

FORM ADV**Part II - Page 1****Uniform Application for Investment Adviser Registration****OMB APPROVAL**

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Name of Investment Adviser: Abele Financial Group, LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
2100 Southbridge Pkwy, Ste 279	Birmingham	AL	35209	(205) 871-1692

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required	Schedule G

(Schedules 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.**

FORM ADV**Part II - Page 2**

Applicant:

Abele Financial Group, LLC

SEC File Number:

801-

Date:

1/7/10**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:

- | | | | |
|-------------------------------------|-----|---|------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 100% |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | % |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | % |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | % |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input type="checkbox"/> | (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 the applicant call any of the services it checked above financial planning or some similar term? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|-----------|---|---------------------------------|---|

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

- | | | | | | |
|-------------------------------------|-----|--|--------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management | <input type="checkbox"/> | (4) | Subscription fees |
| <input type="checkbox"/> | (2) | Hourly charges | <input type="checkbox"/> | (5) | Commissions |
| <input type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input type="checkbox"/> | (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)

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

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

FORM ADV**Part II - Page 3**

Applicant:

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SEC File Number:

801-

Date:

1/7/10**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"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input checked="" type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> J. Futures contracts on: |
| (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> G. Investment company securities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" 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 type="checkbox"/> Fundamental | (5) <input checked="" 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 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 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 type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

FORM ADV**Part II - Page 4**

Applicant:

Abele Financial Group, LLC

SEC File Number:

801-

Date:

1/10/10**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, 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 given to 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 | • formal education after high school |
| • year of birth | • 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:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (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.)

FORM ADV**Part II - Page 5**

Applicant:

Abele Financial Group, LLC

SEC File Number:

801-

Date:

1/7/10**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 sells for itself securities that it also recommends 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 supervisory 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 conditions 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 accounts, 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.

Paul Abele, President, reviews accounts and meets with clients quarterly. The frequency and level of review is determined by the complexity of the portfolio at the discretion of Mr. Abele. Other factors that may trigger review are changes in economic or market conditions, tax laws and individual client situations. Mr. Abele monitors accounts regularly for cash additions and withdrawals and annual rebalancing.

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

Detailed performance reports are provided quarterly by Abele Financial Group, LLC.

Quarterly reports, prepared by outside manager, show shares owned, original cost basis and current asset mix. Clients may receive additional statements from the custodians of their accounts.

Clients participating in FAP may receive quarterly, monthly or on-demand reports showing the investment performance of their accounts from SAA or the applicant.

Applicant:

Abele Financial Grou, LLC

SEC File Number:

801-

Date:

7/1/10

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 No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

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 products 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 No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(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:
Abele Financial Group LLC

SEC File Number:

801-

Date:

(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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 2, #1D	<p>Abele Financial Group, LLC (the applicant) is an investment advisor registered with the State of Alabama. The applicant's investment advisor representatives (IARs) are also licensed as registered representatives with Securities America, Inc. (SAI), a registered broker/dealer member FINRA/SIPC. When providing advisory services, the applicant may use various programs sponsored by Securities America Advisors, Inc. (SAA), an investment advisor registered with the SEC and affiliated company of SAI.</p> <p>The applicant offers personalized investment advisor services to high net worth individuals, trusts, estates and/or charitable organizations. The applicant's services and fee arrangements are described in the following pages.</p> <p>The applicant is a limited liability company formed under the laws of the State of Alabama and is registered with the State of Alabama as an investment advisor. This Schedule F narrative provides clients with information regarding the applicant and the qualifications, business practices and nature of advisory services that should be considered before becoming an advisory client of the applicant. The information in this Schedule F has not been approved or verified by the State of Alabama or by any state securities authority.</p> <p>Please contact Paul Abele, President and Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about the applicant is available on the internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a Central Registration Depository (CRD) number. The CRD number for the applicant is 145506.</p> <p>IARs associated with the applicant will provide investment advisory services on behalf of the applicant. These individuals are appropriately licensed and authorized to provide advisory services on the applicant's behalf.</p> <p style="text-align: center;">ASSET MANAGEMENT</p> <p>The applicant provides non-discretionary asset management services, including giving investment advice to a client based on the individual needs of the client. Clients may place reasonable restrictions and investment guidelines on transactions in certain types of securities or industries. The applicant's IARs will assist the client in establishing an account with TD Ameritrade. A minimum of \$2,000,000 total assets under management per household is required to establish an account, although exceptions may be granted to this minimum at the applicant's discretion. TD Ameritrade will maintain custody of all funds and securities. The applicant and its IARs will not at any time act as the custodian for any account nor will they have direct access to the client's funds and/or securities. IARs will also assist clients in executing transactions in the account.</p> <p>Annual management fees charged for this service will be negotiated with each client, generally being .08% of the total asset management. Fees are negotiable and factors considered in determining fees charged include, but are not necessarily limited to:</p> <ul style="list-style-type: none">• Complexity of the client's situation• Actual services to be provided• Account composition• The standard fee charged by the applicant and its IARs• Types of investment guidelines and restrictions imposed by client• The experience and knowledge level of the IARs providing the service

