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Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Miller Financial Management, LLC. In this brochure, when we say “we”, “our” or “us”, we mean Miller Financial Management, LLC.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

You can obtain additional information about us on the SEC’s website at www.adviserinfo.sec.gov. Our identification number (CRD #) with the SEC is 119501.

Any time we refer to ourselves as a “registered investment adviser” or indicate that we are “registered”, it does not imply a certain level of skill or training.

If you have any questions about the contents of this brochure, please contact us using the contact information below.

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Item 2: Summary of Material Changes

We have substantially modified our brochure from its prior version, and have included new information in this brochure. In this “Summary of Material Changes” section we discuss only the material changes we’ve made since the last annual update of our brochure on March 22, 2010.

Because we have made substantial changes to our brochure, we suggest that you read all of this document. If you have any questions about the information in this brochure, please contact us.

The material changes we made are:

1. **Redesign** – The SEC recently published amendments to the rules for firm brochures. We have written this brochure in narrative format using a new structure. This brochure also contains new information now required by the SEC.
2. **Conflicts** – We provide disclosures about material conflicts of interest which may exist and how we manage those conflicts to put our clients’ interest ahead of our own.
3. **Investment Strategies and Risks** – We provide a more extensive review of our investment policies and practices, the risks associated with those strategies, and the risks of specific asset classes or investment products we may recommend to our clients.
4. **Amount of Assets Managed** – Our assets under management increased to seventy one million, seven hundred thousand dollars (\$71,700,000) as of March 24, 2011.
5. **Custody** – We explain that we do not accept “custody” of client funds, but rather use independent qualified custodians to hold our client’s funds.
6. **Financial Advisor Biographies** – We have included a new brochure supplement in this brochure to provide a biography of each of our investment advisers who directly provide advice to our clients, or who may assist in the management of our client’s investment assets.

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Item 4: Advisory Business

Our Firm

Chris Miller, CPA/PFS, CFP®, MBA formed Miller Financial Management, LLC (formerly known as Chris Miller Consulting, LLC) in 2002. Our firm has been a registered investment advisor since 2002. Chris Miller is the sole owner of Miller Financial Management, LLC.

Our Advisory Services

We will meet with a prospective client to discuss their circumstances, their needs and which of our services they might want to use before we agree to provide advisory services for a client.

We use a written agreement with each client to define the type and scope of advisory services we will provide, to specify our fees for those services and to define other important terms of our advisory services. Either we or our client may terminate our agreement at any time without penalty by providing written notice to the other party.

In our advisory service agreements we specify that we act as a fiduciary to our client. As a fiduciary, we are legally required to put our client's interest ahead of our own.

We offer the following advisory services to clients.

1. Personal Financial Planning – We prepare personal financial plans to help our clients:
 - Define their financial goals
 - Understand their present financial circumstances
 - Evaluate the likelihood their present course of action will meet their future goals
 - Identify different courses of action to improve the likelihood they will meet their future goals

Preparing a financial plan involves making assumptions about a client's future investment returns and future cash flows in order to simulate a client's future financial situation. A financial plan cannot predict the future and does not guarantee any particular future financial result. Our personal financial planning agreement with our client describes this inherent limitation of personal financial planning.

Our personal financial planning service generally consists of the following components, although we will modify these personal financial planning services to fit the needs and requests of a client.

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- a. *Gather Client Data and Help the Client Define their Goals* – Our clients will specify the financial issues they would like us to analyze and include in their plan. Generally, those financial issues include:
 - i. Net worth
 - ii. Annual cash flow
 - iii. Education funding needs and abilities
 - iv. Retirement needs and abilities
 - v. Comparison of current and suggested investment asset allocation, based on the client's investment and risk profile
 - vi. Financial simulation and analysis of client's simulated cash flow over client's chosen time horizon, using a randomized life expectancy
 - vii. Disability income needs and abilities
 - viii. Life insurance needs and abilities
 - b. *Prepare a Preliminary Analysis Report* – We review and analyze our client's data to prepare a written Preliminary Analysis, which shows the modeled outcome if our client continues their current financial plan with no changes. We also prepare a sensitivity analysis to show our client how their modeled success rate changes if they change a single variable, like changing the amount of a specified annual expense, or investing more or less aggressively. We meet with our client to review and discuss our Preliminary Analysis.
 - c. *Prepare a Comparative Analysis Report* – If a client requests that we make specific recommendations for changes to their current financial plan, we will prepare a written Comparative Analysis. The Comparative Analysis would contain our recommendations and demonstrate the difference between the modeled outcome from their current plan and the modeled outcome from the plan with our recommendations.
 - d. *Define Responsibilities for Implementing and Monitoring the Personal Financial Plan* – Generally, our client will retain the responsibility for implementing and monitoring their financial plan, although we may agree with our client to undertake specified implementation or monitoring responsibilities.
2. Discretionary Investment Management – In this advisory service, we actively manage our client's specified investment accounts according to our client's specified investment objectives. We can manage investment accounts a client may hold in various capacities – for example, as account owner, as a participant in an employer sponsored retirement plan, as an IRA owner, as a personal representative of an estate, as a custodian for a uniform transfer to minor account, or as trustee of a trust.

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At March 24, 2011, we were providing discretionary investment management to fifty seven (57) clients and our client assets under management were seventy one million, seven hundred thousand dollars (\$71,700,000). We serve clients who reside in six states.

