

BDT & Associates, Inc.

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of BDT & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at (928) 344-8000 or by email at: info@bdtandassociates.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about BDT & Associates, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. BDT & Associates, Inc.'s CRD number is: 288008.

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

BDT & Associates, Inc. has the following material changes to report. Material changes relate to BDT & Associates, Inc.'s policies, practices or conflicts of interests.

- The firm no longer offers portfolio management services or selection of other advisor services.
- The firm has disclosed Invicta Financial Group as a d/b/a.

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Item 4: Advisory Business

A. Description of the Advisory Firm

BDT & Associates, Inc. d/b/a Invicta Financial Group (hereinafter "BDT") is a Corporation organized in the State of Arizona. The firm was formed in June 2017, and the principal owner is Barry Douglas Todd.

B. Types of Advisory Services

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

Services Limited to Specific Types of Investments

BDT generally limits its investment advice to insurance products including annuities. BDT may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Clients may impose restrictions in financial planning in certain securities or types of securities in accordance with their values or beliefs. BDT reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. BDT does not participate in any wrap fee programs.

E. Assets Under Management

BDT has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	December 2017

Item 5: Fees and Compensation

A. Fee Schedule

Financial Planning Fees

Fixed Fees

The negotiated fixed rate for creating client financial plans is up to \$25,000 due to the complexity of the plan.

Clients may terminate the agreement without penalty, for full refund of BDT's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

B. Payment of Fees

Payment of Financial Planning Fees

Financial planning fees are paid via ACH from the clients checking or savings accounts. Fixed financial planning fees are paid in arrears upon completion.

C. Client Responsibility For Third Party Fees

BDT is only offering financial planning to clients and will not have any managed accounts.

D. Prepayment of Fees

BDT collects the one-time planning fee in advance to build the plan that also includes the first quarter of implementation. The next full quarter afterwards, the on-going services fee and all future fees will be paid in arrears. Refunds for fees paid in advance will be returned within fourteen days to the client via check or return deposit back into the client's account.

E. Outside Compensation For the Sale of Securities to Clients

Neither BDT nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

BDT does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

BDT generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Corporations or Business Entities

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

BDT's methods of analysis include Cyclical analysis, Fundamental analysis, Modern portfolio theory, Quantitative analysis and Technical analysis.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Barry D Todd, the CEO, was assaulted on 2/28/2014 and had to defend himself. Subsequently, his assailant was shot. Mr. Todd was charged with First-Degree Attempted Murder and 2 charges for Aggravated Assault. The entire incident was on video and the court dismissed all charges with prejudice due to self-defense and lack of probable cause. All information has been disclosed to the SEC and is noted in the broker check. Mr. Todd is not required to disclose this information on his ADV Part 2B (Supplement)

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither BDT nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither BDT nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Barry Douglas Todd is an investment adviser representative with another investment advisory firm, Cambridge Investment Research Advisors, and from time to time, may

offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. BDT always acts in the best interest of the client and clients are in no way required to use the services of any representative of BDT in connection with such individual's activities outside of BDT.

All advisers are an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. BDT always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of BDT in connection with such individual's activities outside of BDT.

Blake Alexander Morlet is a real estate broker or dealer. From time to time, he will offer clients advice or products from this activity. Clients should be aware that these services pay a commission and involve a possible conflict of interest, as commissionable products can conflict with the fiduciary duties of a registered investment adviser. BDT & Associates, Inc. always acts in the best interest of the client; including in the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of BDT & Associates, Inc. in their capacity as a real estate dealer or broker.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

BDT does not utilize nor select third-party investment advisers.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

BDT has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. BDT's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

BDT does not recommend that clients buy or sell any security in which a related person to BDT or BDT has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

As part of its Code of Ethics, BDT has implemented a restricted list to ensure that neither the adviser nor its representatives will trade in securities that BDT also recommends to clients.

D. Trading Securities At/Around the Same Time as Clients' Securities

Please see Item 11.C above.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

BDT does not trade client's accounts or recommend broker/custodians.

B. Aggregating (Block) Trading for Multiple Client Accounts

BDT does not trade client's accounts or recommend broker/custodians, and therefore does not have the ability to block trade purchases across accounts.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for BDT's advisory services provided on an ongoing basis are reviewed at least Quarterly by Barry D Todd, CEO, with regard to clients' respective investment policies and risk tolerance levels. All accounts at BDT are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Barry D Todd, CEO. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, BDT's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

BDT does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BDT clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

BDT does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

BDT only provided financial planning and consulting services. Fees are not deducted from the clients account.

Item 16: Investment Discretion

BDT does not have discretion over client accounts at any time.

Item 17: Voting Client Securities (Proxy Voting)

BDT will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

BDT neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither BDT nor its management has any financial condition that is likely to reasonably impair BDT's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

BDT has not been the subject of a bankruptcy petition in the last ten years.