

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

**TMFS-NORFOLK, VA, LLC**

SEC File Number:

801-64328

Date:

02/08/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: TMFS—NORFOLK, VA--LLC DBA THE MUTUAL FUND STORE		IRS Empl. Ident. No.: 20-2433830
Item of Form (identify)	Answer	

Item 1 D.

**SERVICES:****INVESTMENT SUPERVISORY SERVICES:**

TMFS—NORFOLK, VA,-LLC (hereinafter "TMFS—NORFOLK, VA,") will create a portfolio of both no-load and load-waived mutual funds. We will allocate the client's assets among various funds available through our broker, Charles Schwab, taking into consideration the overall management style selected by the client. Although we do not recommend them, other funds may be available which are not already offered by Charles Schwab's platform. The individual funds will be selected using many criteria among which are:

- 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 objective;
- the fund's management style and philosophy; and
- the fund's management fee structure.

Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments, which will be made on the client's behalf. Clients will retain individual ownership of all securities.

TMFS-NORFOLK, VA-LLC performs an annual review of the brokerage platform to be used for client accounts, and recommends the broker/custodian offering the platform believed to provide an advantageous mix of product, service and execution on behalf of the client. Clients should note that other brokers/custodians could offer other funds, pricing, services or capabilities.

**FINANCIAL PLANNING:**

TMFS-NORFOLK, VA—LLC also provides advice in the form of a Financial Plan. Clients purchasing 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. In general, the financial plan will address any or all of the following areas of concern:

- PERSONAL: Family records, budgeting, personal liability, estate information and financial goals.
- TAX & CASH FLOW: Income tax and spending analysis and planning for past, current, and future years. We will illustrate the impact of various investments on your current income tax and future tax liability.
- DEATH & 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.

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Item of Form  
(identify)

Answer

Item 1 D. (continued)

**-INVESTMENTS:** Analysis of investment alternatives and their effect on a client's portfolio.

TMFS-NORFOLK, VA--LLC gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals, and attitudes toward risk. Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared.

Should a client choose to implement the recommendations contained in the plan, TMFS-NORFOLK, VA—LLC suggests the client work closely with her or his attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

**CONSULTING:**

Clients can also receive investment advice on a more limited basis. This may include advice on one or more isolated area or areas of concern such as estate planning, retirement planning, or any other specific topic. TMFS-NORFOLK, VA—LLC also provides specific consultation and administrative services regarding investment and financial concerns of the client. Additionally, TMFS—NORFOLK, VA—LLC provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice.

**FEE SCHEDULE**

**INVESTMENT SUPERVISORY SERVICES:**

The annual fee charged for investment supervisory services is based on a percentage of the client's assets under management. A minimum of \$50,000 (fifty thousand dollars) in assets under management is required for this service. TMFS-NORFOLK, VA—LLC will quote an exact percentage to each client, based on both the nature and total dollar value of that account.

Clients will be invoiced in arrears at marginal billing rate 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) of the client's account during the previous quarter.

Quarterly fees for this service are marginal and as follows:

<u>Assets under management</u>	<u>Quarterly fee charged</u>
\$ 50,000 - \$250,000	.3750%
\$250,001 - \$500,000	.3250%
\$500,001 - \$750,000	.2750%
\$750,001 - \$1,000,000	.2500%
\$1 million and above	.2250%

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Item 1 D. (continued)	<p>When a client makes a contribution or withdrawal of at least \$50,000 during the quarter, TMFS -- Norfolk, VA -- LLC prorates the client's quarterly advisory fee. However, no proration occurs for smaller contributions or withdrawals that a client makes prior to the end of the quarter;</p> <p>In addition to the short-term redemption fees, many mutual funds charge a contingent redemption fee if shares are redeemed within a certain period of time, usually between 90 - 180 days, but some contingent redemption periods may be longer. The contingent redemption charge is usually 1%-2% of the sale amount. TMFS-Norfolk, LLC receives no portion of the contingent redemption fee. These fees are imposed to minimize market timing and excessive trading that impairs the value of longer-term mutual fund shareholders. Please see the individual mutual fund prospectus for full details."</p> <p><b>FINANCIAL PLANNING:</b></p> <p>A flat fee will be calculated based upon 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, with a minimum fee of \$500.00. All fees are agreed upon prior to entering into a contract with any client.</p> <p>Financial planning fees shall be due as follows:</p> <p>One-half of the total fee will be due and payable at the time the client enters into the financial planning agreement, with the balance due and 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.</p> <p><b>CONSULTING:</b></p> <p>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.</p> <p><b>FEE OFFSET:</b></p> <p>If a Financial Planning or Consulting client opts to contract with TMFS-NORFOLK, VA—LLC for Portfolio Management Services, TMFS-NORFOLK, VA--LLC may offer to offset the Financial Planning or Consulting fee, up to the value of \$500, against the initial fee for Portfolio Management services.</p>	

