

Item 1. Cover Page

Torrens Capital Management, LLC

Doing Business As

TCM Wealth Advisors

PART 2A of FORM ADV: FIRM BROCHURE

March 30, 2017

You may contact us at:

66 South Miller Road, Suite 202

Fairlawn, OH 44333

(330) 836-7000

www.tcmwealthadvisors.com

This brochure provides information about the qualifications and business practices of TCM Wealth Advisors as well as information about the backgrounds and qualifications of the firm's personnel. If you have any questions about the contents of this brochure, please contact Jonathan Torrens, our Chief Compliance Officer, at (330) 836-7000 or by email at jon@tcmwealthadvisors.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 TCM Wealth Advisors is available on the SEC's website at www.adviserinfo.sec.gov. You can search the SEC website by a unique identifying number, known as an IARD number. Our firm's IARD number is 132646.

Any references to TCM Wealth Advisors as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.

Item 2. Material Changes

At least annually, this section will discuss only specific material changes that are made to the Brochure of TCM Wealth Advisors (“TCM”) and provide you with a summary of such changes. Additionally, reference to the date of the last annual update to this Brochure will be provided.

Our last annual update occurred on February 25, 2016.

We have made the following updates to our brochure:

Item 4 was updated to disclose our current amount of assets under management.

Also in Item 4, we added a section on Individual Retirement Account (IRA) Rollover Considerations where we disclose that we may provide you with recommendations and advice concerning your employer retirement plan or other qualified retirement account

An updated copy of our Brochure may be requested by contacting us at (330) 836-7000 or by email at jon@tcmwealthadvisors.com. Our Brochure may also be obtained from our website at www.tcmwealthadvisors.com. It is available to you free of charge.

Additional information about TCM Wealth Advisors is available on the SEC's website at www.adviserinfo.sec.gov. You can search the SEC website by a unique identifying number, known as an IARD number. Our firm's IARD number is 132646. The SEC's website also provides information about any persons affiliated with TCM Wealth Advisors who are registered, or are required to be registered, as Advisory Representatives of TCM Wealth Advisors.

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Item 4. Advisory Business

Torrens Capital Management, LLC operates under the d/b/a name of TCM Wealth Advisors (hereinafter referred to as “TCM”). TCM is a fee-only investment advisory and wealth management firm with its principal office located in Fairlawn, Ohio. Founded in 2004, TCM provides asset management, financial planning, and consulting services on a fee-only basis to a variety of clients including physicians, business owners, professionals, corporate executives, retirees, and near-retirees. We also work with clients going through a major life transition due to a career change or job loss, sale of a business, inherited or generational wealth, loss of a loved one or divorce.

A. TCM is a limited liability company formed under the laws of the State of Ohio and filed for investment adviser registration with the State of Ohio under the name Torrens Capital Management, LLC in October 2004. In October 2015, it was rebranded under the name, TCM Wealth Advisors. Jonathan Torrens, CRD number 1669796, is the Managing Member, Chief Compliance Officer, and sole Advisory Representative. Prior to forming TCM, Jonathan was a Senior Vice President of Investments for a major Wall Street firm. He has been in the financial services industry since 1987. Additional business information about Jonathan is disclosed on the Supplemental Brochure attached to this Brochure.

B. TCM offers the following fee-only advisory services, with each service more fully described below:

- Investment Management and Supervisory Services
- Analysis, Recommendation, and Monitoring of Third Party Manager Programs
- Financial Planning and Consulting Services
- Wealth Planning Services

Our mission is to improve the quality of our clients’ lives by providing knowledgeable and thoughtful financial advice with personalized solutions to help bring their financial life and core values into alignment. We serve as our clients’ financial advocate, helping them develop a personalized financial plan and service offerings for their specific needs. We also provide direction and coordination for our clients’ other advisors so that our clients are relieved of day-to-day concerns about the management of their financial affairs.

Depending upon the nature of the services you desire, TCM offers its services on a fee-only basis, which may include hourly fees, project fees, fixed fees and fees that are based upon assets under management. The term “fee-only” means that TCM is compensated only in the form of advisory fees paid by our clients. As a fiduciary, TCM offers objective advice, accepts no commissions from mutual funds, brokerage firms, insurance companies or any

third party, and has no proprietary products to sell. We work solely for our clients, eliminating the compensation conflict of commissions.

Investment Management and Supervisory Services

TCM primarily offers discretionary continuous investment management and supervisory services. In limited circumstances, we may offer non-discretionary investment management services. Our investment advice is tailored to meet your specific financial needs and objectives. Once you retain our firm for investment management services, we will work with you to determine an asset allocation strategy customized to your financial goals, objectives, risk tolerance and other relevant information. We will use the information we gather from you to develop a core investment strategy that will enable our firm to provide you with continuous and disciplined investment advice.

Once you are comfortable with the recommended allocation of your account, and upon your approval, we will implement the initial portfolio allocation. Your portfolio allocation will take into consideration your specified limitations or restrictions and your overall financial situation, goals, and objectives. After we implement the initial portfolio allocation, with your written approval as indicated in the advisory agreement, we will provide continuous and ongoing management of your investment account using our own discretion to determine any changes to the account. Unless otherwise expressly requested by you, TCM will manage your account and will make changes to the allocation as deemed appropriate by our firm. We will monitor your portfolio's performance on an ongoing basis, and rebalance the portfolio as required by your circumstances.

