

Item 1 - Cover Page

M Capital Group, LLC

CRD# 155303

901 Chesterfield Highway
Suite B
Cheraw, South Carolina 29520

(843) 537-4804

www.mcapitalgroupllc.com

June 7, 2012 Brochure

This brochure provides information about the qualifications and business practices of M Capital Group, LLC ("MCG"). If you have any questions about the contents of this brochure, please contact us at (843) 537-4804 or susan@mcapitalgroupllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about MCG also is available on the SEC's website at
www.AdviserInfo.sec.gov.

Item 2 - Summary of Material Changes

This Brochure is prepared in the revised format required by the SEC beginning in 2011. Registered Investment Advisers are required to use this format in order to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The new Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any change to our policies, practices, or conflicts of interest made since our last annual update. This Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 30, 2012. Of course the complete Brochure is available to clients at any time upon request.

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Item 4 - Advisory Business

General Information

M Capital Group, LLC was formed in 2010, and provides portfolio management and general consulting services to its clients. At the outset of each client relationship, MCG spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, MCG generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments MCG will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Portfolio Management

As described above, at the beginning of a client relationship, MCG meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by MCG based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, MCG will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, MCG will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on MCG in the management of their investment portfolio, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of MCG.

General Consulting

In addition to the foregoing services, MCG may provide general consulting services to clients. These services are generally provided on a project or ongoing basis. The scope and fees for consulting services to those clients in need of such service is provided in conjunction with Portfolio Management services.

Principal Owners

Susan W. Malloy is the sole principal owner of MCG. Please see ***Brochure Supplements***, Appendix A, for more information on Ms. Malloy and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, MCG managed \$38,756,436 on a discretionary basis, and no assets on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to MCG are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to MCG are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by investment pools, brokers, MCG and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is as follows:

First \$4,000,000	1.50%
Balance above \$4,000,000	0.75%

The minimum portfolio value is generally set at \$500,000. MCG may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where MCG deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in arrears. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either MCG or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to MCG from the client will be invoiced or deducted from the client's account prior to termination.

General Consulting Fees

When MCG provides general consulting services to clients, these services are generally included in MCG's portfolio management services. If any fee is to be assessed, it will be negotiated and agreed upon in advance of the service.

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

MCG does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because MCG has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

MCG serves individuals, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$500,000, and minimum annual fees may apply. Under certain circumstances and in its sole discretion, MCG may negotiate such minimums.

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

Methods of Analysis

In accordance with the Investment Plan, MCG generally selects mutual funds, individual stocks, individual bonds and occasionally ETF's for client accounts.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. MCG may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

In making selections of individual stocks for client portfolios, MCG may use any of the following types of analysis:

Fundamental Analysis – involves review of the business and financial information about an issuer. Without limitation, the following factors generally will be considered:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Charting Analysis – involves gathering and processing price and volume information for a particular security. MCG's charting analysis includes, without limitation:

- mathematical analysis;
- graphing charts; and estimations of future price movements based on perceived patterns and trends.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Cyclical Analysis – is a type of technical analysis that involves evaluating recurring price patterns and trends.

Investment Strategies:

MCG's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in

varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While MCG seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money. Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While MCG manages client investment portfolios based on MCG's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that MCG allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that MCG's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, MCG may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. MCG will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. MCG will invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. MCG may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

MCG has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Neither MCG nor its Management Persons have any other financial industry activities or affiliations to report.

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

Code of Ethics and Personal Trading

MCG has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. MCG's Code has several goals. First, the Code is designed to assist MCG in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, MCG owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires MCG associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for MCG's associated persons (managers, officers and employees). Under the Code's Professional Standards, MCG expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, MCG associated persons are not to take inappropriate advantage of their positions in relation to MCG clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time MCG's associated persons may invest in the same securities recommended to clients. Under its Code, MCG has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, MCG has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, MCG's goal is to place client interests first.

Consistent with the foregoing, MCG maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If an MCG associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of MCG's Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with MCG's written policy.

From time to time, MCG may introduce one or more clients to private or other investment opportunities in which Malloy and Company, a family investment office managed by Ms. Malloy's spouse (the "Malloy Office"), has also invested or otherwise has interests. MCG clients should note that, while MCG generally does not become involved in private investments, any such introductions are subject to potential conflicts of interest due to Ms. Malloy's relationships with the Malloy Office.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, MCG seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, MCG may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of MCG's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

MCG may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. MCG may also effect trades for client accounts at Schwab, or may in some instances, consistent with MCG's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although MCG may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. MCG is independently owned and operated and is not affiliated with Schwab.

