

Item 1 – Cover Page

Money Professionals LLC

625 East Romana Street Pensacola, Florida 32502-6111

Phone: 850-433-5830

Email Address: info@moneyprofessionals.net

Website: www.moneyprofessionals.net

**September 1,
2011**

FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of Money Professionals LLC. If you have any questions about the contents of this brochure, please phone us at 850-433-5830 or email us at info@moneyprofessionals.net. 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 Money Professionals LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Money Professionals LLC is #132080.

Money Professionals 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.

Item 2 – Material Changes

This filing of our ADV Part 2 or “Disclosure Brochure”, dated September 1, 2011, reports the addition of a second primary custodian, Trust Company of America.

Item 3 – Table of Contents

Item 1 – Cover Page	
Item 2 – Material Changes	i
Item 3 – Table of Contents.....	ii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9 – Disciplinary Information	13
Item 10 – Other Financial Industry Activities and Affiliations	14
Item 11 – Code of Ethics	15
Item 12 – Brokerage Practices	16
Item 13 – Review of Accounts.....	19
Item 14 – Client Referrals and Other Compensation.....	21
Item 15 – Custody.....	22
Item 16 – Investment Discretion.....	23
Item 17 – Voting Client Securities (i.e., Proxy Voting).....	24
Item 18 – Financial Information	25

Item 4 – Advisory Business

Money Professionals LLC (“MP LLC”) is a **fee-only** investment advisory firm. The firm began operations in 2004, and is owned 100% by Donna K. Jordan.

We provide financial planning, consulting and investment management services to individuals, trusts, estates, charitable organizations, corporations and other business entities. Our services are compensated on a fee-only basis, which may include hourly and/or fixed fees as well as fees based on the value of assets under management.

Prior to engaging our firm, you will be required to enter into one or more written agreements with us, setting out the terms and conditions under which we will provide our services.

Also, prior to entering into an engagement with our firm, you will be provided with a copy of our Privacy Policy Notice; a summary of our Code of Ethics; and a summary of our Business Continuation Plan.

Financial Planning Services:

MP LLC may provide a range of comprehensive or limited-scope financial planning services, for which we will charge a fixed engagement fee or an hourly fee which is further defined in Item 5 of this brochure. This engagement may include investment or non-investment related matters. You must sign a Financial Consulting Agreement with our firm prior to our beginning the planning engagement.

In performing our planning services, we will rely on information you provide. We will not be required to verify any information received from you or any of your professional advisors (e.g. attorney, accountant, banker, etc.)

We may recommend additional services offered by our firm or by other professionals to assist you in implementing our planning solution recommendations. You should be aware that a conflict of interest exists if we recommend our own services. You, however, retain absolute discretion over all implementation decisions. You are free to accept or reject any recommendation that we may make during our planning engagement. You may engage the further services of any recommended professional, including our firm.

During the planning engagement it is your responsibility to promptly notify us if there is a material change in your financial situation, goals and objectives or concerns.

In the event you decide to engage our firm to provide ongoing investment management services, these services will be provided on a fee basis, determined by an agreed upon percentage of the market value of the portfolio assets being managed by our firm. (See Item 5 for further details regarding our management fee structure.) Prior to our acceptance of this engagement, you will

be required to enter into a separate Discretionary Investment Management Agreement with our firm.

Neither you nor MP LLC may assign the Financial Consulting Agreement without the written consent of the other party.

Investment Management Services:

We also offer investment management services. Portfolios are generally managed on a ***discretionary*** basis. This means our firm will determine the specific securities to be bought or sold in your account, as well as the timing of any security transactions. A Discretionary Management Agreement must be signed prior to beginning our investment management engagement. This Agreement outlines the terms and conditions of our relationship and the responsibilities of each party.

In addition, each management engagement begins with a ***due diligence process*** in which we seek to identify

- your goals and concerns
- your time horizon
- your personal investment characteristics
- your risk tolerance.

Based on this due diligence process, we will recommend an appropriate asset allocation for you. If you agree with our portfolio design, we will jointly sign an ***Investment Policy Statement*** that identifies the goals, time horizon and basic allocation guidelines under which the portfolio will be managed. Each client account is managed independently and according to the IPS of the client.

If you wish to impose special restrictions regarding security selection or security transactions, these restrictions must be accepted by us, and will be acknowledged by both parties as a part of the Investment Policy Statement.

