

Investment Adviser Brochure Part 2A

Schmidt Financial Group, Inc.

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This brochure provides information about the qualifications and business practices of Schmidt Financial Group, Inc. If you have any questions about the contents of this brochure, please contact us at (425) 893-9195.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Schmidt Financial Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

The use of the term registered investment adviser does not imply a certain level of skill or training.

March 11, 2015

Item 2 – Material Changes

There were no material changes to this brochure since the last annual update March 26, 2014.

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Item 4 – Advisory Business

Schmidt Financial Group, Inc. ("SFGI" or "Schmidt Financial") has been in business since 2002 and NFP Corp. is the principal owner.

Assets Under Management

As of December 31, 2014 Schmidt Financial manages \$376,080,443 in non-discretionary client assets.

Investment Management Services

Schmidt Financial provides non-discretionary investment advisory services and sponsors the Private Wealth Management Program ("the Program"), a wrap fee program. All purchases by associates of Schmidt Financial on behalf of a client must be with the prior written or verbal authorization of the client.

SFGI gathers information about a client's investment goals and objectives, financial situation and tax status. SFGI uses the information to base recommendations and offer customized allocations utilizing unaffiliated third party portfolio managers, mutual funds, ETFs, and individual securities among other investments. SFGI conducts a due diligence investigation, selection, and monitoring process regarding the various investment options within the Program.

The third party managers that have been retained to support the Program will be licensed as investment advisers in the states where they conduct business or with the Securities and Exchange Commission. A copy of the disclosure brochure for each third party money manager will be provided when a client's assets are allocated to a manager. More information about the Program is provided in the Program's Wrap Fee Brochure.

Financial Planning Services

Schmidt Financial provides financial planning services consistent with a client's financial and tax status, in addition to their risk tolerance and investment objectives. Schmidt Financial gathers enough data to perform an analysis of client liabilities, cash flow, net worth and tax assessments. Schmidt Financial also evaluates a client's insurance coverage and needs. Schmidt Financial creates a Financial Roadmap that generally incorporates the following:

Asset Management

- Detailed Risk Tolerance Assessment
- Asset Allocation Optimization
- Screening and Selection of Funds/Managers
- Personalized, Regularly Updated Financial Plan
- Real Estate Transaction Analysis
- Strategic Portfolio Distribution

Liability Management

- Tax Planning / Minimization
- Estate Planning
- Education Funding Strategies
- Insurance Planning
- Trust & LLC Personal Liability Strategies

Relationship Management

- CPA
- Asset Manager
- Attorney
- Private Banking
- Trust Company
- Philanthropy

Financial Planning Conflicts of Interest

There is a potential conflict of interest because there is an incentive for Schmidt Financial offering financial planning services to recommend products or services for which Schmidt Financial or an associated person may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of Schmidt Financial or to execute any transactions through Schmidt Financial or an associated person if they decide to follow the recommendations.

Item 5 – Fees and Compensation

Investment Management Fees

Fee information is provided in the Private Wealth Management Wrap Brochure.

Financial Planning Fees

Schmidt Financial offers financial planning services on a fixed or hourly basis. Fixed fees range from a minimum of \$250 to \$20,000. The hourly fee is \$250 to \$500 per hour.

Fees are based on time, complexity, and the range of services provided. They are negotiable and will be agreed upon in advance. No fees are accepted in advance; they are payable upon completion and presentation of the plan.

If clients elect to implement recommendations made in a financial plan, their accounts may incur transaction costs, retirement plan administration fees, and other mutual fund annual expenses that are charged by broker-dealers, plan administrators or mutual fund companies that sell securities or provide additional services to Adviser clients. These fees are in addition to and separate from planning and consulting fees.

Clients will have a period of five (5) business days from the date of signing an agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the agreement with 30 days written notice.

Schmidt Financial will prorate fees to the date of termination. Since fees are payable only after services are provided, there are no unearned fees and the client will not have a refund due upon early termination of the advisory agreement.

Receipt of Additional Compensation

Neither the Adviser nor any supervised person is associated with any broker dealer or accepts 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

Schmidt Financial does not charge or receive, directly or indirectly, any performance-based fees.