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Item 1 D. (continued)	<b>GENERAL INFORMATION ON FEES:</b>  In certain circumstances all fees and account minimums may be negotiable. The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205 (a)(1)).  <b>TERMINATION:</b>  A client agreement may be canceled at any time, by either party, for any reason, upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be refunded promptly, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.  All fees paid to TMFS-NORFOLK, VA—LLC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or a deferred sales charge. A client could invest in a mutual fund directly, without the services of TMFS- NORFOLK, VA—LLC In that case, the client would not receive the services provided by TMFS-NORFOLK, VA—LLC designed, among other considerations, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by TMFS-NORFOLK, VA—LLC to understand fully the total amount of fees to be paid by the client, and to evaluate thereby the advisory services being paid for.  A franchise agreement exists between TMFS-NORFOLK, VA--LLC and an affiliated company of The Mutual Fund Research Center. Termination of that agreement could limit the ability of TMFS-NORFOLK, VA--LLC to access new mutual fund recommendations provided by The Mutual Fund Research Center. If the agreement was terminated, any securities held on your behalf by a custodian, e.g., Schwab Institutional, would continue to be held on your behalf by that custodian or its designee. Additionally, your investment advisory relationship with TMFS-NORFOLK, VA—LLC would continue. TMFS-NORFOLK, VA--LLC does not anticipate any future events occurring which would result in termination of the agreement. Upon request, TMFS-NORFOLK, VA--LLC will provide a listing of occurrences that could result in termination of the agreement.	
Item 4. B. (8)	<b>MAIN SOURCES OF INFORMATION</b>  In addition to those sources noted in Part II of the ADV, TMFS—NORFOLK, VA--LLC will utilize commercially available software and/or databases to obtain additional information on companies and mutual funds that may be recommended to clients.	

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Item 6.

**EDUCATION AND BUSINESS BACKGROUND**

Daniel Scott Henderson

Date of birth:

August 7, 1963

Education:

Virginia Wesleyan College, BA, Business Administration

LOMA FLMI Designation

LOMA HIA Designation

College of Financial Planning CRPC Designation

Employment:

Wachovia Securities, LLC, Financial Advisor, 2/2004 to 5/2005;

Chartway Federal Credit Union, Registered Representative, 10/2002 to 2/2004

Unemployed 8/2002 to 10/2002

United Services Automobile Association, Financial Services Rep, 8/1999 to 8/2002

CIGNA Group Insurance, Account Executive, 4/94 to 8/1999

Item 8. C. (3);

**OTHER FINANCIAL INDUSTRY ACTIVITIES OF AFFILIATIONS**

The custodian for all TMFS--NORFOLK, VA—LLC client assets is Charles Schwab & Company, an unrelated broker dealer.

Daniel Scott Henderson, is the Managing Partner of TMFS—NORFOLK, VA--- LLC. Mr. Henderson also an owner of TMFS-Albany, LLC, a Mutual Fund Store operating in Albany, New York. It is anticipated that he will spend 100% of his time on the advisory activities of TMFS—NORFOLK, VA---LLC, and 0% of his time on other, outside business activities (ownership interest in TMFS—ALBANY, NY—LLC).

Joe Bestgen is the President of TMFS National I, LLC and TMFS National II, LLC. It is estimated that Joe Bestgen will spend 50% of his time on managerial responsibilities of TMFS National I, LLC 50% of his time on magerial responsibilities associated with TMFS National II, LLC and 0% of his time on outside business activities.

TMFS National, LLC which is the owner of TMFS – Norfolk, LLC also owns four additional LLC's that serve distinct and separate geographic markets. The companies are TMFS – San Francisco – Oakland, LLC: TMFS – Austin, LLC, TMFS-Washington, D.C., LLC and TMFS – Richmond, LLC.

The Mutual Fund Store, LLC, will provide Quarterly Reports, Billing, and Processing of Trades for TMFS—NORFOLK, VA—LLC.

President, Joe Bestgen owns a minor 5% interest in TMFS – Cleveland, LLC and 10% ownership in TMFS – Albany, LLC.