You may make additions to and withdrawals from the managed Accounts at any time. Additions may be in cash or securities; however, we reserve the right to liquidate any securities transferred into the portfolio or to decline to accept particular securities into your Account. Also, there may be ramifications that you should consider in transferring securities from another Broker/Custodian, such as transaction fees by the former Broker/Custodian; fees assessed at the investment level (i.e. mutual fund or annuity contingent deferred sales charges) and/or tax implications.

You may withdraw Assets from the managed Account(s) by providing us instructions to do so. However, our managed portfolios are constructed as long term investments and unplanned asset withdrawals may impair the achievement of your investment objective and/or increase the overall risk of the portfolio. All withdrawals are subject to customary securities settlement procedures.

Either party may terminate the Agreement upon 30 days' written notice to the other.

You should advise us promptly if there are ever any changes in your personal or financial situation or your investment objectives.

Neither you nor MP LLC may assign the Discretionary Investment Management Agreement without the consent of the other party.

Although it is not our normal practice, non-discretionary management engagements may be accepted based on specific advisor/client written agreement. Non-discretionary Management services will require the execution of Financial Consulting Agreement. These engagements will be handled on an annual retainer or hourly basis, with the annual fee determined by the dollar value and the complexity of the portfolio (further discussed in Item 5).

Assets Under Management by Our Firm:

Discretionary assets under management as of 12/31/2010 were \$36,019,000. As of 12/31/2010, our firm did not have any non-discretionary accounts under management.

Item 5 – Fees and Compensation

Fees for Financial Planning Services:

Our fees for financial planning services are negotiable. They can be structured as a fixed fee or an hourly fee. Fixed fees will generally range from \$500 to \$5,000 per engagement, depending on the level and scope of the services. Hourly fees are at a rate of \$150 per hour with a minimum financial planning engagement fee of \$500.

As previously stated in Item 2, Non-Discretionary Investment Management Services will generally be compensated on an annual retainer basis. Annual retainers are negotiable, and will be determined on a case-by-case basis, depending on the level and scope of discretionary services requested; the anticipated research and meeting time; as well as the size and complexity of the investments to be managed. Minimum Non-Discretionary annual retainer is \$1,000.

Alternatively, we may agree to provide non-discretionary investment advice on an hourly basis. The hourly fee will be \$150 per hour, with a \$1,000 annual minimum.

A portion of the estimated fee for financial planning or non-discretionary investment management services (generally 50%) may be required when the Financial Consulting Agreement is signed. The balance of the fee will be due upon the delivery of the summary, plan, analysis; or upon the completion of contracted services, as defined in the Financial Consulting Agreement.

Either party may terminate the Financial Consulting Agreement upon written notice to the other. In the event the engagement is terminated prior to completion, unearned fees (if any) will be refunded. Earned fee will be calculated based upon the percentage of the job completed, if on retainer basis, and upon the number of hours expended on the project @ \$150 per hour, if on an hourly basis.

Fees for Discretionary Investment Management Services:

For our Discretionary Management Services, we are compensated based on a percentage of the market value of the assets that we are managing. The fees are negotiable and are established by mutual agreement between you and our firm, based on the dollar value and the complexity of the portfolio.

Annual fees for new accounts range from .75% to 2.00% of the managed portfolio value. Prior-negotiated fees for existing accounts may be greater or lesser than this range. The Management Agreement executed by both you and your MP LLC advisor identifies the agreed-upon fee schedule. The annual Management Fee shall be prorated and charged monthly, in arrears, based the average daily balance (end of day) for Trust Company of America accounts; or end-of-month valuations, including accrued interest, adjusted and prorated for cash flows into and out of the account for Charles Schwab accounts.

While we do not generally recommend the use of margin accounts, in limited instances, you may have margin accounts prior to engaging us for Investment Management Services. In these limited circumstances, when your account will utilize margin, our Management fees will be calculated on the gross value of the Account.

As a condition for starting and maintaining a relationship with our firm, we will generally impose a minimum managed portfolio account size of \$500,000. We may, at our sole discretion, waive this minimum based on certain factors such as anticipated future portfolio additions; dollar amount of assets to be managed; related accounts; account composition; pre-existing client relationship; account retention; or pro bono activities.

