which consists of historically low-volatility, lower risk mutual funds or variable annuity sub-accounts, and an “Active” portion of the portfolio consisting typically of Profunds, Rydex Funds, or ETFs that are used specifically for active management. Funds indexed to the inverse of an asset class may also be used to attempt to hedge part of the overall portfolio, whereby reducing risk in the account. These strategies are blended for the purpose of producing conservative returns and reducing relative volatility within the portfolios.

Even though the “Core” positions are monitored daily for relative performance, they will change infrequently, whereas the “Active” portion will typically change three to twelve times per year. Reallocation of assets will trigger taxable events except where IRA, Roth, 401(k), 403(b) accounts or other qualified retirement plans or variable annuity sub-accounts are involved. Additionally, depending on the trading platform, frequent trading may cause higher expenses to the client as compared to a traditional buy and hold method.

The Conservative Growth Program may be provided on a discretionary or non-discretionary basis at the client's option. Clients who choose to provide the Advisor with discretion have empowered the Advisor to buy and sell securities without the client's prior knowledge. The fee for the Conservative Growth Program is typically 1.2% annually.

Commissions and trail fees, or 12(b)(1) fees, on these discretionary accounts may be paid to the Advisor. As such, an inherent conflict of interest may exist.

Clients may terminate their participation at any time in the Active Investment Management programs by providing a written notice to Advisor. Advisor may terminate any client's participation in the program at any time by providing written notice to the client. In the event a client terminates or transfers a "FMA" advisory investment program account, without prior notice to the advisor, the client will be billed a termination fee of \$100, in addition to the final fee amount.

DYNAMIC INVESTMENT MANAGEMENT is a strategy designed to help clients pursue growth opportunities, while potentially reducing risk during times of uncertainty. While we may allocate/reallocate assets into various securities (including, but not limited to stocks, bonds, and ETFs) this program is not an asset allocation program. Dynamic Investment Management consists of three strategies: Long Only Strategy, Dynamic Strategy and Ultra Dynamic Strategy. These strategies should be considered high risk because the return on the investment is subject to the volatility of the market and/or the underlying securities. The client investment time horizon for these strategies should be no less than one year.

Dynamic Investment Management Strategies may consist of several securities, but will typically only involve one or two at a time. Reallocation and/or trading in these accounts may occur daily, weekly, monthly or quarterly. Reallocation and/or trading of securities will trigger taxable events except where IRA, Roth, 401(K), 403(B) or other qualified retirement assets are involved.

Securities purchased in the Dynamic Investment Management Strategies include, but are not limited to stocks, bonds, and ETFs. ETFs are the most common security purchased. ETFs are investments that are designed to emulate various market indices, such as the NASDAQ 100 (QQQQ) and the S&P 500 (SPY). ETFs should be considered high risk because the return on the investment is subject to the volatility of the market and/or the underlying securities.

Dynamic Investment Management is a unique trading strategy that uses a sophisticated technical chart analysis to evaluate market trends. This provides disciplined, non-emotional, systematic "buy" and "sell" signals as the market changes. Each strategy is different in its goals and objectives and is further described below.

The Long-Only Strategy attempts to generate profits when long-term trends are perceived. Our unique technical chart analysis provides signals that help determine when risk in the market is low and a buying opportunity has risen. In contrast, sell signals are typically generated when risk in the market appears high based on technical analysis. It is possible that assets in a client account can be 100% invested in the money market during times of high risk and uncertainty in the market. Although there is no set frequency for the number of trades being placed, typically the assets in the account will be traded every 7-90 trading days.

The Long Only Strategy will be provided on a discretionary and non-discretionary basis. By having discretion, the Advisor will be empowered to buy and sell securities without the client's prior knowledge. The fee for the Long Only Strategy is typically 1% annually. If ETFs or other securities transactions are placed at TD Ameritrade or any broker/dealer, ticket charges or transaction costs are issued or charged. Those charges

are levied by TD Ameritrade or the broker/dealer and IARs do not share in any portion of the ticket charges to execute transactions.

The Dynamic Strategy is designed in an attempt to generate profits in all market environments. Our unique technical chart analysis provides signals that detect when the market is in a low risk or high risk environment. While it is impossible to determine the top and bottom of each market cycle, this strategy attempts to buy a security during up-moves in the market, while buying an inverse security when high risk is perceived.

