

KADEMIAN FINANCIAL GROUP, INC.

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**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Kademian Financial Group, Inc. If you have any questions about the contents of this brochure, please contact us at 414-289-9925 or via e-mail at marsha@kademianfg.com. 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.

Additional information about Kademian Financial Group, Inc. and Marsha Kademian are also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Kademian Financial Group, Inc. is 109459 and is 1018201 for Marsha A. Kademian.

Kademian Financial Group, Inc. is a Registered Investment Adviser with the SEC. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

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Description of Services and Fees

Kademian Financial Group, Inc. is a registered investment adviser based in Milwaukee, Wisconsin. We are organized as a Wisconsin corporation and have been providing investment advisory services since 1999. Marsha A. Kademian is our principal owner. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- **Portfolio Management Services**
- **Financial Planning Services**
- **Pension Consulting Services**
- **Selection of Other Adviser**

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. 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.

Portfolio Management Services

We offer discretionary and non-discretionary portfolio management services to our clients and prospective clients. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather from our initial meeting to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. We may also invest your assets using a predefined strategy, or we may invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold, the broker-dealer to be used and the commission rates to be paid for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on your behalf.

We charge an annual fee ranging between 0.20% and 0.75% of your assets under management. However, our fees are negotiated from time to time on size of account and length of relationship. Our portfolio management fee is billed and payable quarterly in advance based on the value of your account at the end of the previous quarter. We may waive our fees for accounts of family members or friends. The services provided and fees are as follows:

Asset Breakpoint Levels	Equity/Balanced Mutual Fund Allocation Advisory Fees (%)	Fixed Income Advisory Fees (%)
First \$1,000,000	0.75	0.25
Next \$1,000,000	0.50	0.20
Over \$2,000,000	Negotiable	Negotiable

We will not require prepayment of a fee more than six months in advance and in excess of \$500 and all services will be completed within three months.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian.
- We send you an invoice showing the amount of the fee, the value of the assets on which the fee is based, and the specific manner in which the fee was calculated.
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts dispersed from your account including the amount of the advisory fee paid directly to our firm.

We believe our advisory fees are competitive however comparable services may be obtained from other investment advisers at a lower price.

You may terminate the portfolio management agreement upon 30 days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Financial Planning Services

We offer broad-based consultative financial planning services to our clients and prospective clients. Financial planning will typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. Once we review and analyze the information you provide to our firm, we may deliver a written plan to you, designed to help you achieve your stated financial goals and objectives. Financial plans may address areas, which include but are not limited to one or all of the following:

1. Retirement Planning – This involves advice with respect to alternatives and techniques for accumulating wealth for retirement income or advice regarding the appropriate allocation of assets following retirement.

2. Investment Planning/Asset Allocation – This involves advice with respect to asset allocation and investment income accumulation techniques. We may evaluate your existing investments' economic and tax characteristics as well as their suitability for meeting your objectives.
3. Insurance Planning – This includes risk management associated with advisory recommendations based on the combination of insurance types that best meet your specific needs, e.g. life, health, disability, and long term care insurance.
4. College Planning - This includes alternatives and strategies with respect to the complete or partial funding of college or other post-secondary education experience.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

The above described services will be offered to all clients and will be provided on an hourly fee basis in accordance with the following fee schedule:

- **Hourly Fees:** We charge a negotiable hourly fee of \$200 for any one of the above listed services. The amount of time spent will depend on the complexity of the request. We require that you pay an initial retainer equal to one-half of the estimated fee in advance of services rendered with the remaining amount due upon completion. An approximate range of hours for consulting services will usually vary from 1 to 20 hours. In the event more consulting hours are required for a specific project, you will be notified in advance. We may also charge you an hourly fee for performing duties associated with ongoing maintenance of an account.

We will not require prepayment of a fee more than six months in advance and in excess of \$500 and all services will be completed within three months

Should a financial plan be created, which results in the sale of insurance, the fees for the financial plan will be waived by the amount of the commission received.

You may terminate the financial planning agreement upon 30 days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Pension Consulting Services

We provide pension-consulting services to employee benefit plans and their fiduciaries based upon an analysis of the needs of the plan. In general, these services may include an existing plan review, asset allocation advice, money management services, investment performance monitoring, ongoing consulting, and/or participant enrollment meetings and education services where we will assist the plan sponsor in providing meaningful information regarding the retirement plan to its participants. These pension consulting services will generally be non-discretionary and advisory in nature. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary.