In addition to the monthly investment management fee, we may also charge a one-time initial set up fee for portfolio design and implementation, if so identified and agreed upon in the Management Agreement. This fee will be calculated based on the value of the portfolio and will be limited to a maximum of 1% of the value of the portfolio with a maximum fee of \$2500. If applicable, you may elect to be billed directly for this set-up fee, or you may elect to have this fee deducted from your managed account, along with the first monthly investment management fee, following the process previously described in this section.

Our managed accounts are generally held at Charles Schwab and Co. (“Schwab”) or Trust Company of America, (“TCA”), as further discussed in Item 12. In our Discretionary Investment Management Agreement, you authorize us to invoice Schwab and/or TCA monthly for our Management Fees, which will be deducted from your account(s). The Management Fees will be detailed along with any other account expenses, in your monthly account statement from Schwab and/or TCA. Schwab and/or TCA will not determine whether the Management Fee is accurate or properly calculated. It is your responsibility to review your statement on a regular basis. Any noted errors should be promptly reported to MP LLC.

We cannot increase your Management Fees without prior written notification to you.

In addition to our management fee, you may also incur certain charges that are determined and imposed by unaffiliated third parties. Such charges include, but are not limited to:

- Custodial Fees
- Brokerage commissions or transaction fees
- Charges imposed directly a mutual fund, index fund or exchange traded fund/ note, or other investment as disclosed in fund’s prospectus (e.g. fund management fees, 12b-1 fees, and other fund expenses)
- Fees imposed by variable annuity providers as disclosed in the annuity contract and/or prospectus (e.g. deferred sales charges, 12b-1 fees; early redemption fees, mortality or extended benefit rider charges)

Our firm does not receive any portion of these fees. We do not pay or receive fees for client referrals.

Item 6- Performance-Based Fees and Side-By-Side Management

Our firm does not charge performance-based fees; that is, fees based on a share of the capital gains or capital appreciation of the managed assets.

Item 7 – Types of Clients

Our investment advisory and/or financial planning services may be offered to individuals, retirement plans, trusts, estates, charitable organizations, and business entities.

As stated in Item 5, as a condition for starting and maintaining a relationship with our firm, we will generally impose a minimum managed portfolio account size of \$500,000. We may, at our sole discretion, waive this minimum based on certain factors such as: anticipated future portfolio additions; related accounts; account composition; pre-existing client relationship; or pro bono activities.

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

OUR FIRM’S INVESTMENT PHILOSOPHY

It is the goal of your MP LLC Advisor to manage your portfolio consistent with your goals and objectives, as well as your identified Risk Tolerance (as described further below). Our portfolio management process seeks to ensure that you are dealt with fairly; that any investments made in your account(s) are suitable for you; and are consistent with the disclosures that we have made to you.

We do not use “model” portfolios. The design and content of your portfolio will be unique, based on a number of factors, including, but not limited to the following:

- your personal and financial goals
- your age and risk tolerance
- your investment time horizon
- your investment objective(s)
- your cash flow needs
- the nature and timing of your anticipated investment transactions and cash flows
- your income; assets; liabilities; and financial responsibilities
- your income tax status
- the current economic environment
- any other applicable considerations

Within your managed portfolio, we may use a variety of types of investments, to include: mutual funds (open and closed end); exchange traded funds and notes; individual stocks and bonds; unit investment trusts; real estate investment trusts; investment partnerships; annuities; certificates of deposit; and cash and cash equivalents.

Similar accounts may contain the same or similar investments, but no account will be managed identically to any other account; nor can it be expected that performance within similar accounts will be identical.

All investments are selected based on an assumed long term investment strategy and based on your identified Risk Tolerance, Time Horizon, and Portfolio Objective, as acknowledged in the mutually agreed upon Investment Policy Statement (discussed further below) as well as applicable market and economic conditions.

Each MP LLC Advisor makes the specific investment decisions for her/his clients.

DATA-GATHERING / SUITABILITY:

In order to provide the best financial solutions, we will need to be sure that we have learned all pertinent personal and financial information about you. You will provide this information to us through a data gathering process that usually consists of one or more interviews.

During the data gathering process, we will also seek to understand your willingness and capacity to bear the various risks associated with investing (further described below).