In addition to the securities available in the Long Only Strategy, the securities purchased in the Dynamic Strategy can include inverse, leveraged and inverse leveraged funds. Inverse securities are designed to perform as the inverse of whatever index, benchmark or security it is designed to track. Leveraged securities aim for daily returns of two times the daily returns of the relevant index. It is possible that assets in a client account can be 100% invested in the money market during times of high risk and uncertainty in the market. Although there is no set frequency for the number of trades being placed, typically the assets in the account will be traded every 7-90 trading days.

The Dynamic Strategy will be provided on a discretionary basis. By having discretion, the Advisor will be empowered to buy and sell securities without the client's prior knowledge. The fee for the Dynamic Strategy is typically 1% annually. If ETFs or other securities transactions are placed at TD Ameritrade or the broker/dealer, ticket charges or transaction costs are issued or charged. Those charges are levied by TD Ameritrade or the broker/dealer and IARs do not share in any portion of the ticket charges to execute transactions.

The Ultra Dynamic Strategy is a unique trading strategy that attempts to generate profits in all market environments. The Ultra Dynamic Strategy strives to generate 1% profits from each trade. However, we operate under the assumption that all trades will not be profitable. There is no guarantee that our past success will continue in the future.

The securities purchased in the Ultra Dynamic Strategy can include inverse, leveraged and inverse leveraged funds, in addition to the securities available in the Long-Only and Dynamic Strategies. It is possible that leveraged securities may be used to help accomplish our profit goals; therefore it is common to see buying and selling of securities that seek returns 200% or 300% (or more) of the underlying security or index. Further, due to sharp movements in the market, this strategy may dollar-cost average into the trade in order to reduce risk. It is possible that assets in a client account can be 100% invested in the money market during times when the direction of the market is uncertain. It is necessary for the client to demonstrate an understanding of leveraged securities because of the significant risk involved. This is accomplished during the client interview prior to participation.

A portfolio using this strategy may consist of several securities, but will typically involve one or two at a time. Reallocation and/or trading in these accounts may occur daily, weekly, monthly, quarterly. Further, trading/reallocation could occur multiple times in one day. Because of the possible frequent trading, the client account must be established as a Margin Account. Minimum equity amounts may be necessary for the Margin Accounts.

The Ultra Dynamic Strategy will be provided on a discretionary basis. By having discretion, the Advisor will be empowered to buy and sell securities without the client's prior knowledge. The fee for the Ultra Dynamic Strategy is typically 1% annually. If ETFs or other securities transactions are placed at TD Ameritrade or the broker /dealer, ticket charges or transaction costs are issued or charged. Those charges are levied by TD

Ameritrade or the broker/dealer and IARs do not share in any portion of the ticket charges to execute transactions.

Clients may terminate their participation at any time in the Dynamic Investment Management programs by providing a written notice to the Advisor. The Advisor may terminate any client's participation in the programs at any time by providing prior written notice to the client. In the event a client terminates or transfers a "FMA" advisory investment program account, without prior notice to the advisor, the client will be billed a termination fee of \$100, in addition to the final fee amount.

When dealing with investments, risk is defined as the variability of an investment's returns over time. Active investment management works to provide full-time oversight, backed by years of experience in the financial markets and a risk-averse philosophy. We take an active role in the ongoing process of investment selection and risk management with the objective of improving a portfolio's risk/reward relationship. It is the client's responsibility to read and review the monthly/quarterly statements and provide feedback as to their comfort or lack thereof with the then current allocation of their individual portfolio(s). Our method of investing is "active", so the allocation that exists one day or one week may not be representative of the allocation the following day, week, month or quarter. Therefore, we recommend the client establish electronic access to the custodian who holds or custodies client securities and provides monthly or quarterly statements. The electronic access will allow clients to view the account as frequently as they like and will offer a more current analysis of the portfolio's progress.

Additionally, there are complexities and risks associated with trading securities including, but not limited to: execution or trading errors, price volatility, bid/ask spreads, order types (such as "market" and "limit" orders), deviation from net asset value and "execution price slippage" caused by lack of order or book depth. This is commonly seen in some of the more thinly traded stocks or ETFs that do not usually experience a great deal of daily trading volume. "FMA" is aware of the risks associated with thinly traded ETFs and typically this is not the type of investment that would be purchased. The Active Investment Management program focuses on mutual funds that trade once per day. This helps minimize problems associated with industry intra-day price deficiencies. The Dynamic Investment Management program primarily uses ETFs and therefore could have issues related to this type of trading activity.

