

Brochure Supplement
(Part 2B of Form ADV)



Eric M. Shoenfeld, CMFC®
Kenneth D. Grier

TMFS-Richmond, LLC
11541 Nuckols Road, Suite C
Glen Allen, VA. 23059
(804) 523-4555
Fax: (804) 523-4390

www.MutualFundStore.com

This Brochure Supplement provides information about Eric M. Shoenfeld, Ken Grier and supplements the TMFS-Richmond, LLC Brochure (Part 2A of Form ADV). You should have received a copy of that Brochure. Please contact The Mutual Fund Store at the above address, or by telephone, if you did not receive the Brochure or if you have any questions about the contents of this supplement.

June 14, 2012

Table of Contents

This Brochure Supplement includes information on the following items:

Educational Background and Business Experience.....	page 3 & 5
Disciplinary Information.....	page 4 & 6
Other Business Activities.....	page 4 & 6
Additional Compensation.....	page 4 & 6
Supervision.....	page 4 & 6
Requirements for State-Registered Advisors.....	page 7

Eric M. Shoenfeld

Educational Background and Business Experience

Year of Birth: 1977

Formal Education after High School:

- Hampden-Sydney College, BA – English, Political Science; 1999

Business Experience:

- Investment Advisor, CCO, TMFS-RICHMOND, LLC, 4/2005-Present
- Investment Advisor, Wachovia Securities, 4/2000 to 4/2005
- Investment Advisor, Northwestern Mutual Investment Service, 10/99 to 3/2000
- Investment Advisor, Northwestern Mutual Insurance, 9/99 to 3/2000

Professional Designations:

- Chartered Mutual Fund CounselorSM (CMFC[®]).
The CMFC[®] coursework and program is a collaborative effort by the College for Financial Planning[®] and the Investment Company Institute.

The College for Financial Planning[®] awards the CMFC[®] designation to students who successfully complete the program, pass the final examination and comply with the Code of Ethics, which includes agreeing to abide by the Standards of Professional Conduct and Terms and Conditions. Applicants must also disclose of any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct.

Qualifications and Licenses:

Eric M. Shoenfeld has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

As part of Eric M. Shoenfeld's prior work experience, he has previously completed the Series 6 (Limited-Investment Securities), Series 63 (Uniform Securities Agent State Law) and the Life and Health Insurance examinations.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Eric M. Shoenfeld does not have any disclosures.

Other Business Activities

Registered investment advisers are required to disclose any outside business activities.

Eric Shoenfeld, is the managing partner of TMFS-RICHMOND, LLC. It is anticipated that Eric Shoenfeld will spend 100% of his time on the advisory activities of TMFS-RICHMOND, LLC, and 0% of his time on other, outside business activities. Eric M. Shoenfeld is a 10% owner of TMFS—ALBANY, LLC.

Additional Compensation

Registered investment advisers are required to disclose additional compensation. Eric M. Shoenfeld does not receive any additional compensation or economic benefit for investment advisory services, other than his compensation from The Mutual Fund Store.

Supervision

Eric M. Shoenfeld is supervised by Joseph Bestgen, who can be reached at (636) 458-2201. Supervision is conducted through face to face meetings, telephone calls and the review of activity reports.

Additional Information:

The mutual funds and asset allocation categories selected by Eric M. Shoenfeld and recommended to clients are chosen from the listing of mutual funds and asset class categories recommended by The Mutual Fund Research Center, LLC, an SEC registered investment adviser which provides mutual fund, asset category, and allocation recommendations to all registered investment advisers doing business as The Mutual Fund Store in their local geographic region. A

copy of The Mutual Fund Research Center, LLC's Brochure (Form ADV) is available upon request and also available on the SEC's website at www.adviserinfo.sec.gov.

Kenneth D. Grier

Educational Background and Business Experience

Year of Birth:

1976

Formal Education after High School:

- N/A

Business Experience:

- Investment Advisor, TMFS-RICHMOND, LLC, 02/2012 to Present
- Registered Representative, Northwestern Mutual Investment Services, LLC, 09/2009 to 02/2012
- Agent, Northwestern Mutual Life Insurance Company, 04/2009 to 02/2012
- Account Manager, JT and D Enterprises, 05/2004 to 03/2009
- Sales, T and D Enterprises, 01/1998 to 05/2004

Qualifications and Licenses:

Kenneth D. Grier has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

As part of Kenneth D. Grier prior work experience, he has previously completed the Series 6 (Limited-Investment Securities), Series 63 (Uniform Securities Agent State Law) and the Life and Health Insurance examinations.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your

evaluation of each supervised person providing investment advice. Kenneth D. Grier does not have any disclosures.

Other Business Activities

Registered investment advisers are required to disclose any outside business activities.

Kenneth D. Grier, is a senior investment advisor of TMFS-RICHMOND, LLC. It is anticipated that Kenneth D. Grier will spend 100% of his time on the advisory activities of TMFS-RICHMOND, LLC, and 0% of his time on other, outside business activities. Kenneth D. Grier is a 100% owner of a single rental property located in Richmond, VA.

Additional Compensation

Registered investment advisers are required to disclose additional compensation. Kenneth D. Grier does not receive any additional compensation or economic benefit for investment advisory services, other than his compensation from The Mutual Fund Store.

Supervision

Kenneth D. Grier is supervised by Eric M. Shoenfeld, who can be reached at (804) 523-4555. Supervision is conducted through face to face meetings, telephone calls and the review of activity reports.

Additional Information:

The mutual funds and asset allocation categories selected by Kenneth D. Grier and recommended to clients are chosen from the listing of mutual funds and asset class categories recommended by The Mutual Fund Research Center, LLC, an SEC registered investment adviser which provides mutual fund, asset category, and allocation recommendations to all registered investment advisers doing business as The Mutual Fund Store in their local geographic region. A copy of The Mutual Fund Research Center, LLC's Brochure (Form ADV) is available upon request and also available on the SEC's website at www.adviserinfo.sec.gov.

Requirements for State-Registered Advisers

Describe any award or liability for damages in an arbitration case alleging damages in excess of \$2,500, involving any of the following: an investment related business/activity; fraud or false statements; theft or embezzlement; bribery, forgery, counterfeiting or extortion; or, dishonest, unfair or unethical practices. This item is not applicable for Eric Shoenfeld or Ken Grier, because such has never occurred.

Describe any award or finding of liability by any civil, self-regulatory organization or administrative proceeding involving any of the following: an investment or investment-related activity; fraud or false statements; theft or embezzlement; bribery, forgery, counterfeiting or extortion; or, dishonest, unfair or unethical practices. This item is not applicable for Eric Shoenfeld or Ken Grier, because such has never occurred.

Firm Brochure

(Part 2A of Form ADV)

TMFS – Richmond, LLC

11541 C Nuckols Road

Glen Allen, VA 23059

(804) 523-4555

Fax: (804) 523-4390

www.MutualFundStore.com

This brochure provides information about the qualifications and business practices of TMFS – Richmond, LLC. If you have any questions about the contents of this brochure, please contact us at (804) 523-4555 or by email at info@MutualFundStore.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 TMFS – Richmond, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

June14, 2012

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure. There currently are no material changes, as this is the initial version of the Firm Brochure and includes information previously provided in the prior version of the Firm Brochure (which was known as the Form(s) ADV Part II and Schedule F).

Material Changes since the Last Update

Each Investment Adviser, including TMFS – Richmond, LLC is required to provide its new clients with a copy of its Form ADV, Part 2. The U.S. Securities and Exchange Commission issued a rule in July 2010 requiring advisers to provide the Form ADV, Part 2 (also known as the Firm Brochure) in a narrative “plain English” format. States and states securities authorities also require use of this Form ADV, Part 2. The new rule requires completion of specific mandatory sections and those sections are to be organized in the order specified by the rule. This Form ADV, Part 2 form is new and replaces the prior Form(s) ADV, Part II and Schedule F, which was previously provided to new clients and to anyone who requested a copy.

