

AG FINANCIAL, LLC

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March 2, 2012

This Brochure provides information about the qualifications and business practices of AG Financial, LLC. If you have any questions about the contents of this Brochure, you may contact us at (801) 990-3470 or agraham@agfweb.com to obtain answers and additional information. AG Financial, LLC is a registered investment adviser with the Securities and Exchange Commission. Registration of an investment adviser does not imply any level of skill or training. 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 AG Financial, LLC is available on the Securities and Exchange Commission's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since our previous annual update to our Brochure. The date of our previous annual update to our Brochure was March 31, 2011.

Our Brochure is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for AG Financial is 140226. We may provide ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting us at (801) 990-3470 or via email to agraham@agfweb.com. Our Brochure is provided free of charge.

AG FINANCIAL, LLC
Part 2A of Form ADV – Firm Brochure

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Item 4 – Advisory Business

A AG Financial, LLC (“AGF” “we” or “us”) is a SEC-registered investment advisory firm based in Salt Lake City, Utah. We provide fee-only investment supervisory and consulting services. The firm has been in business since 2006. The principal owner of the firm is Aaron B. Graham. Our investment advisory services are driven by and coordinated with each Client’s individual financial goals. Our approach uses broadly diversified portfolios and a systematic strategy to manage investments.

B, C We help Clients coordinate and prioritize their financial lives with all aspects of their life goals. Our investment advisory services include development of Client specific strategic asset allocation plans, security and investment product (or manager) due diligence and recommendation, investment implementation, monitoring and portfolio rebalancing activities, ongoing supervision of investments and regular Client investment and performance reporting.

Advice and services are tailored to the stated objectives of the Client(s). We discuss with the Client in detail critically important information such as the Client’s risk tolerance, time horizon, and projected future liquidity needs, current holdings, tax considerations, personal market views and other factors to formulate an investment policy. This policy guides us in objectively and suitably managing the Client’s account. We meet with Clients as needed to review portfolio performance, discuss current issues, and re-assess goals and plans. Client input and involvement are critical parts of the financial planning process and implementation of investment decisions.

Clients may impose restrictions on investing in certain securities or types of securities. We consider such restrictions when preparing the Investment Policy Statement.

See Item 8 for a detailed description of our investment strategy.

We follow strict fiduciary standards, putting our Clients’ interests before our own and seeking to avoid conflicts of interest with our Clients.

D We do not manage Wrap Fee programs.

E We manage \$90,000,000 of Client assets on a discretionary basis and \$500,000 of Client assets on a non-discretionary basis. These amounts were calculated as of December 31, 2011.

Item 5 – Fees and Compensation

- A** We provide investment supervisory and consulting services to Clients. Depending on the services provided, fees are based on a percentage of Assets Under Management (“AUM”) or a fixed-fee basis. Fees are generally negotiable.

AGF utilizes the following tiered fee schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
Up to \$500,000	1.75%
\$500,001 to \$1,000,000	1.50%
\$1,000,001 and \$2,500,000	1.25%

Fees on assets in excess of \$2,500,000 are negotiated.

We may occasionally provide investment consulting on a limited engagement (project) basis. Projects will be based on a fixed-fee rate. Fees will be determined based on the complexity and scope of the analysis or services requested.

- B** AUM fees are charged quarterly in advance based upon the market value of the Client’s account at the end of the quarter. Market value means the value of all assets in the account (not adjusted by any margin debit). To determine value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities and other instruments shall be priced using a pricing service or through quotations from one or more dealers. All other assets shall be valued at fair value by AGF whose determination shall be conclusive. We may modify the terms of the fee agreement by giving Clients 30-days written notice in advance. Fees are paid directly to us from the account by the custodian upon our submission of an invoice to custodian. Payment of fees may result in the liquidation of Client’s securities if there is insufficient cash in the account.

Payment of fixed fee projects shall be made as agreed by the parties. Under no circumstances will the Client be required to prepay fees for more than six months of such services.

- C** Our fees are exclusive of transaction fees, custodial fees, and direct investment manager fees for all Client investments, including for example brokerage commissions, custodial fees,

management fees or costs of mutual funds, exchange traded funds, managed accounts, investment partnerships or similar. See Item 12.

While our fees include the time and activities necessary for the firm to coordinate and communicate with third party advisors (such as lawyers, accountants, insurance specialist and similar professionals), our fees are exclusive of the fees and costs of any third party advisors engaged by the Client.