TCM will determine the securities to be purchased and sold in your account and will alter the securities holdings from time to time, without prior consultation with you. Depending on your specific goals and objectives, we will generally hold positions in your account for the long term, even more than a year, or we may actively trade some securities holding such positions for periods of 30 days or less.

Assets are invested primarily in exchange-traded funds (ETFs), mutual funds (i.e., no-load and load-waived or mutual funds purchased at net asset value, institutional mutual funds), and money markets. These securities represent exposure to a variety of asset classes including U.S. equities, U.S. fixed income, international equities, international bonds, and unique asset classes such as commodities, precious metals, international real estate, and emerging markets.

We offer financial advice on a wide range of securities, including, and not limited to:

- Exchange-listed securities
- Securities traded over-the-counter
- Exchange Traded Funds (ETFs)
- Mutual fund shares
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- United States government securities
- Interests in partnerships investing in real estate, and oil and gas interests
- Options contracts on securities and commodities
- Futures contracts on tangibles and intangibles
- Variable annuities (but not the evaluation of any non-investment management aspects of annuities or other insurance products)
- Shorting
- Private Equity
- Warrants

We may also use nontraditional alternative asset classes that use various hedge-fund strategies (e.g., global macro, long/short equity, managed futures).

Initial public offerings (IPOs) are not available through TCM.

TCM also provides discretionary and non-discretionary investment management services relative to: (1) variable annuity products that you may own, and/or (2) your individual employer-sponsored retirement plans. We either direct or recommend the allocation of your assets among the various sub-accounts that comprise the variable annuity product or retirement plan. Your assets will be maintained at either the specific insurance company that issued the variable annuity product that you own, or at the custodian designated by the sponsor of your retirement plan. The investment choices you have are limited to only those available through your retirement plan and are determined by the Plan Sponsor(s).

Asset allocation and rebalancing services are available only if you are invested in individual securities, mutual funds, exchange-traded funds and other assets as outlined in the designed investment strategies. Services and investment recommendations in connection with corporate retirement plans are limited to only those that are offered within your

specific plan unless you have access to a self-directed brokerage account option in your Company's 401(k) plan.

In limited circumstances, we may offer non-discretionary investment management services. If you elect to have your accounts managed on a non-discretionary basis, no changes will be made to the allocation of your account without prior consultation with you and your expressed agreement for each transaction. After making the initial asset allocation recommendation, we will monitor your account on an ongoing basis and make investment recommendations.

As further described below, TCM has entered into a relationship with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides us with "institutional platform services" for our Asset Management/Investment Supervisory services. Fidelity provides both brokerage and custodial services. TCM is independently operated and owned and is not affiliated with Fidelity. If you select another brokerage firm for custodial and/or brokerage services you will not be able to receive asset management services from TCM.

Analysis, Recommendation, and Monitoring of Independent Third Party Managers

TCM may qualify you for investment in one or more unaffiliated Third Party Manager Programs. The factors that TCM will consider in recommending a particular Third Party Manager include, but are not limited to, your stated investment objectives, management style, independence, performance, philosophy, financial strength, continuation of management, client service, reporting, commitment to a particular investment mandate, fees, trading efficiency, and research.

To assist you in the selection of a Third Party Manager, we will gather information from you about your financial situation, investment objectives, and reasonable restrictions you may want to impose on the management of your account. Upon review of that information, we will recommend the services of a Third Party Manager with which TCM has a solicitation arrangement.

If a Third Party Manager is deemed appropriate, TCM will work with you to establish a separate account with the Third Party Manager. Once your account has been opened, you will grant the Manager limited discretionary trading authority so the Manager can place discretionary transaction orders for your account. As a separately managed account, your account is managed individually by the Third Party Manager and is separate from other accounts managed by the Manager. You will also receive a confirmation or summary report

for each security transaction placed by the Manager and monthly custodian account statements.

TCM will continue to provide advisory services to you for the ongoing monitoring, review, and reporting of the overall account performance. We will help you monitor your account and act as a communication conduit between you and the Third Party Manager. TCM will periodically review any reports provided to you. Additionally, your Investment Advisory Representative will contact you at least annually to review your financial situation and objectives; communicate information to the Third Party Manager managing the account as necessary and will assist you in understanding and evaluating the services provided by the Manager. You are expected to notify your Investment Advisory Representative of any changes in your financial situation, investment objectives or account restrictions you would like to put in place.

We will not directly conduct any securities transactions on your behalf or participate directly in the selection of securities to be purchased or sold. The Third Party Manager makes investment decisions according to your agreement with the Manager.

You are encouraged to carefully review the Third Party Manager's Form ADV disclosure brochure for service levels, fees, conflicts, and professional background information before establishing an account with the Manager. In addition to TCM fees, you will pay the Third Party Manager directly for their advisory services rendered (typically directly debited from the separate account). The compensation arrangement is fully disclosed in advance and will be outlined in the Third Party Manager's Form ADV as well as your advisory agreement.

Financial Planning and Consulting Services

Financial Planning is a process that develops strategies to assist clients in achieving their personal and financial goals. The process starts by gathering and analyzing information about the client; their goals, values, needs and concerns, as well as all of the relevant financial information. This process results in an action plan and a set of recommendations that address the defined goals, related financial issues and other topics that may deserve attention.

Financial planning follows a specific process and addresses specific financial areas. The process generally proceeds as follows:

1. Establish and define the client-financial planner relationship
2. Gather client data, including goals and objectives

3. Analyze and evaluate the client's financial situation
4. Develop and present financial planning recommendations and/or alternatives
5. Implement the financial planning recommendations
6. Monitor the progress and results of the planning recommendations.