TMFS-Richmond, LLC has updated its assets under management (AUM), to report its AUM as of the most recent reporting period of December 31, 2011. See Amount of Client’s Assets Managed Section for the updated information. TMFS-Richmond, LLC is considered, pursuant to a section in the new Dodd-Frank Financial Reform Act, to be a mid-sized registered investment adviser. As such, it must register with the States of Virginia, Texas and New Hampshire as an investment adviser. See new Additional Information Section of this Form ADV, Part 2A, as well as Part 2B.

Full Brochure Available

Whenever you would like to receive a copy of our Form ADV, Part 2 (the Firm Brochure), please contact us by telephone at (804) 523-4555 or by email at info@MutualFundStore.com.

Table of Contents

Material Changes.....	i
Annual Update	i
Material Changes since the Last Update	i
Full Brochure Available	i
Advisory Business	1
Description of Advisory Firm and Principal Owners	1
Types of Advisory Services Offered.....	1
Tailored Advisory Services	4
Amount of Clients' Assets Managed	6
Fees and Compensation.....	6
Fees for Standard service and Retirement Paycheck® service -	6
Fees for Financial Planning, Consulting and Retirement and Pension Plans	7
Fee Payment	8
Other Fees; Mutual Fund, Custodian, Brokerage, Recordkeeping	8
Termination of Agreement for Asset Management or Advisory Services	10
Performance-Based Fees	10
Types of Clients.....	10
Description of Clients	10
Account Minimums.....	11
Methods of Analysis, Investment Strategies and Risk of Loss.....	11
Methods of Analysis.....	11
Investment Strategies	12
Risk of Loss	13
Disciplinary Information	14
Disciplinary History	14
Other Financial Industry Activities and Affiliations	14
Financial Industry Activities.....	14
Affiliations	14

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Code of Ethics.....	16
Participation or Interest in Client Transactions.....	16
Personal Trading.....	17
Brokerage Practices.....	18
Recommending Brokerage Firms	18
Best Execution	19
Benefits Received by The Mutual Fund Store.....	19
Order Aggregation	20
Review of Accounts	22
Periodic Reviews	22
Regular Reports.....	22
Client Referrals and Other Compensation	23
Referrals	23
Other Compensation.....	23
Custody.....	23
Account Statements from Custodian.....	23
Performance Reports from The Mutual Fund Store	24
Investment Discretion.....	24
Discretionary Authority for Trading.....	24
Limited Power(s) of Attorney.....	25
Voting Client Securities	25
Proxy Votes	25
Financial Information	26
Financial Condition	26
Additional Information	27
Requirements for State- Registered Advisors.....	27
Privacy Notice	29
The Mutual Fund Store	29

Advisory Business

Description of Advisory Firm and Principal Owners

TMFS – Richmond, LLC is an SEC registered investment adviser, offering asset management and investment advisory services. TMFS – Richmond, LLC commenced operation in 2005.

TMFS National, LLC owns 100% of TMFS – Richmond, LLC.

Types of Advisory Services Offered

TMFS – Richmond, LLC (The Mutual Fund Store) provides clients with two distinct asset management services. The asset management services are the Standard service and the Retirement Paycheck® service. Below is information about these services.

Standard service –

The Mutual Fund Store provides clients with its Standard service, for asset management. The Standard service includes providing ongoing and continuous advice to the client, making investments and investment decisions for a client based on the individual needs of the client. The Mutual Fund Store will manage its Standard service clients' accounts on a discretionary basis and the management of those accounts is guided by the stated objective(s) of the client. These objectives may include: conservative growth; moderate growth; aggressive growth; income; defensive; a combination of these; or, other objectives.

The Mutual Fund Store will create an investment portfolio of investment company securities (mutual funds) for each client. In creating the portfolio, no-load and/or load-waived mutual funds will be purchased, representing various asset class categories. The specific asset categories which may be represented when creating the portfolio include large cap growth, large cap value, small cap growth, international equity, fixed income and/or other categories. The funds and asset categories may vary from client to client.

The mutual funds and asset allocation categories selected by The Mutual Fund Store and recommended to clients are chosen from the listing of mutual funds and asset class categories recommended by The Mutual Fund Research Center, LLC, an SEC registered investment adviser which provides mutual fund and asset category and allocation recommendations to all registered investment advisers doing business as The Mutual Fund Store in their local geographic region. Various criteria are considered when selecting the mutual fund securities recommended by The Mutual Fund Store and by The Mutual Fund Research Center. Those criteria may include:

- the fund's performance history;
- the industry sector in which the fund invests;
- the track record of the fund's manager;
- the fund's investment objectives;
- the fund's management style and philosophy;
- the fund's management fee structure; and,
- whether the fund is available for client purchase at the custodian designated by the client.

Portfolio weighting of mutual funds and asset categories will be based on each client's individual needs and circumstances, which will be determined after The Mutual Fund Store completes the review of information provided by client on the confidential questionnaire (Investor DNA Analysis) and other information provided by client. Client will retain individual ownership of all securities, which will be held in the client's account(s) at the custodian designated by the client. The Mutual Fund Store recommends clients utilize the custodial services of Charles Schwab & Co., Inc.

Client will have an opportunity to request restrictions on the types of investments which will be made on the client's behalf. If The Mutual Fund Store believes these restrictions will limit its ability to provide its Standard service - because of administrative, operational or staff limitations - The Mutual Fund Store may need to decline to provide client with the Standard service.

Retirement Paycheck® service –

The Mutual Fund Store provides clients with the Retirement Paycheck® service, which is managed by TMFS Advisory Services, LLC, an SEC registered investment adviser which provides asset management and related investment advisory services for the Retirement Paycheck® service.

The Retirement Paycheck® service creates and manages a portfolio for client with two main components; investment company securities (mutual funds) and fixed income investments. The mutual funds may be in different asset categories and may include large cap growth, large cap value, small cap growth, international equity, fixed income and/or other categories of funds. The fixed income investments may include FDIC insured bank certificates of deposit, securities issued by national or local governments or government agencies and highly rated fixed income and related debt issued by corporations. Each client's portfolio will be held by the client in the client's investment account opened and maintained by the client at the custodian designated by the client. The Mutual Fund Store recommends clients utilize the custodial services of Charles Schwab & Co., Inc.

Clients of The Mutual Fund Store who request the Retirement Paycheck® service and who have been placed in the Retirement Paycheck® service by The Mutual Fund Store authorize and direct TMFS Advisory Services to provide portfolio management and to direct the investment and reinvestment

of the client's assets. This means that TMFS Advisory Services will execute securities transactions in the client's account(s). The Mutual Fund Store will retain investment supervision over the client's account and the account is still subject to oversight by The Mutual Fund Store. TMFS Advisory Services receives mutual fund and asset category allocation recommendations from The Mutual Fund Research Center, LLC, as SEC registered investment adviser.

For the Retirement Paycheck® service, the client will have an opportunity to request restrictions on the types of investments which will be made on the client's behalf. However, as the Retirement Paycheck® service is managed by TMFS Advisory Services, a restriction request must be reviewed and accepted by TMFS Advisory Services. If TMFS Advisory Services or The Mutual Fund Store believes a requested restriction will limit their collective ability to provide the Retirement Paycheck® service - because of administrative, operational or staff limitations - The Mutual Fund Store may need to decline to provide client with the Retirement Paycheck® service.

Other services –

The Mutual Fund Store may, on occasion, provide other services to its clients. These services include Financial Planning, Consulting and advisory services for Retirement and Pension plans. Information on these services is noted below.