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Item 8. 3. (C) Continued	<p>;</p> <p>TMFS—NORFOLK, VA--LLC pays an aggregate fee of up to 30% of its client revenue for the non-advisory administrative and other services that TMFS—NORFOLK, VA-LLC receives from TMFS, LLC and the non-discretionary investment advisory services that TMFS—NORFOLK, VA--LLC receives from The Mutual Fund Research Center, LLC</p> <p>TMFS—NORFOLK, VA—LLC is an independently owned and operated franchisee of TMFS, LLC, which has granted franchise rights to independently owned and operated Mutual Fund Store franchises in cities across the United States ("Franchisees"). TMFS, LLC also has affiliated store locations ("Affiliates"). Franchisees and Affiliates, including TMFS—NORFOLK, VA--LLC, receive non-discretionary investment advice from The Mutual Fund Research Center, LLC (the "Research Center"), which is a wholly owned subsidiary of TMFS LLC. The Research Center provides Franchisees and Affiliates with non-discretionary investment advisory services, principally investment recommendations formulated by the Research Center's Chief Investment Officer, Adam Bold, in the form of the "Select List," an asset allocation model (Strategic Allocation Management System), and related services. All Franchisees and Affiliates receive the same investment recommendations from the Research Center, and each Franchisee and Affiliate, including TMFS—NORFOLK, VA--LLC, independently implements these investment recommendations on a discretionary basis for each of its clients, taking into account each client's circumstances and investment objectives.</p> <p>In connection with TMFS, LLC's provision of accounting and reporting services to TMFS—Norfolk, VA--LLC client accounts under the franchise arrangement, clients are required to give TMFS, LLC a limited power of attorney ("LPOA") to provide accounting and reporting services to clients through access to Charles Schwab client account information. TMFS, LLC will not use such LPOA to effect any trades but solely for administrative services. This LPOA is in addition to the LPOA that TMFS—NORFOLK, VA--LLC requires its clients to sign giving TMFS—NORFOLK, VA--LLC discretionary authority over the clients' accounts.</p>	
Item 9. D. & E.	<p><b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b></p> <p>It is the expressed policy of TMFS-NORFOLK, VA—LLC that no person employed by TMFS—NORFOLK, VA—LLC may purchase or sell any security prior to a transaction being implemented for an advisory account in the same security to prevent any employee from benefiting from transactions effected on behalf of advisory accounts.</p> <p>TMFS-NORFOLK, VA—LLC or individuals associated with TMFS-NORFOLK, VA—LLC may buy or sell for their own accounts securities that are identical or similar to those they recommend to clients. Related persons may also have an existing interest or position in a security that is recommended to a client.</p>	

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Item 9. D. & E. (Continued)	<p>As these situations represent the potential for a conflict of interests, TMFS-NORFOLK, VA--LLC has established the following restrictions in order to ensure compliance with its fiduciary responsibilities:</p> <ol style="list-style-type: none"><li>1) A director, officer, or employee of TMFS-NORFOLK, VA--LLC shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment, unless the information also is available to the investing public on reasonable inquiry. No person of TMFS-NORFOLK, VA--LLC shall prefer his or her own interest to that of the advisory client.</li><li>2) TMFS-NORFOLK, VA--LLC maintains a list of all securities holdings for itself and anyone associated with this advisory practice and having access to advisory recommendations. These holdings are reviewed on a regular basis by the appropriate officer.</li><li>3) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</li><li>4) TMFS-NORFOLK, VA--LLC emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where TMFS-NORFOLK, VA--LLC granted discretionary authority over the client's account.</li><li>5) TMFS-NORFOLK, VA—LLC requires that all its associated individuals act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</li><li>6) Any associated individual not in observance of the above may be subject to termination.</li></ol>	
Item 10	<p><b>CONDITIONS FOR MANAGING AN ACCOUNT</b></p> <p>TMFS-NORFOLK, VA--LLC requires a minimum account of \$50,000 (fifty thousand dollars) for Investment Supervisory Services clients, and a minimum fee of \$500 for Financial Planning clients. However, under certain unusual circumstances, these minimums may be negotiable.</p>	

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Item 12. A. (1) & (2)	<b>INVESTMENT OR BROKERAGE DISCRETION</b>  Upon receiving written authorization from the client, associated persons of TMFS-NORFOLK, VA—LLC may manage accounts on a discretionary basis. When they do so, they limit their discretionary authority by prohibiting themselves from withdrawing funds and/ or securities from client accounts.	
Item 12. B.	<b>SELECTION OF BROKER-DEALER</b>  <b>INVESTMENT SUPERVISORY SERVICES:</b>  Clients are not obligated in any manner to contract with TMFS-NORFOLK, VA—LLC, for its investment advisory services.  Therefore, for commissionable trades, TMFS-NORFOLK, VA—LLC requires that the client direct The Mutual Fund Store, Inc. or TMFS-NORFOLK, VA--LLC to place such trades through Charles Schwab & Company, Inc. (through its Schwab Institutional services program).  While TMFS-NORFOLK, VA--LLC has a reasonable belief that Charles Schwab is able to obtain best execution and competitive prices, TMFS-NORFOLK, VA--LLC will not be independently seeking best execution price capability through other broker dealers. As indicated above, TMFS-NORFOLK, VA--LLC participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab & company, Inc., an NASD registered broker dealer. As part of the SI program, TMFS-NORFOLK, VA—LLC receives benefits that it would not receive if it did not offer investment advice. (See the disclosure under Item 13 A of this Schedule F narrative, below). TMFS—NORFOLK, VA—LLC does not receive any commission payments from Charles Schwab & Company.  <b><u>PORTFOLIO MANAGEMENT SERVICES</u></b>  As TMFS does not have discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct TMFS as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that TMFS will not have authority to negotiate commissions or to obtain volume discounts. Best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.  TMFS participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab & company, Inc. Clients in need of brokerage and custodial services will have Charles Schwab & Company. As part of the SI program, TMFS receives benefits that it would not receive if it did not offer investment advice. (See the disclosure under Item 13 A of this Schedule F narrative, below.)	

