

MG Financial, LLC
Part 2A of Form ADV
The Brochure

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Updated March 2012

This brochure provides information about the qualifications and business practices of MG Financial, LLC (MG Financial). If you have any questions about the content of this brochure, please contact us at 781-848-1163. 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 MG Financial is also available on the SEC's website at:
www.adviserinfo.sec.gov

Material Changes

MG Financial's most recent change to Part 2 of Form ADV was made in March 2011. MG Financial's business activities have not changed materially since the time of that update. This brochure dated March 31, 2012, has been prepared in accordance with new regulatory requirements.

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Item 4 Advisory Business

MG Financial was founded in 1996 and is wholly owned by Mary Gilligan, Principal. The firm provides advisory services to high net worth individuals, their families and affiliated trusts or foundations. Our services include asset allocation, manager selection, charitable and family gift strategies, as well as estate and income tax planning. Our focus is to develop, implement, monitor and evaluate long term financial strategies and to integrate these strategies, while at the same time attend to immediate issues as they arise in a client's situation. MG Financial will oversee the asset allocation and investment management for all of its clients, however, each client is provided with the range of services best suited to his/her situation. Accordingly, all programs are tailored to the needs of the client.

In all cases, our services are in the form of consultation and advice, without discretion. Services are generally ongoing (i.e. long term) and comprehensive, providing financial planning advice with regard to: income and estate taxation, asset allocation, manager selection, charitable giving strategies, cash flow analysis, retirement planning, diversification strategies, stock option exercise strategies, insurance analysis, and other areas which may impact a client's financial situation. Clients assets may be invested in separately managed accounts (i.e. manager purchases specific stocks or bonds in client's segregated account) or pooled vehicles such as mutual funds or limited partnerships.

In addition to working with a client to develop a plan, we also follow through to enable a client to implement the particular strategy and then to monitor the plan/situation on an ongoing basis. As part of our service clients are provided with comprehensive quarterly reports, which addresses all necessary areas of their financial situation. In some instances, monthly reports may be provided as well. All reports are customized to the client's needs and requests and are based on the information provided to us by the custodians and investment managers on the account.

MG Financial is also the advisor to MGF Partners

As stated above MG Financial does not have discretion over clients assets, except with regard to MGF Partners. As of December 31, 2011 MG Financial provided advice with regard to assets of \$706,758,000, of which 38,103,830, was on a discretionary basis.

Item 5 Fees and Compensation

MG Financial charges fees based on client assets under advisement, fixed fees and on an hourly basis depending upon the services provided and the specific client situation. The volume and complexity of work is considered in determining a fixed fee.

Asset Based Fees

Asset based fees are dependent upon a client's asset size and are subject to a minimum fee:

<u>Assets</u>	<u>Fee</u>	<u>Rate</u>
0	0	0.200%
\$ 5,000,000	\$ 10,000	0.180%
10,000,000	19,000	0.150%

Minimum \$12,000

MG Financial may choose to accept clients with assets of less than \$10,000,000. In this instance a different fee scale and minimum fee is applied:

Asset Base under \$10,000,0000

<u>Assets</u>	<u>Fee</u>	<u>Rate</u>
0	0	0.600%
\$ 1,000,000	\$ 6,000	0.400%
2,000,000	10,000	0.250%
3,000,000	12,500	0.200%
5,000,000	16,500	0.150%
10,000,000	24,000	

Minimum \$6,000

Fees are non-negotiable, however, due to special circumstances, some clients have a fixed fee schedule or vary from the above asset based fee schedules. Asset based and fixed fees are payable quarterly in advance. Asset based fees are applied to assets as stated on reports delivered to clients quarterly. This fee may exclude certain assets for example, if a client is managing an asset, but would like it included in our reports or if they are invested in MGF Partners for which an administrative fee (above a nominal amount) is paid to MGF II, LLC (see item 10).

Other Fees and Pertinent Information

- Hourly rates applied to short term projects range from \$65 to \$450 an hour.
- Clients may terminate an advisory contract at any time with written notice. Any unearned income paid in advance will be returned to the client.
- In addition to MG Financial's advisory fees, once an investment program has been implemented, the client may also be required to pay fees directly to custodians, investment managers, brokers and mutual funds, or limited partnerships (paid internally by the fund or partnership). MG Financial receives no benefit from these additional fees paid by the client. Likewise, a client may also be required to pay fees directly to legal counsel or accountants for document drafting or preparation of tax returns. Again, MG Financial receives no benefit from these fees.

- MG Financial may deduct fees directly from client custodial accounts, upon client's written direction, or may bill client directly.

All assets on MG Financial reports to clients are based on valuations as received from the custodian or investment manager. MG Financial reconciles these statements and if an error from the custodian or manager is discovered, then MG Financial will use the most accurate valuation for the asset based on available public information. MGF II LLC receives an administrative fee equal to .5% of the committed or net committed capital to the particular series. For some series MGF II may also receive a percentage of the profits above a benchmark as is indicated by the particular series.

