

# TRANSAMERICA FINANCIAL ADVISORS, INC.

Transamerica Financial Group Division

FORM ADV PART 2A, APPENDIX 1

TRANSAMERICA WEALTH MANAGEMENT STRATEGIES<sup>SM</sup>

PROGRAM BROCHURE

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570 CARILLON PARKWAY

ST. PETERSBURG, FLORIDA 33716-1202

(800) 322-7161

HTTPS://TFA.TRANSAMERICA.COM

MARCH 31, 2014

*The Transamerica Wealth Management Strategies<sup>SM</sup> Program Brochure provides information about the qualifications and business practices of the Transamerica Financial Group Division of Transamerica Financial Advisors, Inc. ("TFA"). If you have any questions about the contents of this Brochure, please contact us at (800) 322-7161 extension 123-6535. The information in the Transamerica Wealth Management Strategies<sup>SM</sup> Program Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.*

*Additional information about TFA is also available at the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

TFA is a Registered Investment Adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you may wish to use in considering whether to hire or retain TFA as your advisor.

## ITEM 2 – MATERIAL CHANGES

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This is an amendment filing of the Appendix 1, Transamerica Wealth Management Strategies<sup>SM</sup> Program Brochure, for the Transamerica Financial Group Division's Form ADV Part 2A. This document was developed in response to new requirements adopted and imposed by the SEC under the Investment Advisers Act of 1940. This filing is made as of March 31, 2014.

There have been no material changes made to this Disclosure Brochure since its previous filing.

When we update this Disclosure Brochure, we will either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).

If you would like another copy of this Disclosure Brochure, you may download it from the SEC's public disclosure website (IAPD) at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), download it at <https://TFA.Transamerica.com>, or contact us at (800) 322-7161 extension 123-6535.

## ITEM 3 – TABLE OF CONTENTS

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Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents .....	iii
Item 4 – Services, Fees and Compensation .....	1
Item 5 – Account Requirements and Types of Clients.....	5
Item 6 –Portfolio Manager Selection and Evaluation.....	6
Item 7 – Client Information Provided to Portfolio Managers.....	7
Item 8 – Client Contact with Portfolio Managers .....	8
Item 9 – Additional Information .....	9

## ITEM 4 – SERVICES, FEES AND COMPENSATION

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### THE COMPANY

Transamerica Financial Advisors, Inc. (“we/our/us/TFA”) is an investment advisor firm registered with the SEC since 1991. Our name was changed in September 2009 when one of our affiliate firms merged with us. In January 2012, TFA merged with another affiliate and created a new division of TFA, the Transamerica Financial Group Division (“TFG”). This Disclosure Brochure describes the investment advisory services offered by the TFG Division. The advisory services offered through the TFA Division are disclosed in separate Form ADV Part 2A and Appendix 1 Disclosure Brochures specific to that Division.

TFA is also a general securities broker/dealer firm and has been a member of the Financial Industry Regulatory Authority (FINRA) since 1984. This enables us to provide a full range of financial products to our clients such as stocks, bonds, mutual funds and direct investments. Some of our advisory programs require our investment adviser representatives (“Advisors”) to act as broker/dealer representatives, as well.

We are directly owned by AUSA Holding Company, Transamerica International Holdings, Inc. and AEGON Asset Management Services, Inc., which are indirect, wholly-owned subsidiaries of the ultimate parent, AEGON N.V., a publicly traded company listed on the New York Stock Exchange (NYSE) and trading under the symbol AEG.

### SERVICES

At the time we offer you our advisory services, our Advisors conduct interviews with you to determine your financial needs and objectives. The Advisor will analyze your current financial situation, investment goals, and present strategies. The Advisor will then provide recommendations to you based on the Advisor’s analysis. If your Advisor determines that your investments are best suited within a wrap fee program, your Advisor will offer you the ability to open an Account within the Transamerica Wealth Management Strategies<sup>SM</sup> Program.

Your Advisor may also provide assistance to you by explaining any special instructions for the management of the assets in a Transamerica Wealth Management Strategies<sup>SM</sup> Program Account (“Account”); in understanding the investment management process, investment objectives, and the investment strategies undertaken as part of the service; in reviewing and completing the written materials required to open the wrap fee Account; in monitoring reports, statements and performance results; in monitoring your ongoing

needs and financial situation; and in answering questions about the service. Your Advisor will meet with you, at least annually, to review your stated investment objectives and goals in order to assess whether or not the Transamerica Wealth Management Strategies<sup>SM</sup> Program is still suitable for you.

