

Martin Financial Group, LLC
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March 7, 2012

Firm Brochure

This Brochure provides information about the qualifications and business practices of Martin Financial Group, LLC. If you have any questions about the contents of this Brochure, please contact us at (812) 542-1018. 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.

George W Martin, III, Ryan N Eatherly, Kristina M English, Gary L Durbin, Afton R Yaeger and Patricia R Lewis are investment adviser representatives. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about George W Martin, III, Ryan N Eatherly, Kristina M English, Gary L Durbin, Afton R Yaeger or Patricia R Lewis also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The last update of our brochure was July 8, 2011. We have no material changes to report at this time. However, please note that we have updated the Assets Under Management information in Item 4 in accordance with the filing of our Annual Updating Amendment dated 3/7/2012 and that we have added Item 19 to the Brochure.

We 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 Brittany Duran at (812) 542-1018 or brittany@martinfinancialgroup.net. Our Brochure is also available on our web site www.martinfinancialgroup.net, also free of charge.

Additional information about George W Martin, III, Ryan N Eatherly, Kristina M English, Gary L Durbin, Afton R Yaeger and Patricia R Lewis is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Martin Financial Group who are registered, or are required to be registered, as investment adviser representatives of Martin Financial Group.

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Item 4 - Advisory Business

- A. Martin Financial Group, LLC is an investment adviser and financial planning firm that utilize a comprehensive wealth management approach to serving clients. Martin Financial Group, LLC has been in business for over ten years. George W Martin, III is the sole principal owner.

- B. Martin Financial Group, LLC (the “Registrant”) is an investment adviser providing financial planning, tax planning & preparation, consulting, and investment management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. The Registrant, depending upon the engagement, offers its services on a fee basis which may include hourly and/or fixed fees as well as fees based upon assets under management. Martin Financial Group, LLC also offers securities brokerage services and insurance products under a commission arrangement, which may or may not be used to offset the Registrant’s fees. Prior to engaging the Registrant to provide any of the foregoing investment advisory services, the client will be required to enter into one or more written agreements with the Registrant setting forth the terms and conditions under which the Registrant shall render its services (collectively the “Agreement”).

Martin Financial Group, LLC may provide its clients with a broad range of comprehensive financial planning and consulting services (which may include tax-related and other non-investment related matters). The Registrant will charge a fixed fee and/or hourly fee for these services. Prior to engaging the Registrant to provide financial planning and/or consulting services, the client will generally be required to enter into a written agreement with the Registrant setting forth the terms and conditions of the engagement and describing the scope of the services to be provided and the portion of the fee that is due from the client prior to the Registrant commencing services. Either party may terminate the agreement by written notice to the other. In the event the client terminates the Registrant’s financial planning and/or consulting services, the balance of the Registrant’s unearned fees (if any) shall be refunded to the client. If termination occurs within five business days of entering into an agreement for such services the client shall be entitled to a full refund.

- C. The following features have been specifically included in Martin Financial Group, LLC's management using the investment strategies below in order to tailor our advisory services to the individual needs of each client:

1. **Initial Interview** – an initial interview is conducted with each client to determine the client's financial circumstances, goals, acceptable levels of risk, any reasonable restrictions on the management of their account, and other relevant circumstances;

2. **Individual Treatment** – the client's account is managed on the basis of the client's financial circumstances and investment objectives;

3. **Consultation** – an Advisory Affiliate of the Registrant knowledgeable about the client's account shall be reasonably available to consult with the client relative to the status and management of their account;

4. **Notice of Transactions** – the client shall receive notice of all transactions in their account as if they had maintained a similar account outside of the investment strategy;

5. **Quarterly Statement** – the client shall be provided with a quarterly statement containing a description of all activity in the their account;

6. **Ability to Impose Restrictions** – the client shall have the ability to impose reasonable restrictions on the management of their account, including the ability to instruct the Registrant not to purchase certain securities or types of securities;

7. **No Pooling** – the client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the client's account;

8. **Separate Account** – a separate account is maintained for the client with the custodian; and

9. **Ownership** - each client retains indicia of ownership of the account (e.g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

In addition to the foregoing, clients may, in writing, place reasonable limitations upon the Registrant's discretionary authority. The investment strategy may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the investment strategy are usually exchanged and/or transferred without regard to a client's individual tax ramifications.