Neither MG Financial nor any of its supervised persons accept any compensation for the sale of securities. Clients with respect to which MG Financial provides non-discretionary advisory services have the right to select the applicable broker. Discretionary assets under management consist of investments in private funds which do not typically involve an executing broker

Item 6 Performance Based Fees

MG Financial generally does not use Performance Based Fees, however MGF Partners may receive a performance based fee from one or more of the series within MGF Partners, as specifically stated within the series. In addition, MG Financial may recommend other investment vehicles or advisors who may charge performance based fees,.

Item 7 Types of Clients

MG Financial will generally provide services for families, individuals, trusts or charitable organizations with a minimum liquid net worth of \$10,000,000. For potential clients with a net worth of less than \$10,000,000, exceptions may be made in certain circumstances. MG Financial is engaged as an adviser to MGF Partners LP and MGF II LLC.

Item 8 Methods of Analysis, Sources of Information and Investment Strategies, Risks of Loss

In general, MG Financial will not actually implement the advised strategies, i.e. buy and sell securities for each client. Rather, MG Financial will help clients to secure professionals, who will implement these strategies. These managers/professionals may purchase long and/or sell short, trade, use margin or options as might be appropriate for the particular client or strategy. "Professionals" as used above, include investment managers, mutual funds, limited partnership and brokers. In each case, MG Financial's advice is with regard to the specific investment management expertise, which may only be available through a pooled vehicle such as a mutual fund or a private fund.

With regard to recommendations and ongoing advice concerning investment manager selection, considerable time is spent interviewing managers and reviewing their materials (marketing, investment results, portfolios, systems, etc.), as well as checking their references and independent

references from an existing network of professionals and organizations within the Financial Services Industry. On occasion, MG Financial will engage an outside investigative service to provide further background information on the manager under review.

While historical data is used in analysis for asset allocation and manager selection work, it is strongly recommended to clients that past conditions and results may not be predictive of future results. The risks involved in any financial investment are discussed with clients and are typical of any financial investment, subject to the volatility of the markets, tax impact on return, and changes in current economic conditions. In addition, investments in pooled vehicles, venture funds or other illiquid asset have the additional risks that illiquidity bring to the investment. Further risks as it pertains to any particular investment is disclosed by materials presented by each investment manager via their prospectus, marketing materials, ADV materials or legal subscription documents. Clients are cautioned to review all materials carefully when considering an investment.

When developing and adjusting a client's asset allocation and evaluating managers, MG Financial will use fundamental and technical analysis as well as consider cyclical market conditions. As part of the analysis, MG Financial may collect data from published government statistics, third party research materials, corporate and fund annual reports, prospectuses, and filings with the SEC. While news sources are considered, they are not used for opinion or analysis, but only as a possible source of facts.

In some situations MG Financial will work with a client to: develop an option exercise program, diversify from a single or few low cost basis stocks, or select appropriate securities for charitable or family gifts. In these instances, MG Financial will use both outside expertise as well as in house analysis to develop the appropriate strategy; and will oversee and direct implementation through a qualified broker (see item 12). All compliance necessary for the client's activity will be overseen by MG Financial, who will cooperate with the appropriate corporate counsel if necessary.

Item 9 Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of MG Financial or its management persons.

Item 10 Other Financial Industry Activities and Affiliations

Mary Gilligan is the founder, principal and Managing Member of MGF II, LLC, a Delaware limited liability company which is the sole General Partner of MGF Partners, LP. (öMGF Partnersö). MGF Partners is a multi-series limited partnership which invests in high technology ventures, LBO funds, venture and private equity funds, real estate and other financial instruments. MG Financial describes/discloses to all potential Limited Partners of the partnership all fees and interests of MGF II, LLC, the General Partner of the Partnership.

MG Financial and its employees do not have any other relationships or arrangements with other financial service companies that pose material conflicts of interest other than described above.

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

MG Financial has adopted a written code of ethics and insider trading policies and procedures to avoid any potential conflicts of interest involving personal trades for its employees . A copy of this document is available to any client upon written request. MG Financial requires among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the financial industry.
- Place the integrity of the investment profession, the interests of clients, and the interests of MG Financial above one's own personal interests.
- Avoid any situation in which he or she might profit personally, or give the appearance or profiting personally, from MG Financial's facilities or relationships with its clients.
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- Before making any trade on behalf of one's own account, ensure that it is in line with the company trading policies and, as necessary or required, secure guidance from their supervisor or an officer of the Company.
- Comply with all applications provisions of the securities laws. MG Financial's Code of Ethics also requires that employees pre clear certain personal securities transactions and comply with quarterly and annual reporting requirements regarding personal investment accounts.
- All employees are expressly prohibited from engaging in any activity to compete with or compromise the interest of MG Financial, including, but not limited to, performing any unauthorized services for its clients on non-working time that are normally performed by Company personnel, the unauthorized use of any company equipment or resources, and the unauthorized use of application of any confidential trade information or technique.
- Provide a quarterly update of any investment activity to the firm's Compliance Officer.
- Maintain strict confidentiality with regard to any client matters as well as any information MG Financial may obtain regarding investment advisors and other professionals.