The Transamerica Wealth Management Strategies<sup>SM</sup> Program ("TWMS Program") is a wrap fee program that offers clients access to a fee-based investment management program. The TWMS Program is available to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. TFA has entered into an agreement with FOLIO<sup>fn</sup> Investments, Inc. ("FOLIO<sup>fn</sup>"), whereby TFA will administer and sponsor the TWMS Program using FOLIO<sup>fn</sup>'s internet-based platform. TFA has entered into contractual arrangements with various model managers ("Model Managers") to develop model portfolios ("Model Portfolios") to include in the TWMS Program.

Your Advisor can access the TWMS Program website and offer these Model Portfolios to you. The website also contains online analytical tools to assist your Advisor in conducting a review of your financial circumstances and situation. After conducting a suitability analysis, including consideration of your investment objectives, time horizon and risk tolerance, your Advisor will assist you with the selection of one or more Model Portfolios in an effort to meet your investment needs. Your Advisor will review with you, at least annually, whether information reflected in your Client Questionnaire has changed so that updated investments can be made, if warranted. While your information is considered confidential, it will be provided to FOLIO<sup>fn</sup> as required to open and maintain your Account.

The Model Portfolios available in the TWMS Program offer various types of investment alternatives that vary in terms of strategies and investment style and are dependent upon the Model Portfolio selected. Types of investments used can consist of, but are not necessarily limited to, individual stocks and bonds, mutual funds, and exchange traded products. For a complete listing of the securities that may be used in your portfolio, please consult the Model Manager's Form ADV Part 2A or other Disclosure Brochure.

TFA offers its own proprietary Model Portfolios in the TWMS Program. The Transamerica I-Series<sup>®</sup> Model Portfolios consist of asset allocation model portfolios invested primarily in exchange traded products and mutual funds. Since TFA is the sponsor of the TWMS Program, we earn additional fees for providing administrative services and model portfolios to the program. Please see the fee schedule below for more details on fees.

Some of the model portfolios available in Transamerica I-Series® Program through the TWMS Program are managed by TFA, Transamerica Asset Management, Inc. (“TAM”) and AEGON USA Investment Management, LLC (“AUIM”). TAM and AUIM are affiliated investment advisor firms. Client accounts opened through the program using model portfolios managed by TFA, TAM or AUIM will result in additional revenue to TFA and/or its affiliates as opposed to accounts opened using model portfolios of unaffiliated firms.

You and your Advisor can access performance reports from the TWMS Program Website (“Website”). As the custodian of your assets, FOLIO*fn* will send e-mail notifications to you and your Advisor when statements and confirmations are posted to your Account (your electronic filing cabinet). If you wish to receive paper statements or performance reports, you can request those documents from FOLIO*fn* for an additional fee.

You are responsible for directing the manner in which proxies, solicited by issuers of securities for the securities held in your Account, shall be voted.

Your advisory agreement with us may be terminated by any party effective upon receipt of written notice to the other party. If you terminate the client services agreement within five (5) business days of signing, you will receive a full refund of all fees and expenses. If you terminate the client services agreement after five (5) business days of signing, any prepaid fees will be prorated and you will receive the unearned portion. All Account fees paid to us for investment advice are separate from any additional fees and expenses that FOLIO*fn* may charge for the termination of your Account. Please refer to the FOLIO*fn* client agreement for more information. The client services agreement will also terminate should the agreement between TFA and Folio*fn* terminate.

Your Account may also be subject to certain Service Fees separate from the advisory fee that you pay. The following is a non-comprehensive list of service fees that you may incur (a complete listing of service fees is available on FOLIO*fn*’s website):

- Wire fund transfer
- Account transfer out
- Check ordering
- Returned check (non-sufficient funds)
- Express mail
- Annual IRA custodial account

## FEES AND COMPENSATION

You will pay a Total Annual Advisory Fee (“Total Fee”) as outlined in the TWMS Program’s Fee Schedule below. The Total Fee is comprised of your Advisor’s fee, the IAR Fee, and a separate Portfolio Management and Administration Fee. This compensation may be more than what your Advisor would receive if you participated in our other programs or paid separately for investment advice, brokerage services, or other services. Therefore, your Advisor may have a financial incentive to recommend this wrap fee program over other programs or services. Your advisory fees may be higher or lower than other fees charged by other Advisors participating in the TWMS Program.