- D. Martin Financial Group, LLC is the sponsor of the Solutions Program (the “Program”), a wrap fee program. In the event the client participates in the Program, the Registrant shall provide its investment management services and arrange for brokerage transactions under a single annualized fee. For participants in the Program, the Registrant shall charge an annual fee based upon a percentage of the market value of the assets being managed by the Registrant that includes all commissions or transaction fees which otherwise would be incurred by the client. Participants in the Program may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of the Program’s terms and conditions (including fees) are contained in the Program’s wrap fee brochure. Because the Registrant will be paying to Charles Schwab & Co., Inc. (“Schwab”) the transaction and execution costs of securities transactions, a potential conflict of interest may arise creating a disincentive for the Registrant to trade securities in client accounts. This written disclosure statement shall be provided to each client pursuant to Rule 204-3 of the Advisers Act.

Martin Financial Group, LLC does not impose an account minimum for starting or maintaining an account in the Solutions Program. However, under Martin Financial Group, LLC’s Wealth Management offering there is a minimum relationship size of \$1,000,000 with a minimum account of \$50,000. The Registrant, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Martin Financial Group, LLC offers advice on each type of investment described in Part 2 of Form ADV. However, the Registrant intends to primarily allocate its client’s investment management assets, on a discretionary and/or a non-discretionary basis among Independent Managers (as defined below), mutual funds, exchange traded funds, and individual debt and equity securities and/or options in accordance with the investment objectives of the client.

As further discussed, the Registrant shall generally recommend that clients utilize the brokerage and clearing services of Schwab for investment management accounts. The Registrant may only implement its investment management recommendations after the client has arranged for and furnished the Registrant with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions shall include, but are not limited to, any other broker-dealer recommended by the Registrant, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the “Financial

Institution(s)"). Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as fees charged by Independent Managers (as defined below), custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to the Registrant's fee.

The Registrant's Agreement and/or the separate agreement with the Financial Institution(s) may authorize the Registrant through the Financial Institution(s) to debit the client's account for the amount of the Registrant's fee and to directly remit that management fee to the Registrant in accordance with applicable custody rules. The Financial Institution(s) recommended by the Registrant have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to the Registrant.

- E. Martin Financial Group, LLC manages our clients' assets. Our total assets under management were \$68,917,867 as of 12/31/2011.

As of December 31, 2011 our firm's assets under management for our clients was \$68,234,549 on a discretionary basis.

Martin Financial Group, LLC also manages accounts on a discretionary and non-discretionary basis for 401(k) Plans and their participants through various plan providers. As of December 31, 2011 their combined plans under management was \$683,318.

Item 5 - Fees and Compensation

- A. Martin Financial Group, LLC depending upon the engagement, offers its services on a fee basis which may include hourly and/or fixed fees as well as fees based upon assets under management. Alternatively, certain of the Registrant's Advisory

Affiliates may offer securities brokerage services and insurance products under a commission arrangement, which may be used to offset the Registrant's fees.

Martin Financial Group, LLC may provide its clients with a broad range of comprehensive financial planning and consulting services (which may include tax-related, real estate consulting, and other non-investment related matters). The Registrant will charge a fixed fee and/or hourly fee for these services. The Registrant's financial planning and consulting fees are negotiable, but generally range from \$1,000 to \$25,000 on a fixed fee basis and/or from \$100 to \$300 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. Generally, the Registrant requires one-half of the financial planning / consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services. If the client engages the Registrant for additional investment advisory services, the Registrant may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

In the event the client determines to engage the Registrant to provide investment management services, the Registrant may do so on a fee basis. If engaged, the Registrant shall charge an annual fee based upon a percentage of the market value of the assets being managed by the Registrant. The Registrant's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. However, the Registrant shall not receive any portion of these commissions, fees, and costs.

In the event the client participates in the Solutions Program, a wrap fee program, the Registrant shall provide its investment management services and arrange for brokerage transactions under a single annualized fee. For participants in the Program, the Registrant shall charge an annual fee based upon a percentage of the market value of the assets being managed by the Registrant that includes all commissions or transaction fees which otherwise would be incurred by the client.

Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as fees charged by Independent Managers (as defined below), custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets

outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to the Registrant's fee.