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:
Abele Financial Group LLCSEC File Number:
801-

Date:

(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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 2, #1D (Continued)	<ul style="list-style-type: none">• Anticipated future assets that will be added to the managed account• Nature and total dollar asset value of the assets to be managed• Related accounts <p>The exact fee or fee schedule that will be charged to the client will be fully disclosed in the client agreement executed between the applicant and the client. Fees will never be charged based upon a share of capital gains or capital appreciation in client's account.</p> <p>Management fees will be billed quarterly in arrears based upon the market value of the assets on the last day of the quarter. TD Ameritrade will send the client a quarterly account statement that will include a management fee notification. This notification will show the Average Daily Balance computed fee, any adjustment to the fee, an explanation of adjustment and the net fee to be deducted later in the period from client's account. Clients are responsible for verifying the accuracy of the fee calculations. The custodian will not determine whether or not the fee is properly calculated. Management fees will be automatically deducted from the client's account. A client account that is opened mid-period will be charged an initial management fee that includes a portion of the fee prorated for the number of days the account is open in the first period.</p> <p>Payment of fees will be made by the qualified custodian holding the client's funds and securities provided the client provides written authorization permitting the fees to be paid directly from their account. The applicant will not have access to client funds for payment of fees without client consent in writing. Further, TD Ameritrade agrees to deliver a quarterly account statement directly to the client. The client is encouraged to review their account statements for accuracy. The applicant will receive a duplicate copy of the statement that was delivered to the client.</p> <p>There are no commissions charged for transactions. However, TD Ameritrade may charge transaction fees to clients. In some instances the applicant may cover these charges at its discretion. Fees and charges will be noted on the clients' statements and confirmations. Clients may also incur certain charges imposed by other third parties in connection with investments made through the account. These charges can include, but are not limited to, mutual funds sales loads, 12(b)-1 fees and surrender charges, variable annuity commissions and surrender charges and IRA and qualified retirement plan fees.</p> <p>In their capacities as registered representatives, IARs may retain a portion of the mutual fund sales loads and 12(b)-1 fees and variable annuity commissions. Management fees charged in the account are separate and distinct from the fees and expenses charged by mutual funds and variable annuities which may be recommended to clients. A description of these fees and expenses are available in each fund and annuity's prospectus.</p> <p>TERMINATION</p> <p>Either party may terminate the agreement for management services by providing either written or oral notice to the other, if oral notice is given written follow-up will be required. Termination will be effective 30 days after receipt or at a later date as specified in the notice. During that 30 day period, the applicant may continue to provide services as needed to complete their work but will not begin any new undertaking. If services are terminated within five business days of signing, services will be terminated without penalty.</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:
Abele Financial Group LLCSEC File Number:
801-

Date:

