

TCP Asset Management, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of TCP Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (614) 761-9378 or by email at: info@tcpasset.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 TCP Asset Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. TCP Asset Management, LLC's CRD number is: 286037.

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

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Item 2: Material Changes

The material changes in this brochure from the last annual updating amendment of TCP Asset Management, LLC on 03/22/2021 are described below. Material changes relate to TCP Asset Management, LLC's policies, practices or conflicts of interests.

- TCP Asset Management, LLC updated Item 14 regarding its forgivable loan with United Planners.

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Item 4: Advisory Business

A. Description of the Advisory Firm

TCP Asset Management, LLC (hereinafter "TCPAM") is a Limited Liability Company organized in the State of Ohio. The firm was formed in November 2016, and the principal owners are Phillip J Susi, Joshua Richard Allen, Philip Hunter Bervig and Branda Rhae Allen.

B. Types of Advisory Services

Portfolio Management Services

TCPAM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. TCPAM creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

TCPAM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. TCPAM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

TCPAM seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of TCPAM's economic, investment or other financial interests. To meet its fiduciary obligations, TCPAM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, TCPAM's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is TCPAM's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

TCPAM may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Before selecting other advisers for clients, TCPAM will always ensure those other advisers are properly licensed or registered as an investment adviser. TCPAM conducts due diligence on any third-party investment adviser, which may involve one or

more of the following: phone calls, meetings and review of the third-party adviser's performance and investment strategy. TCPAM then makes investments with a third-party investment adviser by referring the client to the third-party adviser. TCPAM will review the ongoing performance of the third-party adviser as a portion of the client's portfolio.

TCPAM Models

TCPAM has entered into an agreement with Orion Portfolio Solutions and SEI to provide its model portfolios as a strategy available to Investment Adviser Representatives ("IAR") of TCPAM. TCPAM makes investment decisions for the model portfolios and continuously reviews, supervises and administers the model portfolios as outlined in the Fund's disclosure brochure. TCPAM provides discretionary portfolio management services to Orion Portfolio Solutions and SEI using model asset allocation portfolios. Each model portfolio is designated to meet a particular investment goal. Interested Clients should refer to Orion Portfolio Solutions' and SEI's disclosure brochure for important information regarding objectives, investments, time-horizon, risks, fees, and additional disclosures.

First Trust Sub-Advised Models

IARs of TCPAM have access to the models listed below. The accounts are sub-advised by First Trust but TCPAM initiates the trades.

The four models in this fee arrangement are as follows:

- First Trust Alternatives Model Portfolio
- First Trust Aggressive Growth Model Portfolio
- First Trust High Income Model Portfolio
- First Trust Diversified Low Duration Fixed Income Model Portfolio

Pension Consulting Services

TCPAM offers consulting services to pension or other employee benefit plans (including but not limited to 401(k) plans). Pension consulting may include, but is not limited to:

- identifying investment objectives and restrictions
- providing guidance on various assets classes and investment options
- recommending money managers to manage plan assets in ways designed to achieve objectives
- monitoring performance of money managers and investment options and making recommendations for changes
- recommending other service providers, such as custodians, administrators and broker-dealers
- creating a written pension consulting plan

These services are based on the goals, objectives, demographics, time horizon, and/or risk tolerance of the plan and its participants.

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

TCPAM generally limits its investment advice to mutual funds, fixed income securities, real estate funds, equities and ETFs (including ETFs in the gold and precious metal sectors), although TCPAM primarily recommends ETF's and mutual funds. TCPAM may use other securities as well to help diversify a portfolio when applicable.

TCPAM is also limited on what products and services it may offer to clients by an agreement with United Planners. United Planners acts as a broker-dealer for IARs of TCPAM and will only allow IARs and TCPAM to utilize products and services approved by United Planners.

C. Client Tailored Services and Client Imposed Restrictions

TCPAM will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by TCPAM on behalf of the client. TCPAM may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent TCPAM from properly servicing the client account, or if the restrictions would require TCPAM to deviate from its standard suite of services, TCPAM 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, and certain other administrative fees. TCPAM does not participate in wrap fee programs.

