

MR Advisers, Inc.

Client Brochure

This brochure provides information about the qualifications and business practices of MR Advisers, Inc. If you have any questions about the contents of this brochure, please contact us at (650) 328-7873 or by email at: mitch@marketriders.com. 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 MR Advisers, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. MR Advisers, Inc.'s CRD number is: 158242.

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

MR Advisers, Inc. has not yet filed an annual updating amendment using the ADV Form 2A. Therefore there are no material changes to report.

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Item 4: Advisory Business

MR Advisers, Inc. is a Corporation organized in the state of California. MR Advisers, Inc. was formed in June 2011 and has been in business since August 2011, and the principal owner is Mitchell Jay Tuchman.

MR Advisers, Inc. (hereinafter "MRA") offers the following services to advisory clients:

Wealth Management Services

MRA offers personalized service to several high-net worth clients, which includes financial planning, asset allocation, and investment management services. MRA works with the client to build a strategic long term financial plan related to growth of net worth, and develop a proper asset allocation for it. MRA manages some or all of the client's capital in the context of the client's full financial picture.

SimplyIRA Service

MRA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client with regards to their IRA. MRA creates an Investment Policy Statement for each client's IRA, which outlines the client's current situation (age, time to retirement, investment experience and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a model portfolio that matches the client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

MRA helps clients optimize how their IRA is invested based upon a proper asset allocation, encourages yearly contributions, advises on the best IRA for their situation, assists with special situations like 401k rollovers and inherited IRAs.

MRA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

MRA generally limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, private equity, CTA, venture capital, hedge funds, and government securities. MRA may use other securities as well to help diversify a portfolio when applicable.

MRA offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement

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which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. MRA DOES NOT participate in any wrap fee programs.

MRA has approximately \$67,570,782 under discretionary authority on December 31, 2011.

Item 5: Fees and Compensation

Wealth Management Services Fees

MRA offers this service to high-net worth individuals on a retainer basis. These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is included in the Investment Advisory Contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in arrears, and clients may terminate their contracts with five days' written notice. Advisory fees may also be invoiced and billed directly to the client quarterly in arrears. Clients may select the method in which they are billed. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract.

SimplyIRA Fees

SimplyIRA fees are .50% per year based upon total assets under management. There is a minimum \$495 yearly fee per account, which is paid in advance, with the remainder paid quarterly in arrears based upon the account balance at the end of the quarter. Advisory fees are either withdrawn directly from the client's accounts with client written authorization or paid directly by the client from other sources.

The minimum \$495 yearly fee paid in advance is non-refundable, unless Client terminates this advisory contract within 5 business days of signing. Fees will be returned within fourteen days to the client via check, return to credit card or deposited back into client's account.

Client may terminate this Agreement at any time by providing five days' written notice to Adviser. Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, ETF fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by MRA. Please see Item 12 of this brochure regarding broker/custodian.

Neither MRA nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

MRA does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

MRA generally provides investment advice and/or management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Other pooled investment vehicles

There is an account minimum, \$50,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

Methods of Analysis

Asset Allocation is a top-down investment strategy that focuses on general movements in the market rather than on performance of individual securities. The rise and fall of certain securities may not react according to predicted trends. Other factors such as risk tolerance, market timing, portfolio size, investment expenses, etc. may also affect the portfolio performance.

SimplyIRA

MRA recommends one of nine basic portfolios that range from 10% to 90% fixed income. These portfolios are 100% invested in exchange traded funds (ETFs). The risks are correlated with the risks of the global equity and bond markets because the ETFs MRA recommends are broad market indices.

Wealth Management Services

MRA manages all or a portion of the client portfolio using an asset allocation strategy. MRA utilize ETFs where it is possible. In other cases, MRA leverages existing positions in order to accomplish the asset allocation strategy agreed upon with the client.

Investment Strategies

MRA uses long and short term trading. Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short term trading generally holds greater risk and clients should be aware that there is a material risk of loss using this strategy. MRA generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

MRA has are no criminal or civil actions, administrative proceedings, or self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

Mitchell Jay Tuchman is the CEO of MarketRiders, Inc., a SEC registered investment advisory firm. Mr. Tuchman is also the General Partner to Net Market Partners, L.P., a venture capital fund. MRA clients will not be solicited to invest or participate in any way with Net Market Partners, L.P. MRA always acts in the best interest of the client.

All material conflicts of interest under Section 260.238 (k) of the California Corporations Code are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

MRA does not utilize nor select other advisors or third party managers. All assets are managed by MRA management.

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

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

MRA does not recommend that clients buy or sell any security in which a related person to MRA or MRA has a material financial interest.

From time to time, representatives of MRA may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of MRA to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. MRA will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

From time to time, representatives of MRA may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of MRA to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. MRA will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

The Custodians, Fidelity Brokerage Services LLC, CRD # 7784 and Schwab Institutional, a division of Charles Schwab & Co., Inc., CRD # 5393, were chosen based on their relatively low transaction fees and access to mutual funds and ETFs. MRA will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

MRA receives research, products, or other services from its broker-dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that MRA must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for MRA to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. The first consideration when recommending broker/dealers to clients is best execution.

2. Brokerage for Client Referrals

MRA receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

MRA will not allow clients to direct MRA to use a specific broker-dealer to execute transactions. Clients must use MRA recommended custodian (broker-dealer).

MRA maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing MRA the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

Client accounts are reviewed at least monthly only by Mitchell Jay Tuchman, President. Mitchell Jay Tuchman is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at MRA are assigned to this reviewer.

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Item 14: Client Referrals and Other Compensation

MRA does not receive any economic benefit, directly or indirectly from any third party for advice rendered to MRA clients. MRA does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

MRA, with client written authority, has limited custody of client's assets through direct fee deduction of MRA's Fees only. If the client chooses to be billed directly by Fidelity or Schwab Institutional, MRA would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where MRA provides ongoing supervision, the client has given MRA written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides MRA discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

MRA will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

MRA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Neither MRA nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

MRA has not been the subject of a bankruptcy petition in the last ten years.