(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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 2, #1D (Continued)	<p>FINANCIAL ADVISORS PROGRAM</p> <p>The applicant provides investment management services, including giving continuous advice to a client based on the individual needs of the client, through SAA Financial Advisors Program (FAP). SAA is an SEC registered investment advisor. SAA's FAP is a wrap-fee programs providing investment advisory services and execution of client transactions for which the specified fee (or fees) is not based directly upon transactions in a client's account. Under FAP, the applicant will assist the client in establishing an FAP Account (the Account) with SAA. All brokerage transactions in the Account will be processed by SAI and then cleared through National Financial Services LLC (NFS) pursuant to a clearing arrangement established SAI with NFS. SAA has also entered into agreements with various insurance companies that allow for the management and valuation of client variable annuity accounts within SAA's FAP. The custody of all funds and securities will be maintained by NFS, insurance companies or other custodians. At no time will SAA, SAI, the applicant or its IARs act as custodian of the Account or have direct access to the client's funds and/or securities.</p> <p>The annual management fee charged for this service will be negotiated with each client, with 3% being the maximum management fee that may be charged to clients, unless the Account only has mutual funds and then the maximum will be 2.25%. SAA retains up to 20 basis points (0.20%) of the annual management fee for FAP accounts and up to 15% of the annual management fee for LifeGuide accounts.</p> <p>A complete description of FAP and related fees and charges are described in SAA's Financial Advisors Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an FAP Account is established.</p> <p>GENERAL FEE DISCLOSURE INFORMATION</p> <p>The fees charged may be higher or lower than the cost of similar services offered through other registered investment advisors. At no time will fees of more than \$500 be charged more than six months in advance. Fees for investment supervisory services may be more than the cost of purchasing the same services separately. Clients may be able to obtain similar services for a lesser fee from other advisors. The fees charged vary among investment supervisory services. The amount of compensation an IARs may receive in a particular program may be more than would be received if the client participated in other SAA programs or paid separately for investment advice, brokerage and other services. These circumstances may result in IARs having a financial incentive to recommend one investment supervisory service program. The factors to be considered by clients in determining the reasonableness of the fees charged include, but may not be limited to, the following:</p> <ol style="list-style-type: none">1. The fee charged for development of an asset allocation study and/or development of an investment strategy.2. Transaction and custody costs or other miscellaneous fees and taxes and/or charges, as well as commissions or mark ups and mark downs, on the purchase and/or sale of securities.3. The cost of producing a quarterly performance report covering the managed assets.4. The value of the consulting service provided by IARs in designing and monitoring the client's managed assets.5. The cost of investment advice provided by SAA or IARs.6. The cost of the additional administrative, marketing, asset management and other support

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

**Schedule F of
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Abele Financial Group LLCSEC File Number:
801-

Date:

