

~~TSA PORTFOLIO MANAGEMENT INC.~~ TSA PORTFOLIO MANGEMENT. INC.

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GLEN HEAD, NY 11545
516-676-3332
WWW. HALLIDAYFINANCIAL.COM
~~12035/0915623/201351~~

This ~~Brochure~~ brochure provides information about the qualifications and business practices of ~~TSA Management~~ TSA Portfolio Management Inc. TSA Portfolio Management Inc. ("TSA"). If you have any questions about the contents of this ~~b~~ Brochure, please contact ~~Rachel Pinous~~ at 516-676-3332 or email us at ~~info~~@hallidayfinancial.com. The information in this ~~b~~ Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

~~TSA Management~~ TSA Portfolio Management Inc. TSA ~~is~~ Portfolio Management Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about ~~TSA Management~~ TSA Portfolio Management Inc. TSA Portfolio Management Inc. ~~also~~ is available on the SEC's website at www.adviserinfo.sec.gov.

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On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to ~~clients~~ Clients as required by SEC Rules. This ~~Brochure~~ Brochure dated ~~12/01/13~~ 09/17/23 ~~2012~~ 2015 is a new document prepared according to the SEC’s new requirements and rules. As such, this ~~d~~ o cument is materially different in structure and requires certain new information that our previous ~~brochure~~ brochure did not.

Item 2 Material Changes

There are no material changes to report from the previous release of the Firm **Brochure**.

In the future, this **item** will discuss only specific material changes that are made to the **Brochure** and provide **clients** with a summary of such changes. We will also reference the date of our last annual update of our **brochure**.

In the past, we have offered or delivered information about our qualifications and business practices to **clients** on at least an annual basis. Pursuant to new SEC Rules, we will ensure that **you** receive a summary of any materials changes to this and subsequent **Brochures** within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide **you** with a new **Brochure** as necessary based on changes or new information, at any time, without charge.

Currently, our **Brochure** may be requested by contacting Rachel Pino, CCO at 516-676-3332 or rpino@hallidayfinancial.com. Our **Brochure** is also available on our web site www.HallidayFinancial.com, also free of charge.

Additional information about **TSA Management** **TSA Portfolio Management Inc.** **TSA Portfolio Management Inc.** is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with **TSA Management** **TSA Portfolio Management Inc.** **TSA** who are registered, or are required to be registered, as investment adviser representatives of **TSA Management** **TSA Portfolio Management Inc.** **TSA**.

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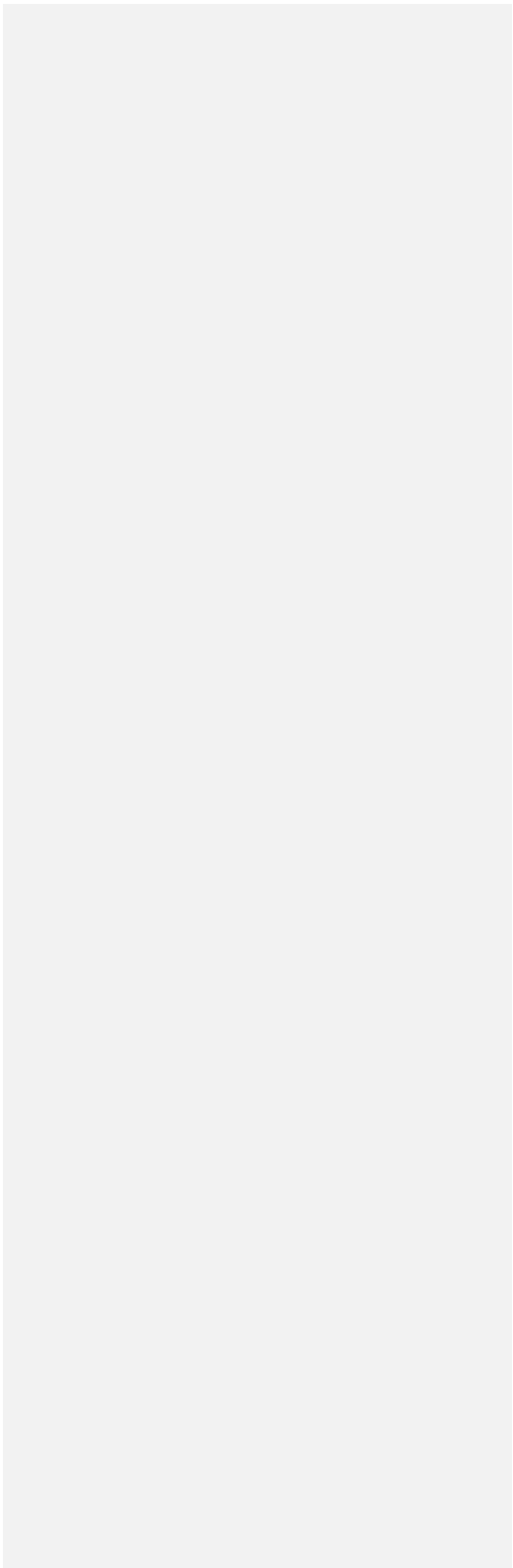
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Item 4 – Advisory Business

~~TSA Management~~ TSA Portfolio Management, Inc. (“TSA”), founded in 1991, provides investment supervisory services through investment management programs by giving continuous advice to ~~you~~ and by making investments ~~for~~ decisions based on ~~your~~ individual needs. Through personal discussions, TSA develops a personal investment policy, and creates and manages a portfolio based on ~~your~~ goals and objectives derived from discussions. ~~Your~~ portfolio may include investments in load or no load mutual funds, stock, individual bonds (corporate, government and municipal), variable annuities and exchange traded funds (ETFs). TSA manages advisory accounts on a discretionary and non-discretionary basis. Account supervision is guided by ~~your~~ stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income).

The unaffiliated third-party money managers offer specialized asset management expertise or services that TSA utilizes to manage all or a portion of the client assets in appropriate cases. Such third-party money managers expertise ranging from research and selection of investment options, to monitoring the assets and deciding when to sell them. Once selected, these third-party money managers have the fiduciary duty/discretion for the portion of assets placed with them, to choose and manage investments prudently for the client, including the development of an appropriate investment strategy, and buying and selling securities to meet those goals (subject to restrictions imposed by the client). TSA has no ability to affect the trading decisions of the third-party money managers once a client decides to participate in these programs, and can only choose whether to engage or terminate a third-party money manager. TSA retains the right to replace (i.e., "hire or fire") third-party money managers on behalf of clients that have given discretionary authority to TSA. Accounts that have discretionary authority allow TSA to choose or change any third-party money manager approved for a given platform, without additional approvals from the client. TSA will evaluate the third-party money managers and investment vehicles to determine whether the third-party money manager is suitable for the client, given the appropriate style and allocation. In addition, TSA performs ongoing due diligence of the individual third-party money managers' performance and management, continuously reviews the client's account for adherence to objectives outlined with manager, and will reallocate assets among managers if necessary.

In addition to the services described in this brochure, we also offer other fee-based account products through agreements with Morningstar, Curian Capital and SEI Investments. Those products may have fees lower or higher than products provided through the TSA platform. You can find out more information about these products by asking your an Investment Advisor for a separate brochure which describes these programs.

Principal Owners

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A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Notes: (1) For purposes of this item, your principal owners include the *persons* you list as owning 25% or more of your firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If you are a publicly held company without a 25% shareholder, simply disclose that you are publicly held. (3) If an individual or company owns 25% or more of your firm through subsidiaries, you must identify the individual or parent company and intermediate subsidiaries. If you are an SEC-registered adviser, you must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries. If you are a state-registered adviser, you must identify all intermediate subsidiaries.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of *clients*. Explain whether *clients* may impose restrictions on investing in certain securities or types of securities.