Our discretionary investment management service generally consists of the following components, although we will modify these services to fit the needs and requests of a client.

- a. Develop an Investment Policy Statement* – We work with our client to develop a written investment policy statement based on our client’s investment objectives, personal circumstances, risk tolerance and any restrictions our client has placed on allowable investments. The investment policy statement will specify, in general terms, how the client’s funds are to be invested and what limitations we must follow when we invest the client’s funds.
- b. Recommend a Custodian and Broker* – We will recommend a custodian to hold our client’s investment accounts and we will recommend a broker to execute security transactions for our client, except when we are managing funds in an account where a third party specifies the custodian and broker, as when an employer specifies the custodian and broker to be used for our client’s participant account in the employer’s retirement plan. Our clients are not obligated to accept our recommendation of a custodian or broker. In our investment management agreement with each client, the client will either direct us to use our recommended custodian and broker or the client will otherwise specify the custodian and broker we must use. Please see Item 12 – Brokerage Practices, and Item 15 – Custody, for additional information.
- c. Exercise Discretionary Investment Management* – We will invest our client’s investment funds using our own discretion and manage the funds on a continuous and regular basis, but subject to the guidelines specified in the client’s investment policy statement.
- d. Review Investment Accounts* – We will formally review our clients’ investment accounts on a quarterly basis for existing clients, at the time we begin managing funds for a new client, upon request of a client, or when we consider it necessary to do so because of market or other circumstances. Please see Item – 8 Methods of Analysis, Investment Strategies and Risk of Loss and Item 13 – Review of Accounts, where we further describe our review.
- e. Report on Investment Accounts* – We issue a written report on our client’s investment accounts each calendar quarter. We deliver this report to clients in a digital or paper format depending on the client’s preference.

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3. *Other Advisory Services* – Our clients may request advisory services other than personal financial planning or discretionary investment management, and we work with clients to tailor advisory services to fit their needs. As examples, we offer the following services to clients.
 - a. *One Time or Periodic Investment Advice* – We provide investment advice or analysis to address a specific client request, such as to review investments held in a specific investment account when we are not providing discretionary investment management for the account.
 - b. *Review of Investment Offerings in an Employer Sponsored Retirement Plan* – An employer can retain us to evaluate the investment offerings in the retirement plan sponsored by the employer, and to recommend changes in the plan’s investment offerings.

Non-Advisory Services

We offer certain non-advisory services to our clients, as follows.

1. *Tax Planning Services* – We provide planning services for federal estate and gift taxation, and federal and state income taxation.
2. *Tax Compliance Services* – We provide compliance services – tax return preparation and representation before taxing authorities – for federal estate and gift tax returns and federal and state income tax returns.
3. *Business Consulting Services* – We provide other non-advisory analytical and consulting services to business clients.

Our advisory service clients are not required to utilize any of our non-advisory service offerings.

Wrap-Fee Program

We do not participate in or sponsor any wrap-fee program.

Item 5: Fees and Compensation

Fee Only Adviser

We are a “fee-only” investment adviser. Our only source of compensation for advisory services is the fee we charge our clients. We do not accept commissions, sales loads or other compensation from any third party.

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Fee Arrangements

We bill our clients for our services as described, below.

1. **Personal Financial Planning** – We charge clients for our personal financial planning services based on the time we incur to provide that service at our standard hourly rate for the staff member providing the service, but subject to a maximum fee specified in our agreement with our client. We maintain a standard hourly rate for each of our staff members and periodically we may change our standard hourly rates. As of March 15, 2011, our standard hourly rates for our professional staff ranged from \$150 per hour to \$200 per hour. The maximum fee we specify for a given client will depend on our perception of the complexity of the client's circumstances. Our fee is due at the completion of our financial planning agreement.
2. **Discretionary Investment Management** – Our fee for our discretionary investment management service is computed as a percentage of the client's assets under management, using the schedule and method described below. Our minimum quarterly fee is \$250 per client.

a. Assets Under Management Annual Fee Schedule –

<u>Account Assets</u>	<u>Annual Fee (Pct)</u>
First \$750,000	1.00%
Next \$250,000	0.80%
Next \$1,000,000	0.75%
Next \$3,000,000	0.60%
Over \$5,000,000	0.50%

b. Quarterly Billing –

- i. We bill for our discretionary investment management service in arrears at the end of each calendar quarter based on the value of the client's assets under management at the end of the quarter. Our minimum quarterly fee is \$250 per client. We do not require clients to prepay our fee.
- ii. When we compute our quarterly billing, we prorate the annual fee schedule percentages above to reflect that we are billing only for a single calendar quarter. If our agreement with a client is in effect for only part of a calendar quarter, we prorate our quarterly fee so that it applies for only the portion of the quarter the agreement was in effect.
- iii. We will value client securities listed on a national securities exchange or on NASDAQ at the closing price, on the valuation date, on the principal market where the securities are traded. We will value other securities or investments in

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client accounts in a manner we determine in good faith to reflect fair market value.

