

**MP Advisory Service, LLC**

**15 Corporate Circle  
Albany, NY 12203**

**518-862-3234 Phone**

**518-862-3377 Facsimile**

**www.mpadvisory.com**

**3/15/2011**

**FORM ADV PART 2  
BROCHURE**

**This brochure provides information about the qualifications and business practices of MP Advisory Service, LLC. If you have any questions about the contents of this brochure, please contact us at (518) 862-3234. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about MP Advisory Service, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for MP Advisory Service, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.**

## Table of Contents

|  |                 |
|--|-----------------|
| <b><i>Advisory Business.....</i></b>   | <b><i>1</i></b> |
| <b><i>Fees and Compensation .....</i></b>  | <b><i>2</i></b> |
| <b><i>Performance-Based Fees and Side-By-Side Management .....</i></b>                                   | <b><i>2</i></b> |
| <b><i>Types of Clients.....</i></b>  | <b><i>2</i></b> |
| <b><i>Methods of Analysis, Investment Strategies and Risk of Loss.....</i></b>                           | <b><i>2</i></b> |
| <b><i>Disciplinary Information.....</i></b>  | <b><i>3</i></b> |
| <b><i>Other Financial Industry Activities and Affiliations .....</i></b>                                 | <b><i>4</i></b> |
| <b><i>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</i></b> | <b><i>4</i></b> |
| <b><i>Brokerage Practices .....</i></b>  | <b><i>5</i></b> |
| <b><i>Review of Accounts.....</i></b>  | <b><i>5</i></b> |
| <b><i>Client Referrals and Other Compensation.....</i></b>   | <b><i>5</i></b> |
| <b><i>Custody.....</i></b>   | <b><i>6</i></b> |
| <b><i>Investment Discretion .....</i></b>  | <b><i>6</i></b> |
| <b><i>Voting Client Securities.....</i></b>  | <b><i>6</i></b> |
| <b><i>Financial Information.....</i></b>   | <b><i>6</i></b> |
| <b><i>Requirements for State-Registered Advisers.....</i></b>  | <b><i>7</i></b> |
| <b><i>Additional Information.....</i></b>  | <b><i>7</i></b> |

## **Advisory Business**

Form ADV Part 2A, Item 4

### **Description of Services and Fees**

We are a registered investment adviser based in Albany, NY. We are organized as a limited liability company under the laws of the State of New York. We have been providing investment advisory services since 2002. Newkirk Products, Inc. is our principal owner.

The following paragraphs describe our service and fees. As used in this brochure, the words “we”, “our” and “us” refer to MP Advisory Service, LLC (hereinafter “MPAS”) and the words “you”, “your” and “client” refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm’s officers, employees, and all individuals providing investment advice on behalf of our firm.

MPAS is an Internet-based company that provides advice on asset allocation and investment selection to participants in qualified retirement plans. We do not manage assets on either a discretionary or non-discretionary basis. MPAS does not provide continuous or supervisory management to securities portfolios.

MasteryPOINT Financial Technologies (MasteryPOINT) is a provider of Internet-based software for the defined contribution market. MasteryPOINT’s products will utilize MPAS data and methodologies to provide advice recommendations to qualified plan participants. MasteryPOINT’s Advice Program works by having a participant enter specific information regarding age, income, years to retirement, goals, etc. Given the participant’s inputs, the investments available to the participant’s plan and the past and expected performance for these markets, the Advice Program will recommend the most efficient combination of investments available to and appropriate for the participant in achieving his/her goals. The Advice Program then recommends one or more funds from the participant’s plan that are considered the best funds available to the participant to achieve the participant’s goals.

The companies sponsoring the retirement plans will contract with MasteryPoint Financial Technologies (“MasteryPoint”) to provide investment allocation and advice recommendations for their plan participants. In turn, MasteryPOINT has contracted with MPAS to conduct due diligence reviews, at least annually, of the information provided by Schlindwein Associates, LLC and to provide the actual investment advisory services. MasteryPOINT shall pay MPAS’ advisory fee that consist of a \$10,000 annualized fixed fee, payable quarterly in advance, plus \$150 per hour for services rendered outside the scope of the contracted engagement. MPAS or MasteryPOINT may terminate the agreement on 90 days written notice. Fees for services are not refundable.

### **Types of Investments**

We do not provide advice on specific types of investments. Our advice is limited to asset allocation and the selection of investment products offered within qualified retirement plans. The investment products offered within the qualified plans are primarily mutual funds.

### **Assets Under Management**

We are an internet investment adviser; therefore, we do not have any discretionary or non-discretionary assets under management.

## ***Fees and Compensation***

Form ADV Part 2A, Item 5

Please refer to the “Advisory Business” section in this Brochure for information on our advisory fees.

### **Additional Fees and Expenses**

As part of our investment advice to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund’s prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the “Brokerage Practices” section of this Disclosure Brochure.

## ***Performance-Based Fees and Side-By-Side Management***

Form ADV Part 2A, Item 6

We do not accept performance-based fees or participate in side-by-side management. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## ***Types of Clients***

Form ADV Part 2A, Item 7

We offer investment advisory services to participants in qualified retirement plans.

We do not require a minimum dollar amount to open and maintain an advisory account.