Following is the fee schedule for Martin Financial Group, LLC:

Solutions Choice

Asset Value	Annual Fee
First \$100,000	1.50%
Next \$250,000	1.25%
Next \$750,000	1.00%
Next \$1,000,000	0.85%
Next \$3,000,000	0.50%
Next \$5,000,000	0.35%
Over \$10,000,000	0.25%

Diversified Multi-Strategy Portfolios

<i>Equity Securities</i>		<i>Debt Securities</i>		<i>Mutual Funds & ETF</i>	
Asset Value	Annual Fee	Asset Value	Annual Fee	Asset Value	Annual Fee
First \$250,000	2.50%	First \$250,000	1.10%	First \$250,000	1.25%
Next \$250,000	2.00%	Next \$250,000	1.00%	Next \$250,000	1.10%
Next \$500,000	1.85%	Next \$500,000	0.90%	Next \$500,000	1.00%
Next \$1,000,000	1.50%	Next \$1,000,000	0.80%	Next \$1,000,000	0.85%
Next \$3,000,000	1.35%	Next \$3,000,000	0.70%	Next \$3,000,000	0.50%
Next \$5,000,000	1.25%	Next \$5,000,000	0.60%	Next \$5,000,000	0.35%
Next \$10,000,000	1.00%	Next \$10,000,000	0.50%	Next \$10,000,000	0.25%

Asset Consulting Service Program

<i>Equity Securities</i>		<i>Debt Securities</i>		<i>Alternative Investments</i>	
Asset Value	Annual Fee	Asset Value	Annual Fee	Asset Value	Annual Fee
First \$250,000	1.50%	First \$250,000	1.10%	First \$250,000	1.50%
Next \$250,000	1.00%	Next \$250,000	1.00%	Next \$250,000	1.50%
Next \$500,000	0.85%	Next \$500,000	0.90%	Next \$500,000	1.50%
Next \$1,000,000	0.50%	Next \$1,000,000	0.80%	Next \$1,000,000	1.50%
Next \$3,000,000	0.35%	Next \$3,000,000	0.70%	Next \$3,000,000	1.50%
Next \$5,000,000	0.25%	Next \$5,000,000	0.60%	Next \$5,000,000	1.50%
Next \$10,000,000	0.20%	Next \$10,000,000	0.50%	Next \$10,000,000	1.50%

- B. The specific manner in which fees are charged by Martin Financial Group, LLC is established in a client's written agreement with Martin Financial Group, LLC. Martin Financial Group, LLC will generally bill its fees on a quarterly basis. Clients may elect to be billed in advance or arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Martin Financial Group, LLC to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged or credited a prorated fee based upon the amount of assets being managed and the number of days remaining in the quarter.
- C. Martin Financial Group, LLC's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Martin Financial Group, LLC's fee and Martin Financial Group, LLC shall not receive any portion of these commissions, fees, and costs.
- D. Martin Financial Group, LLC's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee shall vary (between 0.20% and 2.50%) depending upon the type and market value of the assets under management. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Accounts initiated or terminated during a calendar quarter will be charged or credited a prorated fee based upon the amount of assets being managed and the number of days remaining in the quarter.
- E. Martin Financial Group, LLC does not accept nor participate in the compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Martin Financial Group, LLC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 - Type of Clients

Martin Financial Group, LLC provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable organizations, trusts, estates, corporations, and business entities. Martin Financial Group, LLC does not impose any requirements for opening or maintaining an account.

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

“Investing in securities involves risk of loss that clients should be prepared to bear.”

Martin Financial Group, LLC’s security analysis methods include: Charting, Fundamental, Technical and Cyclical strategies. Our firm’s main sources of information and research come from: Financial newspapers and magazines, Inspections of corporate activities, Research materials prepared by others, Corporate rating services, Annual reports, prospectuses, filings with the Securities and Exchange Commission, and Company press releases. The investment strategies used to implement any investment advice given to our clients include: Long term purchases, Short term purchases, Short sales, Margin transactions, and Option purchases and sales. The investment strategies implemented may cause short term or long term capital gains/losses that may incur tax implications.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Martin Financial Group, LLC or the integrity of Martin Financial Group, LLC's management.

Martin Financial Group, LLC has no information applicable to this Item.

