Form ADV, Part 2A, Item 1

Cover Page

Transcendent Capital Group LLC

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March 5, 2025

FORM ADV PART 2
FIRM BROCHURE

This brochure provides information about the qualifications and business practices of Transcendent Capital Group LLC. If you have any questions about the contents of this brochure, please contact us at (405) 341-9188. 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 Transcendent Capital Group LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Transcendent Capital Group LLC is 316872.

Transcendent Capital Group LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at (405) 341-9188.

- **Item 4 has been amended to reflect our assets under management as of 12/31/2024.**

This Brochure is new as of March 5, 2025.

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Advisory Business

Transcendent Capital Group LLC (hereinafter called “TCG”) is a Registered Investment Adviser based in Edmond, Oklahoma, and incorporated under the laws of the State of Oklahoma. TCG is owned by David Chad Ferrell and Bill Allen Johnson. TCG is registered with the SEC and subject to the rules and regulations of the US Advisers Act. Founded in August 2021, TCG provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Our investment advice is tailored to meet our clients’ needs and investment objectives. Clients may impose restrictions on investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.) by providing a signed and dated written notification, of which an e-mail is also an acceptable form of notification. TCG also provides financial planning consulting services including, but not limited to, risk assessment/management, investment planning, estate planning, financial organization, or financial decision making/negotiation.

TCG provides investment advisory and other financial services through its Investment Advisory Representatives ("IAR") to accounts opened with TCG. Managed Accounts are available to individuals and high net worth individuals.

TCG provides discretionary and non-discretionary investment advisory services to some of its clients through various managed account programs. TCG will assist clients in determining the suitability of the Managed Account Programs for the client. The IAR is compensated through a comprehensive single fee and the account may be assessed other charges associated with conducting a brokerage business. TCG and its IAR, as appropriate, will be responsible for the following:

- Performing due diligence
- Recommending strategic asset and style allocations
- Providing research on investment product options, as needed
- Providing client risk profile questionnaire
- Obtaining investment advisory contract from client with required financial, risk tolerance, suitability and investment vehicle selection information for each new account
- Performing client suitability check on account documentation, review the investment objectives and evaluate the investment vehicle selections
- Providing Firm Brochure (this document)

The Firm’s advisors shall engage clients and prospective clients in discussions and/or questionnaires to identify long-term goals and tolerances for risk.

Each of the Firm’s advisors shall employ management methodologies unique to their individual strengths and areas of expertise. Although there may be differences in the constituent holdings of portfolios managed by the Firm's various advisors, all the Firm's advisors shall employ a portfolio management process that seeks to provide at a minimum, the following:

- A portfolio offered that is consistent with the client's identified investment goals and tolerance for risk.
- Diversification of holdings across various asset classes and individual holdings.
- Ongoing oversight and maintenance of the portfolio to ensure it remains consistent with the client's identified goals and tolerance for risk.

TCG through its advisors, will offer clients a choice of multiple portfolios to accommodate a wide variety of investment objectives. Portfolio options will reflect investment objectives ranging from conservative income to aggressive growth.

Existing portfolios will be monitored continuously to ensure the characteristics of the selected holdings remain consistent after portfolio inclusion. Criteria that may result in the removal of holdings can include, but are not limited to:

- Change of fund management.
- Deviation from fund's stated investment objectives.
- Investment results that deviate significantly from expectations given stated objectives.

Use of Sub-Advisors

Within the general discretion granted to TCG within Advisory Agreements with clients, TCG may select certain Sub-Advisors to actively manage a portion of its clients' assets. In addition to this brochure, clients may also receive the written disclosure documents of the respective Sub-Advisors engaged to manage their assets.

TCG evaluates a variety of information about Sub-Advisors, which includes the Sub-Advisors' public disclosure documents, materials supplied by the Sub-Advisors themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Sub-Advisors' investment strategies, past performance, and risk results in relation to its clients' individual portfolio allocations and risk exposure. TCG also takes into consideration each Sub-Advisor's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

TCG continues to provide services relative to the discretionary or non-discretionary selection of the Sub-Advisors. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Sub-Advisors. TCG seeks to ensure the Sub-Advisors' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests. Some Sub-Advisors may utilize and place clients of TCG in wrap fee programs.