D. If you participate in *wrap fee programs* by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

E. If you manage *client* assets, disclose the amount of *client* assets you manage on a *discretionary basis* and the amount of *client* assets you manage on a *non-discretionary basis*. Disclose the date "as of" which you calculated the amounts.

Note: Your method for computing the amount of "*client* assets you manage" can be different from the method for computing "assets under management" required for Item 5.F in Part 1A. However, if you choose to use a different method to compute "*client* assets you manage," you must keep documentation describing the method you use. The amount you disclose may be rounded to the nearest \$100,000. Your "as of" date must not be more than 90 days before the date you last updated your *brochure* in response to this Item 4.E.

Ascendant Comments: Amended Rule 204-2 of the Investment Advisers Act requires you to create and maintain a record describing how you calculated assets under management differently than in Item 5.F. of Form ADV, Part 1A, if applicable.

Be sure that your business description is consistent with your investment advisory agreements and marketing materials.

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TSA is a division of Halliday Financial Group, Inc which (as of January 2012) is owned by the following individuals:

Rachel Holste Halliday Pino, CCO,	22.25%
Denis J. Moynihan, II, President and Portfolio Manager,	16.3%
Sean Mohammadi,	16.3%
Andrew Halliday,	22.25%
Melissa Halliday Maynard,	6%
Scott Solomon	2.33%
Treasury,	146.23.03%

As of 12/31/2012, TSA Management Inc. manages approximately \$122,766,792.86 in assets for approximately 957,691 clients. Approximately \$110,832,543.35 is managed on a discretionary basis and \$11,934,249.51 is managed on a non-discretionary basis.

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Types of Agreements

Individual Customized Portfolios

The following agreements define the typical relationship:

- Discretionary: A discretionary contract allows TSA to execute trades for your account at your discretion without requiring your prior approval. If you choose, we will accept discretionary authority (by contract) to manage securities accounts on your behalf. This will give TSA the authority to determine, without obtaining your specific consent, the securities to be bought or sold, and the amount of the securities to be bought or sold for the account.
- Non-Discretionary: Non-discretionary agreements require TSA to obtain your permission prior to executing each trade.
- Directed Brokerage: You may obtain investment advice from TSA while directing us to execute trades in an account you hold at another broker-dealer.

Agreements may not be assigned without your consent.

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Tailored Relationships

When you choose to have us manage your assets, we will provide you with a Personal Investor Profile Questionnaire, an Asset Allocation Selection form and New Account form. In addition you will receive an Investment Advisory Agreement, which will detail all of the important terms and conditions pertaining to your account.

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The Personal Investor Profile Questionnaire (the "Investor Questionnaire") requests information regarding ~~your~~ financial circumstances and investment objectives. ~~You~~ have the ability to impose reasonable restrictions on the management of funds (e.g. ~~you~~ can designate particular equities, bonds, exchange traded funds (ETFs) and mutual funds that should **not** be selected for ~~your~~ account) and have designated these restrictions on ~~your~~ portfolio Selection Form. TSA has the right to refuse to follow any instructions which it deems unreasonable. If the particular restrictions are found to be unreasonable ~~in TSA's sole~~, ~~you~~ will be notified and given a chance to restate the restriction. If unable or unwilling to do ~~so~~, ~~so~~, ~~your account~~ ~~you~~ may be removed from TSA's discretion.

The Asset Allocation Selection Form which includes TSA's recommended asset allocation (the "Recommended Asset Allocation") among asset classes (e.g. U.S. equities, international equities, corporate bonds, bonds issued by U.S. Government or its agencies). The Recommended Asset Allocation seeks to balance ~~your~~ investment objectives against ~~your~~ risk tolerances as part of a long-term investment strategy based on the information ~~you~~ provided ~~in the Investor Questionnaire~~. ~~You~~ may select TSA's recommended asset allocation for ~~your~~ portfolio or may modify it as provided for in the Asset Allocation Selection Form. Based upon the asset allocation chosen by ~~you~~, TSA chooses a Portfolio of no-load equities, bonds, exchange traded funds (ETFs) and mutual funds for ~~your~~ the account. ~~You~~ have the right to inform TSA not to purchase certain equities, bonds, exchange traded funds (ETFs) and mutual funds for ~~the~~ ~~your~~ Account.

The New Account form will request information about ~~your~~ financial background, investment experience, objectives, risk tolerance, customized portfolio options and important disclosures and attestations. ~~Before signing~~ it is important for ~~you~~ to read all of the terms of this form ~~before signing~~. As ~~your~~ goals and objectives change over time, ~~your~~ Investment Advisor will update ~~they~~ records and ~~client~~ file. After any changes, ~~your~~ the advisor will provide ~~you~~ with new recommendations and advice that fit ~~your~~ changing needs.

~~Your~~ portfolio can be further customized in different ways to suit ~~your~~ needs and meet ~~your~~ goals. ~~When you open a new advisory account or at any time thereafter~~ ~~you~~ have the option of imposing investment restrictions on certain securities, industries or sectors by providing ~~your~~ the Investment Advisor with written instructions, ~~when you open a new advisory account or at any time thereafter~~. ~~Your~~ account will be reviewed at a minimum on a quarterly basis to evaluate ~~your~~ the asset allocation as well as rebalance ~~they~~ portfolio to keep in line with your goals as necessary. Your account can be managed in a tax efficient manner; however we do not provide tax advice or tax management services. Securities from outside accounts maybe transferred into your advisory account; however it may be recommended that you sell any security if it is believed that it is not suitable for the current recommended investment strategy.

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In addition to the services described in this ~~brochure~~brochure, we also offer the Lockwood Program. Below are the separate descriptions of the various portfolio options available under the Lockwood platform.

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Lockwood Managed Account Advisor ("MAA") Program

MAA is a program sponsored by Lockwood, with clearing and custody services through its affiliate Pershing LLC ("Pershing"), member FINRA NYSE and SIPC. Lockwood Advisors, Inc. is an SEC-registered investment adviser and is owned by The Bank of New York Mellon Corporation.

TSA will utilize software and documentation provided by Lockwood to assist the you in selecting an investment style allocation and/or diversified portfolio of investments including investment vehicle(s) and/or managers ("Manager(s)") appropriate for you initially and on an on-going basis. TSA will collect financial and personal information from you, assist you in establishing investment objectives and strategies, and evaluate the suitability of the products for you. TSA will then assist you in selecting a Manager(s) from the Lockwood research department's list of Managers with whom Lockwood does business.

TSA will have the authority to hire and fire the selected Managers and re-allocate assets among them without your prior consent. Lockwood has limited investment discretion to change the selected Manager(s) if your financial circumstances change or economic or market conditions change, to the extent that Lockwood feels that a Manager change is advisable, or, if in Lockwood's opinion, the Manager(s) selection can no longer meet the our investment objectives. The Manager(s) selected by you and/or TSA are granted investment discretion by you and exercise this authority in the day-to-day portfolio management of your account(s).

Lockwood Advisor Flex Portfolios ("AFP")

Whereas Lockwood is the sponsor and portfolio manager of the AFP product, after review and approval of the asset allocations and investment selections recommended by Standard & Poor's Investment Advisory Services LLC ("SPIAS"), Lockwood makes certain model portfolios ("Models") available to TSA for ~~youits clients~~. Lockwood will implement certain model updates throughout the life of ~~a clientsyour~~ AFP account, and ~~each clientyou~~ will give Lockwood the limited discretion to implement such updates. Model updates may include replacing one investment vehicle with another or changing the asset allocation. All trades are individual to each AFP account and are not aggregated.