- iv. We debit our fee directly from client investment accounts. Our client will specify the investment account from which we are to debit our fee. Each quarter we submit a billing statement to our client showing the computation of our quarterly fee. We also submit a bill for our quarterly fee to the custodian holding the client's investment account. Our bill to the custodian reflects only the amount of the fee to be paid by the custodian. Upon receipt of our bill the custodian will deduct the fee from our client's investment account(s) and remit the fee to us. It is our responsibility to properly compute the fee, and it is the responsibility of our client to verify our fee computation. The custodian will not verify the accuracy of our fee computation. The custodian will send to our client, at least quarterly, a statement indicating all amounts disbursed from the account, including our fee.
 - v. We may agree with a client to modify the fee schedule in 2a above under certain circumstances, for example, if we agree with a client that we are going to decrease the normal scope of our service.
- c. *Fees Charged by Third Parties* – Clients will pay fees to third parties in addition to paying our fee described above. These third party fees include the following.
- i. The custodian selected by the client may charge a fee for its custodial services.
 - ii. The broker selected by the client will charge a commission for its brokerage services, or will make a markup on the price of a security when the broker executes transactions in the client's account. See Item 12 – Brokerage Practices.
 - iii. When we hold mutual funds or exchange traded funds in a client's account, the mutual fund or exchange traded fund will charge a fee to all shareholders of the fund, including our client. The fees charged by the mutual fund or exchange traded fund will be described in the prospectus for the fund. The fees would generally be comprised of a management fee, an operations fee and possibly a distribution fee. We routinely use no-load mutual funds. However, in extraordinary circumstances we may recommend a mutual fund which imposes a sales charge, and in that case our client may pay an initial or deferred sales charge – but we do not receive that sales charge.
 - iv. We are a fiduciary to our clients, and therefore we make all reasonable attempts to minimize the cost of investing for our clients. We regularly review

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the fees charged by mutual funds and exchange traded funds and we consider the tradeoff between expected investment return and a fund's fees when we make investment decisions for clients. We also review at least annually the fees charged by our recommended custodian and broker to ensure that they are reasonable in relation to the services they provide.

3. *Other Advisory Services* – We charge for our other advisory services using the same hourly rate method as we described above for our personal financial planning services. We may provide these services on a complimentary basis for a client.
4. *Non-Advisory Services* – We charge for our non-advisory services (tax planning, tax compliance and business consulting) on an hourly rate basis or a fixed fee basis depending on the type of service requested by our client. We may provide these services on a complimentary basis for a client.

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

We do not charge or accept any performance based fees – fees based on the capital gains or on the capital appreciation of the assets in a client's investment accounts. Accordingly, we do not engage in side-by-side account management.

Item 7: Types of Clients

We provide our advisory services for individuals, married couples, non-traditional families, trusts, estates, custodians, qualified retirement plans, commercial entities and tax exempt organizations.

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

Investment Process and Methods of Analysis

Our investment process typically follows the following five steps.

1. *Determine the Client's Investment Objective and Risk Tolerance* – When we first begin to work with a client we meet with our client to define the client's financial needs and to define the client's investment objective for the funds that we will manage. Our client will complete a risk tolerance questionnaire and we will assign a risk profile to each client.
2. *Develop Investment Policy Statement and Target Asset Allocation* – We develop a written investment policy statement for our client that states our client's investment objectives, personal circumstances, risk tolerance and any restrictions our client has placed on allowable

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investments. The investment policy statement then describes how we will invest client's assets by describing the following.

- a. *Client's Target Asset Allocation* – The purpose of a target asset allocation is to select a group of investments (asset classes) whose combination maximizes the expected return of a portfolio for a given level of risk (changes in market value) over the client's investing time horizon. This process is based on the principles of Modern Portfolio Theory.

We use historical data from Ibbotson Associates and/or Morningstar to create and specify a target asset allocation – the percentage of the portfolio that would be invested in each of the chosen asset classes and how much that percentage may vary from the target.

- b. *Wealth Simulation (Financial Simulation Analysis)* – To help our client understand the reasonableness of their stated investment objective and our recommended target asset allocation, we prepare a “wealth simulation” using a financial simulation analysis.

The analysis is performed by simulating future investment returns of the client's portfolio through a specified future date, given the client's stated additional investments and intended withdrawals during that time period. The analysis simulates positive, neutral and negative annual investment returns using the frequency and magnitude those returns have historically occurred for the target asset allocation.

The simulation is run several hundred times. The software shows both the percentage of the simulations in which the client's future portfolio was sufficient to fund all their intended withdrawals (a “success rate”), and the range of portfolio values (wealth) at the end of the simulation period.

If the simulated success rate and simulated ending portfolio values are not acceptable to us or to the client, we work with our client to adjust the intended portfolio additions, the date withdrawals begin, the amount of withdrawals, and possibly the target asset allocation.

3. *Modify Asset Class Weightings Given Current Market Conditions* – We believe that securities markets are largely efficient over the long term, but that markets are not always rational – a variety of factors can cause current market prices of individual securities and classes of assets to vary significantly from what we and other market observers and analysts believe is “fair value”.

Each calendar quarter we use our own valuation models as well as published valuation models of other analysts to determine the attractiveness of the current market prices of the asset classes in our target allocation. We use the valuation model results to modify the asset class

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weightings in our target asset allocations – we overweight the asset classes that appear attractively priced and underweight the asset classes that appear overvalued. We then use the modified asset class weightings in our initial asset purchases for new clients and when we rebalance existing client accounts in our account review process each quarter.