TCM offers clients a broad range of financial planning and consulting services which may include:

- Business Planning
- Cash Flow Forecasting
- Asset Allocation
- Retirement Planning
- Education Funding
- Financial & Risk Management
- Divorce Financial Planning
- Financial Goal Planning
- Tax Planning
- Financial Statement & Portfolio Reports
- General Analysis & Planning
- Insurance Needs Analysis
- Retirement Plan Analysis
- Estate & Charitable Planning
- "Windfall" Financial Planning
- Transition Planning

If you only need our services to focus on certain areas, you must understand that time constraints may not allow us to take into consideration your overall financial and investment needs and objectives. You should contact your personal tax adviser, legal counsel or other professionals for their expert opinions on issues relating to matters outside of investment advisory topics. Our Financial Planning and Consulting Services terminate upon the conclusion of services.

Implementation of any advice or recommendations pertaining to non-securities matters (such as insurance), in whole or in part, is entirely up to you. You should contact your own service provider(s) for implementation.

TCM Wealth Planning Services

TCM Wealth Planning Services may combine our Investment Management and Supervisory Services with overall wealth planning and thus are ongoing in nature. Our goal is to help affluent clients concerned with managing their personal wealth to transition into a higher state of financial management and well-being, control and comfort with regard to growing and protecting their wealth.

Depending on your personal goals and objectives, TCM will assist you with focusing on your overall wealth planning needs. On a continuing basis, we will provide guidance to address your wealth planning needs and objectives in a wide range of areas. Your area of concern may include cash flow planning, investment management services, planning for retirement, income tax planning, college education planning, estate, and charitable planning, analyzing risk management needs, and coordination of the wealth planning process with other professional advisers. We can develop (or modify) an existing financial plan, as your needs dictate.

In addition to receiving ongoing Investment Management and Supervisory Services, our Wealth Planning Services will provide semi-annual review meetings (or as agreed upon) depending upon your individual needs. These meetings can be done in person or via telephone, whichever works to provide an efficient, private and convenient way for us to work together.

You are welcome to set the agenda for each meeting, but we suggest including issues related to your comfort with your personal wealth; general estate planning; legacy planning; issues related to marriage or divorce; assistance in preparing for wealth transfers; personal philanthropy; staying focused on your financial plan; education planning and funding; stock option analysis and planning; family savings and cash flow planning; issues related to employee benefits; assistance in preparing for or living in retirement.

You should contact your personal tax adviser, legal counsel or other professionals for their expert opinions on issues relating to matters outside of investment advisory topics. We are happy to work closely with your other professional advisers such as accountants, tax professionals, legal counsel, etc.

Because TCM Wealth Planning Services only focuses on certain areas of your needs, interests and/or a portion of an overall investment portfolio, or is otherwise limited, you must understand that time constraints may not allow us to take into consideration your overall financial and investment needs and objectives.

Implementation of any advice or recommendations pertaining to non-securities matters (such as insurance), in whole or in part, is entirely up to you. You should contact your own service provider(s) for implementation. If you should have a need for insurance, TCM will make a generic recommendation as to the type of insurance product(s) or service(s) we believe best addresses your insurance need. TCM will happily work with your insurance agent to insure your need is being met with the most appropriate product or service. Alternatively, we may work with a “no-load” insurance provider, or we may refer you to an

insurance agent or agency that we believe can provide the most appropriate product or service.

C. As noted above, we tailor the advisory services we offer to your individual needs. You may impose restrictions and/or limitations on the investing in certain securities or types of securities. We want our investment advisory services clients to play an active role participating in the formation of the investment plan, investment advice, and recommendations.

We will ask you to complete an account information form/data gathering questionnaire to assist us with obtaining information about your financial situation and history. Your TCM Investment Advisory Representative will meet with you and conduct an interview and data-gathering session to continue the due diligence process. The information gathered by TCM will assist the firm in providing you with the requested services and customize the services to your financial situation. Depending on the services you have requested, we will gather various financial information and history from you including, but not limited to:

- Retirement and financial goals
- Investment objectives
- Investment horizon
- Existing portfolio statements, including retirement account information
- Financial needs
- Tax bracket information
- Cash flow analysis
- Cost of living needs
- Savings tendencies
- Other applicable financial information required by our Investment Advisory Representative to provide the investment advisory services you have requested.

D. TCM does not participate in any wrap fee programs; however, TCM may offer access to wrap fee programs through the Third Party Management Services section outlined above. We will provide their Wrap Fee Brochure prior to your investing in any program.

E. As of December 31, 2016, we had approximately \$28 million of client assets under our discretionary management and approximately \$1.2 million of non-discretionary client assets under management.

General Information

The investment recommendations and advice offered by TCM and your Investment Advisory Representative are not legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. Our primary goal is to help our clients identify and pursue their financial goals, thereby enhancing the overall quality of their lives.

In providing Financial Planning, Consulting and Wealth Planning services, TCM is not required to verify any information received from the client or the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information.

IRA Rollover Considerations

As part of our consulting and advisory services, we may provide you with recommendations and advice concerning your employer retirement plan or other qualified retirement account. We may recommend that you withdraw the assets from your employer's retirement plan or other qualified retirement account and roll the assets over to an individual retirement account ("IRA") which we will manage. If you elect to roll the assets to an IRA under our management, we will charge you an asset-based fee as described in Item 5. This practice presents a conflict of interest because our investment advisory representatives have an incentive to recommend a rollover to you for the purpose of generating fee based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Furthermore, if you do complete the rollover, you are under no obligation to have your IRA assets managed by us.