Financial Planning –

The Mutual Fund Store may, on an infrequent or occasional basis, provide clients with its Financial Planning service. Clients who purchase this service will receive a written financial plan, providing the client with a detailed financial plan designed to achieve her or his stated financial goals and objectives. This is after gathering information through personal interviews and other means, to include data on client's current financial status, future goals, and attitudes toward risk. Any related documents supplied by the client are carefully reviewed, and a questionnaire may need to be completed by the client. Should a client choose to implement the recommendations contained in the plan, the client should work closely with her or his attorney, accountant, insurance agent, and/ or financial advisor. Implementation of financial plan recommendations is entirely at the client's discretion. In general, the financial plan may address some or all of the following areas: Personal - Family records, budgeting, personal liability, estate information, financial goals; Tax and Cash Flow - Income tax and spending analysis and planning for past, current, and future years and we will illustrate the impact of various investments on your current income tax and future tax liability; Death and Disability - Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis; Retirement - Analysis of current strategies and investment plans to help the client achieve her or his retirement goals; and, Investments - Analysis of existing and possible investments and their effect on the client's portfolio.

Consulting –

The Mutual Fund Store may, on an infrequent or occasional basis, provide clients with Consulting services in limited areas for topics, assets or investments not related to the Standard or Retirement Paycheck® service. If such advice is requested, it may include a specific area or areas of concern to client, such as estate planning, retirement planning, or other specific topic and can include recommendations that client seek other subject matter experts or appropriately licensed professionals. Upon request, The Mutual Fund Store may provide specific consultation and administrative services regarding the client's investment and financial concerns on assets not managed by it, including advice on non-securities matters, such as insurance or an annuity.

Retirement and Pension Plans

The Mutual Fund Store may provide advisory services to pension, 401(k), profit sharing and similar plans commonly known as ERISA (Employment Retirement Income Security Act) plans. These services may include –

- Investment Policy Statement Preparation (IPS): The Mutual Fund Store will meet with the client (plan sponsor or trustee - in person or over the telephone) to determine the client's investment needs and goals. A written IPS can be created, stating those needs and goals, encompassing a policy under which these goals are to be achieved. The IPS will also list the criteria for selection of investment vehicles and the procedures and timing interval for monitoring of investment performance.
- Selection of Investment Vehicles: The Mutual Fund Store will review various investments, consisting exclusively of mutual funds (both index and managed) to determine which of these investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the IPS.
- Monitoring of Investment Performance: Client investments will be monitored based on the procedures and timing intervals delineated in the IPS. Although The Mutual Fund Store will not be involved in the purchase or sale of these investments, it will monitor and make recommendations to the client as market factors and the client's needs dictate.
- Employee Communications: For pension, profit sharing and 401(k) plan clients where participants exercise control over assets in their own account (self-directed plans), The Mutual Fund Store may provide support, such as investment workshops, for the plan participants. The nature of the topics to be covered will be determined by The Mutual Fund Store and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Tailored Advisory Services

The Mutual Fund Store recommends a diversified portfolio of mutual fund securities, representing various asset categories, for clients who utilize its Standard service and believes this will meet the investment needs of those clients.

Prior to managing a client's assets, each new client is provided with an initial written investment plan listing the mutual fund securities and any other investments selected by The Mutual Fund Store, which are aligned with the client's level(s) of tolerance for risk, the client's investment objectives and the client's investment time horizon. This investment plan is created for the client after The Mutual Fund Store receives and reviews the client's completed confidential questionnaire or similar document and other information provided by client, which may include information obtained by notes from or conversations with client. This information is documented in the client's file, which is created and maintained by The Mutual Fund Store. Each client's investment portfolio is created to meet the specific investment needs and objectives expressed by client. Clients with similar investment needs and objectives may have investment portfolios where the mutual funds and asset categories utilized are similar, or identical, to investment portfolios for clients with similar, or identical needs and objectives.

Clients utilizing the Retirement Paycheck® service will have individual investment portfolios and accounts, as do Standard service clients. The portfolios will primarily consist of mutual fund securities, for the growth component, and fixed income investments for the income protection component. Each client's investment portfolio in the growth component will be nearly identical to other clients' in the Retirement Paycheck® service, as to mutual funds held - representing the asset categories recommended by The Mutual Fund Research Center, LLC and chosen by TMFS Advisory Services, LLC - and the percentage of the amount invested in each mutual fund. Each client's investment portfolio in the income protection component will be similar or the same as other clients' in the Retirement Paycheck® service. That is, clients may hold the same investments or if different investments are held, those investments will share identical or nearly identical high quality ratings for safety and payment of any interest and principal. Minor differences may occur because of limited availability of a specific investment or because the clients commenced using the Retirement Paycheck® service on different dates. Additionally, there may be some differences because of the client's state of residence, as some investments may not be available in all 50 states, so a similar investment will be utilized for clients who are residents of those states as well as differences in the numbers of steps in clients' individual income protection investment ladder.

Clients may request restrictions on investing in certain securities or types of securities and/or may request other investment restrictions. The Mutual Fund Store will meet those requests, when reasonably possible. If such request cannot be met, due to operational or staff limitations, or any other constraint,

client will be advised. Client may then choose to remove the restriction or may choose to stop utilizing that investment advisory service.

Amount of Clients' Assets Managed

As of December 31, 2011, TMFS – Richmond, LLC managed \$60,128,000 in assets for 388 clients. TMFS – Richmond, LLC manages its clients' assets on a discretionary basis.

Fees and Compensation

Fees for Standard service and Retirement Paycheck® service -

The annual fee charged for the both the Standard service and Retirement Paycheck® service is based on a percentage of the client's assets under management. The following schedule lists the fees The Mutual Fund Store will assess for these services. A minimum of \$50,000 (fifty thousand dollars) in assets under management is normally the amount required to begin to receive these services.

Assets	Annual Fees
\$0-250,000	1.50% on the first \$250,000
\$250,001-500,000	1.30% on the next \$250,000
\$500,001-750,000	1.10% on the next \$250,000
\$750,001-1,000,000	1.00% on the next \$250,000
\$1,000,001-1,250,000	0.90% on the next \$250,000
\$1,250,001 +	0.90% flat, on the entire amount managed

The fees will never exceed the scheduled percentages and rates, but may be lower in some negotiated instances. Instances where a fee may be lower than the percentages listed could include client bringing additional assets into the account at some future date or client who has a family member, relative or other interested person who is or becomes a client of The Mutual Fund Store.

Clients will be billed, in arrears at the end of each three-month period, based upon the period's month-end value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance) on that amount of the client's investments which The Mutual Fund Store is managing as part of the Standard or Retirement Paycheck® service in the client's account during the previous quarter.

In conjunction with the above schedule, fees are prorated for new client accounts opened during the billing quarter and deposits and withdrawals

made during the billing quarter if the in (or out) flows are \$50,000 or greater on any given day during that billing quarter. However, no proration occurs for smaller contributions or withdrawals that a client makes prior to the end of the quarter.

Fees for Financial Planning, Consulting and Retirement and Pension Plans

Financial Planning Fees: A flat fee is calculated, based on the extent and complexity of the individual client's personal circumstances, the client's gross income and amount of assets under management. Fees for financial planning services will typically range from \$500.00 to \$2,000.00, depending on the complexity of the planning and the time needed to complete the plan, with a minimum fee of \$500.00. All fees are agreed upon prior to entering into a contract with any client. One-half of the total fee may be due and payable at the time the client enters into the financial planning agreement, with any balance still due payable at the time the financial plan is delivered to the client. Typically the financial plan will be presented to the client within 90 days of the contract date, provided that all information needed to prepare the financial plan has been provided by the client. If the client terminates the contract prior to completion of the financial plan, any prepaid, unearned fees will be refunded promptly, and any earned, unpaid fees will be due and payable. Fees may be negotiable based on the scope of the financial planning work. All fees will be paid directly to the advisor; no fees will be withdrawn from client accounts.

Consulting Fees: Fees for specific administrative and consulting services will be billed at an hourly rate of \$150.00 per hour, upon mutual agreement with the client, and shall be due and payable as earned. Fees may be negotiable based on the scope of the financial planning work. All fees will be paid directly to the advisor; no fees will be withdrawn from client accounts, and no fees will be paid in advance.

