

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

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Name of Investment Adviser: Tidd Capital, LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	1563 McNeer St.	McLean	VA	22101	(703) 652-4613

This part of FORM ADV gives information about the investment adviser and its business for the use of clients. The information has not been approved or verified by any government authority.

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(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Applicant: Tidd Capital, LLC

SEC File Number:
801- N/A

Date:
3/14/2009

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- (1) Provides investment supervisory services 100 %
- (2) Manages investment advisory accounts not involving investment supervisory services..... _____ %
- (3) Furnishes investment advice through consultations not included in either service described above... _____ %
- (4) Issues periodicals about securities by subscription _____ %
- (5) Issues special reports about securities not included in any service described above..... _____ %
- (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... _____ %
- (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities... _____ %
- (8) Provides a timing service _____ %
- (9) Furnishes advice about securities in any manner not described above..... _____ %

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term? Yes No

C. Applicant offers investment advisory services for: (check all that apply)

- (1) A percentage of assets under management (4) Subscription fees
- (2) Hourly charges (5) Commissions
- (3) Fixed fees (not including subscription fees) (6) Other

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- A. Individuals E. Trusts, estates, or charitable organizations
- B. Banks or thrift institutions F. Corporations or business entities other than those listed above
- C. Investment companies G. Other (describe on Schedule F)
- D. Pension and profit sharing plans

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) Foreign issuers | <input checked="" type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No

(If yes, please describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
 - (1) broker-dealer
 - (2) investment company
 - (3) other investment adviser
 - (4) financial planning firm
 - (5) commodity pool operator, commodity trading adviser or futures commission merchant
 - (6) banking or thrift institution
 - (7) accounting firm
 - (8) law firm
 - (9) insurance company or agency
 - (10) pension consultant
 - (11) real estate broker or dealer
 - (12) entity that creates or packages limited partnerships

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. Yes No

(If yes, describe on Schedule F the partnerships and what they invest in.)

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sell for itself securities it also recommended to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes No

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory account, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Client accounts are reviewed at least quarterly by the President of Tidd Capital to ensure that they conform to the investment guidelines of Tidd Capital and the investment goals of the client. Additionally, accounts are reviewed regularly, triggered by abrupt changes in market prices, changes in investment fundamentals, purchases and sales of investments in the account, and otherwise when appropriate according to the discretion of Tidd Capital.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients of Tidd Capital are provided with the regular statements (monthly or quarterly) from the Custodian which provide information about securities positions and transaction records and history.

Additionally, clients are sent a quarterly statement from Tidd Capital describing the fees assessed, portfolio composition, and any other information deemed relevant by Tidd Capital.

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|---|--|
| (1) securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? Yes No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|------------------------------|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet?..... Yes No