- D** Clients pay investment advisory fees quarterly, in advance. New accounts are pro-rated from the time we begin charging a fee to the Client. Fees for partial quarters at the commencement or termination of an agreement will be billed or refunded on a pro-rated basis contingent on the number of days the account was open during the quarter. Quarterly fee adjustments for additional assets received into the account during a quarter or for partial withdrawals will also be provided on the above pro rata basis.

Fixed fee projects are paid as agreed, but generally Clients are required to pay at least a portion of a fixed fee project in advance.

Either party may terminate an agreement upon 30 days prior written notice to the other. In the event of termination, any prepaid but unearned fees will be promptly refunded to the Client. Any fees that have been earned by AGF but not yet paid by the Client will be due and payable. We may modify the terms of the fee agreement by giving Clients 30-days written notice in advance.

- E** Aaron Graham and Gregory Oda are licensed as independent insurance agents. Both Mr. Graham and Mr. Oda are also Registered Representatives of United Planners Financial Services of America (“United Planners”), an unaffiliated independent broker-dealer based in Scottsdale, AZ.

Securities and insurance related business is transacted with advisory Clients, and individuals may receive commissions from products sold to Clients. Clients are advised that the fees paid to AGF for investment advisory services are separate and distinct from the commissions earned by any individual for selling Client’s insurance or other securities products.

The receipt of commissions by individuals associated with the firm presents a conflict of interest. As fiduciaries we must act primarily for the benefit of investment advisory Clients. As such, we will only transact insurance or securities related business with Clients when fully disclosed, suitable, and appropriate. Further, we must determine in good faith that any commissions paid to our representatives are appropriate. Clients are informed that they are under no obligation to use any individual associated with AGF for insurance or securities products or services. Clients may use any insurance or brokerage firm or agent they choose.

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If a commission is to be paid for the sale of an insurance product or securities we will disclose the rate of the commission to be paid. Often times we will not know the actual dollar amount of the payment before it is received, but will disclose the amount received if requested. We cannot rebate commissions received for the sale of a product back to a Client. Nor are we allowed to discount the price of a product to make up for any commission that may be received for its sale.

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

We do not charge any performance-based fees for our services. Accordingly, this item is not applicable to our firm.

Item 7 – Types of Clients

We provide investment advice to individuals, businesses, pension and profit sharing plans, trusts, estates and other charitable organizations. Because each Client is unique, they must be willing to be involved in the planning and ongoing processes. Such involvement does not have to be time consuming, however we want our Clients to remain informed and have a sense of security about their investments.

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

We evaluate and recommend securities and other investment products and offerings of unaffiliated third party investment managers and firms. We generally offer advice on investments such as:

- Equity securities such as:
 - Exchange-listed securities
 - Securities traded over-the-counter
- Corporate debt securities
- Commercial paper
- Certificates of deposit
- Municipal securities
- Investment Company securities such as:
 - Variable Life Insurance
 - Variable Annuities
 - Mutual Fund shares
- United States government securities
- Option Contracts
- Investments in Partnerships investing in:
 - Real Estate
 - Oil and Gas interests

These investments are intended to provide diversification across and within asset classes, as appropriate for each individual Client. In certain circumstances, we may also report on or provide report summaries on investments that were not recommended by us, and/or are not part of a Client's recommended portfolio.

Our methods of analysis, sources of information and investment strategies vary substantially by security or product type, asset class, investment risk, and other factors. In addition to traditional methods such as fundamental and technical analysis, our analysis and sourcing may be supported by manager site visits, phone calls, correspondence or other means of direct and indirect communication with skilled investment managers, third party opinions, experiences and references, investment conference materials and continuing education courses. Some managers or products may be sourced by us through unrelated intermediaries. These intermediaries are not compensated by us, but they may be compensated by the product manager for the referral or placement.

Other sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines, annual reports, prospectuses, filings with the SEC, as well as research materials prepared by others, and company press releases. We also subscribe to various professional publications deemed to be consistent and supportive of our investment philosophy.

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The primary investment strategies used to implement investment advice given to Clients include long-term (securities held at least one year) and short-term (securities sold within a year) purchases. Trading (securities held less than 30 days) strategies may also be implemented from time to time. Investment securities and strategies are implemented in consideration of the Client's risk management and risk reduction objectives, rather than for speculation. Securities and strategies have varying degrees of risk and will only be recommended when suitable and appropriate for a particular Client's situation.