If a Financial Planning or Consulting client subsequently utilized the Standard service or the Retirement Paycheck® service, The Mutual Fund Store may offer to reduce the fee for those services, via an offset of the amount paid to the Planning or Consulting fee, up to a value of \$500.00

Retirement and Pension Plan(s) Fees: Fees for investment advisory services provided to Retirement and Pension and other ERISA plans will not exceed the fees referenced above for the Standard service and the Retirement Paycheck® service and will possibly be less than the listed rates. Such fees will be determined through discussion and agreement between The Mutual Fund Store and whoever is authorized by the plan to make such agreement. This person, or these persons, will usually be the plan's sponsor(s) or trustee(s). The fee negotiated will be noted in the written investment management agreement between The Mutual Fund Store and the plan.

Fee Payment

The Standard and Retirement Paycheck® service management fees are calculated quarterly, in arrears. We calculate and assess our fee after the initial three month investment period has ended and every three months after. The fee is withdrawn from your account (or accounts) maintained at the custodian (Charles Schwab & Co., Inc.). The custodian will withdraw the fee from your account, based on data The Mutual Fund Store provides to the custodian, and will forward that fee to us. Authorization for this fee withdrawal occurs when you complete account opening paperwork provided by the custodian. This paperwork contains a limited power of attorney form, authorizing this withdrawal.

The fees withdrawn, including the dates and amounts, will be reflected on the monthly or quarterly statements you will receive from the custodian (Schwab). Remember to review those statements and the fees withdrawn. Any questions on the fees withdrawn from your account(s) may be directed to either The Mutual Fund Store or the custodian. In limited situations, a client may request that the fee payment come directly from the client, instead of from the client's account at custodian.

Fee billings for Financial Planning and Consulting are discussed above in the Fee section for those services, which are offered and provided on an infrequent basis.

Pension and Retirement Plan advisory fees are billed quarterly, in arrears. We calculate and assess our fee after the initial three month investment period has ended OR on a calendar quarter basis if such is the billing fee standard utilized by the plan's custodian or record-keeper. Subsequent billings will occur every three months after that initial assessment. The amount of the assessed is provided to the plan's sponsor, trustee or other designee. The fee collection will occur as specified by the plan's sponsor or trustee, e.g., directly from the plan or directly from the sponsor.

Other Fees; Mutual Fund, Custodian, Brokerage, Recordkeeping

Mutual Fund Fees - All fees paid to The Mutual Fund Store for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. The fund's fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, which mutual fund managers generally charge the mutual fund for their services as investment managers, other fund expenses, and sometimes a distribution fee, also known as a 12(b)-1 fee. Some funds may impose sales charges, either as an initial or deferred sales charge; these are also known as front-end or back-end loads. If The Mutual Fund Store purchases any of those funds for a client, those funds will be purchased on a load-waived basis, so the client will not incur this front-end or back-end load.

Some mutual funds which are redeemed within 90 days of purchase, or some other time frame such as 10 days or 180 days, may impose a short-term redemption fee. This fee is usually 1% - 2% of the sale amount. These fees are imposed by the mutual fund to minimize market timing and excessive trading that impairs the value of longer-term mutual fund shareholders. Other fees could be charged by the mutual fund company. Please see the mutual fund's prospectus for full details. The Mutual Fund Store does not receive any portion of the short-term redemption fee, or any portion of the 12b-1 fee, or any portion of any other fee charged by the mutual fund.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Clients should review both the fees charged by the funds and the fees charged by The Mutual Fund Store to understand the total amount of fees paid by client. A client could invest directly in many of the mutual funds recommended by The Mutual Fund Store, without its assistance or services. In that case, the client would not receive services from The Mutual Fund Store designed - among other things - to assist in determining which mutual fund or funds are more appropriate to that client's financial condition and objectives nor would client benefit from the ongoing mutual fund research and monitoring performed by The Mutual Fund Store and The Mutual Fund Research Center.

Custodial Fees – The custodian for the securities accounts of clients of The Mutual Fund Store who are utilizing the Standard service and/or the Retirement Paycheck® service is Charles Schwab & Co., Inc. (Schwab). Schwab may receive administrative service fees, management fees and 12b-1 fees from some mutual fund companies for some of the mutual funds which are owned by clients and held in clients' account at Schwab. The Mutual Fund Store does not receive these fees and Schwab does not give any portion of these fees to The Mutual Fund Store.

The Mutual Fund Store does receive some direct and indirect benefits from Schwab, for recommending its clients utilize Schwab as custodian. *Those benefits are described below under Brokerage Practices.*

Brokerage Fees - Additionally, client may incur other fees, both directly and indirectly, which are paid to Schwab. These fees include commissions paid on certain stock and bond trades, if any, as well as transaction fees on certain mutual fund purchases or sales. Mutual fund transaction fees are often assessed on those mutual funds which do not pay or limit payment of fees, such administrative service and 12b-1 fees. Additionally, Schwab may assess fees or receive fees and payments on other services it offers.

The Mutual Fund Store does not receive these fees and Schwab does not give any portion of these fees to The Mutual Fund Store. The Mutual Fund Store does receive some direct and indirect benefits from recommending that its clients utilize Schwab for custodial and brokerage services. *Those benefits are described below under Brokerage Practices.*

Retirement and Pension Plan Fees – Retirement and pension plans, for which The Mutual Fund Store is the investment adviser, may pay fees to the custodian of the plan's asset or to the record-keeper of the plan, if different than the custodian. The Mutual Fund Store does not receive any portion of those fees.

Termination of Agreement for Asset Management or Advisory Services

A client agreement for services may be canceled at any time, by either party, for any reason, upon receipt of written notice. The client has the right to terminate an agreement without any cost or penalty within the five business days after entering into the agreement. Any prepaid and unearned fees for Financial Planning and Consulting services, will upon the termination of the service, be refunded promptly, and any earned, unpaid fees will be due and payable. The fees for the Standard and Retirement Paycheck® services are billed in arrears, and are due and payable upon termination of the service(s).

Performance-Based Fees

The Mutual Fund Store does not use a performance-based fee structure because of the potential for conflicts of interest. For example, performance-based compensation may create an incentive for an adviser to recommend an investment which has a high degree of risk to the client, in the hope and belief that if the investment has a significant increase in value, the adviser will receive more fees than if a more appropriate, less risky investment was made.

Types of Clients

Description of Clients

The Mutual Fund Store generally provides asset management services and other investment advice and services to individuals, trusts, estates, pension, retirement and profit sharing plans, charitable organizations, and corporations or similar business entities. The individual clients may have taxable investment accounts and/or tax-deferred investment accounts, such as Individual Retirement Accounts, Rollover IRAs and similar types of accounts.

Account Minimums

Generally, The Mutual Fund Store requires clients initially make available a minimum of \$50,000 for it to provide asset management services, i.e., Standard service and Retirement Paycheck® service. If the amount managed by The Mutual Fund Store subsequently declines to less than \$50,000, The Mutual Fund Store will continue to provide its asset management services.

The Mutual Fund Store may choose to lower the initial asset minimum in certain instances. One such instance could be when the client and The Mutual Fund Store anticipate additional assets, within a reasonable amount of time, be available in the future for management. Another instance could be for new clients who are related to or acquaintances of an existing client.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The Mutual Fund Store primarily recommends and uses mutual fund securities representing various asset categories, to create investment portfolios for clients. The methods used to analyze those mutual funds and various asset classes include: charting of past performance in various economic and market conditions as well as both fundamental analysis and technical analysis and is further detailed above under *Types of Services Offered*.

The primary mutual fund and asset category data utilized by The Mutual Fund Store is the research, analysis and recommendations provided by The Mutual Fund Research Center, LLC. Request and review The Mutual Fund Research Center's Form ADV, Part 2 for more information.

Additional sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

The Mutual Fund Store also uses several commercially available software and database services or products to obtain information on mutual fund securities and the asset categories it believes will offer clients investment opportunities and diversification. These services and products include Morningstar Principia software and data for reviewing mutual funds and the SunGard AllocationMaster software to identify and analyze asset allocation models, including existing and proposed allocations.