Item 10 - Other Financial Industry Activities and Affiliations

Martin Financial Group, LLC may recommend that clients authorize the active discretionary management of a portion of their assets by and/or among certain Independent Manager(s), based upon the stated investment objectives of the client. The Registrant shall continue to render services to the client relative to the discretionary selection or recommendation of Independent Manager(s) as well as the monitoring and review of account performance and client investment objectives.

When recommending or selecting an Independent Manager for a client, the Registrant shall review information about the Independent Manager(s) such as its disclosure statement and/or material supplied by the Independent Manager(s) or independent third parties for a description of the Independent Manager's investment strategies, past performance and risk results to the extent available.

Martin Financial Group, LLC does not receive or accept direct or indirect compensation from Independent Manager(s), eliminating the potential for conflicts of interest.

Certain *Advisory Affiliates* (*investment advisor representatives*) in their respective individual capacities are registered representatives of Triad Advisors, Inc. ("*Triad*"). These *Advisory Affiliates* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *Triad* provides written consent.

Therefore, clients are advised that certain *Advisory Affiliates* may be restricted to conducting securities transactions through *Triad* unless they first secure written consent from *Triad* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *Triad*, these *Advisory Affiliates* are prohibited from executing securities transactions through any broker-dealer other than *Triad* under *Triad's* internal supervisory policies. Registrant is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Certain investment advisor representatives in their respective individual capacities are licensed insurance agents in various states. These individuals conduct their insurance activities through various insurance agencies to effectuate insurance for their clients.

Martin Financial Group, LLC is licensed in the state of Indiana as an insurance agency. Martin Financial Group, LLC acts as a general agent and agency contracted with many life insurance companies, long term care insurance companies, and annuity companies to provide insurance products and services to its agents and clients.

Item 11 - Code of Ethics –

Martin Financial Group, LLC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its 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 and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Martin Financial Group, LLC must acknowledge the terms of the Code of Ethics annually, or as amended.

Martin Financial Group, LLC anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which our firm has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Martin Financial Group, LLC, its affiliates and/or clients, directly or indirectly, have a position of interest. Martin Financial Group, LLC's employees and persons associated with our firm are required to follow Martin Financial Group LLC's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Martin Financial Group, LLC and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for our firm's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Martin Financial Group, LLC will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Martin Financial Group, LLC's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee

trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Martin Financial Group, LLC and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Martin Financial Group, LLC's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Martin Financial Group, LLC will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Martin Financial Group, LLC's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Brittany Duran. It is Martin Financial Group, LLC's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Martin Financial Group, LLC will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

The Code of Ethics also requires that certain of the Registrant's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Unless specifically permitted in the Registrant's Code of Ethics, none of the Registrant's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of the Registrant's clients. When the Registrant is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when the Registrant is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been

made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 - Brokerage Practices

Except as provided for in any applicable wrap fee program, the brokerage commissions and/or transaction fees charged by *Schwab* or any other designated broker-dealer are exclusive of and in addition to the Registrant's fee.

Factors which the Registrant considers in recommending *Schwab* or any other broker-dealer, to clients include their respective financial strength, reputation, execution, pricing, research, and service. *Schwab* enables the Registrant to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other broker-dealers.

The commissions paid by the Registrant's clients shall comply with the Registrant's duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while the Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

If the client requests the Registrant to arrange for the execution of securities brokerage transactions for the client's account, the Registrant shall direct such transactions through broker-dealers that the Registrant reasonably believes will provide best execution. Transactions may be cleared through other broker-dealers with whom the Registrant and the *Financial Institution(s)* have entered into agreements for prime brokerage clearing services. The Registrant shall periodically and systematically review its policies and

procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

The client may direct the Registrant in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Registrant will not seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by the Registrant (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, the Registrant may decline a client’s request to direct brokerage if, in the Registrant’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Registrant’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among the Registrant’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Registrant determines to aggregate client orders for the purchase or sale of securities, including securities in which the Registrant’s *Advisory Affiliate(s)* may invest, the Registrant shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. The Registrant shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that the Registrant determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts

(this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, the Registrant may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist the Registrant in its investment decision-making process. Such research generally will be used to service all of the Registrant's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

As discussed above, certain *Advisory Affiliates* in their respective individual capacities are registered representatives of Triad Advisors, Inc. ("*Triad*"). These *Advisory Affiliates* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *Triad* provides written consent. Therefore, clients are advised that certain *Advisory Affiliates* may be restricted to conducting securities transactions through *Triad* unless they first secure written consent from *Triad* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *Triad*, these *Advisory Affiliates* are prohibited from executing securities transactions through any broker-dealer other than *Triad* under *Triad's* internal supervisory policies. Registrant is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