We charge an hourly rate of \$200, subject to negotiation, as described above in the *Financial Planning Services* section of this Brochure. Alternatively, we may charge a fixed fee for pension consulting services that shall be negotiated on a case-by-case basis depending on the scope and complexity of the services to be provided. We require 50% of the payment at implementation and the remaining balance due upon completion of the contracted service(s).

We may also provide additional types of pension consulting services to plans on an individually negotiated

basis. All services, whether discussed above or customized for the plan based upon requirements from the plan fiduciaries (which may included additional plan-level or participant-level services) shall be detailed in a written agreement and be consistent with the parameters set forth in the plan documents. Our advisory fees for these customized services will be negotiated with the plan sponsor or named fiduciary on a case-by-case basis.

Either party to the pension consulting agreement may terminate the agreement upon 30 days' written notice to the other party. The pension consulting fees will be prorated for the quarter in which the termination notice is given and any unearned fees will be refunded to the client.

Selection of Other Advisers

As part of our investment advisory services, we may recommend that you use the services of a third party investment adviser ("TPA") to manage your entire, or a portion of your, investment portfolio. After gathering information about your financial situation and objectives, we will recommend that you engage a specific TPA or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPA's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will periodically monitor the TPA(s)' performance to ensure its management and investment style remains aligned with your investment goals and objectives.

We do not charge you a separate fee for the selection of other advisers. We will share in the advisory fee you pay directly to the TPA or we may bill you separately based upon our fee schedule stated above in the event we monitor the performance of the TPA.

The advisory fee you pay to the TPA is established and payable in accordance with the disclosure brochure provided by each TPA to whom you are referred. These fees may or may not be negotiable. Our compensation may differ depending upon the individual agreement we have with each TPA. As such, we may have an incentive to recommend one TPA over another TPA with whom we have less favorable compensation arrangements or other advisory programs offered by TPAs with which we have no compensation arrangements.

You will be required to sign an agreement directly with the recommended TPA(s). You may terminate your advisory relationship with the TPA according to the terms of your agreement with the TPA. You should review each TPA's disclosure brochure for specific information on how you may terminate your advisory relationship with the TPA and how you may receive a refund, if applicable. You should contact the TPA directly for questions regarding your advisory agreement with the TPA.

Types of Investments

We primarily offer advice on mutual fund shares and exchange traded funds as well as equity securities. We may also advise you on, warrants, corporate debt securities, investment company securities (variable life insurance, variable annuities, and mutual fund shares) commercial paper, certificates of deposit, municipal securities, U.S. Government securities, options contracts on securities, and interest in partnerships investing in real estate.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of March 1, 2012, we manage \$17,046,403 in client assets on a discretionary basis and \$32,077,153 in assets managed on a non-discretionary basis.

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, fee deduction arrangements, and refund policy according to each service we offer.

Additional Fees and Expenses

As part of our investment advisory services, 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 Brochure.

Compensation for the Sale of Securities or Other Investment Products

Marsha Kademian is licensed as an independent insurance agent with First Allied Insurance Services and earns commission-based compensation for selling insurance products she sells to you. Insurance companies are selected on the basis of their financial strength, reputation and breadth of product offering. All required prospectuses or illustrations would be provided to you prior to completing any transaction. At all times you will have the final say in the selection of an insurance company.

We may from time to time suggest the brokerage services of First Allied Securities, Inc., a registered broker-dealer with whom Ms. Kademian is registered as a representative, or other broker-dealers depending on the client consultation. At all times you will maintain final say in the selection of a broker-dealer. Ms. Kademian receives commissions for providing services in these capacities. Commissions earned by Ms. Kademian are separate and in addition to our advisory fees. This practice presents a conflict of interest because Ms. Kademian may have an incentive to recommend insurance or securities products to you for the purpose of generating commissions rather than solely based on your needs. At our discretion, we may offset our financial planning fees to the extent Ms. Kademian earn commissions in his separate capacity as an insurance agent and Ms. Kademian will not charge you commissions on securities transactions for whom the firm charges investment advisory fees for managing such assets. You are under no obligation, contractually or otherwise, to purchase commission-based products through Ms. Kademian.

We obtain investment advisory services and managed money products from Lockwood Advisors, Inc., an affiliate of Pershing, LLC, each of which are subsidiaries of the Bank of New York Mellon. Ms. Kademian may utilize these services and products to provide clients access to investment advisory services. Clients who utilize Lockwood Advisors' Managed Account Link and Mutual Fund Link programs will contract with Lockwood Advisors, Inc. for such services and programs. We may collect certain financial information regarding clients and make that information available to Lockwood. You are referred to the Lockwood ADV, Part II (wrap fee brochure) for a complete discussion and disclosure regarding its programs.