Use of leveraged funds in a client's portfolio often adds risk to the portfolio. Leveraged funds, which use futures and options to amplify returns, try to return two to three times the daily returns of a particular index.

Margin transactions are used to implement certain investment strategies. Because of frequent trading within a client account participating in the Ultra Dynamic Strategy, margin accounts must be used in order to overcome delays in settlement of cash after trades have been placed. The Advisor does not anticipate using margin transactions for the purpose of generating additional buying power in these margin accounts.

Clients who choose to provide "FMA" with discretion have empowered "FMA" to buy and sell securities without the client's prior knowledge or consent. Discretionary transactions are directed by "FMA" for accounts that have a limited discretionary authority agreement. Clients may, by contract, place restrictions on "FMA"'s discretionary authority.

Trail fees or 12(b)(1) fees on these discretionary accounts may be paid to "FMA". "FMA" may act as the investment advisory client's representative in the execution of securities transactions on a normal and customary basis. Advisors that earn both fees and commissions must put the client's interest ahead of any personal financial gain. This disclosure is to serve notice to clients of the inherent conflict of interest created by charging fees and having the ability to also earn commissions. Clients have the right to ask if commissions

are also being made by the Advisor on accounts where they are charging fees. Clients may pay higher commission rates than otherwise available. "FMA" and its principals and not the broker/dealer are solely responsible for the quality of investment advice provided to clients.

In all Dynamic Investment Management strategies, reallocation of assets will trigger taxable events except where IRA, Roth, 401(k), 403(b) accounts or other qualified retirement plans are involved.

Investing, in general, involves risk of loss, which a client should be prepared to bear.

Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to one's evaluation of "FMA" or the integrity of "FMA"'s management (and each supervised person providing investment advice). "FMA" has no information applicable to this item regarding the firm or any IARs or staff members.

Item 10 – Other Financial Industry Activities and Affiliations

"FMA" does not have other industry activities or affiliations, but some of the Investment Advisor Representatives (IARs) who are registered with "FMA" are also registered representatives of Securities Service Network, Inc., a registered broker/dealer, member FINRA/SIPC. As such, members who are dually registered must adhere to both the FINRA rules and guidelines as implemented and enforced by the broker/dealer, in addition to the State or Federal investment advisory rules and guidelines. The economic benefit that these dually licensed representatives can achieve is the ability to gain a commission, in addition to or in lieu of, the potential investment advisory fees. This can create a conflict of interest that should be disclosed to the client prior to the sale of any security.

As such, "FMA" tries to segregate its investment advisory business from its commission business. This is often achieved by utilizing custodial platforms such as TD Ameritrade Institutional. When accounts are opened at TD Ameritrade they are handled strictly on a fee basis. All mutual fund securities trades at TD Ameritrade are conducted at net-asset-value (NAV), which means no commissions can be generated or received by the Advisor. Additionally, commissions called trail commissions or 12(b)(1) fees are not paid to the Advisor under the TD Ameritrade custodial platform. Therefore, the TD Ameritrade platform can be truly considered a fee-only program by "FMA". However, if ETFs or other securities transactions are placed at TD Ameritrade, ticket charges or transaction costs are issued or charged. Those charges are levied by TD Ameritrade and IARs do not share in any portion of the ticket charges to execute transactions through TD Ameritrade.

Depending on the client's needs, load or commission generated mutual funds might be appropriate for some clients. The companies that offer mutual fund products are numerous and the objectives of each fund vary greatly. Additionally, the methods of compensation vary per mutual fund company, but they often involve a commission payment to compensate the registered representative for learning, marketing and servicing the product. These commissions are typically 1% - 4% initially and .25% - 1% per year thereafter. When clients are found to have a need that may be best served with a commission generating mutual fund, the compensation of any such commission is evaluated and considered when charging investment advisory fees. The policy "FMA" has adopted is to offer a discounted investment advisory fee.