You will grant limited discretion to TSA to make changes to the investment vehicles in your account throughout the life an account.

Lockwood Investment Strategies ("LIS") Program

The LIS product consists of five core models and variations thereto which span the risk/return spectrum. Lockwood's affiliate, Lockwood Capital Management, Inc. ("LCM"),

acts as an Overlay Manager and selects various Sub-Advisors who provide strategy-specific models, and/or investment vehicles, including mutual funds and exchange-traded funds for each investment style component of each of the portfolios. With Lockwood exercising investment discretion over the accounts established under this program, LCM coordinates the buying and selling of securities, tax efficiency, and rebalancing across each portfolio. The account is rebalanced periodically to reflect the market changes and to maintain compliance with Lockwood's strategy-specific guidelines and ~~clients-your~~ investment objectives.

TSA will provide you with an asset allocation strategy developed through personal discussions in which goals and objectives based on your particular circumstances are established. This asset allocation strategy is drafted into your Personal Investment Policy Statement. You will grant limited discretion to Lockwood to rebalance the account by replacing one investment vehicle or model with another. You will also grant TSA limited discretion for the purpose of making investment vehicle, model, and asset allocation selections. TSA has the ability, subject to certain limitations, to override Lockwood's proposed asset allocation and/or investment proposal.

Lockwood Asset Allocation Portfolios ("LAAP") Program

LAAP is a discretionary, multi-discipline managed portfolio product housed in a single account and managed by LCM. LCM serves as the Portfolio Manager, determines asset allocation strategy and selects investment vehicles for each investment style component of LAAP based on proprietary models. LAAP consists of five core models, which may consist of mutual funds, exchange-traded funds and other types of securities, as determined by LCM.

TSA will provide you with an asset allocation strategy developed through personal discussions in which goals and objectives based on your particular circumstances are established. This asset allocation strategy is drafted into ~~the clients your~~ Personal Investment Policy Statement. You will

~~Lockwood continued —~~

grant limited discretion to Lockwood to rebalance the account by replacing one investment vehicle or model with another. You will also grant TSA limited discretion for the purpose of making investment vehicle, model, and asset allocation selections. TSA has the ability, subject to certain limitations, to override Lockwood's proposed asset allocation and/or investment proposal.

Termination of Agreement

~~Investment advisory contracts may be terminated by either you or TSA without payment of any penalty, upon written notice to the other party. Termination by either the you or TSA does not have the effect of canceling orders to deposit or invest cash or to purchase or sell securities prior to receipt of notice of cancellation. In the event either you or your Investment Advisor terminate the Agreement, you will receive a pro-rata bill representing your portfolio value at the time of termination, adjusted for the number of days from the last billing quarter for the portion of the quarter not yet billed if your account has been billed in arrears. If your account has been billed in advance for the next calendar quarter, you will be refunded the on a pro-rata basis.~~

Item 5 – Fees and Compensation

Description

~~The specific manner in which fees are charged by TSA ManagementTSA Portfolio Management Inc. are established in yourthe Investment Advisory agreement with TSA ManagementTSA Portfolio Management Inc. TSA ManagementTSA Portfolio Management Inc.TSA will generally bill its fees on a quarterly basis. You may elect to be billed in advance or arrears each calendar quarter. If you choose to be billed either quarterly in arrears, your~~

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A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Note: If you are an SEC-registered adviser, you do not need to include this information in a *brochure* that is delivered only to qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

B. Describe whether you deduct fees from *clients'* assets or bill *clients* for fees incurred. If *clients* may select either method, disclose this Investment Advisor's. Explain how often you bill *clients* or deduct your fees.

C. Describe any other types of fees or expenses *clients* may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that *clients* will incur brokerage and other transaction costs, and direct *clients* to the section(s) of your *brochure* that discuss brokerage.

D. If your *clients* either may or must pay your fees in advance, disclose this Investment Advisors. Explain how a *client* may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

E. If you or any of your *supervised persons* accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this Investment Advisors and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

1. Explain that this practice presents a conflict of interest and gives you or your *supervised persons* an incentive to recommend investment products based on the compensation received, rather than on a *client's* needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to *clients*. If you primarily recommend mutual funds, disclose whether you will recommend "no-load" funds.

2. Explain that *clients* have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.

3. If more than 50% of your revenue from advisory *clients* results from commissions and other compensation for the sale of investment products you recommend to your *clients*, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.

4. If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

Note: If you receive compensation in connection with the purchase or sale of securities, you should carefully consider the applicability of the broker-dealer registration requirements of the Securities Exchange Act of 1934 and any applicable state securities statutes.

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fees will be based on the value of the assets at the end of the current quarter. If you choose to be billed in advance, your fee will be based on your assets at the time of account inception. This means that your fee will be based upon the value of the account when you deposit the funds. You may also elect to be billed directly for fees or may authorize TSA Management ~~TSA Portfolio Management Inc.~~ to directly debit fees from your accounts. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. TSA's primary payment method is where the custodian deducts the investment management fee from client accounts. For those not directly debited, an invoice will be sent directly to the client, and will be due in full within 10 days of receipt. Statements provided by the custodian will detail the total amount of the fees that have been deducted per quarter. Fees are not verified for accuracy by the custodian; it is the client's responsibility to do so. Some assets (usually those with initial or deferred sales charges) may initially be excluded from the on-going asset under management fee agreed to by clients and TSA. At an agreed upon point in the future, the assets may be included in calculation of the clients' quarterly fees.

Some third-party platforms and programs may charge fees in arrears or in advance. These are outlined in the applicable program's Disclosure Document. Each client's billing specifics and elections are listed in its client advisory agreement.

TSA charges advisory fees based upon the valuation of client account(s) as determined by its custodians. The total portfolio value on which fees are based may vary from the value on the custodian statement (the valuation may be higher or lower) due to such factors as the timing and posting of dividends, settlement dates for trades, etc.

Other Fees and Charges:

All fees paid to TSA 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 and shareholder service fee. Clients should review such additional fees and the fees TSA charges to understand the total amount of fees paid, as investments in mutual funds may be made by clients, independent of and without the services provided by TSA. Virtually all investments purchased by prospectus have internal fees that are borne by the client in addition to any trading, execution, or TSA advisory fees.

Clients invested in mutual funds will indirectly pay management fees and other expenses of the mutual funds that are separate and in addition to the advisory fees paid to TSA. In addition, TSA may participate indirectly in the sales charges imposed by mutual funds through its affiliated broker/dealer, Halliday Financial, LLC. Halliday Financial, LLC may also receive 12b-1 fees in connection with certain mutual funds purchased for clients' accounts, including certain money market funds. These fees will not always be used to offset advisory fees paid by clients to TSA, although in some cases clients' advisory fees may be lower (due to the receipt of the 12b-1 fees) than they otherwise would have been without the 12b-1 fees. Halliday Financial, LLC may also receive shareholder-servicing fees (also referred to as "rebates" or "revenue sharing" payments) from various mutual fund companies with respect to its clients whose assets are invested in those mutual funds, which typically range from 5 basis points to 50 basis points depending on the mutual fund purchased. Halliday Financial, LLC, may receive a portion of such fees, rebates, and payments.

TSA also participates in the Charles Schwab & Co., Inc. Schwab Institutional Program. Charles Schwab may receive compensation from the mutual funds, in addition to account transaction fees paid directly by clients. No portion of such compensation or fees is paid to TSA or any affiliated entity.