Investment Strategies

The Mutual Fund Store utilizes mutual funds, diversified among various asset categories, to provide its clients with asset management services, in both its Standard service and its Retirement Paycheck® service. Additionally, for the Retirement Paycheck® service, fixed income investments are utilized, and may include highly rated bonds, FDIC insured certificates of deposit and U.S. government issued or guaranteed securities. The mutual funds utilized for both services are usually actively managed mutual funds. While The Mutual Fund Store may and can provide investment advice on other securities, including equity securities, U.S. government securities, corporate and municipal bonds and variable life insurance and annuities, the primary focus is on mutual funds.

The investment strategy and level of risk for a specific client is based upon the information provided by the client, regarding levels of risk tolerance as well as investment objectives and investment time periods. The client may change these objectives at any time. This means that while two clients with distinctly different risk level and objectives may have some of the same mutual funds in their respective portfolios, the percentage holdings of those mutual funds will likely differ as will the asset class categories. If some or all of the same asset classes are used for both clients, the percentages invested in shared asset classes will likely differ.

Periodically, clients' portfolios are rebalanced or asset category allocations revisions will occur, which will require mutual fund purchases and sales -

Rebalancing - When an asset category or mutual fund has experienced a material appreciation or decline in value, beyond the assigned percentage for that asset category or mutual fund and in comparison to other asset classes, the extra amount may be sold, and the proceeds invested in asset categories or mutual funds which have not appreciated as much, or have declined in percentage.

Asset category allocation revisions - Economic or market conditions may prompt The Mutual Fund Research Center to revise its asset categories or the allocation to existing categories. When such occurs, The Mutual Fund Store may make, as appropriate for the client, any necessary changes to client's investment portfolio, to buy or sell mutual funds, to align the client portfolio with The Mutual Fund Research Center's recommended asset allocation model.

These rebalancing or asset category revisions may occur two times per year, or more or less, depending on previous market increases and decreases and projected future activity. This may result in multiple transactions being effected, due to changes in one or several or all asset categories and/or and mutual funds utilized in the clients' portfolios. These transactions may include sales of long-term holdings, i.e., mutual funds held for more than one year.

However, these transactions may also include some or all sales of short-term holdings, i.e., mutual funds held less than one year.

Additionally, transactions may occur if The Mutual Fund Research Center, LLC changes its recommendation or views on a specific mutual fund or asset category. If such occurs, sales of the subject mutual fund or asset category may occur, which may include mutual funds which are long-term and/or short-term holdings.

On a very occasional or isolated basis, The Mutual Fund Store may advise a client, upon request of client, on other strategies, including stock or bond trading, margin transactions, option writing and short sales.

Risk of Loss

All investments - including mutual fund securities - have certain risks. These risks include the risk of loss. This is a risk borne by the client. The Mutual Fund Store builds clients' investment portfolios and manages clients' accounts primarily using mutual funds, representing various asset class categories. This diversification is intended to reduce the volatility in clients' investment portfolios when compared to a single asset category, such as large cap growth stocks or small cap value stocks. While a diversified investment portfolio, including a portfolio of mutual funds representing different asset classes, can mitigate some risks, it does not and cannot prevent the possibility of a loss. Below are some of the common factors, which can produce a loss in a specific mutual fund, asset class category, or all asset category and classes and a loss in a client's account:

- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Price Volatility:** The price of a mutual fund's shares may fluctuate, even significantly, in a short term period of time.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Category or Style Risk:** During various periods of time, one category or style may underperform or outperform other categories and styles.

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline, and the market value of any mutual fund holding those bonds.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., lower interest rate). This primarily relates to fixed income securities.

Disciplinary Information

Disciplinary History

The Mutual Fund Store, its employees and officers have not been involved in disciplinary events related to its clients or to past or present investment activities.

Again, The Mutual Fund Store, its employees and officers do not have any disciplinary or legal events to report.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

The Mutual Fund Store is a fee-based registered investment adviser.

The Mutual Fund Store is not registered as a securities broker-dealer, a mutual fund, a futures commission merchant, a commodity pool operator or commodity trading adviser, an insurance company or agency, nor any other type of financial industry entity.

Affiliations

The Mutual Fund Store does have material business relationships and arrangements with other investment advisers, which clients should know and broadly understand.

The Mutual Fund Store is a part of The Mutual Fund Store® system of investment advisers. The system includes both company-owned and-operated registered investment advisers as well as independently-owned and -operated franchise registered investment advisers, all doing business as The Mutual Fund Store®, in their respective geographic region. All of the investment advisers doing business as The Mutual Fund Store® provide their clients with the same services and utilize the mutual fund and asset allocation recommendations, as well as the economic and other research provided by The Mutual Fund Research Center, LLC.

TMFS – Richmond, LLC is an independently-owned and operated franchise registered investment adviser in The Mutual Fund Store® system. The franchisor is The Mutual Fund Store, LLC, which is the franchisor for all of the independently-owned and -operated franchise investment advisers and it directly owns two investment advisers (The Mutual Fund Research Center, LLC and TMFS Advisory Services, LLC) which provide services to all company and franchise registered investment advisers doing business as The Mutual Fund Stores® nationwide.

The franchisor (The Mutual Fund Store, LLC) provides administrative and support services to all investment advisers doing business as The Mutual Fund Store®, as well as The Mutual Fund Research Center and TMFS Advisory Services. Those services include client investment performance and fee reporting, preparation and mailing of statements as well as maintaining software systems for tracking and reconciling clients trades at the custodian.

Investment advice is distributed to all investment advisers in The Mutual Fund Store® system by The Mutual Fund Research Center, LLC (Research Center). The Research Center provides franchisees and company-owned stores with investment recommendations formulated by the Research Center's Chief Investment Officer, Adam Bold, including mutual fund recommendations made through the Select List, as well as various asset allocation models and related services, such as market and economic research and data. All franchise and company-owned investment advisers receive the same investment recommendations from the Research Center, and each store independently implements these investment recommendations on a discretionary basis for each of its clients, taking into account each client's circumstances and investment objectives. For more information on the Research Center, review its Form ADV, Part 2.

Clients who utilize the Retirement Paycheck® service will receive asset management and related investment advisory services provided by The Mutual Fund Store and TMFS Advisory Service, LLC. For more information on TMFS Advisory Services, request and review its Form ADV, Part 2.

An agreement for investment advice exists between The Mutual Fund Store and The Mutual Fund Research Center, LLC. Termination of that agreement could limit the ability of The Mutual Fund Store to access new mutual fund and asset allocation recommendations provided by The Mutual Fund

Research Center. Another agreement exists between The Mutual Fund Store and TMFS Advisory Services, LLC, for the sub-advisory services TMFS Advisory Services provides clients utilizing the Retirement Paycheck® service. Termination of that agreement could limit eliminate the asset management and other services TMFS Advisory Services provides to clients and would mean that client would no longer have access to the Retirement Paycheck® service. If either or both agreements were terminated, any securities held in clients' account at the custodian (e.g. Charles Schwab & Co., Inc.) would continue to be held there on the clients' behalf.

Upon request, The Mutual Fund Store will provide a listing of occurrences that could result in the termination of either of these agreements.

TMFS – Richmond, LLC pays an aggregate fee of up to 30% of its client revenue to The Mutual Fund Store, LLC. This fee is for the non-advisory administrative and other services that TMFS – Richmond, LLC receives from The Mutual Fund Store, LLC. This fee is also for the non-discretionary investment advisory services that TMFS – Richmond, LLC receives from The Mutual Fund Research Center, LLC and for the asset management and other services provided by TMFS Advisory Services, LLC to clients in the Retirement Paycheck® service.

Additional affiliations: TMFS National, LLC the parent company and 100% owner of TMFS – Richmond, LLC is also the parent company and 100% owner of TMFS – San Francisco – Oakland, LLC, TMFS – Washington, D.C., LLC, TMFS – Norfolk, LLC and TMFS – Austin, LLC.