The Registrant may receive from *Schwab*, without cost to the Registrant, computer software and related systems support, which allow the Registrant to better monitor client accounts maintained at *Schwab*. The Registrant may receive the software and related support without cost because the Registrant renders investment management services to clients that maintain assets at *Schwab*. The software and related systems support may benefit the Registrant, but not its clients directly. In fulfilling its duties to its clients, the Registrant endeavors at all times to put the interests of its clients first. Clients should be aware; however, that the Registrant's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence the Registrant's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, the Registrant may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13 - Review of Accounts

For those clients to whom Martin Financial Group, LLC provides investment management services, the Registrant monitors those portfolios as part of an ongoing process. For those clients to whom the Registrant provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of the Registrant’s investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Registrant and to keep the Registrant informed of any changes thereto. The Registrant shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom the Registrant provides investment advisory services will also receive a report from the Registrant that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. The default method of delivery is through our secure client portal.

Those clients to whom the Registrant provides financial planning and/or consulting services will receive reports from the Registrant summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by the Registrant.

Item 14 - Client Referrals and Other Compensation

Martin Financial Group, LLC does not participate or accept any economic benefits directly or indirectly for client referrals or for providing investment advice or other services to our clients.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Martin Financial Group, LLC urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 - Investment Discretion

Martin Financial Group, LLC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Martin Financial Group, LLC observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Martin Financial Group, LLC's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Martin Financial Group, LLC in writing.

Item 17 - Voting Client Securities

Martin Financial Group, LLC will vote proxies on behalf of our clients as the client has delegated that authority to us in their contract agreement. When the Registrant accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in the Registrant's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in the Registrant's Proxy Voting Policies and

Procedures, as they may be amended from time-to-time. At any time, clients may contact the Martin Financial Group, LLC to request information about how our firm voted proxies for that client's securities or to get a copy of the Registrant's Proxy Voting Policies and Procedures. A brief summary of the Registrant's Proxy Voting Policies and Procedures is as follows:

- The Registrant has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to the Registrant's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, the Registrant shall devote an appropriate amount of time and resources to monitor these changes.
- In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that the Registrant maintains with persons having an interest in the outcome of certain votes, the Registrant will take appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Martin Financial Group, LLC's financial condition.

Martin Financial Group, LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 - Requirements for State-Registered Advisers

GEORGE WESLEY MARTIN, III, CFP ®

Born 1953

Post-Secondary Education:

University of Kentucky – 1976, B.S, Mining Management

Certified Retirement Income Specialist, University of Pennsylvania, Wharton School of Business

Chartered Financial Consultant, American College 1996

Professional Designations:

CERTIFIED FINANCIAL PLANNER ®

Professional Designation Qualifications:

Listed at end of Item 19 as Exhibit

Recent Business Background:

Martin Financial Group, LLC, Managing Member, 01/2001 - Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Pruco Securities LLC, Registered Representative, 05/1990 – 02/2009

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month
Insurance Agent – Triad Insurance & Ash Brokerage, less than 10 hours per month
Ownership in “On Point Packaging Solutions, LLC”, less than 10 hours per month

Compensation:

Advisory Fees – Financial Plans and Wrap Fee Investments
Commissions – Annuities, Annuity Trails, Mutual Funds, and Alternative Investments: (Non-Traded REITs, Leasing Programs, Hedge Funds, Private Equity Funds, and Gas & Oil Partnerships, etc.)
Conflict(s) of interest on compensation of investment products are disclosed and discussed with the client prior to account opening.

RYAN NEAL EATHERLY, CFP ®

Born 1980

Post-Secondary Education:

University of Louisville – 2004, B.S., Economics

Professional Designations:

CERTIFIED FINANCIAL PLANNER®

Professional Designation Qualifications:

Listed at end of Item 19 as Exhibit

Recent Business Background:

Martin Financial Group, LLC, Financial Planner, 02/2004 - Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Pruco Securities LLC, Registered Representative, 05/2005 – 02/2009

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month
Insurance Agent – Triad Insurance & Ash Brokerage, less than 10 hours per month

Compensation:

Advisory Fees – Financial Plans and Wrap Fee Investments
Commissions – Annuities, Annuity Trails, and Mutual Funds
Conflict(s) of interest on compensation of investment products are disclosed and discussed with the client prior to account opening.