E. Assets Under Management

TCPAM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$300,175,163.00	\$16,435,519.00	December 2020

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

Total Assets Under Management	Maximum Annual Fees
All Assets	2.00%

TCPAM uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of TCPAM's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 30 days' written notice.

Selection of Other Advisers Fees

TCPAM Models

When IARs of TCPAM utilize the TCPAM models at Orion Portfolio Solutions or SEI, clients will be charged an additional 0.35%. These fees are not negotiable. This will create a conflict of interest for IARs to recommend and utilize TCPAM models as TCPAM will earn additional compensation.

First Trust Sub-Advised Models

When IARs of TCPAM utilize the First Trust models, TCPAM will charge the client a 0.15% model management fee. This fee would be in addition to any fee charged by First Trust. These fees are not negotiable.

Pension Consulting Services Fees

Asset-Based Fees for Pension Consulting

Total Assets Under Management	Maximum Annual Fee
All Assets	2.00%

TCPAM uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable and the final fee schedule will be memorialized in the client's advisory agreement.

Clients may terminate the agreement without penalty for a full refund of TCPAM's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the pension consulting agreement generally with 30 days' written notice. TCPAM uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

Fixed Fees

The rate for creating client pension consulting plans is between \$0 and \$15,000. The final fee schedule will be memorialized in the client's advisory agreement. This service may be canceled with 30 days' notice.

Hourly Fees

The hourly fee for these services is between \$0 and \$500. The final fee schedule will be memorialized in the client's advisory agreement.

Financial Planning Fees

Fixed Fees

The negotiated fixed rate for creating client financial plans is between \$0 and \$15,000.

Hourly Fees

The negotiated hourly fee for these services is between \$0 and \$1,000.

Clients may terminate the agreement without penalty, for full refund of TCPAM'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 Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on either a monthly or quarterly basis. Fees may be

paid in either arrears or in advance. The exact timing and frequency will be specified with the client in their agreement.

Payment of Pension Consulting Fees

Asset-based pension consulting fees are withdrawn directly from the client's accounts with client's written authorization on a monthly basis. Fees are paid in arrears.

Fixed pension consulting fees are paid via check. These fees are paid 100% in advance, but never more than six months in advance.

Hourly pension consulting fees are paid in arrears upon completion.

Payment of Selection of Other Advisers Fees

The timing, frequency, and method of paying fees for selection of third-party managers will depend on the specific third-party adviser selected and will be disclosed to the client prior to entering into a relationship with the third-party advisor.

Payment of Financial Planning Fees

Financial planning fees are paid via check and wire.

Fixed financial planning fees are paid 100% in advance, but never more than six months in advance.

Hourly financial planning fees are paid in arrears upon completion.

C. Client Responsibility For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by TCPAM. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

TCPAM collects fees in both advance and 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.

For all asset based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

E. Outside Compensation For the Sale of Securities to Clients

All IARs of TCPAM are registered representatives of a broker-dealer. All IARs of TCPAM are also insurance agents. In these roles, they accept compensation for the sale of investment products to TCPAM clients.

1. This is a Conflict of Interest

Supervised persons may accept compensation for the sale of investment products, including asset based sales charges or service fees from the sale of mutual funds to TCPAM's clients. This presents a conflict of interest and gives the supervised person an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of investment products for which the supervised persons receives compensation, TCPAM will document the conflict of interest in the client file and inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products From Other Brokers

Clients always have the option to purchase TCPAM recommended products through other brokers or agents that are not affiliated with TCPAM.

3. Commissions are not TCPAM's primary source of compensation for advisory services

Commissions are not TCPAM's primary source of compensation for advisory services.

4. Advisory Fees in Addition to Commissions or Markups

Advisory fees that are charged to clients are not reduced to offset the commissions or markups on investment products recommended to clients.

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

TCPAM 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

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

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit-Sharing Plans

There is no account minimum for any of TCPAM's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

TCPAM's methods of analysis include Fundamental analysis and Technical analysis.

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

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

Investment Strategies

TCPAM uses long term trading.

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

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.

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.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Selection of Other Advisers: Although TCPAM will seek to select only money managers who will invest clients' assets with the highest level of integrity, TCPAM's selection process cannot ensure that money managers will perform as desired and TCPAM will have no control over the day-to-day operations of any of its selected money managers. TCPAM would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

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. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and

credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

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.