TMFS – Richmond, LLC President Joe Bestgen, Managing Partner and Chief Compliance Officer Eric Shoenfeld are less than 10% owners of TMFS – Albany, LLC.

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

Code of Ethics

The Mutual Fund Store is committed to the highest standards of ethical conduct, business practices and legal compliance. Pursuant to requirements of Rule 204A-1 of the Investment Advisers Act of 1940, The Mutual Fund Store has established a written Code of Ethics to meet those requirements and it maintains and enforces that Code. A copy of the Code of Ethics is available upon request

Participation or Interest in Client Transactions

The Mutual Fund Store utilizes mutual fund securities in its clients' investment portfolios. The Investment Advisers Act of 1940 contains requirements related to registered investment advisers maintaining a Code of Ethics. It also states the compliance or other personnel of The Mutual Fund Store are required to monitor personal trading activity by advisors, officers, employees and their immediate families. The requirements for monitoring do not include mutual fund securities. That said, The Mutual Fund Store wants its clients and prospective clients to know that individuals associated with The Mutual Fund Store, such as advisors, officers and employees, may buy or sell mutual fund securities in their personal accounts which are identical or similar to those recommended to clients. Advisors, officers or employees may also have an existing ownership interest or position in the mutual funds which are recommended to clients. Advisors, officers or employees may also purchase, in their personal accounts, other securities, including mutual funds, which are not identical or similar to those purchased or recommended for The Mutual Fund Store clients.

Because most mutual funds are priced daily after the close of the New York Stock Exchange market, normally at 4:00 Eastern Time, and any order to purchase and sell those funds for that price date are only accepted prior to the price being computed, it is unlikely that any advisor, officer or employee transaction could or would impact the price, which is a primary reason the Investment Advisers Act of 1940 does not require monitoring of advisors, officers and employees trades in mutual fund securities. However, The Mutual Fund Store's Chief Compliance Officer and/or designee does review all of the securities transactions, including mutual funds, which advisors, officers and employees make in their securities accounts at securities broker/dealers (e.g., Charles Schwab & Co., Inc.) to, among other things, evaluate whether such compete with the interests of clients. If such even appear conflict with the interests of clients, corrective actions will be taken to cure and prevent recurrence.

Personal Trading

The Chief Compliance Officer (CCO) of The Mutual Fund Store is Eric Shoenfeld. The CCO or another member of the Compliance staff quarterly reviews all advisor, officer and employee securities transactions which are required to be reviewed by the Investment Advisers Act of 1940. The CCO's securities transactions are reviewed by the President, Joe Bestgen. The personal trading reviews verify, among other items considered, that the personal trading of advisors, officers and employees does not affect the market(s) and those mutual fund securities owned by customers, and that clients of The Mutual Fund Store are not disadvantaged by the personal trading. Since the securities recommended to customers are mutual funds, it is not likely that any advisor, officer or employee transaction in those same mutual funds will affect the pricing of those mutual funds.

Brokerage Practices

Recommending Brokerage Firms

The Mutual Fund Store makes an annual review of the brokerage firm (where clients' securities are purchased and sold) and custodian (where clients' securities are held) it recommends to clients. The Mutual Fund Store recommends clients use Charles Schwab & Co., Inc. (Schwab) for these services. The annual review of Schwab includes assessing whether it provides services, including: products; competitive of fees; quality and quantity of services, customer service locations and quality of securities transactions executed on behalf of clients.

Clients should note that other broker/custodians could offer other funds, pricing, services or capabilities of which some, or many, could equal or exceed certain offerings available from Schwab.

The Mutual Fund Store may on occasion make an error in submitting a trade order on client's behalf. If such occurs, a correcting trade or adjustment will be made. If an investment gain is realized in client's account, client may retain such unless such is not permissible or client declines such. If client declines gain and such is over \$100.00, Schwab will donate such to a charity. Additionally, Schwab will retain gains of less than \$100.00 not retained by client and will fund reimbursement to client of trade error loss of less than \$100.00, while The Mutual Fund Store is responsible for funding reimbursement amounts greater than \$100.00.

Soft Dollar

A practice commonly referred to as "soft dollars" generally occurs when an Adviser causes an account to pay more than the lowest available commission to a broker/dealer in return for research products and services.

It is the practice of this firm to participate in Soft Dollar arrangements.

A benefit is derived by the firm because it receives research or services that it does not have to produce or pay for. Benefits provided by a broker may incent the firm to select a broker-dealer based on other interests besides obtaining the most favorable execution for the client. Clients may pay higher fees charges by the broker-deal in return for the soft dollar benefits. Any soft dollar benefits received will be used to service all clients of the firm, and soft dollar benefits will not be proportionally allocated to a specific client accounts.

No specific products or services were acquired with brokerage commissions over the last fiscal year.

All clients of the firm were direct to Charles Schwab for the execution of all trades.

We do not accept broker dealer referrals and therefor do not have a conflict of interest as it pertains to this issue.

Best Execution

The Mutual Fund Store annually reviews a sample selection of trades made in clients' and/or the accounts of clients of other investment advisers doing business as The Mutual Fund Store in other geographic regions, in those clients' accounts at the recommended brokerage and custodian, Charles Schwab & Co., Inc. The review is part of the review noted above under Recommending Brokerage Firms section and is to verify trades were executed at the appropriate market price and any trading fees or other charges did not exceed the custodian's printed fee and expense schedule.

Because the firm directs all client transactions to be executed through Charles Schwab we may be unable to achieve the most favorable execution and this practice may cost the client more money. Clients are not allowed to direct brokerage.

Benefits Received by The Mutual Fund Store

Schwab Advisor Services™ is Charles Schwab & Co., Inc.'s (Schwab) business area serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts; while others help us manage and grow our business. Schwab normally charges a fee to registered investment advisers for these services, but because The Mutual Fund Store and/or other investments advisors doing business as The Mutual Fund Store in specific geographic regions have clients whose assets in accounts at Schwab total more than \$10,000,000, the Schwab quarterly service fees of \$1,200 is not charged to The Mutual Fund Store.

Schwab Services That Benefit You: Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise

have access or that would require a significantly higher minimum initial investment by our clients.

Schwab Services That May Not Directly Benefit You: Schwab makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and include software and other technology that: provide access to client account data (such as duplicate trade confirmations and account statements); facilitate trade execution in individual clients' accounts as well as aggregated trade orders for multiple client accounts; provide pricing and other market data; facilitate payment of our fees from our clients' account; and, assist with back-office functions, recordkeeping, and client reporting.

Schwab Services That Generally Benefit Only Us: Schwab offers other services intended to help us manage and further develop our business enterprise. These services include: software and information technology programming; educational conferences and events; consulting on technology, compliance, legal, and business needs; and, publications and conferences on practice management and business succession. Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services: The availability of these services from Schwab, especially the support for software and information technology programming, benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab and because of the size of all clients accounts doing business the collective investment advisers named The Mutual Fund Store, we do receive additional benefits of significance, as described above. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients and do perform an annual review of Schwab's custodial and trade execution services to verify the quality of those services and the fees paid by clients are comparable to similar custodians and brokerages. That said, clients need to know that when we recommend clients use Schwab for its custodial and brokerage services, The Mutual Fund Store receives material benefits from Schwab and you, the client, should be aware of these benefits

Order Aggregation

The Mutual Fund Store utilizes mutual funds as the type of investment security in its client portfolios for the Standard service and in the growth

component of the Retirement Paycheck® service. Clients' mutual funds trades are not aggregated. This means that when a mutual fund is purchased or sold in a client's account, that transaction request is forwarded to the executing broker, Charles Schwab & Co., Inc. (Schwab) as a stand-alone transaction request. For example, a purchase of 100 shares of a mutual fund for the account of a client is transmitted, in that form, to Schwab. It is not aggregated or combined with another client's order. Order aggregation means that, if it occurred, the purchase order might be for 200 shares (100 share for each client), and then The Mutual Fund Store would need to separate the shares and direct placement in to the clients' accounts.