You may participate in programs offered by Charles Schwab & Co., Inc. ("Schwab"), including, but not limited to, Managed Account Marketplace. Under this program client accounts will be managed by a third party manager not affiliated with Adviser or Schwab. Schwab will act as a broker-dealer and custodian of client accounts, effecting transactions as instructed by the third party manager, and third party manager will charge a fee for its services separate from fees charged by Adviser and Schwab. You will be notified of the total fees changed before you begin this program. We may recommend such third party managers to you at our discretion.

Any material conflicts of interest between you and our firm, or our employees are disclosed in this Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Brochure.

Types of Clients

Form ADV Part 2A, Item 7

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

We generally do not require a minimum 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

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Fundamental Analysis** – involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- **Long Term Purchases** – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- **Short Term Purchases** – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- **Margin Transactions** – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.
- **Options Trading** – a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

Our investment strategies and advice may vary depending upon each client'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.

Margin accounts present special risks because you can lose more money than you deposit in your account. Additionally, the custodian can force the sale of securities in your account and can sell securities without contacting you.

The trading of options may be highly speculative and may entail more risk than those present when investing in other types of securities. Prices of options are generally more volatile than prices of other types of securities. When trading in options, you may run the risk of losing the entire investment in a relatively short period of time. In more risky options strategies, an investor could theoretically have an unlimited risk of loss.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

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 and Exchange Traded Funds (ETFs) and equities for client investments. You should be advised that investing in these types of securities involves risks including the occurrence of a severe market decline in one or more financial markets, risk of economic contraction or decline and inflation or deflation. When appropriate, we may recommend "no-load" mutual funds to you in order to minimize your costs.

Mutual funds and exchange traded 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 and ETFs 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. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs 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

Neither Kademian Financial Group, Inc. nor Marsha Kademian have any disciplinary information to disclose.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

See Compensation of the Sale of Securities or Other Investment Products under the Fee and Compensation section of this brochure.

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 Marsha Kademian, at 414-289-9925 or via e-mail at marsha@kademianfg.com.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Please refer to the "Brokerage Practices" section in this Brochure for information on our block trading practices.

A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Brokerage Practices

Form ADV Part 2A, Item 12

We maintain relationships with First Allied Securities, Inc. While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. We believe that recommended broker-dealers provide quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by recommended broker-dealers, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm.

In selecting or recommending a broker-dealer, we will consider the value of research and additional brokerage products and services a broker-dealer has provided or will provide to our clients and our firm. The research products and services that we may receive from brokerage firms may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to the firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers who utilize these firms, and are not considered to be paid for with soft dollars. However, the commissions charged by a particular broker for a particular transaction, or set of transactions, may be greater than the amounts another broker who did not provide research services or products might charge.

Because such services could be considered to provide a benefit to our firm, we may have a conflict of interest in directing your brokerage business. We could receive benefits by selecting a particular broker-dealer to execute your transactions, and the transaction compensation charged by that broker-dealer might not be the lowest compensation we might otherwise be able to negotiate.

Brokerage for Client Referrals

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

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you. Clients are encouraged to discuss available alternatives with their advisory representative.

Block Trades

Generally, for discretionary accounts, the Firm will aggregate orders with respect to the same security purchased for different clients. When orders are aggregated, each participating account receives the average share price for the transaction and bears a proportionate share of all transaction costs, based upon each account's participation in the transaction, subject to the Firm's discretion depending on factual or market conditions. Clients participating in block trading may include proprietary or related accounts. Such accounts are treated as client accounts and are neither given preferential nor inferior treatment versus other client accounts. Allocations of orders among client accounts must be made in a fair and equitable manner.

The Firm generally aggregates client transactions for discretionary accounts, but it may not aggregate transactions for non-discretionary accounts. Accordingly, clients are hereby advised that non-discretionary accounts may receive different prices for the same securities transactions than discretionary accounts. Additionally, clients who enter non-discretionary arrangements with the Firm may not be able to buy and sell the same quantities of securities and may be charged higher commissions or fees than clients who enter into discretionary arrangements.

Review of Accounts

Form ADV Part 2A, Item 13

Review of Accounts

Marsha Kademian will monitor portfolio management accounts on a continuous basis and will conduct an internal review of accounts on at least an annual basis. Triggering factors that may stimulate a review include, but are not limited to:

- significant market corrections,
- large deposits or withdrawals from an account,
- substantial changes in the value of a client's portfolio,
- a change in your investment objectives,
- year-end tax planning, and/or,
- security specific events.