Employers may permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of each.

An employee will typically have four options:

1. Leave the funds in your employer's (former employer's) plan.
2. Roll over the funds to a new employer's retirement plan.
3. Cash out and take a taxable distribution from the plan.
4. Roll the funds into an IRA rollover account.

Each of these options has advantages and disadvantages. Before making a change, we encourage you to speak with your financial advisor, CPA and/or tax attorney.

Before rolling over your retirement funds to an IRA for us to manage, carefully consider the following. NOTE: This list is not exhaustive.

1. Determine whether the investment options in your employer's retirement plan address your needs or whether other types of investments are needed.
 - a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services available through an IRA provider and their potential costs.
 - c. It is likely you will not be charged a management fee and will not receive ongoing asset management services unless you elect to have such services. If your plan offers management services, there may be a fee associated with the service that is more or less than our asset management fee.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may offer financial advice, guidance, management, and/or portfolio options at no additional cost.
5. If you keep your assets titled in a 401k or retirement account and you are still working, you could potentially delay your required minimum distribution beyond age 70 ½.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies; however, there can be exceptions. Consult an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, prior to age 59 ½, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses, or a home purchase.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand your options, their features and differences and decide whether a rollover is best for you. If you have questions, contact us at our main number listed on the cover page of this brochure.

Item 5. Fees and Compensation

Investment Management and Supervisory Services

A. The annual fee for our Investment Management and Supervisory Services are charged as a percentage of assets under management, according to the following schedule:

Assets	Annual Fee
First \$500,000	1.50%
Next \$500,000	1.25%
Over \$1,000,000	1.00%

Although TCM does not require a minimum portfolio size or minimum annual fee, we generally seek advisory clients that desire to establish a discretionary investment management relationship with us involving at least \$500,000. Certain Third Party Managers may, however, impose more restrictive account opening requirements and varying billing practices than TCM. In these instances, TCM may alter our corresponding account opening requirements and/or billing practices to accommodate those of the Third Party Manager(s).

Although TCM has established the above fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances, relationships, and needs are considered in determining the fee schedule. These include the complexity of the client; assets to be placed under management; anticipated future earning capacity; significant capital additions in the future; related accounts; account composition; portfolio-style; reports; pre-existing client; account retention; pro-bono activities; or other factors. In such cases, lower or higher fees or different payment arrangements can be negotiated with each client separately. The specific annual fee schedule is identified in the investment advisory contract between the advisor and each client.

You may make additions to and withdrawals from your account(s) at any time, subject to our right to terminate an account. If assets are deposited into an account after the inception of a quarter that exceed \$100,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. You may withdraw account assets on notice to us, subject to the usual and customary securities settlement procedures. For partial withdrawals in excess of \$100,000 within a billing period, we shall credit our unearned fee towards the next quarter's fee.

We typically design your portfolio as a long-term investment, and asset withdrawals may impair your ability to achieve your investment objectives. Additions may be made in cash and/or securities; however, we reserve the right to liquidate any transferred securities, and/or decline to accept particular securities into your account. If you tell us in advance, TCM will discuss the options and ramifications of transferring securities. When transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

TCM also provides *Variable Annuity Asset Allocation Advisory Services* for clients that own variable annuity products. The annualized investment advisory fee is 1.50% and may be negotiable. The fee is billed quarterly in advance based on the annuity account value on the last business day of the previous quarter. The fee can be paid for by debiting the annuity account or by client invoice.

Variable annuity products may have additional costs to the client including surrender fees if the purchase of the product results from the transfer from another variable product, costs associated with living or death benefits, administrative fees, sub-account management fees, mortality and expense fee, and bonus expenses if the product has a bonus element. All variable annuities have surrender fees if the annuity is transferred or liquidated within the surrender period. Additionally, variable products often have limitations on the number of transactions that can be conducted among the subaccounts which could result in additional expenses. It is vital clients read and refer to the variable annuity prospectus for details on the costs of the product.

B. The fees will be charged to and collected directly from your account early in the quarter, provided you have given TCM written authorization to debit the fee. You will be provided with an account statement from Fidelity reflecting the deduction of the advisory fee as well as an invoice from TCM. If your account does not contain sufficient funds to pay the advisory fees, we have the limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Except for ERISA and IRA accounts, you may reimburse your account for advisory fees paid to TCM. If the designated account(s) do not contain sufficient funds to pay advisory fees, you can leave standing orders to deduct fees from another account. If you and TCM agree, we will send you an invoice for your advisory fees. Payment is expected within 10 days of the invoice date. Balances not paid within 30 days of the date of invoice are subject to a 1.5% monthly finance charge.

C. In addition to the advisory fees above, you will pay transaction fees for securities transactions executed in your account in accordance with the custodian's transaction fee schedule. You may also pay fees for custodial services, account maintenance fees,

transaction fees, and other fees associated with maintaining the account. These fees are not charged by TCM and are charged by the product sponsor, broker/dealer or account custodian. TCM does not share in any portion of these fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. These advisory fees are not shared with TCM and are compensation to the fund-manager. You should read the mutual fund prospectus prior to investing.