Transaction costs are included in the Total Fee, however other separate Service Fees as previously described may apply. All or a portion of your Advisor’s allocated investment advisory fee, the IAR Fee, may be waived with TFA approval. Additionally, the Total Fee is paid monthly in arrears and calculated based on your Account’s average daily balance during the preceding month. The applicable Total Fee will be determined based on the amount of assets held in all Accounts established in the TWMS Program under the identical primary social security or tax ID number. All brokerage, custodial, and administrative costs associated with this program will be clearly noted on your statements. FOLIO<sup>fn</sup> will deduct from your Account its own fees and will also, at the direction of the Sponsor, deduct from your Account fees related to the program. TFA will be responsible for paying each Model Manager the appropriate fee for their participation in the program. TFA and your Advisor may also utilize the services of solicitors in establishing client accounts.

### ***Transamerica Wealth Management Strategies<sup>SM</sup> Program Annual Fee Schedule***

RANGE OF ASSETS*	IAR FEE	PORTFOLIO MANAGEMENT AND ADMINISTRATION FEE**	TOTAL FEE***
\$25,000 to \$250,000	1.10%	0.70-1.40%	1.80% - 2.50%
\$250,001 to \$500,000	1.00%	0.65-1.35%	1.65% - 2.35%
\$500,001 to \$1,000,000	0.90%	0.60-1.30%	1.50% - 2.20%
\$1,000,001 to \$2,000,000	0.80%	0.55-1.25%	1.35% - 2.05%
Over \$2,000,000	0.70%	0.50-1.20%	1.20% - 1.90%

\* The minimum account size for the Transamerica Wealth Management Strategies<sup>SM</sup> Program is \$25,000; however, certain Model Portfolios may require higher account minimums.

\*\* Fees are expressed as an annual percentage of assets under management. A portion of the Portfolio Management and Administration Fee may be paid to the third party model managers. In addition, TFA retains all of the Portfolio Management and Administration Fees for managing certain Transamerica I- Series<sup>®</sup> portfolios.

\*\*\* The Total Fee to the client is dependent on the Model Portfolio(s) selected.

Assets under management is the total value of the Assets in the Account, including Assets held in cash and cash equivalents. The same fees will be charged whether the Assets are held in securities or other instruments or whether they are held in cash or cash equivalents. TFA's fees, as applied to assets in your Account held in cash or cash equivalents, may be higher than what other advisors would charge to provide cash management services. Assets held in cash that are not part of a Model Portfolio may be subject to reduced fees.

TFA may utilize the services of solicitors to obtain investment advisory clients under the Program. TFA has entered into agreements with such solicitors under which TFA compensates such solicitors, by paying them a portion of the Fee for their referral services. If you were referred to TFA by a solicitor that entered into an agreement with TFA, you were provided a separate written disclosure document setting out the compensation paid by TFA to the solicitor.

## ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

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We provide advisory services to many types of clients. The majority of our clients are individuals, some of which may be high-net worth individuals. We also provide these services to pension and profit sharing plans, charitable organizations, state or municipal government entities, and other corporations or businesses.

We have established conditions for opening Accounts in the TWMS Program. Specifically, advisory clients must complete a Customer Account Information form. This form will provide us with information such as name, address, date of birth and other information used to identify you. We may use third-party sources to verify and/or update the information provided and may also request to see your driver's license or other identifying documents. We will impose a minimum Account size. The TWMS Program will have a client advisory agreement for you to review carefully and agree to the conditions.



The minimum new Account size for the TWMS Program is \$25,000. However, some of the Model Portfolios may require higher investment minimums than \$25,000 due to the minimums required by the underlying mutual funds in the model. Please refer to the TWMS Program Client Services Agreement for more detail.