The Retirement Paycheck® service provided by The Mutual Fund Store will aggregate purchases, and any sales, of investments in the income protection component, which primarily utilizes fixed income investments. These may include FDIC insured bank certificates of deposit, securities issued by national or local governments or government agencies and highly rated fixed income and related debt issued by corporations. When income protection component purchases are made, the investment adviser for the Retirement Paycheck® service, TMFS Advisory Services, LLC, will determine the amount of investments needed, for all Retirement Paycheck® service clients, for each investment step in their income protection ladder. TMFS Advisory Services will then purchase the investment(s) for that step, and divide the purchase or purchases into proportional pieces for each client. Clients will not incur additional transaction costs related to the aggregation of transactions and each client will pay the same purchase price or, if applicable, receive the same sale price for transactions in the same security. Most transactions will likely be effected through Schwab, but TMFS Advisory Services may utilize other appropriately qualified brokerages for these purchases if the securities and prices are more advantageous than available through Schwab. If such occurs, any security will be forwarded by that brokerage to Schwab, for deposit into the clients' accounts.

A specific investment selected by TMFS Advisory Services might not be available to all Retirement Paycheck® service clients either because the security is not available for sale to residents of some states or because there is not enough of the security available for purchase to meet the demand in that step of the income protection ladder. When there are limitation specific to the residents of some states, TMFS Advisory Services will shop separately for those clients and purchase something that is available for sale to them. If there is insufficient supply, TMFS Advisory Services will identify two or more securities for purchase to fulfill the ladder step for all clients and if those securities have differences in the interest yield, TMFS Advisory Services will select clients' accounts to receive the highest yielding, then the second highest yield, etc., until all clients have been invested.

Review of Accounts

Periodic Reviews

The mutual fund securities recommended to The Mutual Fund Store by The Mutual Fund Research Center, LLC are reviewed each business day by Research Center personnel. The review considers the mutual funds performance to measurement standards utilized by the Research Center. The asset allocation models recommended to The Mutual Fund Store by the Research Center are reviewed quarterly or when significant changes to economic and market conditions have occurred or are occurring. These reviews are to consider whether changes to asset allocation model recommendations will occur, based on the Research Center's projections of significant economic and/or market changes which have occurred or may occur. Changes are made in response to shifts or expected shifts in the valuation and/or risk of the different types of assets.

The Mutual Fund Store advisor(s) will review their assigned clients' investment account(s) at least two times per year. Clients' investment account(s) will be considered for review or changes when asset rebalancing transactions and/or asset category changes are recommended by The Mutual Fund Research Center. If clients experience or anticipate changes in their personal situation, such as tolerance for risk, investment objectives or time horizon, clients are urged to contact The Mutual Fund Store to report those changes so we and you (the client) can assess whether changes to your (the client's) investment account(s) should be made.

Regular Reports

Standard service and Retirement Paycheck® service clients will receive account statements directly from Schwab, at least quarterly, which will reflect the withdrawal of any fee. These statements will be sent to the email or postal address client provided Schwab. Clients should carefully review these statements.

In addition, Charles Schwab & Co., Inc. will send confirmations of transactions in their accounts at the custodian. Additionally, The Mutual Fund Store will provide clients with quarterly reports about your investment portfolio, including a listing of the holdings and recent performance return information.

Financial Planning/Consulting clients will not receive regular reports from The Mutual Fund Store.

Retirement and pension plan clients will receive periodic written reports (scheduled frequency to be determined jointly by plan and The Mutual Fund Store) describing the recent performance of investments available in the plan.

Client Referrals and Other Compensation

Referrals

The Mutual Fund Store does not compensate anyone for client referrals. Whether referrals are from current clients, attorneys, accountants, employees, personal friends of employees or other sources, The Mutual Fund Store does not compensate referring parties for these referrals. Additionally, the Mutual Fund Store does not and will not accept compensation if it were to refer a client to an attorney, accountant or any other type of service provider.

Other Compensation

We receive an economic benefit from Charles Schwab & Co., Inc. (Schwab) in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Benefits Which The Mutual Fund Store Receives*). The benefits we receive from Schwab are not based on the investment recommendations we make. That is, the benefits are not based on specific security investment advice, such as buying or selling a specific mutual fund or other security in our clients' accounts.

Custody

Account Statements from Custodian

The Mutual Fund Store recommends that all clients' in the Standard and Retirement Paycheck® services use Charles Schwab & Co., Inc. (Schwab) as the custodian for their assets. Client's assets are held there in accounts which are registered in the name of the client. Under government regulations, we are deemed to have custody of those clients' assets for those clients who have authorized us to instruct Schwab to deduct our advisory fees from those clients' accounts at Schwab. While The Mutual Fund Store can instruct Schwab to withdraw its fees, Schwab maintains the actual custody of the clients' assets.

Clients will receive account statements directly from Schwab, at least quarterly, which will reflect the withdrawal of any fee. These statements will be sent to the email or postal address client provided Schwab. Clients should carefully review these statements.

Retirement and pension plan participants will receive periodic account statements from the plan or its custodian or record keeper, on a schedule designated by the plan.

Performance Reports from The Mutual Fund Store

The Mutual Fund Store will provide Standard service and Retirement Paycheck® service clients with quarterly reports about client's investment portfolio, which will include a listing of the holdings and recent performance return information. Standard service and Retirement Paycheck® service clients should compare the quarterly account statements received directly from Charles Schwab & Co., Inc. to the quarterly performance report statements provided by The Mutual Fund Store.

Financial Planning/Consulting clients will not receive regular reports from The Mutual Fund Store for the Financial Planning/Consulting services.

Retirement and pension plan clients will receive periodic written reports (scheduled frequency to be determined by plan and The Mutual Fund Store) describing the recent performance of investments available in the plan.

Investment Discretion

Discretionary Authority for Trading

The Mutual Fund Store does request and obtain discretionary authority in the securities accounts of its clients who have selected the Standard service and/or the Retirement Paycheck® service. This means The Mutual Fund Store has the authority to determine, without obtaining prior client consent, the securities to be bought or sold, the amount of the securities to be bought or sold and when those securities are bought and sold.

Discretionary trading authority permits The Mutual Fund Store to make trades in your accounts on your behalf so that we may promptly implement the investment plan that we created for you and make ongoing changes as we believe appropriate. Those changes may include periodic rebalancing of asset classes when one or more asset class has significantly increased or decreased in value or when The Mutual Fund Store implements asset category changes recommended by The Mutual Fund Research Center, LLC.

Client may request, or make, purchases and sales of securities in their accounts. Such requests can be directed to the custodian, Charles Schwab & Co., Inc., or to The Mutual Fund Store.

Limited Power(s) of Attorney

A limited power of attorney form will need to be completed by client. This power of attorney gives trading and limited disbursement authority to The Mutual Fund Store. This means that you, the client, authorize The Mutual Fund Store to make purchases and sales of securities in your designated accounts at the custodian, Charles Schwab & Co., Inc. Additionally, this limited power of attorney permits The Mutual Fund Store to request Schwab to your account(s) every three months and withdraw the investment management fee it has earned for providing asset management services to you, the client, during the prior three months.

A second limited power of attorney authorization form will also need to be completed, which permits The Mutual Fund Store, LLC, as a service provider to The Mutual Fund Store, access to your custodial account for the purpose of creating quarterly performance reports which it prepares and sends to client, on behalf of The Mutual Fund Store. The Mutual Fund Store, LLC's wholly owned subsidiary, The Mutual Fund Research Center, LLC and its personnel may access this information to review performance of some clients accounts holding mutual funds or asset allocation models it has recommended for use by The Mutual Fund Store, in clients' portfolios.