As of December 31, 2024, the firm has $312,086,000 in assets under management.

Fees and Compensation

The following types of fees will be assessed:

Asset Management – Fees are charged quarterly in advance and are based primarily on asset size and the level of complexity of the services provided. In individual cases, TCG has the sole discretion to negotiate fees that are lower than the standard fee shown or to waive fees. Fees are not based on the share of capital gains or capital appreciation of the funds or any portion of the funds. Comparable services for lower fees may be available from other sources. Fees for the initial quarter will be prorated based upon the number of calendar days in the calendar quarter that the advisory agreement is in effect. Fees are based on the market value of the assets on the last business day of the previous quarter. Annual fees are a maximum of 2%. Consulting services are included in these fees for asset management services with the exception of unique circumstances that may require a separate agreement for financial planning services (description and fees are discussed below). If the situation warrants separate financial planning fees, it will be discussed upfront and a separate agreement will be negotiated.

Fee Schedule for Asset Management: *Although the firm has a maximum annual fee rate of 2%, TCG's advisors are free to negotiate a rate that is acceptable to both client and advisor.*

Total Account Value	Maximum Annual Advisory Fee
All Values	2.00%

As authorized in the client agreement, the account custodian withdraws Transcendent Capital Group LLC's advisory fees directly from the clients' accounts according to the custodian's policies, practices, and procedures. The custodial statement includes the amount of any fees paid to TCG for advisory services. You should carefully review the statement from your custodian/broker-dealer's statement and verify the calculation of fees. Your custodian/broker-dealer does not verify the accuracy of fee calculations.

Fees are charged in advance on a quarterly basis, meaning that advisory fees for a quarter are charged on the first business day of the quarter. Clients may terminate investment advisory services obtained from TCG, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with TCG. The client is responsible for any fees and charges incurred by the client 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, the client may terminate advisory services upon written notice delivered to and received by TCG. Clients who terminate investment advisory services during a quarter are charged a prorated advisory fee based on the date of TCG's receipt of client's written notice to terminate. Any earned but unpaid fees are immediately due and payable, and any prepaid and unearned fees will be immediately refunded.

For clients determined to be good candidates for Sub-Advisory management, additional fees will be paid to the Sub-Advisor. Sub-Advisory fees are disclosed within the Sub-Advisors brochure, which will be furnished to the client at the time TCG determines the Client's interest would be suitable for investment with a Sub-Advisor.

Financial Planning – Financial planning services are charged in arrears through a fixed fee or hourly arrangement as agreed upon between the client and Transcendent Capital Group LLC. There will never be an instance where $1,200 or more in fees is charged six or more months in advance. Hourly fees are generally charged when the scope of services cannot be determined or if the services are limited to one meeting. Fixed fees are generally quoted to the client for longer-term consulting projects. Fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Hourly fees range from $150 - $250 per hour, depending on what is negotiated between TCG and the client. Similar financial planning services may be available elsewhere for a lower cost to the client. Fixed fees for longer-term consulting projects range from $500 to $2,000 per project. An estimate for total hours and charges is determined at the start of the advisory relationship.

Typically, clients will be invoiced monthly for all time spent by TCG as agreed upon by client or upon completion of the services if less than a month. Clients who wish to terminate the planning process prior to completion may do so with written notice. The client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period by contacting David Chad Ferrell or Bill Johnson at (405) 341-9188. Upon receipt of written notification, any earned fee will immediately become due and payable, and any prepaid and unearned fees will be immediately refunded. A client may terminate an advisory agreement without being assessed any fees or expenses within five (5) days of its signing.