As fiduciaries to our Clients, we use our best judgment and good faith efforts in rendering services. However, any investing in securities involves risk of loss that Clients should be prepared to bear. Not every investment decision or recommendation made by us will be profitable. We cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time.

Clients assume all market risk involved in the investment of account assets. Investments are subject to various market, currency, economic, political and business risks.

Except as may otherwise be provided by law, we are not liable to Clients for:

- ◆ Any loss that Clients may suffer by reason of any investment recommendation we made with that degree of care, skill, and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; or
- ◆ Any act or failure to act by a custodian of Client accounts.

It is the responsibility of the Client to give us complete information and to notify us of any changes in financial circumstances or goals.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. No principal or person associated with our firm has any information to disclose which is applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

As disclosed in Section 5, above, Aaron Graham and Gregory Oda are also licensed as Registered Representatives with United Planners. United Planners is a broker-dealer firm not related or affiliated with AGF. Mr. Graham and Mr. Oda are also licensed as independent insurance agents.

The conflicts of interest associated with the above arrangements and how these conflicts are addressed are described in Section 5E, above.

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

- A** AGF has a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

A copy of the Code of Ethics is available to any Client or prospective Client upon request. Our Clients or prospective Clients may request a copy of the firm's Code of Ethics by contacting us at (801) 990-3470 or agraham@unitedplanners.com.

- B-D** We do not own or manage any companies or investments that we advise our Clients to buy.

AGF or individuals associated with us may buy and sell some of the same securities for their own account that we buy and sell for Clients. When appropriate we will purchase or sell securities for Clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. In some cases AGF or representatives may buy or sell securities for their own account for reasons not related to the strategies adopted for the our Clients. Employees and other persons associated with us are required to follow the Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with making decisions in the best interest of advisory Clients while at the same time, allowing employees to invest for their own accounts.

We will disclose to advisory Clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

Because any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. A director, officer, associated person, or employee of AGF shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of AGF shall prefer his or her own interest to that of the advisory Client.

2. We maintain a list of all securities holdings for AGF and for anyone associated with our practice with access to advisory recommendations. An appropriate officer of AGF reviews these holdings on a regular basis.
3. Any individual not in observance of the above may be subject to termination.

Item 12 – Brokerage Practices

A Our Clients' assets are held by independent third-party custodians.

As disclosed under Items 5 and 10 above, Aaron Graham and Gregory Oda ("Related Parties") are Registered Representatives of United Planners. United Planners has an established list of custodial or brokerage firms through which their representatives may transact business. As such, AGF may only transact business through these same firms for advisory Clients.

We make it a practice to disclose to Clients the limitation regarding firms we may utilize for brokerage or custodial transactions. Unless the Client directs otherwise, we may use our discretion in recommending the broker-dealer. The Client is not obligated to effect transactions through any broker-dealer recommended by us and may utilize any firm on United Planners approved list.

In recommending broker-dealers, AGF will generally seek "best execution." In recommending a broker-dealer AGF will comply with its fiduciary duty to obtain best execution and with the Securities Exchange Act of 1934 and will take into account such relevant factors as:

- ◆ Price;
- ◆ The custodian's facilities, reliability and financial responsibility;
- ◆ The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- ◆ The research and related brokerage services provided by such custodian to the AGF, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- ◆ Any other factors that we consider to be relevant.

Generally speaking, we will recommend that Clients establish brokerage accounts with TD Ameritrade ("TD") so long as TD continues to meet the above criteria. TD is a registered broker-dealer and SIPC member. We work with primarily with TD for administrative convenience and also because TD offers a good value to our Clients for the transaction costs and other costs incurred.

TD provides us with access to its institutional trading and operations services, which are typically not available to TD retail investors. Their services include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors.

TD as well as other third parties we may use also make available to us other products and services that benefit us but may not directly benefit our Clients' accounts. Some of these other products and services assist us in managing and administering Client accounts. These include software and other technology that provide access to Client account data (such as trade confirmation and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple Client accounts), provide research, pricing information and other market data, facilitate payment of our fees from Clients' accounts and assist with back-office support, recordkeeping and Client reporting. Many of these services generally may be used to service all or a substantial number of our Client accounts, including accounts not maintained at TD.

TD may also provide us with other services intended to help us manage and further develop our respective business enterprises. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, TD may make available, arrange and/or pay for these types of services to us by independent third-parties. TD may discount or waive fees that it would otherwise charge for some of these services, or pay all or a part of the fees charged by a third-party for providing these services to us. The availability of the foregoing products and services is not contingent on us committing to TD any specific amount of business (assets in custody or trading).