A third limited power of attorney authorization form will need to be completed by clients utilizing the Retirement Paycheck® service. This is necessary to permit and enable TMFS Advisory Services, LLC, the investment adviser of the Retirement Paycheck® service, to make necessary trades in the investment accounts of those clients' utilizing the Retirement Paycheck® service.

These limited power of attorney authorizations are included in the Schwab account paperwork you complete when you open your investment custody account(s) at Schwab.

Voting Client Securities

Proxy Votes

The Mutual Fund Store will receive proxies for both mutual fund securities and other securities held in custody in client accounts maintained at Charles Schwab & Co., Inc., if the client has designated to Schwab that proxies should be forwarded to The Mutual Fund Store. The following guidelines are used for voting those proxies received -

Voting of Mutual Fund Proxies: Proxies received on mutual fund securities which are recommended by The Mutual Fund Store and The Mutual Fund

Research Center, LLC will be voted. Proxies on these securities will be voted as recommended by The Mutual Fund Research Center. Proxies received on mutual fund securities which are not recommended by The Mutual Fund Store will not be voted.

Voting of non-Mutual Fund Securities: Proxies received by The Mutual Fund Store on non-mutual fund securities (stocks, bonds) owned by clients will not be voted by The Mutual Fund Store.

Conflicts of Interest: The Mutual Fund Store will only vote the proxies for those mutual fund securities it, and The Mutual Fund Research Center, has recommended. It is not anticipated that conflicts between the interests of The Mutual Fund Store and the interests of its clients will occur. This is because mutual funds (almost always) hold multiple securities and because The Mutual Fund Store and The Mutual Fund Research Center do not provide investment advisory services to any mutual fund security or investment company, nor is there a financial or ownership interest in any investment adviser which offers or manages a mutual fund security. Additionally, The Mutual Fund Store does not receive sales loads, fees or other compensation from recommending or using mutual funds in its clients' accounts.

Voting Policies: The Mutual Fund Store does maintain a written policy regarding the standards considered when determining how a proxy will be voted for a mutual fund security it has recommended. A copy of the policy will be provided upon request.

Voting Procedures and Records: The Mutual Fund Store may vote mutual fund proxies via physical, electronic or telephone ballot. Clients may request voting records for a specific mutual fund proxy by sending The Mutual Fund Store a written request noting the name of the mutual fund and the approximate date of the proxy.

Financial Information

Financial Condition

The Mutual Fund Store has discretionary trading authority in your accounts we manage. As such, we are required to report any financial condition reasonably likely to impair our ability to meet our contractual obligations to clients – The Mutual Fund Store does not have any financial impairment that will preclude us from meeting our contractual commitments to our clients.

Additional Information

Requirements for State-Registered Advisers:

Eric M. Shoenfeld

Year of Birth:
1977

Formal Education after High School:

- Hampden-Sydney College, BA – English, Political Science; 1999

Business Experience:

- Investment Advisor, CCO, TMFS-RICHMOND, LLC, 4/2005-Present
- Investment Advisor, Wachovia Securities, 4/2000 to 4/2005
- Investment Advisor, Northwestern Mutual Investment Service, 10/99 to 3/2000
- Investment Advisor, Northwestern Mutual Insurance, 9/99 to 3/2000

Professional Designations:

- Chartered Mutual Fund CounselorSM (CMFC[®]).
The CMFC[®] coursework and program is a collaborative effort by the College for Financial Planning[®] and the Investment Company Institute.

The College for Financial Planning[®] awards the CMFC[®] designation to students who successfully complete the program, pass the final examination and comply with the Code of Ethics, which includes agreeing to abide by the Standards of Professional Conduct and Terms and Conditions. Applicants must also disclose of any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct.

Qualifications and Licenses:

Eric M. Shoenfeld has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

As part of Eric M. Shoenfeld's prior work experience, he has previously completed the Series 6 (Limited-Investment Securities), Series 63 (Uniform Securities Agent State Law) and the Life and Health Insurance examinations.

Other Business Activities

Registered investment advisers are required to disclose any outside business activities.

Eric Shoenfeld, is the managing partner of TMFS-RICHMOND, LLC. It is anticipated that Eric Shoenfeld will spend 100% of his time on the advisory activities of TMFS-RICHMOND, LLC, and 0% of his time on other, outside business activities. Eric M. Shoenfeld is a 10% owner of TMFS—ALBANY, LLC.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Eric M. Shoenfeld does not have any disclosures.

Kenneth D. Grier

Year of Birth:

1976

Formal Education after High School:

- N/A

Business Experience:

- Investment Advisor, TMFS-RICHMOND, LLC, 02/2012 to Present
- Registered Representative, Northwestern Mutual Investment Services, LLC, 09/2009 to 02/2012
- Agent, Northwestern Mutual Life Insurance Company, 04/2009 to 02/2012
- Account Manager, JT and D Enterprises, 05/2004 to 03/2009
- Sales, T and D Enterprises, 01/1998 to 05/2004

Qualifications and Licenses:

Kenneth D. Grier has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

As part of Kenneth D. Grier prior work experience, he has previously completed the Series 6 (Limited-Investment Securities), Series 63 (Uniform Securities Agent State Law) and the Life and Health Insurance examinations.

Other Business Activities

Registered investment advisers are required to disclose any outside business activities.

Kenneth D. Grier, is a senior investment advisor of TMFS-RICHMOND, LLC. It is anticipated that Kenneth D. Grier will spend 100% of his time on the advisory activities of TMFS-RICHMOND, LLC, and 0% of his time on other, outside business activities. Kenneth D. Grier is a 100% owner of a single rental property located in Richmond, VA.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Kenneth D. Grier does not have any disclosures.

Requirements for State-Registered Advisers

Describe any award or liability for damages in an arbitration case alleging damages in excess of \$2,500, involving any of the following: an investment related business/activity; fraud or false statements; theft or embezzlement; bribery, forgery, counterfeiting or extortion; or, dishonest, unfair or unethical practices. This item is not applicable for Eric Shoenfeld or Ken Grier, because such has never occurred.

Describe any award or finding of liability by any civil, self-regulatory organization or administrative proceeding involving any of the following: an investment or investment-related activity; fraud or false statements; theft or embezzlement; bribery, forgery, counterfeiting or extortion; or, dishonest, unfair or unethical practices. This item is not applicable for Eric Shoenfeld or Ken Grier, because such has never occurred.

Privacy Notice

The Mutual Fund Store

At The Mutual Fund Store, our commitment to protecting your privacy is of utmost importance to us. We value the trust you place in us and want you to understand what information we collect and how we protect and use it. We treat personal information—nonpublic data that identifies you—with respect and in accordance with our Privacy Policy. The information we collect about you generally falls into one of the following categories:

- Information, such as your address, Social Security Identification Number and investment objectives, which you provide on account applications and other forms; and
- Transactional information about your accounts, such as investment choices, account balances, and transaction history.

We use the information primarily to manage your investments. We may disclose all personal information, as described above, to companies providing services to you on our behalf (e.g., The Mutual Fund Store, LLC; TMFS Advisory Services, LLC; The Mutual Fund Research Center®, LLC; and Charles Schwab & Co.), in the following types of situations:

- Providing administrative, customer assistance, clearing, operational, or other services;
- Preparing, printing, and delivering portfolio management performance reports, confirmation statements, and other documents;
- Executing securities transactions; or
- Maintaining or developing software for us.

In instances when The Mutual Fund Store must provide your personal information to a non-affiliated company, it is only as necessary to complete activities on your behalf or essential to our operation. Additionally, we require non-affiliated companies to contractually agree not to further disclose any personal customer information obtained from us. The Mutual Fund Store does not sell any personal information in any circumstance.

To further safeguard your personal information within our company, our policy allows access to information only by individuals and departments who must have it to service your account. We maintain physical, electronic, and procedural safeguards to protect this information and treat information from our former clients with the same care used for information from current clients.

You will see this notice regularly, as we are required by law to deliver this *Privacy Notice* to you annually, in writing.