Additional Fees and Expenses

In addition to advisory fees paid to TCG as explained above, clients may pay custodial service, account maintenance, transaction, and other fees associated with maintaining the account. These fees vary by broker and/or custodian. Clients should ask TCG for details on transaction fees or other custodial fees specific to their account, as these fees are not included in the annual advisory fee. TCG does not share any portion of such fees. Additionally, for any mutual funds purchased, the client may pay their proportionate share of the funds' distribution, internal management, investment advisory and administrative fees. Such fees are not shared with TCG and are compensation to the fund manager. Clients are urged to read the mutual fund prospectus prior to investing.

Mutual fund companies impose internal fees and expenses on clients. These fees are in addition to the costs associated with the investment advisory services as described above. Complete details of such internal expenses are specified and disclosed in each mutual fund company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter, or a distributor without purchasing the services of TCG or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive TCG's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

Please refer to Item 12 "Brokerage Practices" of this brochure for additional information.

Compensation for Sales of Securities

TCG does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above. However, certain advisory persons are also a Registered Representative of Private Client Services, LLC ("PCS"), a registered broker-dealer (CRD# 120222) and member FINRA, SIPC. In an advisory person's separate capacity as a Registered Representative of PCS, the advisory person may implement securities transactions through PCS and not through TCG. In such instances, the advisory person will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by an advisory person in one's capacity as a Registered Representative is separate and in addition to the TCG's fees. This practice presents a conflict of interest because the advisory person who is a Registered Representative has an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on the Client. Clients are not obligated to implement any recommendation provided by TCG nor advisory persons. Neither TCG nor advisory persons will earn ongoing investment advisory fees in connection with any products or services implemented in the advisory person's separate capacity as a Registered Representative. Please see Item 10 below.

Certain advisory persons are also licensed as independent insurance professionals. As an independent insurance professional, an advisory person may earn commission-based compensation for selling insurance products, including insurance products they sell to Clients of TCG. Insurance commissions earned by advisory persons are separate and in addition to our advisory fees. This practice presents a conflict of interest as the advisory person may have an incentive to recommend insurance products to the Client for the purpose of generating commissions rather than solely based on the Client's needs. Clients are under no obligation, contractually or otherwise, to purchase insurance products through any advisory person affiliated with TCG. Please see Item 10 below.

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Performance-Based Fees and Side-By-Side Management

Transcendent Capital Group LLC does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or appreciation of the assets of a client. Our fees are calculated as described in Fees and Compensation section above and are not charged on the basis of performance of your advisory account.

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Types of Clients

TCG offers investment advisory services to individuals, high net worth individuals, and corporations. There is no minimum account size to open and maintain an advisory account.

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Methods of Analysis, Investment Strategies, and Risk of Loss

When considering portfolio holdings, in most cases TCG will seek to add holdings with the following characteristics:

- Mutual funds with experienced management tenure of three plus years.
- Internal expenses that are low relative to peer group.
- Management teams that demonstrate consistency of investment approach.
- When possible, rates of return that place the fund within the top two quintiles of returns over the past 1, 3 and 5 years versus their peer group.

Existing portfolios will be monitored continuously to ensure the characteristics of the selected holdings remain consistent after portfolio inclusion. Criteria that may result in the removal of holdings can include, but are not limited to:

- Change of fund management.
- Deviation from fund's stated investment objectives.
- Investment results that deviate significantly from expectations given stated objectives.
- Investment results that place the fund in the bottom two quintiles versus its peer group.

TCG's methods of analysis and investment strategies incorporate the client's needs and investment objectives, time horizon, and risk tolerance. TCG is not bound to a specific investment strategy for the management of investment portfolios, but rather consider the risk tolerance levels pre-determined gathered at the account opening, as well as on an on-going basis. Examples of methodologies that our investment strategies may incorporate include:

Asset Allocation – Asset Allocation is a broad term used to define the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk.

Dollar-Cost Averaging – Dollar-cost averaging is the technique of buying a fixed dollar amount of securities at regularly scheduled intervals, regardless of the price per share. This will gradually, over time, decrease the average share price of the security. Dollar-cost averaging lessens the risk of investing a large amount in a single investment at the wrong time.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
Long-Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short-Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as they all bear risks.