4. Select Securities for Asset Classes – We select securities for the asset classes in our clients' portfolios as follows.
 - a. *Types of Securities* – We use the following types of securities in client portfolios.
 - i. Stocks – We hold stocks of individual companies trading on major United States exchanges.
 - ii. Bonds – We hold individual bonds with a variety of credit ratings, and which are issued by:
 1. US federal government and by US government agencies
 2. US Corporations
 3. US states, municipalities and other local bond authorities (for instance, airports, schools, etc.)
 - iii. Mutual funds and exchange traded funds – We hold mutual funds, including those whose shares are traded on exchanges (exchange traded funds) which can have a variety of investment objectives as described below.
 1. To hold stocks issued by companies located throughout the world in developed and emerging markets and in a variety of market segments.
 2. To hold bonds issued by governments, agencies and businesses located throughout the world in developed and emerging markets and with a variety of credit ratings.
 3. To follow a particular investment strategy, especially a strategy to provide an expected return that has little correlation to the expected return of stocks and bonds – often referred to as “alternative asset classes”. For example, we will often hold mutual funds which pursue different arbitrage strategies, mutual funds which invest in a particular industry such as mining of precious metals or pipeline distribution companies, and mutual funds which utilize hedging strategies to minimize the risk of stock market declines.

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- iv. Other investments – Periodically a client may transfer an investment into an account we manage for them, for example - annuity contracts, interests in private entities or units in publicly traded partnerships. We may decide to continue to hold that security. Generally we do not acquire these types of investments for client accounts, except when we determine they fulfill the need of a specific client and only with the consent of the client.
- v. Options, Derivative Contracts and Transactions Made on Margin – We may use options, derivative contracts and transactions made on margin under the following limited circumstances.
 - 1. We identify a specific risk that our client or we wish to minimize, or a specific opportunity that our client or we wish to exploit.
 - 2. Our client demonstrates an understanding of and agrees to undertake the risks inherent in these securities.
 - 3. Our client's custodian allows us to hold those positions in our client's account.
- b. *Selection of Securities* – We use the following methods to select the securities we hold in client accounts.
 - i. Stocks – We perform our own analysis of publicly available data and we purchase subscriptions to investment analysis reports and analyst opinions to identify stocks we think have attractive prospects for growth and which are priced attractively in the market. We generally honor a client's request to purchase a specific stock, unless we feel the stock is inappropriate for our client to hold.
 - ii. Bonds – We may not hold individual bonds in all client portfolios, as we frequently hold bond mutual funds in client portfolios. For clients who have requested that we hold individual bonds, we utilize credit ratings published by established rating firms to select individual bonds which provide the tax treatment, duration, yield and average credit quality appropriate for our client.
 - iii. Mutual Funds – We do not limit our selection of mutual funds to any single fund family. We seek to find the best mutual fund available to fill a specific need in a client portfolio regardless of the fund family.

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We purchase subscriptions to investment analysis reports and analyst opinions on mutual funds and exchange traded funds, and use that data to select mutual funds based on the following criteria.

1. The fund's objective must fit in our target asset allocation.
 2. The tenure of the managers, or if new with a fund, their prior track record.
 3. The historical investment performance of the fund.
 4. The internal expenses charged by the fund.
 5. The tax efficiency of the fund.
5. Account Review – We perform a formal account review when we first begin to manage a new client's portfolio, on a quarterly basis for existing clients, when requested by a client, or at other times when we feel market or other circumstances warrant a review.

Our account review consists of the following components.

- a. We review our client's investment objective.
- b. We review the strategies we are employing to achieve our client's investment objective.
- c. We review the securities held in our client's accounts.
- d. We evaluate our client's current holdings by asset class and compare with our modified asset class weightings and our client's target asset allocation.
- e. When appropriate, we will execute the transactions necessary to bring the current holdings into compliance with our modified asset class weightings and the target asset allocation.
- f. When considering the necessity of rebalancing a client account, we consider trading costs and income tax effects.
- g. When it is appropriate, we contact our client to update their investment policy statement.

Investment Strategies and Risk of Loss

We believe the investment strategies listed below and described above are prudent means for clients to employ to achieve their investment objectives. However, all investment strategies involve risk – no one can know with certainty the future outcome of today's investment decisions. We've listed below the material risks involved in our investment strategies.

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Because of the risks involved in investing, as described below, a client's investment accounts may lose value, and the loss of value may be material.

1. Modern Portfolio Theory and Target Asset Allocation

- a. *Strategy* – We use Modern Portfolio Theory to determine how much of a given asset class (domestic stocks, international stocks, bonds, cash, etc.) we will include in the target asset allocation we recommend for each client account. To generate the target weights for each asset class in a target asset allocation, Modern Portfolio Theory requires an assumption of the average future return of each asset class, the variability in future returns, and the correlation between the future returns of the asset classes.
- b. *Risks:*
 - i. *Assumptions of Future Returns and Correlation of Returns* – It is possible that the assumed future investment returns, the variability in those returns and correlation of returns for each asset class will differ materially from actual future returns and correlation of returns. As a result, the actual investment returns of our recommended portfolios may differ materially from the expected returns of the portfolios.
 - ii. *Correlation of Asset Classes*- During times of financial crisis, the correlation of asset class returns can behave differently (can be more correlated) than they are during normal market conditions and in the assumptions we use in our models. This can result in our recommended portfolios behaving differently in times of financial crisis than Modern Portfolio Theory would anticipate.
 - iii. *Relevant Time Frames*- The investment return from specific asset classes may vary significantly in any given year from their historical averages and our expected future returns. To receive the intended benefit of portfolios designed using Modern Portfolio Theory, a client may have to hold our recommended target asset allocation for many years.