## ITEM 6 –PORTFOLIO MANAGER SELECTION AND EVALUATION

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We select Model Managers who are Registered Investment Advisers based upon various guidelines and criteria that we consider as part of our due diligence review of each Model Manager. Please keep in mind that we may make exceptions to the following list of criteria when reviewing new Model Managers and that the following list is not necessarily a comprehensive list of everything that we review during our due diligence of Model Managers:

- Available Strategy/Portfolio
- Use of Leverage
- Use of Hedging
- Performance vs. Benchmark (audited to GIPS standards)
- At least 3 years of actual performance history
- Management fees
- AUM (minimum \$100MM and federally registered)
- Form ADV Part 1 and 2A Disclosures
- Staffing experience and turnover
- Pending or previous regulatory matters
- Financials

The methods of analysis, sources of information and investment strategies used by our Model Managers will vary among managers. We encourage you to read each manager's Disclosure Brochure, Form ADV Part 2A and any other document you are provided prior to selecting a Model Manager in the TWMS Program.

On a regular basis and at least quarterly, our Investment Advisory Team will monitor and review the performance results of each Model Portfolio. If a Model Portfolio is underperforming for an extended time period, the Investment Advisory Team will consult with the Model Manager to identify the cause of the underperformance. The Investment Advisory Team and the Investment Committee will decide if removal of a particular Model Portfolio or Model Manager from the TWMS Program is warranted.

We have related persons acting as Model Managers for the TWMS Program. Both TFA, Transamerica Asset Management, Inc. (“TAM”) and AUIM act as Model Managers for some of the Transamerica I-Series® Model Portfolios that are available in the TWMS Program. As such, your Advisor is faced with a conflict of interest when recommending the Transamerica I-Series® Model Portfolios that are managed by TFA, TAM or AUIM, as assets placed in these portfolios will generate additional revenue to TFA, TAM and AUIM beyond the annual advisory fee that you pay for the TWMS Program.

Summit Global Investments, LLC, an unaffiliated third-party money management firm and independent investment adviser registered with the Securities and Exchange Commission, is a Model Manager available in the TWMS Program. Richard Thawley is a TFA representative that is only registered with the Broker/Dealer of TFA and not the investment adviser. Mr. Thawley is a private investor in Summit Global and may benefit from business referred to Summit Global by TFA investment advisor representatives.

TFA Advisors of the TFG Division (“Advisor”) have the ability to offer you advisory services other than the TWMS Program as described in this brochure. Advisors have access to a lineup of third-party money managers who manage portfolios on behalf of clients. Additionally, Advisors can refer you to various third-party providers that offer certain administrative services relating to employee benefit plans. For more detailed information about these programs, your Advisor can provide you with a copy of the TFG Division’s Form ADV Part 2A or you can access the form directly by visiting our public website at <https://TFA.Transamerica.com>.

## ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

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Your Advisor will assist you in completing your eProfile on the TWMS Program’s Website in order to obtain a risk score to assist in determining a suitable selection of a single Model Portfolio or in some cases, multiple Model Portfolios.

The selection of your Model Portfolio will be based upon your stated investment objectives, risk tolerance, and financial circumstances. In addition, your Advisor will gather the following information to assist in this selection:

- Income
- Age
- Number of Dependents
- Employment Status

- Marital Status
- Tax Bracket
- Net Worth
- Risk Tolerance
- Financial Goals
- Investment Experience

Your information is retained by TFA and shared with Foliofn in order for us to establish your Account in the TWMS Program. Model Managers within the TWMS Program provide model updates to TFA and Foliofn for execution and as a result, your information is not provided to the Model Managers.

Your Advisor will assist you with the completion of all documentation necessary to establish your Account. Your information will be forwarded to Foliofn for the Model Portfolios selected and TFA will manage your Account assets (“Account Assets”) on a discretionary basis based on model updates provided by the Model Manager(s). Your Advisor will be available to you on an ongoing basis to receive deposit and withdrawal instructions and to consult with you regarding any changes in your financial circumstances or investment objectives. Your Advisor will notify TFA of any changes in your financial circumstances or investment objectives. Your Advisor will also notify TFA should you and your Advisor discuss and agree on any Model Portfolio changes that may be warranted as a result of the changes in your financial circumstances or investment objectives.

We require your Advisor to meet with you at least annually to review your Account(s). At that time, your Advisor will review your current situation, investment objectives, and suitability of selected investments. When you select any of our wrap fee programs, your Advisor will ask you to notify us of any changes in your financial circumstances or investment objectives. Your changes may impact your asset allocation model(s) portfolios.

## ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

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Generally, you will not have any direct contact or consultation with your Model Manager. At the Model Manager’s discretion, he/she may waive this requirement.