TCG's primary goal for investing is to help the client maintain purchasing power over the long term. This may result in short term variability and loss of principal. Time horizon and risk tolerance are key determinates of the proper asset allocation. TCG's approach focuses on taking appropriate risks for which clients are compensated (i.e. market risk) and seeking to limit or eliminate risks that do not provide compensation over the long term (i.e. individual stock risk or lack of portfolio risk).

Below are some more specific risks of investing:

Market Risk. The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by the client or an underlying fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

Management Risk. TCG's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or underlying fund is not realized in the expected time frame, the overall performance of client's portfolio may suffer.

Equity Risk. Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

Fixed Income Risk. The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

Municipal Securities Risk. The value of municipal obligations can fluctuate over time, and may be affected by adverse political, legislative and tax changes, as well as by financial developments that affect the municipal issuers. Because many municipal obligations are issued to finance similar projects by municipalities (e.g., housing, healthcare, water and sewer projects, etc.), conditions in the sector related to the project can affect the overall municipal market. Payment of municipal obligations may depend on an issuer's general unrestricted revenues, revenue generated by a specific project, the operator of the project, or government appropriation or aid. There is a greater risk if investors can look only to the revenue generated by the project. In addition, municipal bonds generally are traded in the "over-the-counter" market among dealers and other large institutional investors. From time to time, liquidity in the municipal bond market (the ability to buy and sell bonds readily) may be reduced in response to overall economic conditions and credit tightening.

Investment Companies Risk. When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. TCG has no control over the risks taken by the underlying funds.

Buffer ETFs. A type of structured product investment seeks to provide investors with the upside of the underlying index, market benchmark or assets returns (generally up to a capped percentage stated in the ETFs prospectus and prospectus supplement) while also providing downside protection on the first predetermined percentage of losses. Similar to other ETFs, a buffer ETF will be designed to track a stated index, market benchmark, or asset. However, the buffer ETF will also use a portfolio of options and derivatives in order to achieve the stated capped return ("cap") and limitation of losses ("buffer").

Most buffer ETFs have a stated outcome or holding period (typically a 3 month or 12-month period), in order to realize the benefits of the hedge or limitation on losses. These limited outcome periods or holding periods mean that only those investors who purchase at the beginning of the outcome period (e.g., on the first date of rebalancing) and hold the ETF throughout the entire outcome period will be provided with the level of return/protection stated by the prospectus. Investors who invest in these ETFs at any time after the beginning of the outcome or holding period or who liquidate their investments in these ETFs before the end of the holding or outcome period, will receive different caps and buffers on gains and losses than those stated in the ETF prospectus or prospectus supplement. Fund sponsors often post the anticipated cap on returns, buffers, and days remaining in the outcome period on the funds' websites. The updated caps, buffers, and days remaining should be considered and analyzed by an investor before investing in the buffer ETF at any time other than the beginning of the outcome period and should further be reviewed prior to liquidating any investment in such ETFs prior to the conclusion of the applicable holding or outcome period. At the end of an outcome period, the buffer ETF will roll into a new set of option contracts with the same buffer level and term length, but a new upside cap. This upside cap may be higher or lower than the preceding period and will depend on market conditions at the time. Additionally, the expenses associated with the new options contracts may impact the expenses of the ETF, which could impact returns to investors who hold these ETFs through multiple outcome periods.