D. Advisory fees will be charged in advance of the billing period. The billing period will be on a quarterly calendar basis (i.e. March 31, June 30, September 30, and December 31). The quarterly advisory fee will be based on the value of the account on the last business day of the just completed quarter. If the account is established or closed during the middle of a quarter, you will pay a pro-rated portion of the advisory fee based upon the number of days the account was under TCM's management. When the account is initially established, the fee will be based on the number of days remaining in the billing period and upon the account value as of the date the account is available to be invested. Thereafter, the fees are based on the value of the account at the end of the preceding quarter, adjusted for withdrawals from and additions to the account, pro-rated based on the remaining days in the quarter. If the account is closed or terminated during the middle of a billing quarter, any unearned, pre-paid fees will be refunded to you within 30 days.

E. In some instances, TCM may charge a one-time initial set-up fee for investment advisory accounts. This fee may be charged in situations where an extraordinary amount of up-front work is required prior to the actual management of the account (e.g., accumulation of tax basis information for securities brought by the client and placed under TCM's management). The set-up fee charge will be based on the time required to complete the work and will be agreed upon in advance by the client.

TCM may change the above fee schedule upon 30-days prior written notice to you.

Termination Provisions

You may terminate investment advisory services obtained from TCM, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with TCM. You will be responsible for any fees and charges incurred from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, either of us may terminate services with written 30-day notice to the other. If services are terminated prior to the end of a calendar quarter, we will return a pro-rated refund of any pre-paid fees.

F. Neither TCM nor our Investment Advisory Representative accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. As previously stated, we are a fee-only investment advisory and wealth management firm.

Analysis, Recommendation, and Monitoring of Independent Third Party Managers

As noted above, TCM will charge a separate fee from that of the independent Third Party Manager. We will provide ongoing monitoring and review of your account performance. Our annual fee for this service is based upon a percentage of the market value of the assets being managed by the Third Party Manager(s) and will be charged according to the above fee schedule.

Termination provisions for this service are outlined above. You may terminate your agreement at any time and receive a full pro-rata refund of any unearned fees.

Financial Planning and Consulting Services

We provide a broad range of Financial Planning and Consulting Services on an hourly, project or fixed-fee basis that are determined at the time of engagement, based on the time and effort required and/or the nature and complexity of services. TCM's hourly fee is \$200–\$400, based on complexity. Financial Planning fees will be charged as a fixed fee, typically ranging from \$1,500 to \$15,000, based on your individual circumstances. We also offer our planning and consulting services for a monthly fee of \$45, billed in advance early in the month; a quarterly fee of \$130, billed in advance early in the quarter, or an annual fee of \$500 billed in advance in early January.

We may quote a project-based fee for larger financial planning engagements.

TCM requires a retainer equal to one-half (1/2) the proposed project fee with the remaining project balance due upon the delivery of services. If your financial situation changes during the course of our services such that new advice, recommendations or research are required or we must rework the advice, recommendations or other services, additional fees will apply. Your approval will be obtained prior to us engaging in additional services that result in fees. Balances not paid within 30 days of the date of invoice are subject to a 1.5% monthly finance charge.

Consultations pertaining to 401(k) investments are invoiced at our hourly rate for one-time services. Where ongoing assistance is desired, we are also available to provide 401(k)

Consulting Services for \$400 per quarter, invoiced quarterly in advance of services. The minimum annual fee for ongoing 401(k) Consulting Services is \$1,600.

One-Time Portfolio Review

At your request, we can also provide you with a one-time portfolio review of your investable assets and accounts. This formal review includes a complete analysis of your existing portfolio(s) with recommendations and a follow-up meeting where the investment analysis and recommendations are reviewed with you. We charge a fixed fee of \$1,200 for this service and require a 50% deposit paid in advance, with the remaining portion due upon completion of the services rendered. Balances not paid within 30 days of the date of invoice are subject to a 1.5% monthly finance charge.

Termination Provisions

Financial Planning and Consulting Services terminate upon the delivery of services unless ongoing services are requested. These fees will be immediately terminated prior to the conclusion of services, upon written notice from either party. You will only be invoiced for time incurred by us up until the effective date of termination. TCM will refund any pre-paid, unearned fees.

TCM Wealth Planning Services

If you are an existing Investment Management and Supervisory Services client, the cost of ongoing wealth planning services is \$1,500 for the initial quarter and \$750 each quarter thereafter, in addition to the Investment Management and Supervisory fee outlined above. If your wealth planning issues or objectives involve extraordinary analysis, additional costs will be negotiated on an individual basis prior to such engagement.

If you are not an Investment Management and Supervisory Services client and require continuous wealth planning advice, the cost of ongoing wealth planning services will be \$4,500 for the initial quarter and \$2,500 every quarter thereafter.

The TCM Wealth Planning Services fee will be paid quarterly in advance of services and may be adjusted by TCM during the calendar year. Prior to any increase in the TCM Wealth Planning Services fee, we will notify you in writing (email or regular mail). However, TCM Wealth Planning Services fees will only be adjusted with a written 30-day pre-notification from TCM. Balances not paid within 30 days of the date of invoice are subject to a 1.5% monthly finance charge.

You can elect to have your TCM Wealth Planning Services fee deducted from your custodial account as described in section 5B above.

Termination Provisions

You may terminate Wealth Planning Services obtained from TCM, without penalty, with written notice within five (5) business days after entering into the advisory agreement with TCM. Thereafter, you may terminate planning services at any time with written notice to TCM. You will be responsible for any time spent by us providing advisory services or analyzing your situation. TCM Wealth Planning Services are ongoing until notice of termination in writing. Either party may terminate services with written 30-day notice to the other. If services are terminated prior to the end of a calendar quarter, TCM will return a pro-rated refund of the quarterly pre-paid fees.