## ITEM 9 – ADDITIONAL INFORMATION

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### **Disciplinary Information**

As mentioned in Item 4, we are both a broker/dealer and a Registered Investment Adviser. The disciplinary events that are described below pertain to the broker/dealer only.

In the last ten years, we have had 16 disciplinary events that are material to your evaluation of us. One of these events involve charges brought by the Securities and Exchange Commission (“SEC”). Four of the events involve charges brought by our self-regulatory organization, Financial Industry Regulatory Authority, Inc. (“FINRA”) formerly known as the National Association of Securities Dealers. Eleven of the events involve charges brought by state regulatory agencies.

### **SEC Proceedings**

On November 22, 2010, the firm entered into an Order with the Securities and Exchange Commission. Without admitting or denying the allegations, we agreed to pay a fine of \$200,000 and to retain the services of an outside vendor to provide suitability training to firm for use with each of the firm’s registered representatives for the next two years. This matter pertains to the SEC feeling the firm did not provide adequate supervision to representatives in a California based office from the beginning of 2006 through May 2007. The SEC also felt that certain registered representatives of that office made unsuitable securities recommendations to clients during that time.

### **FINRA Proceedings**

On October 13, 2004, the NASD accepted our Letter of Acceptance, Waiver, and Consent in which we proposed a settlement of alleged NASD rule violations. We agreed to a censure and a fine of \$15,000. This matter pertained to the firm permitting certain representatives to act in their registered capacities while they should have been designated inactive as a result of not satisfying the regulatory element of their continuing education requirements.

On November 30, 2004, the NASD accepted our Letter of Acceptance, Waiver and Consent in which we proposed a settlement of alleged NASD rule violations. We agreed to a censure and a fine of \$125,000. We further agreed to conduct periodic audits to assess the effectiveness of our system and procedures relating to the timely filing of amendments to Forms U4 and U5. We also agreed to provide audit reports and written certifications relating to these procedures to the NASD.

On March 23, 2009, FINRA accepted our Letter of Acceptance, Waiver and Consent in which we proposed a settlement of alleged NASD rule violations. We agreed to a censure and fine of \$50,000. This matter related to the trade-by-trade review we conducted as part of a breakpoint assessment required by FINRA.

On December 21, 2010, FINRA accepted our Letter of Acceptance, Waiver and Consent in which we proposed a settlement of alleged NASD rule violations. We agreed to a fine of \$50,000. We further agreed to review the adequacy of our policies, systems and procedures for determining whether new products are securities and to provide a written description of the policies, systems and procedures and certification to FINRA.

### **State Proceedings**

On October 20, 2004, we entered into a Consent Order with the Arizona Corporation Commission relating to the supervision of a registered representative who had sold payphone investments. Without admitting or denying these allegations, we paid an administrative penalty of \$50,000 and agreed to establish a claim resolution process to resolve any claims brought by Arizona residents who purchased a payphone investment from the registered representative. We also enhanced our procedures relating to the review of outside business activities and the documentation of the reviews. We also conducted audits of all registered representatives working in Arizona and submitted audit documentation to the State.

On February 9, 2006, we entered into a Consent Order with the Maryland Securities Commissioner relating to the supervision of a registered representative and his associated representatives who had sold unregistered promissory notes. Without admitting or denying these allegations, we consented to pay an amount not to exceed \$364,811.34 for disbursement to certain clients; to notify the State of all complaints brought by Maryland residents and their dispositions for two years; and to provide information to the State regarding examinations of our Maryland registered representatives for two years.

On July 12, 2006, the Pennsylvania Securities Commission accepted our Offer of Settlement in which we proposed a settlement of alleged violations of the Pennsylvania Securities Act of 1972. Without admitting or denying the allegations, we agreed to pay an administrative assessment of \$100,000 and \$5,500 for the costs of investigation. We also agreed to retain an expert to examine certain supervisory records and to review our supervisory procedures. This matter related to our supervision of an OSJ Branch Manager who was obligated to oversee a registered representative who had been placed under heightened supervision.

On November 8, 2006, we entered into a Consent Order with the State of Missouri Securities Division. Without admitting or denying the allegations, we agreed to pay a fine of \$130,600 to the state and restitution to customers totaling \$98,000. This matter pertained to our representatives allegedly effecting unsuitable variable annuity transactions for elderly clients and our failure to supervise such activity.