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all Broker/dealer investments

Kristina Murphy English

Born 1972

Post-Secondary Education:

Western Kentucky University - 1996, B.S., Biology and Chemistry
1998, Master in Health Care Administration

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Financial Planner, 10/2005 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Pruco Securities LLC, Registered Representative, 10/2005 – 02/2009

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month
Insurance Agent – Triad Insurance & Ash Brokerage, less than 10 hours per month

Compensation:

Advisory Fees – Financial Plans and Wrap Fee Investments
Commissions – Annuities, Annuity Trails, Mutual Funds, and Alternative
Investments: (Non-Traded REITs, Leasing Programs, Hedge Funds,
Private Equity Funds, and Gas & Oil Partnerships, etc.)
Conflict(s) of interest on compensation of investment products are disclosed and
discussed with the client prior to account opening.

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all
Broker/dealer investments

Patricia Reynolds Lewis

Born 1942

Post-Secondary Education:

None

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Investment Advisor Representative, 05/2010 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

NFP Securities, Inc Registered Representative, 01/2004 – 03/2010

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month
Insurance Agent – Triad Insurance & Ash Brokerage, less than 10 hours per month

Compensation:

Advisory Fees – Financial Plans and Wrap Fee Investments
Commissions – Annuities, Annuity Trails, and Mutual Funds
Conflict(s) of interest on compensation of investment products are disclosed and discussed with the client prior to account opening.

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all Broker/dealer investments

Afton Rochelle Yaeger

Born 1987

Post-Secondary Education:

Indiana University – 2010 B.S., Supply Chain Management

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Service Advisor, 06/2010 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month

Compensation:

Salary & Bonus

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all
Broker/dealer investments

Wanda Susan Schott

Born 1953

Post-Secondary Education:

West Shore College – 1982, Associates Degree in Marketing & Management

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Marketing Manager, 01/2005 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Other Business Activities:

Registered Representative – Triad Advisors, less than 20 hours per month
Insurance Agent – Triad Insurance & Ash Brokerage, less than 10 hours per month

Compensation:

Salary & Bonus

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all
Broker/dealer investments

Gary Lynn Durbin

Born 1948

Post-Secondary Education:

Indiana University Southeast – 1975 B.A., Political Science

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Investment Advisor Representative, Securities Trader
08/29/2011 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Retired, 3/2011 – 08/2011

PNC Investments, Financial Advisor, 3/1995 – 3/2011

Compensation:

Salary & Bonus

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer
George reviews and approves all investment transactions and signs off on all
Broker/dealer investments

Brittany Joan Duran

Born 1979

Post-Secondary Education:

University of Kentucky – 2001 B.A., Business Management

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Service Advisor, 02/2007 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Cissell Manufacturing, Sr. Sales Administrator, 07/2004 – 11/2006

Compensation:

Salary & Bonus

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer

Elizabeth M Kleehamer

Born 1979

Post-Secondary Education:

Indiana University Southeast – 2002 B.S., Accounting

Professional Designations:

Certified Public Accountant

Recent Business Background:

Betsy Kleehamer CPA, Inc, CPA, 2007 – Present
4226 Sunrise Drive
Sellersburg, IN 47172

Martin Financial Group, LLC, CPA, 2008 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Harding Shymanski and Company, Staff Accountant, 2005 – 2007

Fraizer History Museum, Accounting Manager, 2002 – 2005

Compensation:

Consulting Fees, Hourly Fees

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer

Michael R Gosney

Born 1989

Post-Secondary Education:

Indiana University Southeast – due to graduate Spring 2012
B.S., Finance and Mathematics

Professional Designations:

None

Recent Business Background:

Martin Financial Group, LLC, Portfolio Administration and IT, 12/5/2011 – Present
3707 Charlestown Road, C-2
New Albany, IN 47150
Phone: 812-542-1018

Staples, Sales Representative, 11/07 – Present

Compensation:

Hourly

Supervision:

Supervised by George W Martin, III, Chief Compliance Officer

Exhibit – Professional Designation Qualifications

The Certified Financial Planner™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.