(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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 2, #1D (Continued)	<p>services that may be provided by SAA and (when applicable) any sub-advisors used in the management of a program account.</p> <p>The applicant is a registered investment advisor and as such cannot earn commissions. However, its IARs are also registered representatives of SAI, a full service broker/dealer and member FINRA/SIPC. IARs may also be independently licensed agents with a variety of insurance companies. If clients elect to implement the IARs advisory recommendations, they may select the IARs to implement transactions. I/As may earn commissions when implementing transactions in these separate capacities as registered representatives or insurance agents. Clients should be aware that there is an inherent conflict of interest in any arrangement in which the same person receives compensation for both making recommendations and implementing transactions pursuant to those recommendations. Clients are not obligated to follow any recommendations made by the applicant's IARs, nor are clients obligated to purchase securities and/or insurance products through the IARs.</p>
Part II, Page 3, #3L	<p>The applicant reserves the right to advise clients on any other type of investment that the applicant deems appropriate based on the client's stated goals and objectives. The applicant may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship.</p>
Part II, Page 3, #4A(5)	<p>The applicant's method of security analysis is based on Modern Portfolio Theory and the Prudent Investors Rule.</p> <p>The Nobel Prize for Economics was awarded to Harry Markowitz, Merton Miller and William Sharpe in 1990 for their ground breaking work in Modern Portfolio Theory. Modern Portfolio Theory focuses on creating portfolios based on their overall risk-reward characteristics instead of selecting securities that each individually have attractive risk-reward characteristics. Applying Modern Portfolio Theory, the applicant attempts to optimize the risk-reward ratio of an entire portfolio, matching the client's portfolio to his/her goals and risk parameters, adhering to three key precepts:</p> <ul style="list-style-type: none">• Diversification: exposure to a variety of asset classes reduces portfolio volatility• Structure: Asset allocation principally determines results in a broadly diversified portfolio• Customization: The client's portfolio is designed based on his/her investment policy statement <p>Economic evidence shows that, from a typical investment perspective, the major capital markets of this country are highly efficient, in the sense that available information is rapidly digested and reflected in the market prices of securities. As a result, fiduciaries and other investors are confronted with potent evidence that the applicant of expertise, investigation and diligence in efforts to "beat the market" in these publically traded securities research and transaction costs. Empirical research supporting the theory of efficient markets reveals that in such markets skilled professionals have rarely been able to identify under-priced securities (that is, to outguess the market with respect to future return) with any regularity. Evidence shows that there is little correlation between fund managers earlier successes and their ability to produce above-market returns in subsequent periods.</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: Abele Financial Group LLC	SEC File Number: 801-	Date:
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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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 4, #6	Education and Business Background Paul W. Abele Year of Birth: 1962 Formal Education after High School: <ul style="list-style-type: none">University of Alabama, Tuscaloosa, AL, BS in Finance (1980 to 1984) Business Background for the Preceding Five Years: <ul style="list-style-type: none">Abele Financial Group, Inc., President, Chief Compliance Officer, Investment Advisor Representative 01/1998 - PresentSecurities America, Inc., Registered Representative 06/2010 – PresentAbele Financial Group., Investment Advisor Representative, 03/1999 – 06/2010Proequities, Inc., Registered Representative, 12/2009 - 06/2010Silver Oak Securities , Inc. Registered Representative, 09/2009 - 11/2009Great American Advisor, Inc., Registered Representative, 08/2009 -09/2009SSN Advisory Inc., Registered Representative, 12/2008 – 07/2009Abele Financial Group, LLC., President, Chief Compliance Officer, Managing Member 03/2008 – 03/2009Securities Service Network, Inc., Registered Representative, 09/2003 - 10/2008SSN Advisory, Inc., Investment Advisor Representative, 12/2006 - 04/2007Abele McGowen, President, Investment Advisor Representative, 05/2003 - 12/2006
Part II, Page 5, #9	<p>While SAI is not a related person of the applicant, its IARs are registered representatives of SAI, a full service broker/dealer, member FINRA/SIPC. When placing securities transactions through SAI in their capacities as registered representatives, they may earn sales commissions.</p> <p>On occasion, the applicant or its IARs may also buy or sell securities, such as mutual funds, that are recommended to clients. These transactions are consistent with advice given to clients and are not structured to trade on the market impact caused by recommendations made to clients.</p> <p>The applicant also has a relationship with Securities America Advisors, Inc. (SAA), an SEC registered investment advisor, who will provide back office and administrative support services to the applicant. When doing so, SAA will receive a portion of the management fee or an administrative fee for the services provided. This fee will be charged as portion the applicant's fee and will not be an additional fee billed to the client.</p> <p>The applicant does not have a related person that is an insurance agency or company. However, its IARs are independently licensed to sell insurance products through various insurance companies. When acting in this capacity, they will receive commissions for selling these products.</p> <p>As registered representatives, IARs of the applicant sell securities to any client for commissions. This could present a potential conflict of interest since the IARs could receive fees and commissions if the client chooses to implement recommendations of IARs in their capacity as registered representatives. Clients have sole discretion whether to implement any or all of the IARs recommendations and are free to select any broker/dealer they wish to implement recommendations.</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:
Abele Financial Group LLC

SEC File Number:
801-

Date:

(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: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 5, #9 (continued)	<p>In their separate capacities as registered representatives, the applicant's IARs sell securities to any client for commissions. This could present a potential conflict of interest if the client elects to implement the IARs recommendations and also selects them to execute those transactions. In this case, the IARs could receive both fees as advisor representatives and commissions as registered representatives. As registered representatives, they could also receive compensation from mutual fund sales loads, 12(b)-1 distribution fees, variable annuity sales commissions or trail commissions. The 12(b)-1 distribution fees, sales charges and other fee arrangements will be disclosed upon the client's request and are typically described in the applicable fund and/or annuity prospectus. Any fees or other compensation received by the IARs in their separate capacities as registered representatives will be received to the extent permitted by applicable law.</p> <p><u>Trade Errors</u></p> <p>If a client chooses to implement transactions through the applicant's IARs, steps are taken to supervise trades and to prevent trade errors. IARs will implement trades in their separate capacities as registered representatives of SAI. SAI has execution and clearing arrangements with Fidelity Capital Markets (FCM), a division of NFS.</p> <p>FCM will be contacted immediately about any trade error except those in mutual fund trades. SAI's Trade Support Department will be contacted to report and correct any error in a mutual fund trade. Trading errors are usually corrected after the trade settles and may take more than five to seven business days to finalize.</p> <p>FCM or SAI will correct the error in a manner that protects the interests of the client. They will have final authority on reversing or covering the trade to correct the error. If the client does not cause the error, then the client will be made whole and any loss resulting from the error will be charged to the IARs, FCM or SAI. If it is determined that the client caused the error, a correcting transaction will be run through the client's account. While FCM or SAI may retain any gains in correcting a trade error, IARs will never profit from a trading error.</p> <p>All trading calls placed through FCM and SAI's Trade Support Department are recorded to provide a back-up resource for determining responsibility of the error. A trade correction report will be prepared by FCM or SAI indicating the nature of the error and a written explanation of how the error occurred. SAI also holds monthly meetings where both the trade error reports and trade correction procedures are reviewed.</p> <p><u>Agency Cross Transactions</u></p> <p>The applicant's IARs are prohibited from engaging in agency cross transactions, meaning they cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades. However, the IARs may implement a cross trade where they act as advisors and effect the sale and purchase of a single security between two different advisory clients where they do not receive a transaction-based compensation. These cross trades can only occur when the IARs can ensure they are meeting their duty of best execution for the clients.</p> <p>The applicant and its IARs may buy or sell securities for their own accounts that are recommended to clients. They may also recommend the purchase or sale of different securities for different clients</p>