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Item 12. B. (Continued)	<b>FINANCIAL PLANNING/ CONSULTING</b>  Due to the nature of its business and client needs, TMFS' financial planning practice does not include block trades, negotiating commissions with broker dealers, or obtaining volume discounts, nor necessarily obtaining the best price.  Clients will be required to select their own broker/dealer and insurance companies for the implementation of financial planning recommendations. TMFS may recommend Charles Schwab & Company for brokerage services. TMFS clients must independently evaluate the broker before opening an account. The factors considered by TMFS when making this recommendation are the broker's ability to provide professional services, TMFS' experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. TMFS' financial planning clients may use any broker or dealer of their choice	
Item 13. A.	<b>ADDITIONAL COMPENSATION</b>  While these individuals endeavor at all times to put the interest of the clients first as part of TMFS-NORFOLK, VA--LLC fiduciary duty, clients should be aware that the receipt of compensation itself creates a potential for a conflict of interests and may affect the judgment of these individuals when making recommendations.  Advisory representatives will <u>not</u> receive 12b-1 fees from mutual fund expenses. 12b-1 fees will be paid to Charles Schwab & Company.  TMFS—NORFOLK, VA--LLC participates in Charles Schwab & Company's Schwab Institutional (SI) service program. While there is no direct linkage between the investment advice given and participation in the SI program, economic benefits are received which would not be received if TMFS—NORFOLK, VA--LLC did not give investment advice to clients. These benefits include receipt of duplicate confirmations and bundled duplicate statements, access to a trading desk serving SI participants exclusively, access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts, ability to have investment advisory fees deducted directly from client accounts, access – for a fee – to an electronic communication network for client order entry and account information, receipt of compliance publications, and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors.  The benefits received through participation in the SI program may or may not depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab & Co., Inc.	

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<b>Proxy Voting Policies</b>	<b>Proxy Voting Policies</b>  The Mutual Fund Store (TMFS) votess proxies for mutual funds appearing on our Select List of mutual funds.  Clients may obtain information on how TMFS voted securities for funds from our Select List, when held in the client's portfolio, by providing a written request to TMFS stating the mutual fund name and the date of the proxy.	
<b>Privacy Policy Statement</b>	<b>PRIVACY POLICY STATEMENT:</b>  <b>How We Use And Protect Personal Information at THE MUTUAL FUND STORE</b>  At The Mutual Fund Store, protecting your privacy is very important to us. We value your trust and we want you to understand what information we collect, how we protect it and how we use it. We treat personal information – nonpublic information that identifies you – with respect, and in accordance with this Privacy Policy.  The information we collect about you generally falls into one of the following categories: <ul style="list-style-type: none"><li>○ Information, such as your address, Social Security number and investment objectives, which you provide on account applications and other forms you submit to us.</li><li>○ Transactional information about your accounts, such as your investment choices, account balances and transaction history.</li></ul> We use the information we collect primarily to manage your investments. We may disclose all the personal information we collect, as described above, to companies such as The Mutual Fund Store—Kansas City, its affillitates and Chales Schwab and Company, Inc. that provide services to you on our behalf, in the following types of situations: <ul style="list-style-type: none"><li>○ Providing administrative, customer assistance, clearing, operational, or other services;</li><li>○ Preparing, printing and delivering portfolio management performance reports, confirmation statements and other documents;</li><li>○ Executing securities transactions; or</li><li>○ Maintaining or developing software for us.</li></ul> The Mutual Fund Store does not disclose your personal information to companies or	

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	<p>organizations not affiliated with us that would use the information we have provided them to contact you about their own products and services. Under no circumstances do we sell any of the personal information we collect.</p> <p>To further safeguard your personal information within The Mutual Fund Store, our policies only allow access to individuals who must have it to service your account. We maintain physical, electronic and procedural safeguards to protect this information. We treat information about our former investors with the same care we take with our current clients' information.</p> <p>The Mutual Fund Store believes that your privacy is important. We appreciate and take seriously the trust you place in us and in our ability to safeguard your personal information. We hope this description of our privacy practices is helpful and reassuring to you. For more information about our privacy policy, please contact The Mutual Fund Store Client Services.</p>	

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