Participating in Lockwood's programs will be provided brokerage, custody, and clearing services will be provided through its affiliate, Pershing. You should carefully review all the terms and conditions of the agreement(s) signed with Lockwood, LCM, Manager(s), and Pershing. Clients should also review Lockwood's, LCM's, and Managers' Form ADV Part II and Schedule H for specific descriptions of their brokerage practices and wrap fee programs.

—Termination of Agreement

Investment advisory contracts may be terminated by either you or TSA without payment of any penalty, upon written notice to the other party. Termination by either ~~the~~ you or TSA does not have the effect of canceling orders to deposit or invest cash or to purchase or sell securities prior to receipt of notice of cancellation. In the event either you or your Investment Advisor terminate the Agreement, you will receive a pro-rata bill representing your portfolio value at the time of termination, adjusted for the number of days from the last billing quarter for the portion of the quarter not yet billed if your account has been billed in arrears. If your account has been billed in advance for the next calendar quarter, you will be refunded the on a pro-rata basis.

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Fee Billing

The minimum initial amount of Program Assets for your account is \$50,000. The minimum account size may be changed from time to time at the sole direction of TSA. However, if the minimum amount in your account drops below \$40,000, TSA shall have the right to terminate the Account.

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The annual fee is based on a percentage of investable assets according to the following schedule under the specific programs stated:

Discretionary Pershing Tier II

Value of STAR Program Assets Annual Fee

An Advisory Fee typically ranges from .5% to 1% annually will be collected on accounts with up to \$1,000,000 under management. The transaction fees normally charged to client accounts will not be charged to accounts with \$500,000, or more, under management. The Advisory Fee for accounts with more than \$1,000,000 under management is subject to negotiation and will be recorded in writing on a separate form and attached hereto.

Non-Discretionary Pershing Tier II

Value of STAR Program Assets Annual Fee

An Advisory Fee typically ranges from .5% to 1% annually will be collected on accounts with up to \$1,000,000 under management. The transaction fees normally charged to client accounts will not be charged to accounts with \$500,000, or more, under management.

Where there is a transaction fee charged it is paid directly to Halliday Financial, LLC. (the affiliated broker dealer for TSA Portfolio Management).
The Advisory Fee for accounts with more than \$1,000,000 under management is subject to negotiation and will be recorded in writing on a separate form and attached hereto.

Discretionary Pershing Tier III

Value of STAR Program Assets Annual Fee

An Advisory Fee of 1.4% annually will be collected on accounts.
The transaction fees normally charged to client accounts will not be charged to accounts.

Non-Discretionary Pershing Tier III

Value of STAR Program Assets Annual Fee

A flat Advisory Fee of 1.4% annually will be collected on all accounts.
The transaction fees normally charged to client accounts will not be charged to accounts.
Where there is a transaction fee charged it is paid directly to Halliday Financial, LLC. (the affiliated broker dealer for TSA Portfolio Management).

Tier I: The annual fee charged for investment supervisory service depends on the program you select and ranges from 0.3% to 2.5% of assets under management. There is a transaction charge for each buy and sell transaction (excluding sweep transactions in money market funds). The transaction fee is paid directly to HRC Investment Services Halliday Financial, LLC. (the affiliated broker dealer for TSA ManagementTSA Portfolio Management).

Tier II: This consists of a flat one (1%) percent fee up to \$1,000,000 of assets under management and no transaction costs above \$500,000. Fees for accounts in excess of \$1,000,000 are negotiable. Another account under the Tier II program is charged a flat one (1%) percent but is charged all transaction fees.

Tier III: This consists of a flat one (2.5%) percent fee on all assets under management and no transaction costs.

All fees are subject to negotiation.

Other Programs offered through ~~TSA Management~~TSA Portfolio Management and their corresponding fees—

Lockwood Fees--Under the Managed of Managers Programs:

Lockwood Managed Account Advisor ("MAA") Program

Managers will generally not accept accounts under \$100,000, with the minimum account sizes varying slightly in some instances.

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FEES: MAA is available only on a fee basis. Generally the fee components are 1) Lockwood advisory or program fee; 2) Manager(s) fee; 3) Clearing and custody fee; 4) and TSA fee.

Each manager engaged by you will set and charge fees independently of one another and, as such, fees may vary from Manager to Manager. Managers' fees typically range between 0.20% and 0.75% of assets annually on an account basis. Lockwood's fees typically range between 0.25% to 0.65% of assets annually on an account basis for equity investments and between 0.15% to 0.35% of assets annually on an account basis for fixed income investments. Based on the agreement with you, these fees may include clearing and custody fees. Thus, an overall fee will depend on the Manager(s) selected, amount of assets under management, types of investment held, and the fee charged by TSA. Total fees typically range from 1.00% to 3.00%, based on the Investment Advisor outlined above. TSA will ensure that the aggregate fee charged will never exceed 3.00% of the assets under management. TSA's investment advisory fee, constituting a portion of the total fee charged is based on the following fee schedules:

<u>Equity--Assets Under Management (\$)</u>	<u>Fee (%)</u>
First \$500,000	1.00%
Next \$500,000	1.00%
Next \$4,000,000	0.75%
Next \$5,000,000	0.30%
Over \$10,000,000	0.20%

<u>Fixed Income--Assets Under Management (\$)</u>	<u>Fee (%)</u>
First \$500,000	0.65%
Next \$500,000	0.65%
Next \$4,000,000	0.50%
Next \$5,000,000	0.35%
Over \$10,000,000	0.30%

These fee schedules may be negotiable under certain circumstances.

Lockwood debits the account for the fees charged by Lockwood, the clearing agent, the selected Manager(s), and TSA and remits the fees to the respective parties accordingly. Fees are debited in advance for the next calendar quarter based on the value of the assets at the end of the prior calendar quarter.

Participating in the MAA program should carefully review Lockwood’s Form ADV Part II and Schedule H for a detailed description of all fees in the program, including the wrap fee option.

Lockwood Advisor Flex Portfolios (“AFP”)

The minimum account size of AFP accounts is \$100,000, with minimum subsequent contributions of \$1,000.

FEES: AFP is available only on a fee basis. Generally the fee components are 1) Lockwood advisory or program fee (inclusive of SPIAS fee; 2) Clearing and custody fee, and execution fee paid to Pershing; 3) and TSA fee. The combined Lockwood and Pershing fees range from 0.25% to 0.40% of assets annually on an account basis. TSA will ensure that the aggregate fee charged will never exceed 3.00% of the assets under management. TSA’s investment advisory fee, constituting a portion of the total fee charged is based on the following fee schedule:

<u>Assets Under Management (\$)</u>	<u>Fee (%)</u>
First \$500,000	1.00%
Next \$500,000	1.00%
Next \$4,000,000	0.75%
Next \$5,000,000	0.50%
Over \$10,000,000	0.20%

This fee schedule may be negotiable under certain circumstances.

Client's Your participation in the MAA program should carefully review Lockwood’s Form ADV Part II and Schedule H for a detailed description of all fees in the program, including the wrap fee option. Additional expenses associated with the specific underlying investment vehicles (such as, 12b-1 fees, redemption fees and internal expenses fees) may apply.

Lockwood Investment Strategies (“LIS”) Program

The minimum initial investment in this program is \$250,000.