On May 31, 2007, we entered into a Stipulation and Consent Order with the Division of Securities of the Department of Commerce of the State of Utah. Without admitting or denying the allegations, we agreed to a fine of \$50,000 and agreed to take remedial actions with all Utah representatives. This matter pertained to two representatives making misrepresentations and omitting material facts during seminars that they conducted. We agreed to provide training to all Utah representatives and to improve our policies and procedures surrounding the review process of seminars.

On September 18, 2007, we were issued a Letter of Caution by the State of Nevada Securities Division. Without admitting or denying the allegations, we agreed to ensure the firm's trade blotter reflects all applications received from a branch office, revise the firm's policies and procedures to clarify the term "promptly submit", and to provide training to the firm's registered representatives. This matter pertained to the firm allegedly failing to follow its own policies and procedures and failing to supervise a registered representative and branch manager for not following the firm's policies about trade blotters.

On February 17, 2009, we entered into a Consent Order with the State of North Dakota Securities Department relating to the supervision of a registered representative who had sold unregistered promissory notes. Without admitting or denying these allegations, we paid a fine of \$90,000. In addition, we informed our supervisory and compliance officers and field auditors about the Order; reminded them of the importance of uncovering and preventing selling away activities; and instructed them to review bank records of our registered representatives and investment advisor representatives.

On December 2, 2009, we entered into a Consent Order with the State of Nevada Securities Division. Without admitting or denying the allegations, we agreed to pay a fine of \$30,000 and to take remedial action to ensure that our registered representatives are complying with the firm's internal policies and procedures surrounding the recording of rejected trades on the branch office trade blotter.

On April 15, 2010, we entered into a Consent Order with the State of Nevada Securities Division. We agreed to pay the state \$15,000 for the cost of their investigation into a matter which the firm reported to the state. Restitution in the amount of \$382,200 was

paid by the firm to six individuals as a result of a former representative engaging in unapproved activities while being registered with the firm. The former representative of the firm sold unregistered securities, without the firm's knowledge, as he conducted business in or from the State of Nevada.

On May 17, 2010, the firm agreed to pay an administrative penalty in the amount of \$25,000 to the Arizona Corporation Commission and was required to undertake remedial measures as directed by Arizona for a period of three years. We also paid restitution in the amount of \$828,501. This matter pertained to certain former registered representatives of the firm that had solicited the sale of products that were not approved for sale by the firm. These representatives were terminated upon the firm learning of these unapproved activities.

On August 2, 2011, we entered into a Consent Order with the State of Florida Office of Financial Regulation. Without admitting or denying the allegations, we agreed to pay an administrative fine of \$50,000. The State of Florida found that we failed to reasonably supervise a former representative in violation of Section 517.161(1)(H) Florida Statutes and Rule 69W-600.013(1)(H)1 Florida Administrative Code.

### **Other Financial Industry Activities and Affiliations**

As stated in Item 4, we are also a broker/dealer. In general, our Advisors, our management team, and most of our Investment Committee members are Registered Representatives of our broker/dealer. All of our Advisors are affiliated with World Financial Group Inc., a financial services marketing company that is affiliated with TFA.

We are a member of the Transamerica Group of companies. These companies include investment companies that offer mutual funds and variable insurance products. Many of these products are allowed to be purchased by the various Model Managers in the TWMS Program. Based on our affiliation with various investment companies and variable insurance companies, a conflict of interest may exist due to the compensation paid to us by these companies and compensation gained by our affiliates through fees and expenses charged to you on their products. This compensation is in addition to the advisory fees you pay to us. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors on all products you purchase including those products issued by our affiliates.

We have contracts with third-party money managers and Model Managers (collectively referred to as "Managers") who are also investment advisors that offer fee-based advisory programs. These Managers may or may not be affiliated with us.

In certain cases, Managers, may pay us marketing compensation. The amount and terms of this marketing compensation may increase or decrease from time to time. Any additional marketing compensation paid by the Managers to us will not affect your account, the services provided to you, the fee for advisory services that you pay to the Manager, or the compensation paid by us to your Advisor. The existence of a marketing compensation agreement with certain, but not all, Managers can create a conflict of interest for your Advisor and us. We will earn more revenue when you open an account with a Manager that has a marketing compensation agreement with us, and our Advisor may indirectly benefit from this additional revenue through different educational and marketing initiatives conducted by us.