Also, depending on the client's needs, variable annuities might be appropriate for the living benefit riders or the tax-deferred nature of the investment vehicle. The companies that offer variable annuity products are

numerous and the features of each product are often complex. Additionally, the methods of compensation vary per variable annuity company, but they often involve a commission payment to compensate the registered representative for learning and marketing the product. These commissions typically range from 1%- 5.75%, initially and .25%-1.25% per year thereafter. When clients are found to have a need that may be best served with a variable annuity, the compensation of any such commission is evaluated and considered when charging investment advisory fees. The policy "FMA" has adopted is that during the first year of variable annuity purchases no asset management fee will be charged. If the client wishes to have the advisor manage the account, a nominal fee, generally \$100 fixed, paid semi-annually, can be negotiated.

Advisors have material relationships with members of a CPA firm, Housholder Artman PLLC. Housholder Artman, PLLC has four members that are also part owners of "FMA", but are not investment advisor representatives and, as such, do not participate in providing investment advice to clients. The Advisor does not provide tax related services. All shareholders of "FMA" share in any profits generated. This, by nature, could be considered a potential conflict of interest.

Advisor has a material relationship with TD Ameritrade, National Financial Services, LLC, insurance companies and a variety of mutual funds companies. These companies provide technology, education and research, and as such, this may be a potential conflict of interest.

James D. Bratcher, Jr. currently holds the CERTIFIED FINANCIAL PLANNER™, CFP® designation. The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

Item 11 – Code of Ethics

"FMA" has created a code of ethics that is designed to help educate and monitor the business conduct of our office staff. The code emphasizes the firm's fiduciary duty to clients and produces a heavy burden on the staff to maintain client confidentiality. Professional conduct is defined not by reference to regulatory dictates, but rather by moral and ethical standards. All clients and prospects will be offered the Code of Ethics at the time of signing the Asset Management & Investment Advisory Agreement and will be able to receive a copy anytime thereafter upon request.

Investment Adviser Representatives ("IARs") of Advisor are registered and licensed professionals providing investment advisory services covering a diverse spectrum of financial vehicles. This includes the placement of the properly selected financial product as individual client conditions warrant. "FMA" and IARs, personally, may participate in some or all of the investment programs provided by "FMA".

"FMA" may occasionally buy or sell securities for their own accounts. The firm may or may not recommend these securities to clients since recommendations vary according to an individual client's specific needs and circumstances. These securities are publicly traded and it is highly unlikely that transactions in the personal accounts of the firm's employees could adversely affect the price or performance of securities.

Should an employee become aware of any non-public information regarding a security, it is the firm's policy that the employee not act on such information for his/her own benefit or for the benefit of clients and report the information to "FMA" management (and the appropriate regulatory authorities, if warranted).

Item 12 – Brokerage Practices

“FMA” may recommend brokerage platforms based on trading and technology, the depth and breadth of services, the customer service responsiveness and brokerage transaction costs and best execution records. Currently, “FMA” often recommends the TD Ameritrade Institutional platform as its main brokerage/custodian. Such recommendation is based on the history and experience that “FMA” has established with TD Ameritrade, but also due to the continued industry leadership and best execution practices they display in ongoing performance.

“FMA” has IARs who are also registered with Securities Service Network, Inc., a registered broker/dealer, member FINRA/SIPC. This relationship is helpful on multiple levels including compliance and processing direct mutual fund or variable annuity business, as well as stock, bond, ETF, certificate of deposit and other traditional securities.

The Advisor has a material relationship with TD Ameritrade and National Financial Services, LLC. These companies provide technology, education and research, and as such, this may be a potential conflict of interest. Please review Item 21-Additional Compensation for additional disclosure.

“FMA” implements trade aggregation to reduce execution costs when available.

Item 13 – Review of Accounts

The reviews of client accounts in the “FMA” management programs are performed periodically and/or at least quarterly. These reviews will encompass performance evaluation, asset allocation analysis and customer suitability review. The triggering factors for evaluation may include, but are not limited to: change in product composition, change in market condition, change in management philosophy, change in client's financial condition, and any other change of which client apprises the Advisor. The client may be invited to attend a detailed review involving a meeting to discuss any and all related investment strategy and/or future planning. James D. Bratcher, Jr., James D. Bratcher III and Diana B. Murray conduct the review process, with occasional assistance from other office staff. The role of the office staff is largely administrative in gathering the material for review.