Schwab provides MCG with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as MCG maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For MCG client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to MCG other products and services that benefit MCG but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of MCG accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist MCG in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of MCG's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help MCG manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to MCG. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to MCG. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of MCG personnel. In evaluating whether to recommend that clients custody their assets at Schwab, MCG may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Directed Brokerage

MCG does not generally allow clients to direct brokerage accounts.

Aggregated Trade Policy

MCG may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows MCG to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

MCG will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of MCG's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all MCG's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

MCG will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified

in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of MCG. MCG's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and MCG will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Cross Trades

From time to time, MCG may direct a "cross trade" of securities (including, without limitation, fixed income securities) between client accounts, whereby MCG arranges for one client account to purchase a security directly from another client. In such cases, MCG will seek to obtain a price for the security from one or more independent sources. MCG is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients' accounts.

MCG may direct a cross trade when MCG believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by MCG. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Susan W. Malloy, MCG's Managing Member, reviews all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, MCG will provide periodic reports to clients as requested. These written reports normally include a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 - Client Referrals and Other Compensation

As noted above, MCG may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***Brokerage Practices*** for more information. However, neither Schwab nor any other party is paid to refer clients to MCG.

Item 15 - Custody

Schwab is the custodian of nearly all client accounts at MCG. However, from time to time, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify

MCG of any questions or concerns. Clients are also asked to promptly notify MCG if the custodian fails to provide statements on each account held.

From time to time and in accordance with MCG's agreement with clients, MCG may provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described above under ***Advisory Business***, MCG manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, MCG will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving MCG the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. MCG then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with MCG and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between MCG and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with MCG's client agreement, MCG does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact MCG with questions relating to proxy procedures and proposals; however, MCG generally does not research particular proxy proposals.

Item 18 - Financial Information

MCG does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Item 19 - Requirements for State-Registered Advisers

As the principal executive officer and management person of MCG, Susan Malloy's background information is provided elsewhere in this Form ADV. Other than this, no disclosure is required under this item.

Brochure Supplement for

Susan W. Malloy

CRD# 1659187

of

M Capital Group, LLC

901 Chesterfield Highway
Suite B
Cheraw, South Carolina 29520

(843) 537-4804

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June 7, 2012

This brochure supplement provides information about Susan Malloy, and supplements the M Capital Group, LLC ("MCG") brochure. You should have received a copy of that brochure. Please contact MCG at (843) 537-4804 if you did not receive MCG's brochure, or if you have any questions about the contents of this supplement.

Additional information about Susan Malloy is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Susan W. Malloy (year of birth 1952) is the Chief Executive Officer and President of M Capital Group, LLC. Prior to forming MCG in 2010, Susan had been employed as a Financial Advisor with Edward Jones since 2000.

Susan earned her BA degree in Economics from George Washington University in 1974.

Disciplinary Information

There is no disciplinary information to report regarding Susan.

Other Business Activities

Susan is not engaged in any other business activities.

Additional Compensation

Susan has no other income or compensation to disclose.

Supervision

As the sole owner of M Capital Group LLC, Susan W. Malloy supervises all duties and activities of the firm. Her contact information is on the cover page of this disclosure document.

State Requirements for State-Registered Advisers

Susan has no event to disclose with respect to this item.

Brochure Supplement for

Ashley M. Driggers

CRD# 4636949

of

M Capital Group, LLC

901 Chesterfield Highway
Suite B
Cheraw, South Carolina 29520

(843) 537-4804

www.mcapitalgroupllc.com

June 7, 2012

This brochure supplement provides information about Ashley Driggers, and supplements the M Capital Group, LLC ("MCG") brochure. You should have received a copy of that brochure. Please contact MCG at (843) 537-4804 if you did not receive MCG's brochure, or if you have any questions about the contents of this supplement.

Additional information about Ashley Driggers is available on the SEC's website at www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Ashley M. Driggers (year of birth 1984) is Vice President of M Capital Group, LLC. Prior to joining MCG in 2010, Ashley had been employed as a Financial Advisor with Edward Jones from 2007 until 2010.

Ashley earned her BA degree in Business Management from the University of South Carolina in 2007.

Disciplinary Information

There is no disciplinary information to report regarding Ashley.

Other Business Activities

Ashley is not engaged in any other business activities.

Additional Compensation

Ashley has no other income or compensation to disclose.

Supervision

Susan Malloy, President of M Capital Group, LLC is responsible for supervising Ashley Driggers and reviewing client accounts. Susan can be reached at (843) 537-4804.

State Requirements for State-Registered Advisers

Ashley has no event to disclose with respect to this item.