2. Financial Simulation

- a. *Strategy* – Please see our discussion of Wealth Simulations (Financial Simulation Analysis) in the Investment Process and Methods of Analysis section of this Item 8.
- b. *Risks:*

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- i. *Assumptions* – When we use financial simulations to model future portfolio returns, the simulations are subject to the same risks we describe above for Modern Portfolio Theory and Target Asset Allocations.
- ii. *Financial Simulation Success Rates*- We consider the minimally acceptable success rate in a simulation to be 80%. When a client's simulation success rate is 80% or higher, the client's plan was unsuccessful in up to 20% of the simulations. Accordingly, a client could follow the course of action described in our recommended financial or investment plan and still not achieve their stated goals.

In addition, a financial simulation is considered a "success" if a client has more than one dollar left on the date of death of the client (or last client to die). The client may not define this as a "success".

3. *Prospective Valuation Models*

- a. *Strategy* – Please see "Modify Asset Class Weightings Given Current Market Conditions" in the Investment Process and Methods of Analysis section of this Item 8 for a discussion on how we use prospective valuation models.
- b. *Risks*:
 - i. *Model risk* – The models we use may indicate prospective investment returns which differ from the actual future returns of the asset classes we model, and those differences may be material.
 - ii. *Extended Periods of Abnormal Valuation* – Even if our models are materially correct in indicating prospective long term returns of the modeled asset classes, it may take several years for the asset classes to perform the way our models anticipate.

4. *Individual Security Selection*

- a. *Strategy*- We believe that financial markets frequently price certain asset classes differently from their fair value. We typically use actively managed mutual funds to invest in these asset classes. We believe that the actively managed mutual funds are capable of producing returns in excess of the returns from passively managed investments (index funds) for these asset classes.

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- b. *Risks* - It is possible that the actively managed mutual funds underperform passively managed investments.

5. *Alternative Asset Classes*

- a. *Strategy* – We define “Alternative Asset Class” as any asset class or investment strategy whose returns have a low positive to negative correlation to the returns of stock and bond markets. We use Alternative Asset Class investments to provide diversification in our client portfolios.
- b. *Risks*:
 - i. *Manager Risk* – Returns from Alternative Asset Class investments (frequently mutual funds) depend on the skill of their manager and the success of their investment strategy. It is possible that the managers of the investments we select for the Alternative Asset Class will not perform as well as their peer managers with similar investment objectives.
 - ii. *Diversification Risk* – It is possible that future returns from Alternative Asset Class investments will have more correlation to the returns of stock and bond markets than has historically been the case. This would reduce or eliminate the diversification benefit of holding investments in Alternative Asset Classes.

6. *Geographic Investing and Currency Risk*

- a. *Strategy* – All of our discretionary investment management clients reside in the United States (US). We believe that investing a portion of our client portfolios in stocks and bonds denominated in currencies other than the US dollar will provide better long-term diversification than only investing in stocks and bonds denominated in US dollars.
- b. *Risks*:
 - i. *Geographic Investing* – It is possible that over a given period of time investing solely in US markets will provide a return superior to that received by investing in a globally diversified portfolio.
 - ii. *Currency Risk* – When a client invests in securities denominated in currencies other than the US dollar, it is possible to lose money based solely on changes in currency exchange rates between the relevant foreign currencies and the US dollar.

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7. Periodic Account Rebalancing

- a. *Strategy* – We rebalance portfolios back to target asset allocations on a quarterly basis. We believe that this improves a client’s returns by selling assets classes that have appreciated relative to the target asset allocation (selling high) and buying asset classes that have declined relative to the target asset allocation (buying low). We believe the benefit of rebalancing outweighs the related trading and tax costs.
- b. *Risks:*
 - i. *Trading Costs* – When we rebalance a client’s account, our client may incur a cost to trade. The future benefit from rebalancing may not exceed the cost of trading.
 - ii. *Tax Costs*- The client may incur a tax cost for rebalancing in a taxable account. The future benefit of rebalancing may not exceed the tax cost.

8. Investing in Financial Assets

- a. *Stocks*
 - i. *Strategy* – Over long periods of time, stocks have historically provided investment returns substantially in excess of the rate of inflation. Investment returns from stocks have fluctuated significantly over short and sometime extended periods of time. We invest in stocks to attempt to grow the purchasing power of our clients’ investment assets.
 - ii. *Risks:* Investing in stocks includes the following material risks.
 - 1. Market risk – the risk of a broad stock market decline
 - 2. Fiscal and monetary policy – the risk that governmental policy decisions (e.g., increasing income tax rates) will cause a decline in stock prices
 - 3. Currency risk – the risk that currency exchange rates change, and cause a loss to an investor
 - 4. Economic risk – the risk that changes in an economy cause a decline in stock prices

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5. Volatility risk – the risk that stock prices and investment returns can vary widely over short or even extended periods of time.

b. *Bonds*

- i. Strategy – Bonds have historically provided investment returns equal to or modestly exceeding the rate of inflation, but which are significantly less than the long term return from stocks. Investment returns from bonds have fluctuated less over short and extended periods of time than investment returns from stocks. We invest in bonds to maintain the purchasing power of our clients' investment assets and to provide current income.
 - ii. Risks: Investing in bonds includes the following material risks.
 1. Interest rate risk – when interest rates rise in the market, bond prices will decline and the price of long term bonds will decline more than the price of short term bonds.
 2. Credit risk – the risk that the issuer of a bond will not make the interest and or principal payments to the holder of the bond when they are due.
 3. Inflation risk – the risk that the investment returns from bonds will be less than the rate of inflation, so that a bond investor's purchasing power will decline over time.
- c. *Mutual Funds* – We invest in mutual funds which hold stocks, bonds and alternative asset classes. Please see our discussion, above, of the risks of investing in these asset classes.
- d. *Options, Derivatives Contracts and Trades Made on Margin* – We will discuss the benefits and risks of these strategies in detail with our client prior to using the strategies in the client's account.