FEES: The LIS program fee includes the LCM advisory fee and Overlay Manager fee, the Sub-Adviser fees, clearing and custodial fees. The program fee does not include fees or expenses which may be associated with the underlying investment vehicles such as redemption fees, 12b-1 fees, or internal expense ratios. The overall fee will depend on

amount of assets under management, types of investments held, and the fee charged by TSA. The LIS fee typically ranges from 0.30% to 0.75% of assets under management, based on the Investment Advisor outlined above. TSA will ensure that the aggregate fee charged will never exceed 3.00% of the assets under management. TSA's investment advisory fee is in addition to the LIS program fee and is based on the following fee schedule:

<u>Assets Under Management (\$)</u>	<u>Fee (%)</u>
First \$500,000	1.00%
Next \$500,000	1.00%
Next \$4,000,000	0.75%
Next \$5,000,000	0.50%
Over \$10,000,000	0.20%

This fee schedule may be negotiable under certain circumstances.

Lockwood debits your account for the fees charged by LCM, it's clearing agent, Sub-Advisers, and TSA and remits the fees to the respective parties accordingly. Fees are debited in advance for the next calendar quarter based on the value of the assets at the end of the prior calendar quarter.

Participating in the LIS program should carefully review Lockwood's and LCM's Form ADV Part II and Schedule H for a detailed description of all fees in the program, including the wrap fee option.

Lockwood Asset Allocation Portfolios ("LAAP") Program

Until January 19, 2008, the minimum initial investment was \$25,000. Effective January 19, 2008, the minimum account size is \$50,000.

FEES: The LAAP program fee includes the LCM advisory fee, a sponsor fee, the administrative fee, and clearing and custodial fees. The program fee does not include fees or expenses which may be associated with the underlying investment vehicles such as redemption fees, 12b-1 fees, or internal expense ratios. The overall fee will depend on amount of assets under management, types of investments held, and the fee charged by TSA. The LAAP fee typically ranges from 0.10% to 0.40% of assets under management, based on the Investment Advisor outlined above. TSA will ensure that the aggregate fee charged will never exceed 3.00% of the assets under management. TSA's investment advisory fee is in addition to the LAAP program fee and is based on the following fee schedule:

<u>Assets Under Management (\$)</u>	<u>Fee (%)</u>
First \$500,000	1.00%
Next \$500,000	1.00%
Next \$4,000,000	0.75%

Next \$5,000,000	0.50%
Over \$10,000,000	0.20%

This fee schedule may be negotiable under certain circumstances.

Participating in the LAAP program should carefully review Lockwood's and LCM's Form ADV Part II and Schedule H for a detailed description of all fees in the program, including the wrap fee option.

WRAP FEES: As previously disclosed, participating in the Lockwood program(s) may pay an ~~all inclusive~~all-inclusive wrap fee which includes charges for advisory services, custody, clearing, transaction execution and account reporting. Participating in these programs also agrees to direct brokerage in their account(s) through Pershing. Therefore, in evaluating such an arrangement, you should recognize that brokerage commissions for the execution of transactions in the account are not negotiated by TSA or Lockwood, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to you and those charged to other TSA ~~Clients~~accounts. You should also consider that, depending upon the level of the wrap fee charged by the broker dealer, the amount of portfolio activity in your account, the value of custodial and other services which are provided under the arrangement, and other Investment Advisors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately and if TSA and/or Lockwood were free to negotiate commissions and seek best price and execution of transactions for the clients account.

ERISA Accounts: TSA is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, TSA may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset TSA advisory fees.

Advisory fees will always be offset for commissions earned on securities transactions executed in pension, profit-sharing, 401k, IRA or your accounts where it otherwise would constitute a prohibited transaction under the provisions of ERISA or the Internal Revenue Code.

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Other Fees and Charges:

Under some of the programs, TSA ManagementTSA Portfolio Management Inc.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by you (unless stated in the program selected). You may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Mutual funds and exchange traded funds charge internal management fees by the mutual funds that are purchased in your account. Mutual funds generally charge a management fee for their services as investment managers. This management fee, along with other charges, is included in the "expense ratio". For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. Mutual funds may also charge an early termination fee if you sell shares prior to the fund's required holding period. These fees are further disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to TSA ManagementTSA Portfolio Management Inc.'s fee, and TSA ManagementTSA Portfolio Management Inc. shall not receive any portion of these commissions, fees, and costs.

TSA also participates in the Charles Schwab & Co., Inc. Schwab Institutional Program. Charles Schwab may receive compensation from the mutual funds, in addition to account transaction fees paid directly by cClients. No portion of such compensation or fees is paid to TSA or any affiliated entity.

Typically, participating in Lockwood's programs will be provided brokerage, custody, and clearing services through its affiliate, Pershing. You should carefully review all the terms and conditions of the agreement(s) signed with Lockwood, LCM, Manager(s), and Pershing. Clients should also review Lockwood's, LCM's, and Managers' Form ADV Part II and Schedule H for specific descriptions of their brokerage practices and wrap fee programs.

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

TSA ManagementTSA Portfolio Management Inc.TSA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets).

Item 7— Types of Clients

TSA ManagementTSA Portfolio Management Inc.TSA may provide portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign

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If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle) – disclose this Investment Advisors. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this Investment Advisors. Explain the conflicts of interest that you or your supervised persons Investment Advisor or accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

Ascendant Comment: Please see the two sample responses we have provided in the body of the document.

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funds such as UCITs and SICAVs, and other U.S. and international institutions.

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

Principal Investment Strategies

METHODS OF ANALYSIS

TSA Portfolio Management uses multiple methods of analysis in formulating our investment advice and managing client assets. This section sets them out in order of importance and includes a description of the methods and their risks:

Asset Allocation: We begin our analysis by attempting to identify an appropriate ratio of equities, fixed income, and cash suitable to the client's investment goals and risk tolerance. We and the client reach agreement as to the appropriate allocation.

A risk of asset allocation is that the client may not fully participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals. To help alleviate the latter risk, we rebalance accounts regularly.

Fundamental Analysis: We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Qualitative Analysis: We subjectively evaluate non-quantifiable factors such as quality of management and strength of research and development factors not readily subject to measurement.

A risk is using qualitative analysis is that our subjective judgment may prove incorrect.

Technical Analysis: We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and allocate appropriately.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

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A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.

B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

Ascendant Comment: Various mutual fund and private fund prospectuses should serve as important sources of sample disclosure for this Item. Also review and consider your Investment Committee records.

Risks for all forms of analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. There is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

TSA Portfolio Management's Inc. investment process is comprised of several components. Our asset allocation strives to maximize the level of returns for a given risk level. Our strategies diversify client's assets to cover a full range of investment styles. Our approach to portfolio construction is to make certain the portfolio is aligned with the client's risk profile. To ensure that client portfolios continue to meet expectations in a variety of market conditions, the investment team manages the portfolios through a quarterly rebalancing process. This process of rebalancing is instrumental in keeping the integrity of the risk/reward characteristics of our portfolios intact.

We do not engage in high frequency trading, or market timing strategies because they do not offer the risk/reward characteristics we seek in managing investment portfolios for clients.

TSA Portfolio Management STAR Program offers investment strategies for specific Clients based upon the Client's investment objectives, financial status, risk tolerance and specific instructions stated by the Client during consultations. The Client has the ability to impose reasonable restrictions on the management of his/her funds. For example, the client can designate particular equities, bonds, ETF's and mutual funds or types of equities, bonds, ETF's and mutual funds that should not be selected for his/her account and has designated these instructions on his or her Portfolio Selection Form. Each Client approves an account form that documents their objectives and their desired investment strategy. TSA Portfolio Management uses a variety of sources to implement investment strategies. Special attention is given to the tax consequences of trades in taxable accounts to help improve the Client's tax liability for that tax year.