IDENTIFYING LIFE AND INVESTMENT GOALS:

It is important for us to understand your short, intermediate and long-term financial goals. Lifestyle choices can impact financial success and may determine whether or not your investment goals are realistic and achievable. Our investment strategies generally anticipate a long-term investment horizon (five years or more) and we do not recommend short-term speculative investments or margin transactions.

INVESTMENT RISK AND YOUR RISK TOLERANCE EVALUATION:

All investments have risk. For each investment there is a risk-return tradeoff, which is the relationship between the expected return and the risk that particular investment may have. Generally, higher risk investments potentially yield a higher return. Different investments vary in terms of the amount and type of risk that is involved.

The two broad types of investment risk are:

- *Losing Money (Investment Risk)*
- *Losing Buying Power (Inflation or Interest Rate Risk)*

Some investments are subject primarily to one of these risks; others are subject to both risks. For example, when we invest in cash or fixed-income securities such as certificates of deposit (CDs), fixed annuities, or bonds, you may face inflation risk. This means that you may not earn enough over time to keep pace with the increasing cost of living. On the other hand, for investments for which there is no guarantee of principal (such as stocks and bonds) you face the risk that you might lose some or all of your principal, which can happen if the price falls and the security is sold for less than you paid for it.

Beyond the broad categories of investment and inflation/interest risk, there are other risks that we must consider, which include, but are not limited to:

- Liquidity risk is the possibility that the investment must be held for a specific time period and/or would not be able to be sold quickly. This risk generally applies to real estate and other structured holdings such as limited partnerships.
- Currency risk is the risk that relates to the interaction of various world currencies. This risk impacts both income and growth investments and can either increase or decrease your investment return.
- Political risk is the possibility that instability in one or more regions of the world will impact investment markets both in the US and abroad.

All MP LLC portfolios are diversified (invested in a number of different investments) in order to help protect against the risk of a single security or class of security.

It is extremely important that we understand your willingness and capacity to bear any or all of these risks before we begin the investment allocation/selection process. Investing in securities involves risk of loss that you should be prepared to bear. We will engage you in a structured Risk Tolerance Evaluation as part of our Data/Goal evaluation in a new client relationship. This will consist of information you provide in our interview(s) and in the completion of a Risk Tolerance Questionnaire that we will provide. Each advisor determines the nature and scope of the Risk Tolerance evaluation. The results are then used to help structure your initial Investment Policy Statement.

INVESTMENT POLICY STATEMENTS:

As a part of each managed portfolio relationship MP LLC advisers develop a specific ***Investment Policy Statement ("IPS")*** for each client that identifies the assumed risk tolerance; time horizon; portfolio objective(s); and anticipated broad investment categories that will be used in making our investment decisions. This IPS is constructed based on the personal and financial data and Risk Tolerance information that we have obtained from you during our data gathering process.

The IPS will also identify the broad ***Asset Allocation goals*** for the portfolio. This is the percentage of your assets that will be allocated to the various investment classes. MP LLC uses asset allocation in order to manage certain types of risk. Different categories of investments respond to changing economic and political conditions in different ways. Including different asset classes in your portfolio increases the likelihood that some investments will be providing satisfactory returns even if there are other investments that are flat or are losing value.

First, your portfolio will be identified as having one of three broad Investment Objectives:

- **Growth** – There are no anticipated portfolio withdrawals and your primary objective is long-term growth. Investments will be selected for their appreciation potential. You can anticipate short-term volatility over the investment period. Risk tolerance is generally identified as Moderately Aggressive to Aggressive.
- **Income** – The primary objective of this type of account is the creation of income. Regular withdrawals now or in the near future are anticipated. An important factor for investment selection will be the creation of income (dividends and interest) based on the specific withdrawal rate you identify. Stability of principal and limited short-term volatility are considered important. Risk tolerance is generally identified as Conservative to Moderately Conservative.
- **Balanced** – The portfolio has a dual objective of Income and Growth. You anticipate limited potential short or intermediate term portfolio withdrawals, but are targeting the growth of the portfolio as a significant objective. Risk Tolerance is generally identified as Moderately Conservative to Moderately Aggressive. Short-term volatility may be tolerated but only in keeping with potential income needs.