Item 14 – Client Referrals and Other Compensation

“FMA” does not often enter into referral/solicitor agreements. Currently, there are no relationships where “FMA” compensates another individual for client referrals.

Item 15 – Custody

In 2010, the Securities Exchange Commission (SEC) adopted amendments to Rule 206(4)-2 (the “Custody Rule”) under the Investment Advisors Act of 1940 (the “Advisors Act”) which governs custody arrangements for registered investment advisers. Prior to that amendment “FMA”, due to various “No Action” letters and safe harbor provisions issued by the SEC, was deemed not to have custody of client funds. However, after the amendment in 2010, the billing practices of “FMA” are now considered to create a form of custody since advisory fees can be deducted directly from client accounts. This form of custody is very limited. “FMA” is not permitted to take control of any client assets or transfer client assets to or from a client’s account unless directed or authorized by the client to do so. “FMA” does not take possession of client securities or assets. They are held at companies like TD Ameritrade Institutional or National Financial Services, LLC that meet the

standards and requirements that include providing statements to all clients that reflect their securities activity during a given month or quarter.

“FMA” is not affiliated with any custodial services and is “operationally independent” from any custodian that generates statements for clients. As such, “FMA” merely performs the calculation of the fees and supplies that information to the custodian, who in-turn debits the fee and reports the activity on the statement.

While “FMA” often provides individual account assessments for clients on a quarterly basis, we urge clients to compare the documentation provided directly from “FMA” to the statements provided from the independent custodians.

Item 16 – Investment Discretion

“FMA” has developed an Active Investment Management program and a Dynamic Investment Management program. Clients who choose to provide the Advisor with discretion have empowered the Advisor to buy and sell securities without the client’s prior knowledge. Clients may, by contract, place restrictions on the Advisor’s discretionary authority. The most efficient way to execute buys and sells in the Active Investment Management program and the Dynamic Investment Management program is through the use of discretionary authority, which means placing trades prior to receiving instruction or confirmation from each client. The discretionary authority granted to “FMA” when a client enters the Asset Management & Investment Advisory Agreement is limited. The authority limits the discretion to buys and sells within the account. “FMA” members have no authority to transfer assets to or from accounts, other than when deducting fees on a quarterly basis. Therefore, the discretion is limited and may be cancelled by the client at any time. However, the cancellation of the discretionary authority would necessitate the client’s accounts being put on “inactive” status in both the Active Investment Management program and the Dynamic Investment Management program. If the inactive status is implemented, all assets will be liquidated and the funds deposited into a money market account until the client requests the inactive status be removed and discretion re-established.

Item 17 – Voting Client Securities

“FMA” does not vote proxies on behalf of clients. The proxies are sent from the custodian or investment company directly to the client’s address of record or the client’s email address, depending upon the client’s preference. The client is welcome to vote proxies as they see fit. “FMA” does not make recommendations as to how or for whom to vote.

Item 18 – Financial Information

RIAs are required in this item to provide you with certain financial information or disclosures about “FMA”’s financial condition. “FMA” has no financial commitment that impairs its ability to meet its financial obligations and fiduciary commitments to clients.

Item 19 – Requirements for State Registered Advisers

If this disclosure brochure was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory agreement with this investment advisor, then the client has the right to terminate the agreement without penalty within five business days after entering into the agreement. For the purposes of this provision, an agreement is considered entered into when all parties to the agreement have signed the agreement, or in the case of an oral agreement otherwise signified their acceptance.

Item 20 – Educational Background and Business Experience

James D. Bratcher, Jr.

DOB 02/26/1960

Graduate: Middle Tennessee State University – 1982

Bachelors of Business Administration Major: Finance

Professional Designation of Certified Financial Planner (CFP®) 1987

Registered Representative of Securities Service Network, Inc., 08/1997

FINRA registered since 1982.