Item 12 Brokerage Practices

As stated above, MG Financial typically does not have discretion to buy or sell on the client's behalf without the client's specific prior approval and direction. MG Financial does have discretionary authority over MGF Partners, however, such transactions involve investments in private funds, typically not involving a broker for execution. To the extent a broker is required in any disposition of a security the selection of that broker will be in the discretion of MG Financial. MG Financial will recommend brokers, as appropriate, to meet the client's needs. In these instances, MG Financial will seek not only the best execution of orders after commission costs, but best compliance as well. Consideration will be given to proven integrity and proven financial

responsibility of brokerage firms as well as their demonstrated execution experience and capabilities and the competitiveness of the commission rates they charge. MG Financial does not have any soft dollar arrangements with any outside brokerage or custodian firms.

Item 13 Review of Accounts

Review of Investment Strategies

All accounts will be continuously monitored. As market, economic, tax and the client's personal situation or conditions change, the impact on each account will be assessed. Client strategies are reviewed at different levels on a monthly basis and quarterly basis by the Director of Financial Planning as well as all client service professionals, e.g. Financial Analyst involved in each client account. In addition, on a daily basis client accounts may be reviewed due to changes in the economic environment, tax laws, the client's personal situation or developments with investment managers. If action is required, the necessary analysis will be undertaken and immediate communication with the client will be established to discuss any recommendations, issues, or concerns.

On a monthly basis, each client portfolio will be reviewed with regard to asset allocation, cash flow needs and other issues that may pertain to the specific client. On a quarterly basis, additional reviews are undertaken such as tax planning and coordination of information with the client's CPAs. Client meetings are scheduled as directed by the client's needs; this is generally quarterly or semiannually. Client contact is on an as needed basis and can even be daily during particular transitions (e.g. development or updating of an estate plan, acquisition of personal real estate etc.) or as new developments occur which will have an impact on the client's short or long term financial situation.

Periodic Reporting

Clients receive statements on at least a quarterly basis. This statement includes a review of asset allocation, manager performance vs. appropriate benchmarks, a summary of cash flow analysis, and (as necessary) a commentary. Depending upon the client's circumstances, they may also receive tax analysis, cash flow analysis, reviews of ongoing diversification programs, charitable gift strategies as well as family transfer programs. In some situations a client may receive a shorter report on a monthly basis.

Item 14 Client Referrals and Other Compensation

MG Financial does not directly or indirectly compensate any person for client referrals or receive compensation from any third party for client referrals.

Item 15 Custody

MGF Financial LLC does maintain custody, as defined by the SEC, of advisory client funds, securities or assets. The custody rule under the Investment Advisers Act of 1940 defines custody as "directly or indirectly, client funds or securities, or having any

authority to obtain possession of them.ö The custody definition now includes three examples to clarify what constitutes custody for advisers as follows:

É Possession of client funds or securities, unless an adviser receives them inadvertently. If the adviser returns them within three business days of receipt, custody can be avoided (inadvertent custody).

É Any arrangement which authorizes or permits an adviser to withdraw client funds or securities, e.g., a general power of attorney or direct debiting of advisory fees.

É Any capacity that gives an adviser or supervised person legal ownership or access to client funds or securities.

The custody rule requires that client funds and securities are maintained with õqualified custodiansö which include banks and registered broker-dealers. Clients will receive account statements at least quarterly from these custodians. These statements should be carefully reviewed and compared to quarterly statements delivered by the client's investment manager as well as MG Financial. MG Financial has an annual surprise audit performed by an independent CPA to examine client funds and securities pursuant to (a)(4) of Rule 206(4)-2 of the Investment Advisors Act of 1940.

MGF II LLC is the general partner of MGF Partners LP and ensures that the LP is audited annually by an independent accounting firm in accordance with generally accepted accounting principles (GAAP) by an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB). The audited financial statements are required to be distributed to each investor in the investment pool (or their respective independent representative) within 180 days of the fiscal year-end of the partnership.

Item 16 Investment Discretion.

MG Financial does not typically have discretion over the disposition of client assets. On occasion, MG Financial does instruct the buy or sell of securities on a client's behalf, with client prior approval. When a trade is instructed, all actions are taken after an agreed upon plan of action with the client and with full approval from the client. Upon execution, a client will receive a confirm for any transaction taken on the client's behalf. MG Financial does have discretionary authority over MGF Partners. Limits applicable to a particular investment are as set forth in offering materials governing the applicable series of limited partnership interests.

Item 17 Voting Client Securities

As a Registered Investment Adviser (RIA), MG Financial has a fiduciary duty to act solely in the best interests of our clients. As part of this duty, MG Financial recognizes that in any situation, where it has been delegated authority and responsibility to vote on proxy's for a client's securities, it must do so in a timely manner and make voting decisions that are in the best interests of the client. Proxies are generally voted by the discretionary investment advisor for the client's account or by the client him/herself. It is rare that MG Financial may take on responsibility for voting proxies. In this event, the voting will be discussed with the client in advance and voted according to what we believe to be the best practices. Our Statement on Proxy Voting is provided to each client on an annual basis.

Item 18 Financial Information.

MG Financial has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts. MG Financial does not require payment of more than \$1,200 in fees per client, six months or more in advance.