Based on the objective identified, we then move to the first level of allocation process where we divide portfolio assets between three major investment categories:

- *Cash*
- *Fixed Income Investments (certificates of deposit, bonds, fixed annuities, etc.)*
- *Growth /Equity Investments (stocks, real estate, commodities, etc.)*

The target allocation among these categories will be identified on your Investment Policy Statement, as well as a reasonable target long-term return for your portfolio.

The initial IPS is discussed and agreed upon between you and your MP LLC Advisor before any investment decisions are implemented. Your Advisor will then select and implement the final portfolio allocation and provide ongoing management of the portfolio based on the guidelines established within the IPS.

We also understand that your goals and risk tolerance may change over time, based on your personal circumstances and the overall economic conditions. For this reason, it is important that we periodically re-assess the initial IPS for any changes that may be needed. It will be your responsibility to advise our firm if there have been any changes to your goals, financial status, time horizon, or risk tolerance.

INVESTMENT SELECTION PROCESS:

We believe that the risk-return profile of a portfolio depends not only on the specific securities selected, but also on their mixture / allocation and their degree of correlation; that is, whether or not they behave similarly or differently under changing market conditions.

In the next step in the allocation process we identify appropriate subclasses within each of the three major categories. For example, in the Fixed Income allocation, we may select investments from different issuers (e.g. the US government, state and local governments, banks and corporations). We may also consider holdings with different holding periods and/or staggered or “laddered” maturity dates. Within the Growth/Equity category, we may include holdings of different sized companies, as well as companies that represent different sectors of the economy (such as technology, pharmaceutical or utility companies). In all categories, we may select both domestic (US) and non-domestic securities.

For specific investment selection within the subclasses, a number of factors are considered by the Advisor. Within each category, we may use individual securities or pooled investments. Pooled investments include mutual funds, exchange traded funds, unit investment trusts and subaccounts of variable annuities. These investment vehicles include a larger number and variety of investments than could be purchased separately; thus spreading the risk.

The investment selection process also considers the past performance of an investment (both short and long term). **While past performance never guarantees what will happen in the future it is still an important tool in assessing investment options.** MP LLC utilizes various charting / tracking programs and services as well as fundamental and technical analysis to assist us in evaluating the past and potential future performance of a security.

Further, our specific selection of investments will depend on your tax bracket, your identified need for current income and your ability to bear the various associated risks.

Except as otherwise provided by law, we are not liable for any investment loss that you may suffer while your account is under management, so long as we are acting in good faith with the degree of care, skill, prudence and diligence that one acting in a fiduciary capacity would use.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the advisory business or the integrity of Money Professionals, LLC, or any of its management.

Item 10 – Other Financial Industry Activities and Affiliations

No Money Professionals LLC persons are registered or have application pending to register as a broker-dealer or registered representative of a broker-dealer.

No Money Professionals LLC persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Money Professionals LLC has NO relationship or arrangement that is material to its advisory business or to our clients with any of the following:

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- other investment adviser or financial planner
- futures commission merchant, commodity pool operator, or commodity trading advisor
- banking or thrift institution
- accountant or accounting firm
- lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer
- sponsor or syndicator of limited partnerships.

MP LLC Advisor and Principal, Donna K. Jordan, through her sole proprietorship, Jordan Financial Services, is a licensed insurance agent and in such capacity may recommend on a fully disclosed commission basis the purchase of certain insurance products. MP LLC Advisor does not sell such insurance products to its investment advisory clients. However we do permit Donna K. Jordan in her individual capacity as a licensed insurance agent to sell insurance products; and in limited instances to its investment advisory clients. A conflict of interest exists to the extent that MP LLC recommends the purchase of insurance products where Donna K. Jordan receives insurance commission or other additional compensation. However, these instances are generally limited to investment advisory clients with whom Donna K. Jordan had an existing insurance product placement relationship, prior to the investment advisory relationship. In all such cases, we advise our clients that commissions could be received for the products purchased and advise them of their freedom to do business elsewhere.

Also, Donna K. Jordan is also compensated as an adjunct instructor for Florida State University. She may also offer teaching or instructive sessions on a contract basis for corporate clients.

Item 11 – Code of Ethics

MP LLC has adopted a Code of Ethics that describes the standards of conduct expected of its Advisors and employees. Our Code of Ethics also requires compliance with all applicable securities laws.

Our policies and procedures are designed to protect your privacy and to prevent the unlawful use of material non-public information.