Each of the Managers and other service providers that have marketing and referral arrangements with us may attend, contribute to, or sponsor education and training meetings for our Advisors. A Manager may reimburse us for up to 100% of the cost of these meetings. These contributions and reimbursements create a potential conflict of interest because meeting sponsors have more opportunities to provide our Advisors with education on investments, their investment management services, industry trends, and other issues and because we benefit from these contributions and reimbursements.

#### **Broker-Dealers under Common Control with AEGON N.V.**

The following FINRA registered broker/dealers are under common control with us. We and each of these other broker-dealers are indirect wholly-owned subsidiaries of AEGON N.V.

- Clark Securities, Inc.
- Transamerica Investors Securities Corporation
- Transamerica Capital, Inc.

Transamerica Capital, Inc. is the principal underwriter for variable annuity and life insurance products offered by our affiliated insurance companies. We have a selling agreement with this broker/dealer that compensates us for selling these products. This firm is also a wholesale distributor of Transamerica products. Such compensation may create a conflict of interest for us and our Advisors. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors on all products you purchase including those products issued by our affiliates.



### **Investment Companies under Common Control with AEGON N.V.**

We have an agreement to sell shares of one of our related investment companies, Transamerica Funds. Through our affiliated insurance companies, we have the ability to offer insurance products which may contain shares of the Transamerica Series Trust and/or Transamerica Partners Funds, both of which are affiliated investment companies. We receive compensation from these sales. Such compensation may create a conflict of interest for us and our Advisors. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors on all products you purchase including those products issued by our affiliates.

### **Registered Investment Advisers under Common Control with AEGON N.V.**

The following SEC Registered Investment Advisers are under common control with us. We and each of these advisory firms are indirect wholly owned subsidiaries of AEGON N.V.

- Transamerica Asset Management, Inc. (“TAM”);
- AEGON USA Investment Management, LLC (“AUIM”);
- Transamerica Retirement Advisors, Inc.;

Some of the model portfolios available in the Transamerica I-Series® Program are managed by TFA, TAM and AUIM. Client accounts opened through the program using model portfolios managed by TFA, TAM or AUIM will result in additional revenue to TFA, TAM or AUIM as opposed to accounts opened using model portfolios of unaffiliated firms. Such additional revenue may create a conflict of interest for us and our Advisors. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors to participate in model portfolios available in the Transamerica I-Series® Program which are managed by TFA, TAM and AUIM.

TAM is the investment advisor to Transamerica Funds and has an indirect relationship with TFA due to TFA’s distribution of Transamerica Funds as described above which may create a conflict of interest. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors on all products you purchase including those products issued by our affiliates.

### **Insurance Companies or Agencies under Common Control with AEGON N.V.**

We have material relationships or arrangements with a select group of product sponsors (“Sponsoring Companies”), some of which are affiliated insurance companies/agencies. In certain cases some of our officers may be personally affiliated with our affiliated insurance companies/agencies. In addition, due to our registration as a broker/dealer, we may also

receive additional compensation in the form of revenue sharing payments when you purchase products through these insurance companies/agencies. A summary of TFA's Revenue Sharing and current Sponsoring Company compensation arrangements can be found at the Home Page of TFA's website at [www.tfa.transamerica.com](http://www.tfa.transamerica.com) under Revenue Sharing. Such revenue sharing payments may create a conflict of interest for us and our Advisors. We resolve this conflict by monitoring the appropriateness of the recommendations made to you by our Advisors on all products you purchase including those products issued by our affiliates.

The following is a list of our affiliated insurance companies/agencies:

- Western Reserve Life Assurance Co. of Ohio
- InterSecurities Insurance Agency, Inc.
- Transamerica Life Insurance Company
- Transamerica Financial Life Insurance Company
- World Financial Group Insurance Agency, Inc. (DBA World Financial Insurance Agency, Inc. in California)
- World Financial Group Insurance Agency of Hawaii, Inc.
- World Financial Group Insurance Agency of Massachusetts, Inc.
- World Financial Group Insurance Agency of Wyoming, Inc.
- WFG Insurance Agency of Puerto Rico, Inc.

Your Advisor may be able to offer you insurance products through his or her affiliation with one or more of these agencies. When you purchase insurance products through your Advisor and our Affiliated Agencies your Advisor and our Affiliated Agencies will receive commission compensation.