Relatively aggressive investment strategies that may be adopted under certain and rare circumstances are margin transactions and option-writing (including covered options, uncovered options or spreading strategies). These strategies require special consideration and written approval and paperwork from the Client before being utilized.

STAR Portfolio Selection Form is a model portfolio that our clients select to determine the manner in which they want their STAR account invested. Each model portfolio is designed

to meet a particular investment goal. The model allocations portfolios are listed below with a description of each:

Equity Weighted 20 – 5% of the portfolio is invested in each the S&P 500, Large Value, Small Cap and International Equity Markets. Corporate and Government bonds are 78% of the portfolio with 2% in a money market.

Equity Weighted 40 – 10% invested in each the S&P 500, Large Value, Small Cap and International Equity Markets. The 1 year Corporates are at 28% and 5 year Government is 30% with 2% in the money market.

Equity 60 – 15% invested in each the S&P 500, Large Value, Small Cap and International Equity Markets. 1 Year Corporates are 18% and 5 Year Government is 20% with 2% in the money market.

Equity 80 – 20% invested in each the S&P 500, Large Value, Small Cap and International Equity Markets. 1 Year Corporates are at 8% and 5 Year Government is 10% with 2% in the money market.

Option 100 – 20% in each the S&P 500, Large Value and International Equity Markets. Small Cap Value and Small Cap Growth are 10% and Mid Cap Value and Mid Cap Growth are at 9% with 2% in the money market.

Option 100 Retirement – 12% invested in each the S&P 500, Small Cap, Mid Cap and International Equity Markets. Large Value is 50% with 2% in the money market.

TSA Portfolio Management, Inc. investment advisors provide investment advice concerning a wide variety of securities. Included in the kinds of securities are shares of open end investment companies (mutual funds), stocks, bonds and ETFs. TSA frequently utilizes money market funds. Besides fees and expenses charges by TSA, assets invested in shares of a mutual fund will be subject to other fees and expenses, described in the fund's prospectus, which are paid by those funds but are ultimately borne by you the client as a shareholder. In the event that TSA recommends the investment of your client assets in such funds, fund fees and expenses will not reduce TSA's advisory fees imposed on the same asset.

Based on the portfolio model, the objective can range widely. Portfolios with 100% exposure to stock market investments are geared towards long term growth of capital. Portfolios with a 100% exposure to conservative investments such as bonds, bond funds and Treasuries are geared toward preservation of capital. Rationally, the models with less exposure to stock market investments are more conservative in nature. A guiding principle is the consideration of purchasing an individual stock/bond or stock/bond fund—we view each company as a company we would like to own independently. The balance sheet and earnings history are extremely important in our selection. While the portfolio primarily

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invests in U.S. companies, we do have holdings in foreign stocks and bonds. The portfolios may invest in stocks/bonds with micro to large market capitalization. TSA fires investments that vary from their objective, i.e. small company growth, large cap value, etc. Routinely, TSA eliminates the stocks or bonds when the company shows deteriorating fundamentals and its earnings progress falls short of the investment adviser's expectations to name a few.

TSA does not change the allocation of the portfolio model without the clients your consent. For example, if a client is in the "Equity 60 Model," the exposure to stocks or common stock funds will remain at 60%. TSA does not market time.

Principal Risks

- **Market Risk.** This is the risk that the value of the portfolio's investments will fluctuate as the stock markets fluctuate and those prices overall will decline, perhaps severely, over short-term or long-term periods. You may lose money by investing in a fund or stock fund.
- **Growth Investing Risk.** TSA invests in companies and funds that pursue the highest potential growth opportunities regardless of company size or industry.
- **Value Investing Risk.** Investing in undervalued securities involves the risks that such securities may never reach their expected market value, either because the market fails to recognize a security's worth or their value was misgauged. Such securities may decline in value even though they are already undervalued.
- **Selection Risk.** TSA purchases investments on your behalf. Investments represent ownership/obligations in certain companies. Over time, the market value of a company should reflect the success or failure of the company issuing the security.
- **Foreign (Non-U.S.) Risk.** This is the risk that the value of the Portfolio's investments in securities of foreign issuers will be affected adversely by foreign economic, social and political conditions and developments or by the application of foreign legal, regulatory, accounting and auditing standards or foreign taxation policies or by currency fluctuations and controls. The risks to the Portfolio and, therefore, to your investment in the Portfolio of investing in foreign securities include expropriation, settlement difficulties, market illiquidity and higher transaction costs. The prices of foreign securities may move in a different direction than the prices of U.S. securities. In addition, the prices of foreign securities may be more volatile than the prices of U.S. securities.
- **Smaller Capitalization Risk.** Smaller capitalization companies may be engaged in business within a narrow geographic region, be less well known to the investment community and have more volatile share prices. These companies often lack management depth and have narrower market penetrations, less diverse product lines and fewer resources than larger companies. Moreover, the securities of such companies often have less market liquidity and, as a result, their stock prices often react more strongly to changes in the marketplace.

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- **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. interest rate). This primarily relates to fixed income securities.
- **Interest rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds or bond funds become less attractive, causing their market values to decline.
- **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.
- **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. It carries 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.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Fixed income Risk:** Portfolios that invest in fixed income securities are subject to several general risks including interest rate risk, credit risk, and market risk which could reduce the yield that an investor receives from his or her portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.
- **High-yield fixed-income Securities Risk:** Investments in high-yielding, noninvestment grade bonds involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities.
- **Diversification Risk:** Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments including the potential for greater volatility.
- **Risks of Investing in a TSA Portfolio:** Performance of individual stocks/bonds/securities can vary widely. The investment decisions of the TSA's investment advisers may cause the Portfolio to underperform other investments or benchmark indices. The Portfolio may also underperform other similar investment strategies. The Portfolios investment advisers may be incorrect in an assessment of a particular mutual fund or company, or the investment advisers may not buy chosen securities at the lowest possible prices or sell securities at the highest possible prices. As with any portfolio, there can be no guarantee that the Portfolio will achieve its investment goals.

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The TSA Portfolio Managements Inc. Separately Managed Account program (SMAs) are discretionary managed investment accounts that provide you with a personalized

approach to investing, including direct ownership of individual securities, tax management, transparency and active investment management.

When selecting stocks to include in SMA portfolios, our managers look for larger, name-brand equities with strong dividend yields. A stock is even more attractive if it has had a history of increasing dividends and is trading at a discount to its market value. In addition, the company would have free cash flow and reserves to support the dividend.

An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Investing in securities involves risk of loss that you should be prepared to bear.

Item 9 – 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 TSA Management TSA Portfolio Management Inc. TSA or the integrity of TSA Management TSA Portfolio Management Inc. TSA's management. TSA Management TSA Portfolio Management Inc. TSA has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

TSA directs the execution of certain securities transactions for accounts managed by TSA through HRC Halliday Financial, LLC, an affiliated broker dealer. Certain employees and/or associated persons of TSA are also registered representatives and employees of HRC Halliday Financial, LLC. Shareholders of TSA are also shareholders of HRC Halliday Financial, LLC. We are aware that this situation could result in potential conflicts of interest between us and our clients, but believe we have addressed this concern in the monitoring and disclosure requirements imposed in our Code of Ethics, discussed in Item 11, below.

In addition, certain TSA employees and/or associated persons are also insurance agents of various insurance companies. Such individuals are also sub agents of Halliday Research Corp., (dba Halliday Life and Health) a licensed insurance agent and an affiliate of both TSA and HRC Halliday Financial, LLC. Certain TSA employees and/or associated persons may spend as much as 60% of their time with these other activities, which involve something business activities other than providing investment advice. TSA directs the execution of certain securities transactions for accounts managed by TSA through HRC, an affiliated broker dealer. Shareholders of TSA are also shareholders of HRC. However TSA does not recommend insurance products to its TSA clients, even when their investment advisor also sells insurance products.