Our Code of Ethics also requires that certain MP LLC personnel (called “Access Persons”) regularly report their personal securities holdings and transactions. They are also required to obtain pre-approval for certain investments such as Initial Public Offerings or limited offerings. At all times, with regard to any trading activity, your interests will prevail over the interest of our advisors and staff.

You may contact MP LLC to request a complete copy of our Code of Ethics, free of charge.

Our firm does not recommend to clients or buy or sell for client accounts securities in which our firm or any of its principals has a material financial interest.

MP LLC’s advisors and officers (also known as “related persons”) may buy or sell for their personal accounts, securities that are also purchased for client accounts. These purchases by related persons may or may not be conducted at or about the same time that the securities are purchased for client accounts. Since trading in the same securities as those recommended to clients may create conflicts of interest, MP LLC’s employees are required to follow our Code of Ethics which is designed to assure that the personal securities transactions activities and interests of MP LLC employees will not interfere with making decisions in the best interest of our advisory clients. Provisions in our Code of Ethics pertaining to personal trading of employees include the following:

- Employees are expected to purchase or sell a security for their personal accounts only after trading of that same security has been completed in client accounts.
- No MP LLC employee may trade securities on the basis of material nonpublic information.
- MP LLC employees are required to obtain approval from the Chief Compliance officer before investing in certain types of transactions such as an initial public offering or a private placement.
- When participating in the allocation of a block of stock purchased or sold at multiple prices for clients, no MP LLC employee can allocate stock to his/her own account at a more favorable price than any client received.

Item 12 – Brokerage Practices

Primary Custodian/Broker-Dealer Selection:

It is the policy of MP LLC to select at least one primary Custodian/Broker-Dealer that provides the overall best execution (in terms of cost and value of the transaction) for your account(s). The factors that we would consider include, but are not necessarily limited to the following:

- Quality and promptness of overall execution services
- Commission and transactions fees
- Financial status, credit-worthiness and business reputation
- Promptness and accuracy of execution and reports
- Facilities including any software or hardware provided to assist with client transactions and account servicing
- Expertise in providing investment inventories
- Quality of trading platforms and procedures
- Quality of customer service and back-office support provided

Unless you direct otherwise, discretionary managed accounts are held at Charles Schwab and Co / Institutional Division (“Schwab”) and/or Trust Company of America (“TCA”). Our decision regarding the selection of a custodian/brokerage service provider is based on appropriate due diligence and comparative market review for available custodians. Not all advisors require their clients to maintain accounts at a specific custodial firm.

MP LLC may receive from Schwab and/or TCA (without cost) computer software and related systems support which allow us to better monitor your accounts maintained at Schwab and/or TCA. We receive these support services without cost because we provide investment management services to clients that maintain assets at Schwab and/or TCA. These benefits are not contingent upon any particular type or level of trading activity or use of any specific products.

Specifically, MP LLC may receive the following benefits through Schwab’s Institutional division and/or TCA:

- Receipt of duplicate client confirmations and bundled duplicate statements
- Research reports and materials, including bulletins on compliance regulations
- Daily electronic downloads of account balances and transactions
- Access to a trading desk that exclusively service Schwab Institutional and/or TCA participants
- Access to “block” or “omnibus” trading which gives us the ability to make aggregate securities transactions and then allocate shares to or from client accounts
- Access to an electronic communication network for client order entry and account information.

Generally, many of these services may be utilized to service all or a substantial number of our

clients' accounts. Educational, research, or other services provided by Schwab and/or TCA may benefit all of MP LLC's clients or may benefit only some clients. While as a fiduciary, MP LLC endeavors to act in its clients' best interests, our recommendation that clients maintain much of their assets in accounts at Schwab and/or TCA may be based in part on the benefit to our firm of the availability of some of the foregoing products and services, and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, and this may create a potential conflict of interest. MP LLC's clients may, therefore, incur higher costs than those charged by other discount brokers. However, we believe, in good faith, that the commission is reasonable in relation to the value of the services received. In making this determination, we have considered factors other than the lowest possible cost. Factors considered include whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Also, please note that we prefer to recommend custodians who possess significant size and financial resources, for purposes of enhanced safety of clients' funds. For all of these reasons, the lowest cost custodian for clients may not be recommended to clients by MP LLC.