Item 9: Disciplinary Information

Neither we nor any of our advisers or employees have ever been involved in a disciplinary event or criminal proceeding.

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Item 10: Other Financial Industry Activities and Affiliations

Chris Miller, President and the sole owner of our firm, is a certified public accountant licensed to practice in Indiana.

As described in Item 4 – Advisory Business, we offer certain non-advisory services to our clients. Our advisory service clients have no obligation to use our non-advisory services.

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

Code of Ethics – We have adopted a Code of Ethics and we require all of our employees to abide by the terms of our Code of Ethics. The key components of our Code of Ethics are as follows.

1. To fulfill our fiduciary responsibilities to our clients – to place our client’s interest before our own.
2. Act with integrity and dignity when dealing with clients, prospects, team members and others.
3. Strive to maintain independence and objectivity.

MFM will provide a complete copy of our Code of Ethics to any client or prospective client upon request.

Policies to Address Potential Conflicts of Interest – We adopt policies to mitigate potential conflicts of interest. We’ve listed, below, certain of these policies that we consider material.

1. We will not buy or sell securities directly to or from our clients.
2. We will not match client securities transactions so that one client sells securities that another client buys.
3. We and our employees own and trade the same securities that we recommend for our clients. To ensure our trading does not disadvantage our clients, we require that we rebalance our client accounts prior to rebalancing our or our employees’ accounts. For block trades, we require that we identify all accounts participating in the trade and the amount of the relevant security for each account prior to placing the block trade. We also regularly review the trades our employees make in their own accounts.
4. We and our employees may engage in investment strategies for our own accounts (including strategies with significant risks) which are different from the strategies we employ for our client accounts. In addition, we may employ certain investment strategies for some clients and not for

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others. To avoid conflicts of interest, we choose investment strategies for each client based on our client's individual investment objectives and risk tolerance. We develop a written investment policy for each of our discretionary investment management clients to specify how we will manage a client's investments. Each of our clients is free to place restrictions on how we will manage their investments.

5. In our discretionary investment management service, we are paid a percentage of assets under management. This gives us an incentive to properly manage and grow our clients' investment accounts - which works to our clients benefit. However it creates a potential conflict of interest in that our fee is reduced when our clients withdraw assets from their investment accounts. To address this conflict we prepare an investment policy statement for each of our clients at the inception of our work with them (See Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss). The investment policy statement includes a wealth simulation, which states an anticipated annual withdrawal amount and the modeled success rate of funding that withdrawal amount through the modeled time period.

Item 12: Brokerage Practices

Directed Brokerage and Our Recommended Broker-Dealer

In our investment management agreement we require that our clients direct us to execute transactions through a specified broker-dealer. When our clients specify which broker we are to use, clients may not receive the best execution of their transactions or the lowest cost commissions - this may cost our clients more money than if they received the best execution of their transactions or the lowest cost commission. Not all advisers require clients to specify a broker-dealer.

However, we recommend a broker-dealer to our clients. Our recommendation is based on our evaluation of various account service and brokerage platforms offered by institutional custodians and brokers to assist us in providing our advisory services to our clients. These programs facilitate our ability to provide necessary services to our clients, including, among other services:

- a. Providing us access to information systems necessary to open and administer client accounts.
- b. Providing us access to dedicated traders and trading desks.
- c. Providing our clients access to an extensive list of mutual funds from differing fund families.
- d. Providing us with the ability to directly enter trades for client accounts and the ability to directly debit our fees from Client's accounts.
- e. Providing us access to dedicated account representatives for the benefit of clients.

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- f. Providing us the ability to electronically download our clients' account positions, trades and market prices from a custodian directly into our portfolio accounting software.

In recommending a broker, we may consider, among other things, the broker or dealer's execution capabilities, commission rates, reputation, access to the markets for the securities being traded and the account service and brokerage platform offered to support our client accounts. We will seek competitive commission rates but will not necessarily attempt to obtain the lowest possible commission rates for transactions. We review our recommended broker-dealer on an annual basis to ensure it is appropriate and competitive in the marketplace. We will provide the brokerage and custody fees of our recommended broker and custodian to any client or prospective client upon request.

Based on our evaluation, we recommend that clients use Fidelity Brokerage Services, LLC (Fidelity) as a broker and that clients use National Financial Services, LLC (a company affiliated with Fidelity) as a qualified custodian. Fidelity is registered as a broker-dealer with the SEC and all appropriate state regulatory authorities, and is a member of Financial Industry Regulatory Authority (FINRA).

We have elected to participate in the Fidelity Institutional Wealth Services program. Under this program, Fidelity allows us to use their software platform to provide the necessary services to our clients as described above. Fidelity does not charge us or our clients for our use of their platform.