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: Tidd Capital, LLC	SEC File Number: 801- N/A	Date: 3/14/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Tidd Capital, LLC	IRS Empl. Ident. No.: 20-07778522
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Item of Form (identify)	Answer
1D	<p>Tidd Capital, LLC, a registered investment adviser, provides portfolio management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. Services are offered on a fee basis, and primarily consist of discretionary management of portfolios. Tidd Capital does not provide non-discretionary portfolio management, financial planning or tax advisory services.</p> <p>Clients are required to enter into a written agreement with Tidd Capital setting forth the terms, conditions, and fee arrangements for the services.</p> <p>Fee Schedules Fees are negotiable. Fees are assessed quarterly, in arrears, on the last calendar day of each quarter (March 31, June 30, September 30, and December 31). There are three separate fee schedules. Fee schedule (1) applies to separately managed accounts of natural persons or entities who are "qualified clients" per SEC rule 205-3 ("Qualified Clients"). Fee schedule (2) applies to separately managed accounts of natural persons or entities who are not "qualified clients" per SEC rule 205-3 ("Non-Qualified Clients"). Fee schedule (3) applies to separately managed accounts managed on behalf of other investment advisers.</p> <p>Fees are based on the "portfolio closing value" at the end of each quarter. The portfolio shall be valued at the close of market on the last trading day of each quarter using market data obtained from the Custodian. For the purposes of such valuation, transactions shall accrue upon trade execution as opposed to upon settlement. Further, dividends, interest, returns of capital, and other credits may, at Tidd Capital's discretion, be considered to accrue when receipt is reasonably certain. This valuation may be different than reported on statements from the Custodian because a) Custodian statements may not end on the last calendar day of the quarter, and b) Custodian statements may present settled data rather than trade data.</p> <p>(1) Fee Schedule for Qualified Clients The fees consist of a "performance fee" equal to 20% of profits above a "high water mark" (as defined below).</p> <p>At the end of each period, if the high water mark is greater than or equal to the portfolio closing valuation, there are no profits and thus no fees. If the portfolio closing valuation is greater than the high water mark, then the fee for that quarter will be 20% of the difference, thus "20% of profits".</p> <p>The starting high water mark shall be set equal to the cash or market value of the assets initially funding the account. Subsequent contributions shall increase the high water mark, while withdrawals shall decrease the high water mark. Transactions of securities will be valued at the close of market on the most recent day prior to the day of the transfer using market data provided by the Custodian. At the end of each quarter, the high water mark will be reset to the greater of (a) the previous high water mark, and (b) the portfolio closing value minus any fees for that quarter.</p> <p>(2) Fee Schedule for Non-Qualified Clients The "base fee" rate shall vary from 1.0% to 2.0%. The "base fee" rate depends on the value of assets under management and type of investment services provided on the accounts. The base fee may be calculated on a sliding scale with a higher rate applied to a lower level of assets and a lower rate applied to a higher level of assets. The base fee rate shall be specified in the written client agreements.</p> <p>The "base fee" for one quarter is the base fee rate, multiplied by the portfolio closing value (as defined above), divided by four, and pro-rated in the case of a partial quarter. The value of any contributions made during the quarter will be subtracted from the portfolio closing value for the purposes of calculating the base fee.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: Tidd Capital, LLC	SEC File Number: 801- N/A	Date: 3/14/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Tidd Capital, LLC	IRS Empl. Ident. No.: 20-07778522
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Item of Form (identify)	Answer
1D, cont'd	<p>(3) Fee Schedule for Other Investment Advisers The "base fee" rate shall vary from 0.5% to 1.0%. The "base fee" rate depends on the value of assets under management and type of investment services provided on the accounts. The base fee may be calculated on a sliding scale with a higher rate applied to a lower level of assets and a lower rate applied to a higher level of assets. The base fee rate shall be specified in the written client agreement. Fees may be discounted for estimated trading commissions.</p> <p>The "base fee" for one quarter is the base fee rate, multiplied by the portfolio closing value (as defined above), divided by four, and pro-rated in the case of a partial quarter.</p> <p>Fee Withdrawal Advisory fees may be withdrawn directly from brokerage accounts, in accordance with the written client agreement. Tidd Capital will provide a quarterly statement separate from and in addition to any statement(s) from the Custodian describing the amount and nature of these fees.