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If there are legal or disciplinary events that are material to a *clients* or prospective *clients* evaluation of your advisory business or the integrity of your management, disclose all material Investment Adviser acts regarding those events. Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a *management person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the *management person's* Investment Adviser act, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the "date" of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a *clients* or prospective *clients* evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a *clients* or prospective *clients* evaluation.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a *management person*

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any *felony*; (b) a *misdemeanor* that involved investments or an *investment-related* business, fraud, Investment Adviser statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is the named subject of a pending criminal *proceeding* that involves an *investment-related* business, fraud, Investment Adviser statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was *found* to have been *involved* in a violation of an *investment-related* statute or regulation; or
4. was the subject of any *order*, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a *management person* from engaging in any *investment-related* activity, or from violating any *investment-related* statute, rule, or *order*.

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A. If you or any of your *management persons* are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this Investment Adviser act.

B. If you or any of your *management persons* are registered, or have an application pending to register, as a futures

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~~HRC, Halliday Financial, LLC.~~ an affiliated broker dealer of TSA, has a clearing agreement with Pershing ~~LLC., a wholly owned subsidiary of The Bank of New York Mellon Corporation Division of Donaldson Lufkin & Jenrette Securities Corporation, Inc.~~ ("Pershing"). ~~Clients-You~~ are not obligated to use ~~HRC-Halliday Financial, LLC.~~ (including Pershing) as the broker dealer or custodian for transactions and may request the use of another broker dealer or custodian. While this clearing agreement has no impact upon the investment advice provided by TSA to ~~Clientsyou~~, TSA does receive economic benefits as a result of this ~~clearing~~ agreement. These benefits include: receipt of duplicate confirmations; access to a special trading desk; ability to have investment advisory fees deducted directly from you accounts; access, for a fee, to an electronic communication network for order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher initial investments or are generally available only to institutional investors. In addition, ~~HRC-Halliday Financial, LLC.~~ may receive from Pershing a portion of the transaction fees charged by Pershing to you. The benefits received by TSA and its ~~c~~Clients from Pershing do not depend upon the volume of transactions directed through Pershing.

Brokerage commissions and Transaction Fees: These are costs ~~assocaited~~associated with the execution of trades placed in the account. Pershing may receive compensation from some of these commissions and fees. ~~HRC-Halliday Financial, LLC.~~ may receive from Pershing a portion of these transaction commissions and fees.

TSA has the right to reject any such broker dealer suggested by you if, in TSA's sole discretion, such broker dealer may not provide execution, custody or other services at the same level as ~~HRC-Halliday Financial, LLC.~~ and Pershing.

TSA also participates in the Charles Schwab (Schwab Institutional) program. While there is no linkage between investment advice provided by TSA and participation in the SI program, economic benefits are received as a result of participation in the SI program. Schwab also makes available to TSA other products and services that benefit TSA but may not benefit its ~~clientsclients'~~ accounts. Some of these other products and services assist TSA in managing and administering ~~clients-these~~ accounts. These include software and other technology that provide access to ~~youyour~~ account data (such as trade confirmations and account statements); facilitate trade execution and allocation of aggregated trade orders for multiple ~~you~~ accounts); provide research, pricing information and other market data; facilitate payment of TSA's fees from its ~~clientsclients'~~ accounts; and assist with back-office functions, recordkeeping and ~~you~~ reporting. Many of these services generally may be used to service all or a substantial number of TSA's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to TSA other services intended to help TSA manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to TSA by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a

third-party providing these services to TSA. While as a fiduciary, TSA endeavors to act in its cClients best interests, and TSA's recommendation that cClients maintain their assets in accounts at Schwab may be based in part on the benefit to TSA of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Item 11 – Code of Ethics

TSA ManagementTSA Portfolio Management Inc.TSA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its cClients. The Code of Ethics includes provisions relating to the confidentiality of your information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures among other things. All supervised persons at TSA ManagementTSA Portfolio Management Inc.TSA must acknowledge the terms of the Code of Ethics annually or as amended.

TSA ManagementTSA Portfolio Management Inc.TSA's employees and persons associated with TSA ManagementTSA Portfolio Management Inc.TSA are required to follow TSA ManagementTSA Portfolio Management Inc.TSA's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of TSA ManagementTSA Portfolio Management Inc.TSA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for TSA ManagementTSA Portfolio Management Inc.TSA's cClients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of TSA ManagementTSA Portfolio Management Inc.TSA will not interfere with (i) making decisions in the best interest of advisory cClients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of TSA ManagementTSA Portfolio Management Inc.TSA's cClients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to you trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as cClients, therefore creating the possibility that employeesthose employees might benefit from market activity by you in a security held by an employee.

TSA ManagementTSA Portfolio Management Inc.TSA's cClients or prospective cClients may request a copy of the firm's Code of Ethics by contacting Rachel Pino.

Personal Trading

Commented [ACM8]: Instruction to Item 11.

A.If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.

B.If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients.

C.If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

D.If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Note: The description required by Item 11.A may include information responsive to Item 11.B, C or D. If so, it is not necessary to make repeated disclosures of the same information. You do not have to provide disclosure in response to Item 11.B, 11.C, or 11.D with respect to securities that are not "reportable securities" under SEC rule 204A-1(e)(10) and similar state rules.

Ascendant Comment: State registered investment advisers should review their applicable state regulations regarding the requirement to have a Code of Ethics.

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The Chief Compliance Officer of ~~TSA Management~~ TSA Portfolio Management is Rachel Pino. She reviews employee trades each quarter. Her trades are reviewed by Denis Moynihan. These reviews help ensure that the personal trading of employees does not affect the markets, and that ~~c~~lients of the firm receive preferential treatment. Since most employee trades are typically small in the number of shares, the trades do not affect the securities markets.

Item 12 – Brokerage Practices

~~TSA Management~~ TSA Portfolio Management Inc. ~~TSA~~ does not maintain custody of your assets that we manage; although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 – Custody*, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker dealer or bank. We recommend that ~~you~~our Clients use ~~either Charles~~ Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, or Pershing LLC, member FINRA, NYSE and SIPC, a subsidiary of The Bank of New York Mellon Corporation as the qualified custodian. We are independently owned and operated and are not affiliates with either company. Schwab or Pershing will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or Pershing as custodian/broker, you will decide whether to do so and will open your account with Schwab or Pershing by entering into an account agreement directly with them.

It is ~~TSA Management~~ TSA Portfolio Management Inc. ~~TSA~~’s policy that the firm will not affect any principal or agency cross securities transactions for your accounts. ~~TSA Management~~ TSA Portfolio Management Inc. ~~TSA~~ will also not cross trades between your accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory ~~you~~account. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another in your account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the adviser ~~y you~~ and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Certain affiliated accounts may trade in the same securities with your accounts on an aggregated basis when consistent with ~~TSA Management~~ TSA Portfolio Management Inc. ~~TSA~~’s obligation of best execution. In such circumstances, the affiliated and your accounts will share commission costs equally and receive securities at a total average price. ~~TSA Management~~ TSA Portfolio Management Inc. ~~TSA~~ will retain records of the trade order (specifying each participating account) and its allocation which will be completed prior to

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Commented [ACM9]: Instruction to Item 12.