## ***Methods of Analysis, Investment Strategies and Risk of Loss***

Form ADV Part 2A, Item 8

### **Our Methods of Analysis and Investment Strategies**

MPAS’ methodology provides for a high-level optimization of your portfolios using the International Equity, Large and Small Cap Equity, Fixed Income and Cash asset classes to determine the highest returning portfolio mix at each risk level. We divide the market into 47 styles or sectors and follow a formula-based process to select individual funds from the style categories within each of the high-level optimized asset classes. We rely on analysis provided by Schlindwein Associates, LLC (“Schlindwein”) to rank more than 19,000 mutual funds

and a limited number of non-mutual fund investments. MPAS relies on asset class forecasts that are generated using historical data from 1926 to the present.

The analysis provided by Schlindwein includes a “scoring” based upon risk-adjusted return, fund consistency, fund expense, and fund experience scores. These scores are weighted and used to determine a “Total Fund Ranking.” This Ranking is used as the basis for the recommendation of one fund over another in any given portfolio allocation. MPAS will review Schlindwein’s methodology annually for consistency and to ensure that the methodology continues to reflect generally acceptable methods for fund analysis and comparison. If changes are necessary, MPAS will ensure that a revised methodology is in place by February of the following year.

Our investment strategies and advice may vary depending upon each plan participant’s specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

### **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

### **Recommendation of Particular Types of Securities**

As disclosed under the “Advisory Business” section in this Brochure, we primarily recommend mutual funds. You should be advised of the following risks when investing in these types of securities:

Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund’s investments in accordance with the fund’s investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. Also, while some mutual funds are “no load” and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be “closed end” or “open end”. So-called “open end” mutual funds continue to allow in new investors indefinitely which can dilute other investors’ interests.

## ***Disciplinary Information***

Form ADV Part 2A, Item 9

MPAS has been registered and providing investment advisory services since 2002. Neither our firm nor any of our associated persons has any reportable disciplinary information.

## ***Other Financial Industry Activities and Affiliations***

Form ADV Part 2A, Item 10

### **Arrangements with Affiliated Entities**

MPAS is affiliated with Newkirk Products and MasteryPOINT Financial Technologies, division of Newkirk Products through common control and ownership. Newkirk Products is a publishing company located in Albany, New York and MasterPOINT Financial Technologies is a software development firm located in Minneapolis, Minnesota. Analytical information about the publicly traded mutual funds that may be in your plan is provided by Schlindwein Associates, LLC, a Chicago, IL based investment advisory firm.

James E. Wolf, President and Chief Compliance Officer of MPAS is also Vice President of Investment Services at Newkirk Products. Raymond Newkirk, Vice-President of MPAS is also CEO of Newkirk Products. Todd Bloomfield, Vice-President of MPAS is also the President of MasteryPOINT Financial Technologies. Messrs. Wolf, Newkirk and Bloomfield spend the majority of their professional time in these respective capacities.

Our advisory services are separate and distinct from the compensation paid to Newkirk Products and MasteryPOINT Financial Technologies for their services. We have no financial incentive to recommend our affiliates services. We aren't aware of any conflicts.

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

Form ADV Part 2A, Item 11

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting us at 518-862-3234

### **Participation or Interest in Client Transactions**

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this Brochure.

### **Personal Trading Practices**

Our firm or persons associated with our firm may recommend securities to you at the same time we or persons associated with our firm purchase such securities for our own account. However, in most cases the securities recommended to you are mutual funds which are purchased or sold at net asset value (NAV) at the close of each trading day. Associated Persons do not have the ability to trade ahead of you nor have priority over your account in the purchase or sale of securities. Additionally, our advisory services are offered only to participants in qualified plans. The qualified plans have ultimate authority as to the choice of investments offered within the plan(s). In many cases, it would be difficult, if not impossible, to personally transact in the same investment choices offered by the qualified plan provider.

### ***Brokerage Practices***

Form ADV Part 2A, Item 12

MPAS does not recommend brokerage and custodial services.

#### **Research and Other Soft Dollar Benefits**

MPAS does not receive research and/or other soft dollar benefits from broker-dealers.

#### **Brokerage for Client Referrals**

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

#### **Directed Brokerage**

MPAS does not routinely recommend, request or require that you direct our firm to execute transactions through a broker-dealer.

#### **Block Trades**

We do not purchase or sell securities in our advisory service to clients of MPAS. Therefore, we do not combine multiple orders for shares of the same securities for purchase or sale (this practice is commonly referred to as "block trading").

### ***Review of Accounts***

Form ADV Part 2A, Item 13

We will review your investment account(s) or your plan investment information only at your request. Otherwise, we do not review or monitor your investment account(s), review your plan investment information, or review statements you receive from your account custodian.

### ***Client Referrals and Other Compensation***

Form ADV Part 2A, Item 14

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

## ***Custody***

Form ADV Part 2A, Item 15

We do not directly debit advisory fees from your account and we do not exercise custody over your funds or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact your custodian directly.

## ***Investment Discretion***

Form ADV Part 2A, Item 16

MPAS is an Internet-based company that provides advice on asset allocation and investment selection to participants in qualified retirement plans. The Company does not manage assets on either a discretionary or non-discretionary basis.

## ***Voting Client Securities***

Form ADV Part 2A, Item 17

### **Proxy Voting**

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

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

## ***Financial Information***

Form ADV Part 2A, Item 18

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.



### ***Requirements for State-Registered Advisers***

Form ADV Part 2A, Item 19

MPAS is SEC registered.

### ***Additional Information***

#### **Your Privacy**

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will never sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact us at the phone number listed on the cover of this brochure if you have any questions regarding this policy.