</p> <p>Additional Costs Clients may incur additional costs imposed by the Custodian and other third parties such as trading commissions, custodial fees, margin interest expenses, direct mutual fund charges, deferred sales charges, odd-lot differentials, transfer fees or taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and related transactions. Tidd Capital does not receive any of these fees, and such fees are exclusive of and in addition to the advisory fees of Tidd Capital.</p> <p>Use of Margin Clients may authorize the use of margin, in which case (a) the client will be subject to additional costs associated with margin borrowing, (b) the client must understand and accept the risks associated with margin borrowing, (c) the client is advised of the potential conflict of interest whereby the client's decision to employ margin may increase the management fee payable to Tidd Capital. Accordingly, the decision as to whether or not to employ margin is left completely up to the client.</p> <p>Assignability Neither Tidd Capital nor the client may assign the Agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of Tidd Capital shall not be considered an assignment.</p> <p>Privacy Policy A copy of the Tidd Capital privacy policy notice and a written disclosure statement that meets the requirements of the Gramm-Leach-Bliley Act shall be provided to each client at least annually.</p> <p>Voting Proxies Tidd Capital retains the right but not the obligation to vote proxies on behalf of clients. When accepting such responsibility, Tidd Capital will only cast proxy votes in a manner consistent with the best interests of clients. Generally, due to the administrative and regulatory overhead associated with voting proxies, Tidd Capital does not anticipate engaging in proxy voting except in unusual circumstances.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: Tidd Capital, LLC	SEC File Number: 801- N/A	Date: 3/14/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Tidd Capital, LLC		IRS Empl. Ident. No.: 20-07778522
Item of Form (identify)	Answer	
3	Tidd Capital may also provide advice about exchange traded funds (ETFs), publicly traded partnerships that invest in global infrastructure, and any type of investment held in a client's portfolio at the beginning of the advisory relationship.	
5	All individuals that render investment advisory services on behalf of Tidd Capital must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.	
6	<p>RANDALL C. TIDD Born 1969 Post-Secondary Education: George Mason University – 1991, BS, Computer Science Recent Business Background: Tidd Capital, LLC, President, 02/2004 – Present Independent Consultant, 01/2001 – Present Blacksmith, Inc., Director, 05/1995 – 12/2000 NeXT Computer, Inc., Software Engineer, 05/1994 – 05/1995</p>	
7	<p>While Tidd Capital is focused exclusively on investment advisory services, representatives of Tidd Capital may additionally work in other capacities for other companies to provide services other than investment advisory.</p> <p>Randall Tidd is currently employed by Landslide, Inc. of Pittsburgh, PA as a software architect. This position is considered to be short-term in nature. The activities undertaken at Landslide are unrelated to those performed at Tidd Capital, and vice versa.</p>	
8	<p>Effective June 2007, Tidd Capital is a subadviser to Kaizen Wealth Advisors, LLC ("Kaizen"), a registered investment adviser registered in the state of Nebraska. Kaizen's principal place of business is 17117 Oak Drive, Suite C, Omaha, NE, 68130.</p> <p>Pursuant to a written agreement, Tidd Capital will provide discretionary portfolio management services to clients of Kaizen. Kaizen is a client of Tidd Capital, but the clients of Kaizen are not clients of Tidd Capital. The fee schedule for this arrangement is described above under "Fee Schedule for Other Investment Advisers".</p>	
9	<p>Tidd Capital does not buy nor sell for itself securities that it also recommends to clients.</p> <p>However, persons associated with Tidd Capital are permitted to buy or sell securities that it recommends to clients consistent with documented policies and procedures intended to avoid conflicts of interest. These policies specify that transactions on behalf of representatives of Tidd Capital shall always occur (a) simultaneously with or (b) after client transactions to ensure that the representative does not obtain a better price or execution than the client.</p>	

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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Applicant: Tidd Capital, LLC	SEC File Number: 801- N/A	Date: 3/14/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Tidd Capital, LLC	IRS Empl. Ident. No.: 20-07778522
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Item of Form (identify)	Answer
12	<p>Tidd Capital has the full and exclusive authority to decide the amount, price, and timing of all trades.</p> <p>The brokerage commissions and/or transaction fees charged by the Custodian or any other designated broker-dealer are exclusive of and in addition to Tidd Capital fees.</p> <p>For institutional clients, the choice of brokerage and custodian is determined by the client.</p> <p>For clients with separate accounts, Tidd Capital may suggest a specific broker or custodian based on 1) low commissions, 2) good execution of trades, 3) availability of block trading, 4) availability of fee payment transfers, 5) quality customer service. However, the choice of custodians is ultimately left up to the client.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)