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**Schedule F of
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Item of Form (identify)	Answer
Part II, Page 5, #9 (continued)	<p>at different times. This could result in contrary advice being given or action taken on behalf of clients and in the personal accounts of the applicant and its IARs.</p> <p>The applicant is and shall continue to be in compliance with <i>The Insider Trading and Securities Fraud Enforcement Act of 1988</i>. To prevent conflicts of interest, the applicant has developed written supervisory procedures that include personal investment and trading policies for its IARs, employees and their immediate family members:</p> <ul style="list-style-type: none">• The applicant and its IARs will not prefer their own interests to that of the client• The applicant and its IARs will not purchase or sell any security for their personal accounts prior to implementing transactions for client accounts• The applicant and its IARs will not buy or sell securities for their personal accounts when those decision are based on information obtained as a result of their employment, unless that information is also available to the investment public upon reasonable inquiry• The applicant and its IARs are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider"• The applicant and its IARs are discouraged from frequent personal trading• The applicant and its IARs are generally prohibited from serving as board members of publicly-traded companies unless an exception has been granted by The applicant principal officer and/or Chief Compliance Officer <p>Any IARs not observing The applicant 's policies may be subject to sanctions up to and including termination.</p> <p><u>Code of Ethics Summary</u></p> <p>According to the <i>Investment Advisers Act of 1940</i>, an investment advisor is considered a fiduciary and has a fiduciary duty to clients. Pursuant to Rule 204A-1 of the <i>Investment Advisers Act of 1940</i>, the applicant has established a Code of Ethics to help meet that fiduciary duty. The Code of Ethics represents the expected basis for all dealings with clients, and all IARs must read it and sign an acknowledgment that they understand and agree to comply with it. The applicant and its IARs must act solely in the best interests of clients. They have the responsibility to make sure that clients' interests are placed ahead of their own investment interests. They also have a responsibility to avoid circumstances that might negatively affect, or appear to affect, their duty of complete loyalty to clients. IARs must conduct business in an honest, ethical and fair manner, and they must comply with all federal and state securities laws at all times. Clients will receive full disclosure of material facts and potential conflicts of interest prior to any services being provided.</p> <p>This section is only intended to provide current and potential clients with a description of the applicant's Code of Ethics. If current or potential clients wish to review the Code of Ethics in its entirety, a copy may be requested from any IARs and it will be provided promptly.</p> <p>Part II, Page 5, #10</p> <p>The applicant requires a minimum initial investment of \$2,000,000 in marketable assets to establish an account. Multiple family accounts may be combined to meet the initial investment minimum and exceptions may be granted at the discretion of Paul W. Abele.</p> <p>SAA's recommended minimum investment amount for establishing and maintaining an FAP Account is \$25,000. Exceptions may be granted to this minimum upon request.</p>

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**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:
Abele Financial Group LLCSEC File Number:
801-