We are not affiliated with Schwab or TCA, nor do we receive any portion of the brokerage commissions and/or fees charged to you by Schwab, TCA or by any other Broker/Custodian utilized for your account(s).

MP LLC does not receive client referrals from Charles Schwab or TCA or any third party.

Client-Directed Selection of Custodian/Broker-Dealer

If you wish to place under our management certain accounts that do not allow the flexibility of Broker/Custodian selection (i.e. employer-sponsored 401k, 403b accounts; 529 accounts; variable annuity accounts) you may direct us in writing to use another custodian/brokerage firm. In that case, we will not negotiate terms and arrangements for the account(s) with that broker-dealer/custodian. However, some advantages available through our relationship with Schwab and TCA, such as better execution services or prices, may not be available through other custodians and could result in your paying higher commissions or other transaction costs. In addition, there could be a more limited selection of investment options and less favorable prices for investment transactions.

MP LLC may decline your request to direct brokerage in our sole discretion if we determine that such directed brokerage arrangements would result in additional management difficulties or a less favorable relationship or investment result.

Aggregate Purchase or Sale of Securities:

The transactions we execute in your account(s) will generally be handled independently from transactions we handle for other clients. However, we may elect to purchase or sell the same security for several clients at approximately the same time. In such case, we may choose to

combine or “batch” these orders together. We do this because it may help us to obtain best execution price and timing, as well as more favorable trading fee rates than might have resulted from our placing all of the orders separately.

Under this procedure, we will generally allocate price and securities/cash among the applicable client accounts on a pro-rata basis at an average share price. In the event that a prorated allocation is not appropriate or would result in an unfair advantage to one or more clients under the particular circumstances, we may elect to allocate differently. In this case, the allocation will be made based on all relevant factors which may include but are not limited to the following:

- Trading cost fairness
- Liquidity needs of respective accounts
- Existing portfolio allocations of similar investments

However, at all times, our allocation decision will be in keeping with all applicable execution rules and guidance as provided under the Advisers Act and by the Securities and Exchange Commission.

Item 13 – Review of Accounts

Financial Planning Services and Non-Discretionary Investment Advisory Reporting:

One or more written reports summarizing the Advisor's analysis and conclusions will be provided to Financial Planning Services clients, and Non-Discretionary Investment Advisory clients, in accordance with engagement, as defined the Financial Consulting Agreement. The report is prepared and delivered by the MP LLC account Advisor.

Ongoing monitoring or future plan reviews would be initiated by the request of the client and would be defined and authorized in the Financial Consulting Agreement and any future Amendments.

Discretionary Investment Management Accounts:

For discretionary investment management clients, MP LLC monitors portfolios as a part of an ongoing process. For example, all account transactions (including deposits, withdrawals, purchases, redemptions, expenses, etc.) are reviewed daily for each account. Investment performance for each portfolio and each individual investment holding is monitored on at least a monthly basis.

For your accounts held at Schwab and/or TCA, you receive a detailed monthly account statement from Schwab and/or TCA. We also encourage you to establish secure online access to your accounts through Schwab Alliance ([www.schwaballiance](http://www.schwaballiance.com)) for Schwab accounts and/or [https://www.trustamerica.com](http://www.trustamerica.com) for TCA accounts. This secure online access allows you to view your account on a 24/7 basis with respect to holdings and transactions.

You are encouraged to compare your Schwab and/or TCA statements to any reporting information provided by our firm for accuracy and consistency. Statements may be transmitted by traditional mail or by electronic access at your election. Any errors noted should be reported promptly to your MP LLC Advisor.

When transactions are made in your Schwab account(s), Schwab will provide a transaction confirmation notice covering the details of the transaction, as well as on your monthly statement. Transactions made at TCA may be verified via your online access or on your monthly statement.

If we are managing a Directed Brokerage Account that is held at a custodial firm other than Schwab and/or TCA, you will receive a detailed statement at least quarterly from that custodian as well as transaction confirmations as they occur. Statements may be transmitted by traditional mail or by electronic access, as determined by the offering of each specific directed custodian.