James D. Bratcher, III

DOB 05/17/1983

Graduate: University Of Tennessee Knoxville – 2005

Bachelor of Business Administration- Major: Finance

Registered Representative of Securities Service Network, Inc., 04/2007

FINRA registered since 2007

Diana B. Murray

DOB 06/27/1985

Graduate: University of Tennessee Knoxville – 2007

Bachelor of Science- Major: Psychology

Registered Representative of Securities Service Network, Inc., 04/2009

FINRA registered since 2008

Item 21 – Other Business Activities

“FMA” is a registered investment advisor and its sole responsibility is offering fee based investment advice. However, Investment Advisor Representatives (IARs) who are individuals registered with “FMA” have multiple business activities that are material to the securities industry. Many of the IARs registered with “FMA” are also registered representatives (investment brokers) with a broker/dealer, Securities Service Network, Inc. member FINRA/SIPC and licensed insurance representatives.

This outside business affiliation allows those registered representatives to make commissions on various securities and insurance transactions. As such, an inherent conflict of interest may exist. When working with an IAR member of “FMA” we encourage our clients to ask about the different kinds of compensation that might be made with regard to offering investment advice or brokering a product. While the vast majority of business conducted from this office is performed as fee-based advice under “FMA”, there are times where a commission based product may be suitable and warranted.

Item 22 – Additional Compensation

As disclosed in previous sections, additional compensation can be earned by members of “FMA”. Such compensation could include commissions from the purchase or sell of securities or insurance products, and income from outside business activities. Additionally, members of “FMA” could be invited to due diligence meetings at the request of investment companies or other industry organizations. On occasion, travel and/or meal reimbursements are made by those companies that extended the invitation. The appearance of “pay for production” may exist and as such the potential conflict of interest has been disclosed.

In order to be clear, accounts that are held at TD Ameritrade Institutional do not allow for any commission payments of any kind to be paid to “FMA” or any of its direct members. These accounts are fee based advisory accounts. The only compensation derived from TD Ameritrade accounts are the quarterly fees that are evidenced on each quarterly statement provided to the client directly from TD Ameritrade.

Item 23 – Supervision

James D. Bratcher, Jr. acts as the President and Chief Compliance Officer and is responsible for monitoring the daily activities and work produced by the IARs and employees of “FMA”. While he delegates the individual tasks which ensures the office is able to conduct business in a smooth and efficient manner, he is also responsible for conducting routine checks and balances. These are often conducted throughout the normal course of business but some are more formal, such as the end of year annual audit and various other compliance meetings conducted with and by the broker/dealer. “FMA” also hires a compliance consultant to provide timely information with regard to compliance rules and regulation, guidelines and the adoption of new updates and requirements as issued by securities regulators.

Any potential issue regarding advice, service or processes of “FMA” should be brought to the attention of the Chief Compliance Officer. This enables “FMA” to be aware of the situation early in the review process and allow “FMA” to take an active role in rectifying any problem or misunderstanding and resolving any potential conflict. “FMA” maintains an “open door” policy and welcomes face-to-face meetings and direct phone contact. These are the best means of communication for dialog about any issues that may need to be addressed. Relationships tend to breakdown when there is a lack of communication and “FMA” strives to keep the lines of communication open for both positive and negative feedback from clients.

Item 24 – Privacy Policy

In order to facilitate the servicing of your account, the Advisor may receive nonpublic personal information about you from the following sources:

- Information we receive from you on questionnaires, applications, account opening documents or other forms;
- Information about your transactions with us or others;
- Information we receive from a consumer reporting agency; and
- Information we received from other sources with your consent.

We do not disclose any nonpublic personal information about you to anyone, except as permitted by law. Such disclosure may include the following:

- Disclosures to affiliates, including affiliated service providers (for example, insurance agencies for processing of variable insurance applications on your behalf);
- Disclosures to your chosen broker-dealer firm (for example, to establish a brokerage account on your behalf);
- Disclosures to government agencies, securities regulators and law enforcement officials (for example, for tax reporting, under a court order or to protect our legal rights);
- Disclosures to other organizations, with your consent (for example, other investment advisor firms in order to open a managed account with their firm or the brokerage firm they utilize); and
- Disclosures to other persons you authorize to obtain such information (for example, a CPA who will be preparing your tax return).

The Advisor restricts access to your personal and account information to those of its employees who need to know that information to provide products or services to you. The Advisor maintains physical, electronic, and procedural safeguards to guard your nonpublic personal information.

We will continue to adhere to the privacy policies and practices as described in this notice if you decide to close your account(s) or become an inactive customer.

If you have any questions concerning the Advisor's privacy policies and procedures, please feel free to contact us.

Thank you.

James D. Bratcher, Jr.
President