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

This section is not applicable to TCM because we do not accept performance-based fees or participate in side-by-side management.

Item 7. Types of Clients

TCM's services are geared toward the following types of clients:

- Individuals (other than high-net-worth individuals)
- High-net-worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other business not listed above.

Although our firm does not require a minimum portfolio size or minimum annual fee, we generally seek advisory clients that desire to establish a discretionary investment management relationship with us involving at least \$500,000. Certain Third Party Managers may, however, impose more restrictive account opening requirements.

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

A. TCM employs an open architecture, global multi-asset, multi-manager strategy and strategic asset allocation approach to manage portfolio risk and return. Strategic asset allocation is the determination of what percentage of your portfolio will be invested across major asset classes (e.g., U.S. equity, international equity, fixed income, alternative investments, and real assets). Investment research studies have shown that investment policy decisions (i.e., asset allocation) account for more than 90% of the variation in portfolio return. Therefore, we do not attempt to "outsmart" the markets through market timing, nor chasing after the next "hot" style or investment fad. Our main goal is to make the most informed decisions that we believe will have the greatest chance of helping you achieve your investment objectives.

B. As a fiduciary, we seek to provide client portfolios with the proper balance of risk and reward. Our objective is to help you maximize your investment returns while reducing your exposure to risk. We take a disciplined, prudent approach by employing state-of-the-art research and tools to develop appropriately diversified investment portfolios. Primarily, we use institutional and "no-load" or "load-waived" mutual funds, exchange traded funds, and independent third party managers to implement our investment strategies for clients.

Although the investment strategies we recommend are tailored to each client and can be as aggressive or conservative as necessary, our investment philosophy is based on the following core beliefs:

1. Every investment contains some level of risk.
2. Investment outcomes are never assured.
3. Reducing unnecessary risk is an important part of the portfolio design process.
4. The up and down swings of global financial markets are unpredictable.
5. Investors should not assume more risk than necessary and should be compensated for the level of risk they are willing to assume.
6. Investing in a globally diversified portfolio of nontraditional asset classes (e.g., alternatives, emerging markets, natural resources, currencies, commodities, precious metals, real estate) may help reduce the risk of a portfolio and in some cases improve returns.

Investing in securities involves risk of loss, including the potential loss of the principal money you are investing. Therefore, your participation in any of the management programs offered by TCM requires you to be prepared to bear the risk of loss as well as the fluctuating performance of your accounts. Market values of investments will always fluctuate based on market conditions.

We do not represent, warranty or imply that the services or methods of analysis we use can or will predict future results, successfully identify market tops or bottoms or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Furthermore, no promises or assumptions can be made that the advisory services offered by TCM will provide a better return than other investment strategies. In addition, the primary risk factors applicable to TCM's investment programs generally include:

- **Market risk**—The price of a security, bond, mutual fund and/or exchange-traded fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular circumstances. For example, economic, political and social conditions may trigger market-related events.
- **Interest rate risk**—The chance that investment prices will change based on a move in interest rates (bond prices decline as interest rates rise). Relative to fixed income securities with near-term maturities, longer maturity bonds will have a larger change in price with a move in interest rates.
- **Inflation risk**—The risk that investment returns will be below the general increase in prices due to inflation.
- **Category or style risk**—The chance that one investment category or style may underperform or outperform other categories and styles.
- **Credit risk**—The chance that a bond issuer will fail to pay interest and principal in a timely manner.
- **Reinvestment risk**—The potential exposure that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Early redemption risk**—Some bonds have features that allow the bond issuer to repurchase or redeem the bond before maturity at a specific price. This risk is the chance that the borrower will do so; thus, expose the investor to a lower than expected return on that bond investment.
- **Systematic risk**—Also known as "market risk," this is the chance of a severe drop of an entire financial market (e.g., political or social upheaval, natural disaster, etc.).
- **Unsystematic risk**—Also known as "specific risk," this is the chance of a decline in the value of a particular asset (i.e., an individual stock declines while the overall stock market is not impacted).

- **Currency risk**—Also known as "exchange rate risk," this is the chance that foreign investments will be subject to fluctuations in the value of the dollar against the currency of the investment's country of origin.
- **Tax risk**—This is the chance that the taxing authority changes its tax rates or policies (e.g., rescind tax exempt status of particular bonds).
- **Liquidity risk**—This is the risk whereby the ability to buy or sell a security becomes more difficult and, therefore, negatively impacts the price at which one is able to transact in the security.
- **Financial risk**—Excessive borrowing to finance the ongoing operations of a business increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or declining market value.
- **Sector risk**—This is the chance that major problems may impact a specific sector, or that returns from that sector may trail the returns of the overall equity market. Daily fluctuations in individual sectors can often be more extreme than fluctuations in the overall market.
- **Price volatility**—The price of a security, mutual fund and/or exchange-traded fund may fluctuate, even significantly, in a short period of time.
- **Exchange-traded fund pricing risk**—Exchange-traded fund shares may trade in the market at a premium or discount to their net asset (NAV) because of market supply and demand. The premiums and discounts for specific exchange-traded funds can vary, depending on the type of exchange-traded fund and time period.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing client accounts(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given stated client investment objectives and tolerance for risk.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial position, financial information, liquidity needs, and other various suitability factors. In addition, any special requirements, restrictions or guidelines that you impose may impact the composition and performance of your portfolio.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets with our firm.