Investors should understand that buffer ETFs are complex products with complicated and layered strategies. There are unique risks and considerations that investors must understand and accept before purchasing a buffer ETF. Investors should consider the following implications before purchasing a buffer ETF:

1. Exposure to the index is likely limited to price returns. Dividends and income are not included.
2. Downside protection is not eliminated and is only "buffered". Accordingly, if a given buffer ETF has a stated buffer of 10% and the underlying reference index falls 25% during the outcome period, that investor will experience a roughly 15% loss. This loss will be further increased once management fees are subtracted from the portfolio.
3. The buffer ETFs upside return is capped. Investors will not be compensated if the underlying reference index experiences a higher return that the stated cap. This cap is established to offset the costs of purchasing options to create the downside buffer, therefore the cap and buffer are inversely related. Thus, if investors require more downside protection, the trade-off is a lower upside cap (meaning a lower upside return). Conversely, if an investor requires a higher upside return it will result in less downside protection.
4. Due to the strategies employed these funds will generally exhibit a greater potential for loss than the potential for gain. In other words, by capping the upside, investors miss out on gains that exceed the upside cap, but they still participate in all downside losses beyond the stated buffer.
5. Because these buffer ETFs trade in options that are volatile in price, investors who invest in these ETFs beyond the initial holding or outcome period may experience losses due to the price fluctuations in the trading of options contracts at the start of the new holding period. It is therefore not recommended to hold these investments beyond the stated outcome or holding period.

Investors should also be aware that in addition to these risks unique to buffer ETFs, these products also face the same general risks associated with any ETF product. Please see the "ETF Risks, including Net Asset Valuations and Tracking Error" paragraph in this section above for more information regarding risks associated with ETFs.

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Disciplinary Information

Transcendent Capital Group LLC or its Principal Executive Officers have not had any reportable disclosable events in the past ten years.

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Other Financial Industry Activities and Affiliations

David Chad Ferrell and Bill Allen Johnson are separately licensed as registered representatives of an unaffiliated broker-dealer. These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

Mitchell Green, investment advisor representative, serves on the Board of Directors of a customer of TCG. This relationship could create a potential conflict of interest concerning the favoring of one customer over another. However, our Compliance Manual and Code of Ethics are designed to ensure our customers are treated equitably in accordance with our fiduciary responsibilities.

In addition, representatives of TCG are also licensed as independent insurance agents with various insurance agencies and can sell insurance products to clients (i.e. life, health, and long-term care products) and earn commissions. Insurance commissions earned are separate and distinct from our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of TCG who are insurance agents have an incentive to recommend insurance products to clients for the purpose of generating commissions rather than solely based on clients' needs. However, clients are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with the firm.

While TCG and these individuals endeavor at all times to put the interest of the clients first as part of their fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

Neither TCG nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

As noted in Item 4, the TCG may implement all or a portion of a client's investment portfolio with one or more Sub-Advisor. TCG does not receive any compensation, nor does this present a material conflict of interest as the Sub-Advisor fees are separate from TCG's fees.

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

TCG's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of TCG's Associated Persons are expected to strictly adhere to these guidelines. Persons associated with Transcendent Capital Group LLC are also required to report any violations to the Code of Ethics. Additionally, the firm maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about our clients or client accounts by persons associated with our firm.

TCG and its employees may buy or sell securities that are also held by clients. It is the expressed policy of the advisor that no person employed by our firm purchase or sell any security prior to the transaction being implemented for an advisory account; therefore, preventing such employees from benefiting from transactions placed on behalf of the advisory clients.

The advisor may have an interest or position in a certain security, which may also be recommended to the client. As these situations may present a conflict of interest, the advisor has established the following restrictions in order to ensure its fiduciary responsibilities should this issue ever arise:

1. A director, officer or employee of the advisor shall not buy or sell a security for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment, unless the information is also available to the investing public. No owner/employee of TCG shall prefer their own interest to that of the client.
2. The advisor maintains a list of all securities held by the company and all directors, officers, and employees. These holdings are reviewed on a quarterly basis by the principal of the firm.
3. The advisor requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisors.
4. The advisor may block personal trades with those of clients but will ensure that clients are not at a disadvantage.

TCG's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting David Chad Ferrell or Bill Johnson at (405) 341-9188.