In addition to your statements from the account custodian, your MP LLC account Advisor will also prepare and furnish certain comprehensive written reports to you. We prepare and provide on a regular basis (generally annually) a portfolio report including: a review of short-term and

long-term performance (net of investment fees and expenses); material transactions in the account during the reporting period (such as deposits and withdrawals); and current investment allocations and details of specific investment holdings. These reports may be delivered in person, via email, by regular mail, or fax, based on our mutual agreement with you.

MP LLC also reviews your Investment Policy Statement at least annually for any modifications that should be considered and implemented. For this reason, it is important that you keep your MP LLC advisor current on any changes to your needs, goals, and objectives, as well as any material personal or financial changes in your life.

Also, non-scheduled reviews may be initiated by either you or your MP LLC Advisor at any time, should circumstances warrant. MP LLC may also provide market-related and economic information to clients as a part of the annual review process; or at other times during the year.

Item 14 – Client Referrals and Other Compensation

Neither MP LLC nor its related persons provides compensation (directly or indirectly) to any firm or individual for client referrals.

Item 15 – Custody

MP LLC does not maintain physical custody of your Assets; instead, your Assets will be held in the custody by a “qualified custodian” under Rule 206(4)-2 of the Advisers Act. Generally, this Custodian will be Charles Schwab (Institutional Division) and/or TCA, as discussed in Item 12. You will receive a monthly detailed statement from Schwab and/or TCA on which you may verify trades for any securities purchased or sold in your account(s). Schwab will also provide you with trade confirmations following any trades placed in your account. You should carefully review these statements and/or confirmations when you receive them. Any errors noted should be reported promptly to your MP LLC Advisor.

In establishing discretionary management for your portfolio with our firm, you authorize us to give instructions to the Custodian regarding all investment decisions for your managed account(s). You will also direct the Custodian to make transactions, deliver securities, make payments and take any other actions that we may direct as are necessary for us to complete our obligations under our Management Agreement with you.

Item 16 – Investment Discretion

Prior to engaging MP LLC to provide discretionary management services, you will be required to enter into a written Discretionary Management Agreement with our firm that describes the terms and conditions of the engagement as well as the responsibilities of both parties during the engagement.

Giving our firm discretionary authority for your account means (as described in Item 4) that our firm would determine the specific securities to be bought or sold in your account, as well as the timing of any security transactions without your prior consultation, but in keeping with the objectives and broad allocations we both agreed upon in your Investment Policy Statement. In order to exercise this discretionary authority, you will grant us your authority to buy, sell or process investment transactions in your managed account(s). You will also provide authorization to the Custodian for our firm to perform certain specific pre-authorized actions on your behalf, including:

- Trading Authority – You authorize the execution of trades in your account(s) at the direction of our firm
- Disbursement Authorization – You authorize the custodian to accept our instruction to transfer funds into and out of your account(s) going into or out of an account **in your name** for which you have provided prior written instructions to the Custodian
- Fee Payment Authorization – You authorize the Custodian to pay investment advisory fees to our firm from the account(s) that you have identified in our Discretionary Management Agreement.

As stated in Section 12 we may also agree to provide discretionary management to participants in 401k, 403b, 529 plans and variable annuity products for which you will direct us to continue to use a specific custodian. In instances where both you and our firm have access to this type of directed brokerage account and share the ability to access account information and direct changes and investment trades, MP LLC is not responsible for changes made by you without our specific direction, knowledge or input.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

Unless we agree otherwise in writing, we will **not** be responsible for voting or instructing you as to how to vote the proxies solicited by issuers of securities you hold in your managed account(s). This includes, but is not limited to, issues pertaining to: the election of officers; decisions regarding mergers and acquisitions; tender offers; and bankruptcy proceedings.

You will receive all proxy solicitations and shareholder communications directly from the Custodian or a transfer agent of the security. You would then make decisions about any responses that you may wish to make relating to these solicitations. You may also elect for our firm to receive duplicate informational copies of this correspondence from the Custodian or transfer agent.

You may obtain a copy of our complete proxy voting policies and procedures upon request.

Item 18 – Financial Information

Because we do not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance, no disclosure of our balance sheet is required for our most recent fiscal year. However, we are obligated to disclose any financial condition or issue that is reasonably likely to impair our ability to meet contractual commitments to clients.

We do not know of any financial condition or issue that is reasonably likely to impair our ability to meet contractual commitments to clients. In addition, we are not currently, nor at any time in the past ten years been, subject of a bankruptcy petition.