B. TCM primarily recommends and uses mutual funds and exchange traded funds (ETFs) representing various asset categories to create investment portfolios for clients. The risks with mutual funds include the costs and expenses within the fund that can impact performance, change of managers and/or the fund straying from its stated investment objective. Open-ended mutual funds do not typically have a liquidity issue, and the price does not fluctuate throughout the trading day. Mutual fund and ETF fees are described in the fund's prospectus, which the custodian mails or emails directly to the client following any purchase of a mutual fund/ETF that is new to the client's account. In addition, a prospectus is available online at each mutual fund/ETF company's website. Upon a client request for a prospectus, TCM will direct the client to the appropriate website to access the prospectus.

The risks with ETFs include the fact that many foreign countries do not offer ETFs. Therefore, international exposure for your portfolio may be limited; actively traded ETFs can create increased trading expenses and fees and the intraday trading opportunities created by ETFs may not fit into a long-term investor's strategy. In addition, an ETF more heavily weighted towards a particular market sector may be more volatile over short and long periods of time than a more broadly diversified ETF.

Item 9. Disciplinary Information

TCM maintains a high standard of ethics and integrity for its employees. Neither TCM nor any of its employees has ever been the subject of any legal, administrative or disciplinary action by any government or regulatory authority; has ever been the subject of any lawsuit or proceeding brought by a client or financial advisory firm; has ever been the subject of any criminal proceeding.

Item 10. Other Financial Industry Activities and Affiliations

TCM does not have a related person who is a:

A. Broker-dealer, municipal securities dealer, or government securities dealer or broker

- B. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- C. Other investment adviser or financial planner
- D. Futures commission merchant or commodity pool operator
- E. Banking or thrift institution
- F. Accountant or accounting firm
- G. Lawyer or law firm
- H. Insurance company or agency; pension consultant
- I. Real estate broker or dealer
- J. Sponsor or syndicator of a limited partnership.

As noted in Item 4B above, TCM recommends the services of Third Party Managers.

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

A. TCM has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. TCM takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as our policies and procedures. Further, we strive to handle your non-public information in such a way to protect information from falling into the hands of anyone who has no business or legal reason to know such information. We provide you with our Privacy Policy that details our procedures for handling your personal information. TCM maintains a Code of Ethics for its Investment Advisory Representatives, supervised persons and office staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, our Code of Ethics establishes our firm’s expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

B. Neither TCM nor its associated persons recommends to clients or buys or sells for client accounts any securities in which we have a material financial interest.

C. TCM and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, TCM and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. They will not put their interests before your interest. Neither TCM nor any associated person may trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.

D. TCM is required to maintain a list of all securities (non-mutual fund) holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

You have the right to decline any investment recommendation. TCM and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

Item 12. Brokerage Practices

A. As noted in Item 4B above, TCM has a business relationship with Fidelity for our Investment Management and Supervisory Services program. In initially selecting Fidelity, TCM conducted due diligence. Our evaluation and criteria included the ability to service you, staying power as a company, industry reputation, ability to report to you and to us, trading platform, products and services available, technology resources, and educational resources.

Periodically, we will review alternative custodians in the marketplace to ensure Fidelity is meeting our duty to provide best execution for your accounts. The review will include evaluating criteria such as overall expertise, cost competitiveness, and financial condition. The quality of execution by Fidelity will be reviewed through trade journal evaluations. However, best execution does not simply mean the lowest transaction cost. Therefore, no single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized custodian.

Additionally, product sponsors such as variable and investment companies and limited partnerships which are recommended to you may provide support to TCM and our Advisory Representative. Such support includes research, educational information, and monetary support for due diligence trips and client events.

As noted we have an arrangement with Fidelity for our Investment Management and Supervisory Services accounts. The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (1) provide access to client account data (such as trade confirmations and account statements); (2) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (3) provide research, pricing, and other market data; (4) facilitate payment of fees from its clients' accounts; and (5) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help TCM manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third-party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third-party service providers who provide a wide array of business-related services and technology with whom we may contract directly.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds on a "no-transaction-fee" (NTF) basis, other no-load funds at nominal transaction charges, and institutional mutual funds on a "transaction fee" (TF) basis.

B. Transactions for each client generally will be effected independently, unless TCM decides to purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among our clients' with differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among our clients on a pro-rata basis to the purchase and sale orders placed for each client on any given day.

Item 13. Review of Accounts

A. While the underlying securities within TCM managed accounts are continually monitored, client accounts are reviewed internally on at least a quarterly basis. Individual client portfolio reviews may also occur at the time of significant new deposits or withdrawals, during substantial changes in market conditions, at TCM's discretion, at your request or according to the interval agreed upon at the time of engagement, as set forth in the client agreement. Reviews entail analysis of securities, asset allocation, sensitivity to various markets, investment results and other factors. Reviews are conducted by Jonathan Torrens, Managing Member.

We request that you meet with us at least annually, but as previously noted, you are obligated to immediately inform TCM of any changes or potential changes in your financial, personal, or investment situation that could require an immediate review or revision of your investment plan.

B. At the portfolio level, we employ a global multi-asset investment strategy by selecting and overseeing multiple managers who manage distinct segments of a market, asset class or investment style. Each TCM portfolio typically consists of a number of carefully selected mutual funds and/or exchange-traded funds that are combined in an effort to prudently balance risk and return.