These benefits are generally considered to be "soft dollar" arrangements. But for soft dollar arrangements, we would have to obtain these types of services and products for cash. The offer of soft dollars creates a potential conflict of interest with regard to our negotiating on behalf of Clients the lowest commission or costs available from the broker-dealer. Accordingly, in recommending broker-dealers based on the "best execution" policy set forth above, we will determine in good faith that Client commissions and costs are reasonable in relation to the benefits derived by Clients from the provision of these products and services, if any, to us.

B We may aggregate trades for Clients. The allocations of a particular security will be determined by us before the trade is placed with the broker. When practical, Client trades in the same security will be bunched in a single order (*i.e.*, a "block") in an effort to obtain best execution at the best security price available. When employing a block trade:

- We will make reasonable efforts to attempt to fill Client orders by day-end.
- If the block order is not filled by day-end, we will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep Client transaction costs to a minimum.
- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price.

- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of our Clients, we may deviate from this policy.

Item 13 – Review of Accounts

- A** While the underlying securities within accounts are continually monitored, Client accounts are formally reviewed at least annually. Accounts are reviewed in the context of each Client's stated investment objectives and guidelines.

A Relationship Manager is assigned as the primary representative to a particular Client's account. All Relationship Managers are an Investment Advisor Representative ("IAR") of AGF. Relationship Managers assigned to a particular Client's account will be responsible for the periodic reviews to that account. Clients will be provided the Supplemental Brochure (Form ADV Part 2B) of any Relationship Manager/IAR providing advice related to their account.

- B** More frequent reviews may be triggered by a change in Client's investment objectives, tax considerations, large deposits or withdrawals, large sales or purchases, loss of confidence in corporate management, or changes in the economic climate.

- C** Investment advisory Clients receive standard account statements from the custodian of their accounts on either a monthly or quarterly basis. We also provide Clients with a written report summarizing the account activity and performance generally quarterly. Along with these reports, we discuss comparisons to indices performance, as well as asset allocation of the portfolio compared to portfolio target allocations.

Consulting Services Clients will not typically receive reports or formal reviews due to the nature of the service.

Item 14 – Client Referrals and Other Compensation

As disclosed under Items 5, 10 and 12 above, representatives of AGF, are licensed as Registered Representatives with United Planners and are also independently licensed to sell insurance. The conflicts of interest these arrangements present and how we deal with these conflicts are described in detail under Section 5E, above.

Also disclosed under Item 12, above, AGF may be offered “soft dollars” from an unrelated third party custodian or broker-dealer. The conflicts of interest this type of arrangement presents and how we deal with these conflicts are described in detail under Section 12, above.

Item 15 – Custody

With the exception of our ability to debit fees, we do not otherwise have custody of securities or assets in Client accounts.

We shall have no liability to the Client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other insurance which may be carried by the custodian. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

Clients receive standard account statements from the custodian of their accounts on a monthly or quarterly basis. We also may provide Clients with written reports summarizing account activity and performance. We urge all Clients to carefully review statements from the custodian and compare these to reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Generally, Clients grant us ongoing and continuous discretionary authority to execute investment recommendations in accordance with a Statement of Investment Policy (or similar document used to establish each Client's objectives and suitability), without the Client's prior approval of each specific transaction. Under this discretionary authority, Client allows us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and act on their behalf in matters necessary or incidental to the handling of the account, including monitoring certain assets.

In some limited circumstances, Clients grant us non-discretionary authority to execute investment recommendations. Non-discretionary authority requires us to obtain a Client's approval for specific transactions prior to executing investment recommendations.

We make it a practice to question Clients to determine if there are any limitations to the authority granted whether discretionary or non-discretionary.

Item 17 – Voting Client Securities

- A** We do not vote proxies on behalf of Clients. Additionally, we do not provide advice to Clients on how the Client should vote.
- B** Clients will receive proxies and other solicitations directly from their custodian or transfer agent. If any proxy materials are received on behalf of a Client, they will be sent directly to the Client or a designated representative of the Client, who is responsible to vote the proxy.

Item 18 – Financial Information

- A** We do require advisory fees to be paid in advance. However, we do not require the prepayment of fees in an amount greater than \$1200 more than six months in advance from any Client.
- B** We do have discretionary authority over Client funds or securities, but we have no financial commitments that impair our ability to meet contractual and fiduciary commitments to Clients.
- C** Neither AGF, nor any of its principals, have ever been the subject of a bankruptcy petition.