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Abele Financial Group LLC	IRS Empl. Ident. No.: 63-1216628
Item of Form (identify)	Answer
Part II, Page 6, #12A	Upon receiving written authorization from the client, the applicant may manage client's assets on a limited discretionary basis. When it does, discretionary authority is limited in that the applicant will not have the authority to withdraw funds and/or securities from client accounts except when written authorization has been provided to have fees automatically deducted from a clients account and paid directly to the applicant.
Part II, Page 6, #12B	<p>Clients are under no obligation to act upon any recommendations, and if the client elects to act upon any recommendations, the client is under no obligation to place the transactions through any broker/dealer recommended by the applicant. The applicant's recommendation is generally based on the broker's cost and fees, skills, reputation dependability and compatibility with the client. When referring, the applicant will only refer a client to a broker registered in the state where the client resides. Often the applicant recommends TD Ameritrade because of the range of custodial and transacting services that it offers to clients. Clients may be able to obtain lower commissions and fees from other brokers and the value of products, research and services given to the applicant is not a factor in determining the selection of broker/dealer or the reasonableness of their commissions.</p> <p>The applicant's IARs are registered representatives of SAI, a full service broker/dealer, member FINRA/SIPC. When selling securities products in this separate capacity, the advisor representatives may earn commissions.</p> <p>Commissions are normally waived in managed accounts. However, the applicant's IARs are also registered representatives of SAI and have the ability to charge commissions when implementing transactions. As registered representatives, they may determine the amount of commission rates paid without obtaining specific client consent prior to implementing trades. In determining the amount of commissions charged, the registered representative will take into account FINRA's 5% guideline policy, the type of security involved, the availability of the security in the market, the price of the security and the amount of money involved in the transaction. Commissions charged will be disclosed on the client's confirmation statements. The registered representatives have the discretion to determine the amount of commission that will be charged to clients on products other than mutual funds or insurance products.</p> <p>When implementing transactions as registered representatives, IARs may also be charged a transaction fee, or ticket charge, and may elect to pass these transaction charges onto clients. If transaction charges are passed onto clients, they will appear as a fee on clients' confirmation statements.</p> <p>SAI has a wide range of approved securities products and conducts due diligence on all products available for client investment. These approved products must be used if clients select the applicant's IARs to implement transactions in their separate capacities as SAI's registered representatives.</p> <p><u>Best Execution</u></p> <p>Although the applicant does not allow directed brokerage, it must still use reasonable diligence to make certain that best execution is obtained for clients when implementing any transactions. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions surrounding the transaction execution is in the best interests of clients. IARs will look at a number of factors besides prices and</p>

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Abele Financial Group LLC	SEC File Number: 801-	Date:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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Item of Form (identify)	Answer
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rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with existing systems of the applicant, ease of monitoring investments)
- Products and services offered (e.g. investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

The applicant will perform periodic reviews to determine that the relationship with SAI, FCM and NFS is still in the best interests of its clients.

Soft Dollar

Investment advisors may direct portfolio brokerage commissions to a particular broker/dealer in return for services and research used in making investment decisions in client accounts. The commissions used to acquire these services and research are known as “soft dollars.” Section 28(e) of the *Securities Exchange Act of 1934* provides a “safe harbor” that allows an investment advisor to pay more than the lowest available commission for brokerage and research services if it determines in good faith that the commission paid was reasonable in relation to the brokerage and research services provided.

Although the applicant doesn’t allow directed brokerage, it may still receive products and services from SAI, SAA (an affiliated investment advisor of SAI), or other program sponsors and product issuers. These products and services may be used for both research and non-research purposes and allows the applicant to supplement, at no cost, its own research and analysis activities. These products and services can include, but are not limited to:

- Reports, publications and data on matters such as the economy, industries, sectors and individual companies or issuers, statistical information, account and law interpretations, political analyses, legal developments affecting portfolio securities, technical market actions, credit analyses, risk management and analyses of corporate responsibility issues
- Online news services and financial and market database services
- Information management systems integrating quotation and trading, performance management, accounting, recordkeeping and document retrieval and other administrative matters
- Meetings, seminars, workshops and conferences with representatives of issuers, program sponsors and/or other analysts and specialists

Research obtained with soft dollars is not necessarily utilized for the specific account that generated the soft dollars. The applicant does not attempt to allocate the relative costs or benefits of research among clients because it believes that, in the aggregate, the research it receives benefits all clients and assists the applicant in fulfilling its overall duty to clients.