Item 10: Other Financial Industry Activities and Affiliations

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

All IARs of TCPAM are registered representatives with United Planners, an unaffiliated broker-dealer.

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

Neither TCPAM 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

All IARs of TCPAM are registered representatives of United Planners 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.

TCPAM always acts in the best interest of the client, including with respect to the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of TCPAM in such individual's capacity as a registered representative.

All IARs of TCPAM are independent licensed insurance agents, 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. TCPAM 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 TCPAM in connection with such individual's activities outside of TCPAM.

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

TCPAM may direct clients to third-party investment advisers to manage all or a portion of the client's assets. TCPAM will be compensated via a fee share from the advisers to which it directs those clients. This relationship will be memorialized in each contract between TCPAM and each third-party advisor. The fees shared will not exceed any limit

imposed by any regulatory agency. This creates a conflict of interest in that TCPAM has an incentive to direct clients to the third-party investment advisers that provide TCPAM with a larger fee split. TCPAM will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. TCPAM will ensure that all recommended advisers are licensed or notice filed in the states in which TCPAM is recommending them to clients.

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

A. Code of Ethics

TCPAM 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. TCPAM's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of TCPAM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of TCPAM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. TCPAM will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

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

From time to time, representatives of TCPAM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of TCPAM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients.

Such transactions may create a conflict of interest; however, TCPAM will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Item 12: Brokerage Practices

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

Custodians/broker-dealers will be recommended based on TCPAM's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and TCPAM may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in TCPAM's research efforts. TCPAM will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

TCPAM will require clients to use TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC, Fidelity Brokerage Services LLC, SEI Private Trust, and TIAA.

1. Research and Other Soft-Dollar Benefits

While TCPAM has no formal soft dollars program in which soft dollars are used to pay for third party services, TCPAM may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). TCPAM may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and TCPAM does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. TCPAM benefits by not having to produce or pay for the research, products or services, and TCPAM will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that TCPAM's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

TCPAM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

TCPAM will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

If TCPAM buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, TCPAM would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. TCPAM would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

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

A random selection of accounts are reviewed quarterly by Julie Call, CCO with regard to clients' investment policies and risk tolerance level.

Financial Planning clients are provided a one-time financial plan by the IAR concerning their financial situation and will also be randomly reviewed by CCO.

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, TCPAM's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of TCPAM's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

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)

TCPAM may also receive compensation from the selected third party advisers via a fee split.

TCPAM participates in the institutional advisor program (the “Program”) offered by TD Ameritrade. TD Ameritrade offers to independent investment advisor services which include custody of securities, trade execution, clearance and settlement of transactions. TCPAM receives some benefits from TD Ameritrade through its participation in the Program.

As part of the Program, TCPAM may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between TCPAM’s participation in the Program and the investment advice it gives to its clients, although TCPAM receives economic benefits through its participation in the Program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving TCPAM participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have TCPAM’s fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to TCPAM by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by TCPAM’s related persons. Some of the products and services made available by TD Ameritrade through the Program may benefit TCPAM but may not benefit its client accounts. These products or services may assist TCPAM in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help TCPAM manage and further develop its business enterprise. The benefits received by TCPAM or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, TCPAM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by TCPAM or its related persons in and of itself creates a conflict of interest and may indirectly influence the TCPAM’s choice of TD Ameritrade for custody and brokerage services.

B. Compensation to Non – Advisory Personnel for Client Referrals

TCPAM may, via written arrangement, retain third parties to act as solicitors for TCPAM's investment management services. All compensation with respect to the foregoing will be fully disclosed to each client to the extent required by applicable law. TCPAM will ensure each solicitor is properly registered in all appropriate jurisdictions. All such referral activities will be conducted in accordance with Rule 206(4)-3 under the Advisers Act, where applicable.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, TCPAM will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

TCPAM provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, TCPAM generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, TCPAM's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to TCPAM).

Item 17: Voting Client Securities (Proxy Voting)

TCPAM 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

TCPAM neither requires nor solicits prepayment of more than \$500 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

TCPAM does not have any financial condition that is likely to reasonably impair its ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

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