TCM portfolios are managed using a four-step investment process. First, we establish a long-term asset allocation strategy for each client portfolio that we manage. Occasionally, we adjust the long-term allocation strategy based on our changing expectations about the future risk and return parameters of each asset class (i.e., U.S. equity, international equity, emerging markets, domestic and international fixed income, alternatives, and real assets). From there, we develop and maintain a "gold star" list of approved managers that we believe can add value to client portfolios over time. The selection of approved managers is based on numerous qualitative factors including but not limited to investment style, adherence to investment strategy during periods where investment style is out of favor, consistency of returns, turnover, expenses, firm culture, management team tenure, ability to communicate investment strategy effectively, and a history of shareholder friendly decisions (i.e., stewardship) such as closing a fund to new investors when appropriate. Finally, we analyze multiple allocation combinations of mutual funds from our approved list of managers to develop the target allocation we believe is most likely to perform in line with our long-term expectations.

We believe the best indicators of an investment manager's sustainability of performance success include the manager's investment philosophy and decision-making ability, the consistency of their investment process, the quality and continuity of the investment team,

and the manager's ability to control investment cost. We focus on these main factors in manager selection and ongoing review process. We aim to differentiate between those managers whose performance may simply have been a matter of luck and those who possess the critical skills likely to contribute to their continued investment success.

As a way to manage portfolio risk, we monitor each investment manager's performance relative to a style benchmark, comparing each manager to their relevant peer group. This process helps us assess a manager's investment skills and adherence to their stated investment style.

Once we have properly defined your needs and implemented your investment plan, we monitor ongoing results and make any necessary adjustments. As your situation changes, your investment plan may need to be updated. Therefore, continuous portfolio supervision and management is essential to ensure that your investment plan stays on course.

C. You will be provided statements at least quarterly direct from the account custodian. Additionally, you will receive confirmations directly from the account custodian of all transactions. At least annually, when you attend an annual account review, TCM will provide you with a consolidated report of your managed accounts. We prepare additional reports on a quarterly basis that detail information on the inventory of managed account holdings and account performance. You should compare the report with statements received directly from the account custodian. Should there be any discrepancy, the account custodian's report will prevail.

TCM may provide Consulting or Financial Planning clients with various reports, post-meeting communications, written analysis, and conclusions, or written plans, as may be agreed to at the initiation of the engagement.

Item 14. Client Referrals and Other Compensation

A. TCM has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources.

B. Product vendors recommended by TCM may provide monetary and non-monetary assistance with client events, provide educational tools and resources. We do not select products as a result of any monetary or non-monetary assistance. TCM's due diligence of a product does not take into consideration any assistance it may receive. Therefore, this is not considered a conflict of interest but a benefit for you and us.

C. TCM does not directly or indirectly compensate any person who is not a supervised person of our firm for referrals. Further, we do not receive an economic benefit from a non-client for providing investment advice or advisory services to you.

Item 15. Custody

As we disclosed earlier in the “Fees and Compensation” section (Item 5) of this brochure, our firm directly debits advisor fees from client accounts.

During this account billing process, the client’s custodian (Fidelity) is advised of the amount of the fee to be deducted from each client’s account. On at least a quarterly basis, Fidelity is required to send to each client a statement showing all transactions within the account(s) during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive from their custodian, we also send account reporting statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings, and values are correct and current.

TCM does not have actual or constructive custody of client accounts.

Item 16. Investment Discretion

You may grant TCM authorization to manage your account on a discretionary basis. You will grant such authority to TCM by execution of the advisory agreement. You may terminate the discretionary authorization at any time by written notice.

Additionally, you are advised that:

1. You may set parameters with respect to when your account should be rebalanced and set trading restrictions or limitations;
2. Your written consent is required to establish any mutual fund, variable annuity, or brokerage account;
3. With the exception of deduction of TCM’s advisory fees from the account, if you have not authorized automatic deductions, we will not have the ability to withdraw your funds or securities from the account.

Item 17. Voting Client Securities

TCM does not vote proxies on behalf of our advisory clients. Unless you suppress proxies, securities proxies will be sent directly to you by the account custodian or transfer agent. We may provide clients with consulting assistance regarding their proxy issues if they contact us with questions. However, the actual voting and how you should vote the proxies is solely your exclusive responsibility.

Item 18. Financial Information

A. TCM will not require you to prepay more than \$1,200 and 6 or more months in advance of receiving the advisory service; therefore, a balance sheet is not required to be attached.

B. TCM has discretionary authority over client accounts; however, that authority does not extend to the withdrawal of any client assets, with the exception of deduction of TCM's advisory fees from your accounts. We are financially stable. There is no financial condition that is likely to impair our ability to meet our contractual commitment to you or any other client.

C. Neither TCM nor any of its Investment Advisory Representatives has ever been the subject of a bankruptcy petition.

Item 19. Requirements for State-Registered Advisers

A. Jonathan Torrens is the Managing Member and sole Investment Advisory Representative of TCM. Information about his formal education, business background, and other businesses in which he is actively engaged can be found in the attached Brochure Supplement (ADV Part 2B).

B. TCM is not actively engaged in any business other than providing investment and financial planning advice.

C. Neither TCM nor any of its supervised persons charges performance-based fees.

D. Neither TCM nor any of its management personnel has been the subject of a reportable legal or disciplinary event including a civil, self-regulatory organization, or administrative proceeding.

E. Neither TCM nor any of its management personnel has any arrangement or relationship with any issuer of securities that is not previously disclosed in Item 10C above.