We will review and update financial plans upon your request. Reviews and updates to a written financial plan may be provided at no additional charge if you have retained us to provide portfolio management services. Otherwise, we will charge you the then current hourly rate.

Reports to Clients

We will provide you with statements and information on your account holdings upon your request. In addition, you will receive statements directly from the account custodian(s) on a monthly basis. Additionally, where a TPA is used, the clients will receive quarterly performance reports from the TPA.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

Compensation for Client Referrals

We do not compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals.

Other Compensation

As disclosed under the "Fees and Compensation" section in this Brochure, Marsha Kademian is a licensed insurance agent, futures broker, commodities trading adviser and registered representative. Ms. Kademian receives commissions for providing services in these capacities.

Custody

Form ADV Part 2A, Item 15

We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent qualified custodian. We directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. You will receive account statements from the independent qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should compare the account statement received from the custodian with any statements you receive from us.

If you have a question regarding your custodial statement or did not receive your statement, please contact Marsha Kademian at 414-289-9925 or via e-mail at marsha@kademianfg.com.

Investment Discretion

Form ADV Part 2A, Item 16

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a power of attorney, and/or trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s), the broker-dealer to be used and the commission rates to be paid without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s).

Voting Client Securities

Form ADV Part 2A, Item 17

We will not vote proxies on behalf of your advisory accounts. 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 do not have any financial condition that is reasonably likely to impair our ability to meet contractual commitments to you.

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 not 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 Marsha Kademian at 414-289-9925 or via e-mail at marsha@kademianfg.com if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be maintained by either our firm or the executing broker-dealer and you will not keep the profit.

MARSHA A. KADEMIAN

KADEMIAN FINANCIAL GROUP, INC.

111 East Kilbourn Avenue Suite 1850

MILWAUKEE, WI 53202

414-289-9925

marsha@kademianfg.com

3/1/2012

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Marsha Kademian that supplements Kademian Financial Group, Inc.'s brochure. You should have received a copy of that Brochure. Please contact Marsha Kademian at 414-289-9925 or via e-mail at marsha@kademianfg.com if you did not receive Kademian Financial Group, Inc.'s brochure or if you have any questions about the contents of this Supplement.

Additional information about Marsha Kademian is available on the SEC's website at www.adviserinfo.sec.gov. Ms. Kademian's CRD number is 1018201.

Educational Background and Business Experience

Year of Birth: 1950

EDUCATION:

University of Wisconsin, Madison, Wisconsin

Bachelor of Arts Journalism

University of Wisconsin, Madison, Wisconsin

Master of Business Administration

BUSINESS BACKGROUND:

6/99 to Present

Kademian Financial Group, Inc.

Registered Investment Adviser

Position: President/Financial Adviser

8/81 to 5/99

Merrill Lynch

Financial Services/Brokerage

Position: Vice President/Financial Consultant

EXAMINATION/PROFESSIONAL DESIGNATIONS:

Series 7

Series 24

Series 63

Series 65

Licensed Insurance Agent

Disciplinary Information

Ms. Kademian has no disciplinary information to disclose.

Other Business Activities

Ms. Kademian is licensed as an independent insurance agent and earns commission-based compensation for selling insurance products. This practice presents a conflict of interest because Ms. Kademian may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. At our discretion, we may offset our financial planning fees to the extent Ms. Kademian earn commissions in her separate capacity as an insurance agent. You are under no obligation, contractually or otherwise, to purchase commission-based products through Ms. Kademian.

Insurance companies are selected on the basis of their financial strength, reputation and breadth of product offering. All required prospectuses or illustrations would be provided to you prior to completing any transaction. At all times you will maintain the final say in the selection of an insurance company.

Broker-dealers are selected on the basis of their financial strength, reputation and breadth of product offering. All required prospectuses or illustrations would be provided to you prior to completing any transaction. At all times you will maintain the final say in the selection of a broker-dealer.

Ms. Kademian is a registered representative of a registered broker-dealer, First Allied Securities, Inc. Commissions earned by Ms. Kademian are separate and in addition to our advisory fees. At all times you will maintain final say in the selection of a broker-dealer.

Additional Compensation

Marsha Kademian does not receive any additional compensation beyond the fee-based compensation he receives and as described in this brochure supplement.

Supervision

Marsha Kademian is the sole principal of the firm and she is not supervised by other persons. Ms. Kademian is the only Associated Person at the Firm. Ms Kademian supervises clerical and administrative staff at the Firm.

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

Marsha Kademian has never been the subject of a bankruptcy petition, arbitration claim or any disclosable regulatory, civil or administrative proceeding.