A. . Describe the Investment Advisors that you consider in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

1. **Research and Other Soft Dollar Benefits.** If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create.

Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

a. Explain that when you use *client* brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.

b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your *clients’* interest in receiving most Investment Advisor favorable execution.

c. If you may cause *clients* to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this Investment Advisors.

d. Disclose whether you use soft dollar benefits to service all of your *clients’* accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to *client* accounts proportionately to the soft dollar credits the accounts generate.

e. Describe the types of products and services you or any of your *related persons* acquired with *client* brokerage commissions (or markups or markdowns) within your last fiscal year.

Note: This description must be specific enough for your *clients* to understand the types of products or services that you are acquiring and to permit them to evaluate possible conflicts of interest. Your description must be more detailed for products or services that do not qualify for the safe harbor in section 28(e) of the Securities Exchange Act of 1934, such as those services that do not aid in investment decision-making or trade execution. Merely disclosing that you obtain various research reports and products is not specific enough.

f. Explain the procedures you used during your last fiscal year to direct *client* transactions to a particular broker-dealer in return for soft dollar benefits you received.

2. **Brokerage for Client Referrals.** If you consider, in selecting or recommending broker-dealers, whether you or a *related person* receives *client* referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving *client* referrals, rather than on your *clients’* interest in receiving most Investment Advisor favorable execution.

b. Explain the procedures you used during your last fiscal year to direct *client* transactions to a particular broker-dealer in return for *client* referrals.

3. Directed Brokerage.

the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Selecting Brokerage Firms:

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services
- Capability to execute, clear, and settle trades (buys and sells securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs) etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below

Item 13 – Review of Accounts

~~Your account is reviewed on a continuous and on-going basis to ensure that each security or asset allocation is suitable for the account based on the information you provided us. More frequent reviews will be triggered by material changes in variables including but not limited to your individual circumstances, product underperformance, style change, and market conditions. At least annually, we will request in writing that you update your Investment Advisor with any changes to your financial status, investment objectives, risk tolerance or other important information. Other conditions that may trigger a review are changes in the securities laws, new investment information and changes in your own situation. At a minimum an annual review will be conducted by portfolio manager. In most cases, accounts are reviewed more frequently through various means, including telephone calls, in-person meetings, overall strategy reviews, and/or the review of monthly and quarterly statements. Reviews are based on objectives and parameters established by clients, which are generally memorialized through their individual advisory agreements, investment policy statements, or other suitability and investment objectives documentation.~~

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Commented [ACM10]: Instruction to Item 13.

A. Indicate whether you periodically review *client* accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the *supervised persons* who conduct the review.

B. If you review *client* accounts on other than a periodic basis, describe the Investment Advisors that trigger a review.

C. Describe the content and indicate the frequency of regular reports you provide to *clients* regarding their accounts. State whether these reports are written.

Ascendant Comment: Cross-reference your response about reports provided to clients with information about custody required in Item 15.

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[Periodic reviews and face-to-face meetings or conference calls are encouraged. Events that may trigger a review include client requests, a change in financial goals or objectives, and significant world, economic or market events.](#)

Regular Reports

You will receive periodic reports directly from your custodian on a monthly basis. These written reports include details of your trades, account balances, portfolio performance, dividends, contributions and withdrawals, and fees and charges. You should contact the Chief Compliance Officer of TSA immediately if you notice major inconsistencies in your reports or do not receive a report.

Item 14 – Client Referrals and Other Compensation

Client Referrals

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

Other Compensation

Our firm and/or our officers and representatives are eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that we recommend.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Not applicable. We do not have a solicitor's agreement in place.

Item 15 – Custody

You should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains clients your investment assets. TSA Management TSA Portfolio Management Inc. TSA urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you.

Commented [ACM11]: Instruction to Item 3.

A.If someone who is not a *client* provides an economic benefit to you for providing investment advice or other advisory services to your *clients*, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

B.If you or a *related person* directly or indirectly compensates any *person* who is not your *supervised person* for *client* referrals, describe the arrangement and the compensation.

Note: If you compensate any *person* for *client* referrals, you should consider whether SEC rule 206(4)-3 or similar state rules regarding solicitation arrangements and/or state rules requiring registration of *investment adviser representatives* apply.

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Commented [ACM12]: Instruction to Item 15.

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

Ascendant Comment: According to our reading of Rule 206(4)-2 of the Investment Advisers Act, an adviser is only required to *urge* such a comparison between its statements and the qualified custodian's statements if an adviser has authority to open accounts on clients' behalfs (e.g., adviser has general power of attorney, acts as trustee, or other circumstances). However, this instruction imposes a broader disclosure obligation for Item 15. Remember that for these purposes SEC registered advisers are deemed to have custody based solely on the ability to debit advisory fees.

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Item 16 – Investment Discretion

Discretionary Authority for Trading

Please see “Types of Agreements”.

Limited Power of Attorney

Our Discretionary advisory agreement contains a limited power of attorney clause. You sign a limited power of attorney so that TSA may execute trades ~~it feels are~~ suitable for your account.

TSA Management ~~TSA Portfolio Management Inc.~~ TSA usually receives discretionary authority from you at the out ~~set~~ of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular you ~~your~~ account.

When selecting securities and determining amounts, TSA Management ~~TSA Portfolio Management Inc.~~ TSA observes the investment policies, limitations and restrictions of the account ~~Clients~~ for which it advises. For registered investment companies, TSA Management ~~TSA Portfolio Management Inc.~~ TSA’s authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to TSA Management ~~TSA Portfolio Management Inc.~~ TSA in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, TSA Management ~~TSA Portfolio Management Inc.~~ TSA does not have any authority to and does not vote proxies on behalf of advisory Clients ~~accounts~~. You ~~Clients~~ retain the responsibility for receiving and voting proxies for any and all securities maintained in your r ~~our~~ portfolios. TSA Management ~~TSA Portfolio Management Inc.~~ TSA may provide advice to you ~~Clients~~ regarding the Clients ~~your~~ voting of proxies.

Item 18 – Financial Information

Commented [ACM13]: Instruction to Item 16.

If you accept *discretionary authority* to manage securities accounts on behalf of *clients*, disclose this Investment Advisors and describe any limitations *clients* may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

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Commented [ACM14]: Instruction to Item 17.

A. If you have, or will accept, authority to vote *client* securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your *clients* can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your *clients* with respect to voting their securities. Describe how *clients* may obtain information from you about how you voted their securities. Explain to *clients* that they may obtain a copy of your proxy voting policies and procedures upon request.

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Commented [ACM15]: Instruction to Item 18.

A. If you require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, include a balance sheet for your most recent fiscal year.

1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.
2. Show parenthetically the market or Investment Advisor value of securities included at cost.
3. Qualifications of the independent public accountant and any accompanying independent public accountant’s report must conform to Article 2 of SEC Regulation S-X.

Note: If you are a sole proprietor, show investment advisory business assets and liabilities separate from other business and personal assets and liabilities. You may aggregate other business and personal assets unless advisory business liabilities exceed advisory business assets.

Note: If you have not completed your first fiscal year, include a balance sheet dated not more than 90 days prior to the date of your *brochure*.

Exception: You are not required to respond to Item 18.A of Part 2A if you also are: (i) a qualified custodian as defined in ...

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Registered investment advisers are required in this item to provide you with certain financial information or disclosures about ~~TSA Management~~TSA Portfolio Management Inc.~~TSA~~'s financial condition. ~~TSA Management~~TSA Portfolio Management Inc.~~TSA~~ has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to ~~Clients~~you, and has not been the subject of a bankruptcy proceeding.

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