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Brokerage Practices

In order for TCG to provide asset management services, we require you utilize the brokerage and custodial services of Raymond James & Associates, Inc member New York Stock Exchange/SIPC ("Raymond James"), for which we have an existing relationship. TCG and Raymond James are not affiliated companies. In considering which independent qualified custodian will be the best fit for TCG's business model, we are evaluating the following factors, which is not an all-inclusive list:

- Financial strength
- Reputation
- Reporting capabilities
- Execution capabilities
- Pricing, and
- Types and quality of research

TCG requires all managed account clients to utilize the services of their custodian, Raymond James, for all transactions for your account. This custodial relationship may include benefits provided to our firm, including, but not limited to research, market information, and administrative services that help our firm manage your account(s). We believe that Raymond James provides quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. Comparable services for lower fees may be available from other custodians.

TCG does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

TCG does not have any formal soft dollar arrangements.

When TCG buys or sells the same security for two or more clients (including our personal accounts), we may place concurrent orders to be executed together as a single "block" in order to facilitate orderly and efficient execution. Each client account will be charged or credited with the average price per unit. We receive no additional compensation or remuneration of any kind because we aggregate client transactions. No client is favored over any other client. If an order is not completely filled, it is allocated pro-rata based on an allocation statement prepared by TCG prior to placing the order. Because of an order's aggregation, some clients may pay higher transaction costs, or greater spreads, or receive less favorable net prices on transactions than would otherwise be the case if the order had not been aggregated.

Securities transactions are executed by brokers recommended. TCG generally will not recommend, request, or require clients to direct the Firm to execute transactions through a specified broker-dealer. Not all investment advisers require their clients to direct brokerage.

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Review of Accounts

Client accounts are reviewed at least annually by David Chad Ferrell and/or Bill Johnson, Principal Executive Officers of the firm. Mr. Ferrell and Mr. Johnson review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at TCG are assigned to these reviewers.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by David Chad Ferrell and/or Bill Johnson, Principal Executive Officers of the firm. There is only one level of review and that is the total review conducted to create the financial plan.

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).

Each client will receive at least quarterly a written report that details the clients' account which may come from the custodian. Clients are encouraged to review these statements to verify accuracy and calculation correctness.

Clients are provided a one-time financial plan concerning their financial situation. After this initial plan is presented, additional plans may or may not be provided, depending upon each client's unique situation and willingness to assist in the creation of follow up plans.

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Client Referrals and Other Compensation

TCG does not compensate any individual or firm for client referrals. In addition, TCG does not receive compensation for referring clients to other professional service providers.

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Custody

TCG does not have physical custody of any client funds and/or securities, and does not take custody of client accounts at any time. Client funds and securities will be held with a bank, broker dealer, or other independent qualified custodian. However, by granting TCG written authorization to automatically deduct fees from client accounts, TCG is deemed to have limited custody. You will receive account statements from the independent, qualified custodian holding your funds at least quarterly. The account statement from your custodian will indicate the amount of advisory fees deducted from your account(s) each billing cycle. Clients should carefully review statements received from the custodian.

Form ADV, Part 2A, Item 16

Investment Discretion

Before TCG can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a limited power of attorney, and/or trading authorization forms. By choosing to do so, you may grant the firm discretion over the selection and amount of securities to be purchased or sold for your account(s), as well as the discretion to utilize outside third-party managers and sub-advisers to manage your account without obtaining your consent or approval prior to each transaction. Clients may impose limitations on discretionary authority for investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.), as well as other limitations as expressed by the client. Limitations on discretionary authority are required to be provided to the IAR in writing. Please refer to the "Advisory Business" section of this Brochure for more information on our discretionary management services.

Form ADV, Part 2A, Item 17

Voting Client Securities

We do not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Form ADV, Part 2A, Item 18

Financial Information

TCG is not required to provide financial information to our clients because we do not require orsolicit the prepayment of more than $1,200 six or more months in advance. TCG does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients. TCG has not been the subject of a bankruptcy petition at any time during the last 10 years.

Form ADV, Part 2A, Item 19

Requirements for State-Registered Advisers

This section is not applicable as TCG is SEC registered and not state registered.