Soft Dollar Arrangements

We do not have any "Soft Dollar" arrangements. A "Soft Dollar" arrangement is an agreement between an advisor and a broker-dealer where the broker-dealer will provide goods and services (i.e., research, Bloomberg terminals, rent, etc.) to an advisory firm in exchange for directing client commissions to the broker/dealer.

Order Aggregation

We may aggregate security transactions in multiple client accounts for execution at one time. However, when we rebalance client accounts each quarter we do not aggregate security transactions in multiple client accounts for execution at one time. As a result of this, a client does not receive the benefit of a reduced transaction fee that aggregating trades could provide if the client's broker charged reduced transaction fees for aggregated orders.

We do not aggregate securities orders in our quarterly rebalancing process for the following reasons.

- a. In our account review process, we review each client individually. We do not review client accounts in aggregate. In the course of reviewing client accounts individually, we make trading decisions for a specific account separately from other accounts and we place the trades for each account when we complete our review. Our account review process for all clients may take place over the course of several days. This process does not lend itself to aggregating trades.

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- b. Our decision to trade in a client account is reviewed for tax efficiency, which requires individual analysis of most trading decisions. As a result, our clients may receive benefits from enhanced tax-efficient portfolio management because of our practice of not aggregating trades.

Item 13: Review of Accounts

As a component of our discretionary investment management service, we provide a review of our clients' investment accounts. Please see Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, for a discussion of the frequency and content of our account review.

Mr. Chris A. Miller, CPA/PFS, CFP®, MBA and Mr. Andrew K. Miller, CFA, CFP® together perform the review of client accounts.

We send a written report to our clients on a quarterly basis, showing the investments held in their accounts, the investment performance of the accounts, the current account holdings by asset class relative to our client's target asset allocation and performance information for the individual securities held in the account. We deliver our report in a digital format unless a client requests that we deliver our report on paper.

Item 14: Client Referrals and Other Compensation

We do not pay compensation to any third party for referring clients to us. We do not receive compensation from any third party service provider for referring a client to a third service provider. Please see Item 5 – Fees and Compensation, for more information on our fees and compensation.

We do receive certain software and other operational benefits from Fidelity Investments and its affiliates, our recommended custodian and broker, which allow us to open client accounts, trade in client accounts and service our clients' account maintenance needs. Please see Item 12 – Brokerage Practices for more information.

Item 15: Custody

We do not accept or maintain custody of client funds. The qualified custodian selected by our client will send monthly or quarterly statements directly to our client. We urge clients to carefully review each statement they receive from their custodian, and to compare the balances between the custodian's statements and the quarterly reports we send to our client. Please see Item 13 – Review of Accounts, for more details on the reports we send to clients.

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Item 16: Investment Discretion

We do accept discretionary authority over client's investment assets. Please see Item 4 – Advisory Business for a discussion of our discretionary investment management service.

In our written agreement with our client, our client gives us the authority to execute trades in their accounts using our discretionary authority.

We give our clients the ability to limit our discretionary authority by specifying any restrictions in their investment management agreement. If a client does so, we will also record the restriction in the "Client Restrictions and Instructions" section of the client's investment policy statement.

Item 17: Voting Client Securities

We do not accept the authority or responsibility to vote client securities. Clients will receive proxy statements or other solicitations directly from their custodian. We do accept client questions about proxy statements or other materials they receive from their custodian.

Item 18: Financial Information

We do not have any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients.

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Brochure Supplement for Chris A. Miller, CPA/PFS, CFP®, MBA

Cover Page

This brochure supplement provides information about Chris A. Miller, CPA/PFS, CFP®, MBA that supplements the Miller Financial Management, LLC brochure. You should have already received a copy of that brochure. Please contact Mr. Miller if you did not receive Miller Financial Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Chris A. Miller is available on the SEC's website at www.adviserinfo.sec.gov.

Mr. Miller's contact information and the contact information of Miller Financial Management, LLC is as follows:

- Chris Miller, CPA/PFS, CFP®, MBA – email: cmiller@miller-financial.com
- Mailing address: PO Box 1702, Muncie, IN 47308-1702
- Office location: 3000 W. White River Blvd, Muncie, IN 47304
- Phone: (765) 289-9050
- Fax: (765) 289-9057
- Website: www.miller-financial.com

Educational Background and Business Experience

1. Personal Information - Name: Chris Alan Miller, age 54.
2. Education
 - a. *Bachelor of Science* degree, with honors in Accounting, from Indiana University in January of 1979.
 - b. *Master of Business Administration* degree from Indiana University in May of 1979.
 - c. Mr. Miller participated in an honors program at Indiana University that allowed him to earn both his bachelor and master degrees within the five year program.

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3. *Business Experience* – Mr. Miller has been working full time as President of Miller Financial Management, LLC (formerly Chris Miller Consulting, LLC) from February 2002 to the present.
4. *Professional Designations*
 - a. *Certified Public Accountant* (CPA) – Please see the Professional Designation Description section below for more information.
 - b. *Personal Financial Specialist* (PFS) - Please see the Professional Designation Description section below for more information.
 - c. *Certified Financial Planner Practitioner* (CFP®) - Please see the Professional Designation Description section below for more information.

Disciplinary Information

Chris Miller has never been involved in a disciplinary event or criminal proceeding.

Other Business Activities

As described in Item 4: Advisory Business, above, we provide certain tax planning, tax compliance and business consulting services to our advisory and non-advisory clients. In 2010, Mr. Miller spent 28% of his time providing tax planning and tax compliance services to our clients, and 25% of his time providing business consulting services to our clients.