### **Transamerica Retirement Management ("TRM")**

TRM is a marketing affiliate of Transamerica Life Insurance Company and Transamerica Financial Life Insurance Company and an affiliate of TFA. TRM offers securities and investment advisory services through TFA. TRM Financial Advisors are Advisors of TFA. Multiple TRM Financial Advisors may work together when offering services to you.

TRM markets TFA's investment advisory services through the brand name SecurePath Advisory Services ("SecurePath"). Depending upon the needs of the client, SecurePath offers financial services that include investment and insurance products that have been approved by TFA. As part of SecurePath, TRM Financial Advisors may offer Financial Planning, Consulting, Advisor Managed, TFA Managed, and/or Third-Party Money Management Programs through TFA as described in Items 4 and 5 of this Disclosure

Brochure. In addition, TRM may impose account minimums greater than those listed in Item 7 of this disclosure brochure.

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

We have adopted a Code of Ethics and an Insider Trading Policy (“Code”). This Code is designed to ensure that we meet our fiduciary obligation to you and our prospective clients, that we conduct our advisory services with the highest level of ethical standards, and that we instill a culture of compliance within our firm.

Our Code is comprehensive and is distributed to each home office employee and Advisor (collectively “Access Persons”) at the time of hire, and annually thereafter. We also supplement the Code with annual training and ongoing monitoring of the activity of Access Persons.

Our Code includes the following requirements for our Access Persons:

- Maintain the principles of honesty, integrity, professionalism and comply with federal and state securities laws;
- Follow all policies and procedures contained in our manuals, bulletins, and supervisory directives and cooperate with any investigation or inquiries;
- Maintain the privacy and confidentiality of information provided by our clients;
- Refrain from:
  - insider trading
  - accepting gifts and entertainment that exceed our policy standards
  - participating in any initial public offerings
  - executing a personal transaction in a security for which the Access Person already has a pending buy or sell order for a client.
- Report all gifts and business entertainment;
- Pre-clear personal securities transactions;
- Report on a quarterly basis all personal securities transactions;
- Annually review and certify compliance with our Code;

We also have established the following guidelines for our Access Persons:

- Our directors, officers and employees are not allowed to buy or sell securities for their personal portfolio(s) unless the sales information is also available to the investing public. Access Persons are not to place their own interests above yours.
- Any Access Person not complying with these guidelines may be subject to disciplinary action including termination.

You may request a complete copy of our Code by contacting our Rep Relations Department at the address or telephone number displayed on the cover page of this Disclosure Brochure.

## **Review of Accounts**

Review of Accounts will be done at least on an annual basis and upon client request. Reviews will be conducted by the Advisor. Additionally, TFA's Monitoring and Surveillance Team will review a sampling of accounts periodically to compare trading in the account with a client's objectives and any restrictions.

You and your Advisor can access monthly account statements, trade confirmations and performance reports from FOLIO*fn*'s website. FOLIO*fn* will send e-mail notifications to you and your Advisor when statements and confirmations are posted to your Account (your electronic filing cabinet). If you wish to receive paper statements or performance reports, you can request those documents from FOLIO*fn* for an additional fee.

We urge you to carefully review these reports and compare your custodial statements with your performance reports. The information in your performance reports may vary from your custodial statements due to accounting procedures, reporting dates, or valuation methodologies of certain securities. In the event of any discrepancies, you should rely on the statements you receive from the custodian of your assets.

Annually, the Advisory Services Manager or his/her designee of our Advisory Services Team delivers the firm's Annual Due Diligence Questionnaire to all Model Managers in the TWMS Program. The Advisory Services Manager reviews these questionnaires and escalates any irregularity to the Advisory Services Team. If warranted, the matter will be escalated to our firm's Investment Committee. This committee will review the matter and vote to retain or reject the Model Manager.

## **Client Referrals and Other Compensation**

We may, from time to time, enter into Solicitor Agreements with separately-registered investment advisers that may be affiliated with us. These agreements allow these affiliated registered investment advisers to offer our advisory programs on a solicitor's basis, pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940.

On occasion, persons who are not associated with us refer their clients to an Advisor who will offer our advisory programs. We enter into Referral Agreements with these third

persons pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. The Advisor will compensate that person/solicitor directly if you agree to accept our advisory services. A portion of your advisory fee will be paid to this solicitor. At the time of the referral your solicitor will provide you with a compensation statement disclosing the terms of his/her agreement with us.

**Financial Information**

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you and we have never been the subject of a bankruptcy proceeding.