These arrangements may be deemed to create a conflict of interest to the extent that the applicant would have to pay for some or all of the research and/or services with “hard dollars” if it were unable to obtain the research and services in exchange for commissions in connection with client

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Abele Financial Group LLC

SEC File Number:
801-

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Part II, Page 6, #13A	<p>transactions. Client trades will always be implemented based on the goals and objectives of the client and not on any research, products or other incentives available.</p> <p>The applicant may have relationships with non-affiliated investment advisors. The applicant may use the services of SAA, a registered investment advisor, through FAP when managing assets and, when doing so, SAA will receive a portion of the fees.</p> <p>The applicant or SAA may invest a portion of client's assets in mutual funds or variable annuities and charges an investment management fee on client's assets invested in these securities. Therefore, clients may pay two levels of advisory fees for the management of their assets, one directly to the applicant or SAA and one indirectly to the managers of the mutual funds or variable annuities held in their portfolios.</p> <p>The applicant's advisor representatives sell securities and insurance products in their separate capacities as registered representatives and independent insurance agents. They may earn sales commissions when selling these products. Some of the advice offered by the IARs involves investments in mutual fund products. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12(b)-1 fees. IARs may receive a portion of the 12(b)-1 fee from some investment companies in their separate capacities as registered representatives. Clients should be aware that these 12(b)-1 fees come from fund assets, and thus, indirectly from client assets. The receipt of these fees could represent an incentive for registered representatives to recommend funds with 12(b)-1 fees or higher 12(b)-1 fees over funds with no fees or lower fees, therefore creating a potential conflict of interest.</p> <p>IARs may also occasionally implement programs under which they are eligible to win nominal awards for certain sales efforts including, but not limited to, establishing new accounts or placing additional assets under management. These programs will not change the fees clients pay for advisory services or the amounts that will be invested in any product purchased by clients.</p> <p>The applicant or SAA may invest a portion of client's assets in mutual funds or variable annuities and charges an investment management fee on client's assets invested in these securities. Therefore, clients may pay two levels of advisory fees for the management of their assets, one directly to the applicant or SAA and one indirectly to the managers of the mutual funds or variable annuities held in their portfolios.</p> <p>From time to time, the applicant may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made.</p> <p>IARs endeavor at all times to put the interest of the clients first as a part of their fiduciary duty. However, clients should be aware that the receipt of additional compensation through 12(b)-1 fees, servicing fees, nominal sales awards and/or expense reimbursements creates a conflict of interest that may impact the judgment of the IARs when making advisory recommendations.</p>

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**Schedule F of
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IRS Empl. Ident. No.:
63-1216628

Item of Form
(identify)

Answer

OTHER BUSINESS ACTIVITIES AND DISCLOSURES

The applicant is engaged in professions other than giving investment advice. He spends about 20% of his time selling insurance products to clients for commissions.

PROXY VOTING

The applicant and its IARs do not vote client proxies. Therefore, although the applicant may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: 1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and 2) making all elections relative to mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

PRIVACY POLICY STATEMENT

In the applicant's IARs capacity as an investment advisor, the applicant will learn confidential information concerning clients. "Confidential Information" generally means all information not publically available (through the media or public records) and includes but is not limited to:

- The composition of client portfolios
- Certain records, procedures and other proprietary information
- Family or personal information

It is the applicant's policy to refrain from disclosing, directly or indirectly, any confidential information to anyone other than personnel and authorized professional advisors such as attorneys and accountants who need such information in order to discharge their profession duties. The applicant will also, in the course of servicing a client's account, share some information with the applicant's service providers, such as other registered investment advisors, accountants, broker/dealer, custodians and lawyers, among others.

BUSINESS CONTINUITY AND CONTINGENCY PLAN

The applicant has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions will impact the ability of the applicant to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions. The response of the applicant to an external business disruption relies more heavily on other organizations and systems, especially on the capabilities of its registered representatives' broker/dealer and clearing firm.

The applicant's continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records and to allow clients to continue transacting business.

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

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	<p>The plan includes:</p> <ul style="list-style-type: none">• Alternate locations to conduct business;• Hard and electronic back-ups of records;• Alternative means of communications with employees, clients, critical business constituents and regulators;• Review of the contingency plans for the registered representatives' broker/dealer and clearing firm and also sponsors of investment programs utilized by the applicant for client investments; and• Details on the the applicant's employee succession plan <p>The applicant's business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.</p>

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