Additional Compensation

Mr. Chris Miller does not receive any additional compensation or economic benefit from anyone who is not a client of our firm.

Supervision

We supervise the investment advice Mr. Chris Miller gives to our clients by doing the following:

1. Mr. Chris Miller and Mr. Andrew Miller are both involved in all material aspects of our investment process for all clients, including:
 - a. Formulation of written investment policy statements for clients
 - b. Formulation of investment strategy
 - c. Selection of investment securities
 - d. Review of investment accounts

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- e. Communication with clients
 - f. Review of our system of internal controls and risk management
 - g. Review of trading in our personal accounts
2. We use practice management software to ensure that investment advice is done in a timely, consistent and thorough manner.

State Required Disclosures

Mr. Chris Miller has never been found liable in an arbitration proceeding. Mr. Miller has never been found liable in a civil, self-regulatory organization or administrative proceeding. Mr. Miller has never filed a bankruptcy petition.

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Brochure Supplement for Andrew K. Miller, CFA, CFP®

Cover Page

This brochure supplement provides information about Andrew K. Miller that supplements the Miller Financial Management, LLC brochure. You should have already received a copy of that brochure. Please contact Mr. Andrew Miller if you did not receive Miller Financial Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Andrew K. Miller is available on the SEC's website at www.adviserinfo.sec.gov.

Mr. Andrew Miller's contact information and the contact information of Miller Financial Management, LLC is as follows:

- Andrew K. Miller, CFA, CFP® – email: amiller@miller-financial.com
- Mailing address: PO Box 1702, Muncie, IN 47308-1702
- Office location: 3000 W. White River Blvd, Muncie, IN 47304
- Phone: (765) 289-9050
- Fax: (765) 289-9057
- Website: www.miller-financial.com

Educational Background and Business Experience

1. Personal Information - Name: Andrew Kendal Miller, age 29.
2. Education
 - a. *Bachelor of Science* degree in Finance from Indiana University in May of 2004.
3. Business Experience
 - a. *Vice President*, Miller Financial Management, LLC (formerly Chris Miller Consulting, LLC) from December, 2009 to the present.
 - b. *Associate*, Miller Financial Management, LLC (formerly Chris Miller Consulting, LLC) from October, 2007 to November, 2009.

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- c. *Assistant Vice President*, Delaware Investment Advisers from January, 2007 to October, 2007
 - d. *Analyst*, Delaware Investment Advisers from June, 2004 through December, 2006
4. *Professional Designations*
- a. *Chartered Financial Analyst* (CFA) – Please see the Professional Designation Description section below for more information.
 - b. *Certified Financial Planner Practitioner* (CFP®) - Please see the Professional Designation Description section below for more information.

Disciplinary Information

Andrew Miller has never been involved in a disciplinary event or criminal proceeding.

Other Business Activities

As described in Item 4: Advisory Business, above, we provide certain tax planning, tax compliance and business consulting services to our advisory and non-advisory clients. In 2010, Mr. Andrew Miller spent 11% of his time providing tax planning and tax compliance services to our clients.

Additional Compensation

Mr. Andrew Miller does not receive any additional compensation or economic benefit from anyone who is not a client of our firm.

Supervision

We supervise the investment advice Mr. Andrew Miller gives to our clients by doing the following:

1. Mr. Chris Miller and Mr. Andrew Miller are both involved in all material aspects of our investment process for all clients, including:
 - a. Formulation of written investment policy statements for clients
 - b. Formulation of investment strategy
 - c. Selection of investment securities
 - d. Review of investment accounts
 - e. Communication with clients

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- f. Review of our system of internal controls and risk management
 - g. Review of trading in our personal accounts
2. We use practice management software to ensure that investment advice is done in a timely, consistent and thorough manner.

State Required Disclosures

Mr. Andrew Miller has never been found liable in an arbitration proceeding. Mr. Miller has never been found liable in a civil, self-regulatory organization or administrative proceeding. Mr. Miller has never filed a bankruptcy petition.

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Professional Designation Descriptions

Certified Financial Planner (CFP®)

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). You can obtain more information from the website of the CFP Board at www.cfp.net.

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional*

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Conduct, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Certified Public Accountant (CPA)

CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

For more information, see the AICPA website at www.aicpa.org.

Chartered Financial Analyst (CFA)

The Chartered Financial Analyst (CFA) designation is an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have 48 months of qualified, professional work experience. CFA charterholders are also obligated to adhere to a strict Code of Ethics and Standards governing their professional conduct.

Candidates sit for each of the three examinations, sequentially, after passing the previous examination. The examinations cover the following subject areas:

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- Ethical and Professional Standards
- Quantitative Methods (such as the time value of money, and statistical inference)
- Economics
- Financial Reporting and Analysis
- Corporate Finance
- Analysis of Investments (stocks, bonds, derivatives, venture capital, real estate, etc.)
- Portfolio Management and Analysis (asset allocation, portfolio risk, performance measurement, etc.)

For more information, see the CFA Institute website at www.cfainstitute.org.

Personal Financial Specialist (PFS)

The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the American Institute of Certified Public Accountants (AICPA). A PFS credential holder is required to adhere to AICPA's Code of Professional Conduct, and is encouraged to follow AICPA's Statement on Responsibilities in Financial Planning Practice. To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

For more information, see the AICPA website at www.aicpa.org/pfs.