Item 7 – Types of Clients

Schmidt Financial provides advisory services to:

- Individual – Trusts, estates, 401(k) plans and IRAs of a household count as one individual.
- High net worth individual – An individual who is a “qualified client” under rule 205-3 of the Advisers Act of 1940 or is a “qualified purchaser”.
- Business entities including sole proprietorships
- Pension and profit sharing plans (other than plan participants)

Account Minimums

Schmidt Financial requires a minimum of \$250,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of Schmidt Financial. In addition, Schmidt Financial may continue to service existing accounts that have values that are below the minimum.

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

Method of Analysis

Schmidt Financial's main sources of financial information are prospectuses, research materials prepared by others, corporate rating services, annual reports and company press releases. Schmidt Financial may utilize official statements, continuing disclosures and other information available through the MSRB's Electronic Municipal Market Access system (EMMA) when analyzing municipal securities.

Fundamental Analysis

Schmidt Financial uses fundamental analysis. Fundamental analysis involves predicting the price movement of an asset based on measures that are related to the underlying business. This method is used to judge the performance of management. (Although it is important to note that things outside of management's control can impact performance.) Comparing the margins of the company and its relative performance to that of two or three of its peers will give an idea of whether the performance is potentially outside of management's control.

Technical Analysis

Schmidt Financial uses technical analysis. Technical analysis involves predicting the price movement of an asset based on factors unrelated to the underlying business (price, volume, and open interest, among other factors, to detect and interpret patterns to predict the movement of individual securities, an industry or the broad market).

Charting is a subsector of technical analysis and also focuses on predicting price movements of assets based on patterns that are formed by the price movements. Schmidt Financial may recommend one or a combination of assets and investment strategies as follows:

Mutual and Exchange Traded Funds

Schmidt Financial recommends index and actively managed, mutual and exchange traded funds when designing client portfolios. Schmidt Financial considers index funds based on how closely the funds' characteristics mirror the indices they track.

Schmidt Financial analyzes actively managed funds by comparing funds that target the same market sector and have the same investment style using prospectuses and other sources of information.

Schmidt Financial reviews the following prior to recommending funds to clients:

- Rank in Category over various periods
- Return Rating

- Risk Rating
- YTD Return (Outsize swings in comparisons to peers can be a sign of risky practices such as placing large bets on certain sectors of the market.)
- 1 Yr Return
- 3 Yr Return
- 5 Yr Return (Typically over a five year period, the economy experiences a complete cycle. However, the way in which a manager operates in various economic environments reflects the manager's ability to make adjustments or stay the course.)
- Loads
- Total Expense Ratios
- Turnover
- Median Market Capitalization
- Morningstar Ratings

Schmidt Financial also takes the manager or management team tenure under consideration to determine who was responsible for generating the performance numbers.

Variable Annuities

A variable annuity ("VA") is an insurance contract with an investment component. Investments are typically managed through pooled investment vehicles called subaccounts. Schmidt Financial analyzes VA contracts based on the contract and subaccount features. The criterion used to analyze subaccounts is similar to the processes used for mutual and exchange traded funds.

Variable annuities typically offer:

- Regular stream of income or a lump sum payout at a future time
- Tax-deferred treatment of earnings
- Death benefits

Variable Life Insurance

Variable life insurance is an insurance policy that builds cash value by giving the owner the ability to invest the premiums. The owner also has flexibility in making premium payments due to changes in the cash value. The criterion used to analyze subaccounts is similar to the processes used for mutual and exchange traded funds.

Public Equity

A corporation may issue stock to the general public after registration. Stock represents an ownership interest in a company. Schmidt Financial uses valuation measures and financial information, evaluates the regulatory environment, analyzes products or services that are available or under development and the factors that can impact them to predict the price movement of a company's stock. Schmidt Financial also makes comparisons to the company's peers and to the broader market.

Corporate Debt & Municipal Securities

Schmidt Financial generally analyzes the current yield, yield to maturity, yield to call, call and default risks, and interest coverage. Debt is issued by federal, state and foreign governments and corporations to finance their operations. Debt represents their promise to repay the borrowed amount with interest according to the terms and conditions of the debt instrument.

Debt obligations offer limited participation in the upside of a business. In exchange holders receive interest and a position that is generally senior to equity in a bankruptcy.

Private Securities

Some securities are acquired in unregistered, private sales from the issuer or from an affiliate of the issuer typically through, Regulation D or other private placement offerings or employee stock benefit plans, as compensation for professional services, or in exchange for providing start-up capital. Schmidt Financial reviews the applicable offering documents. Schmidt Financial may analyze:

- Management structure
- Backgrounds of management personnel
- Management and director compensation
- Financial statements
- Regulatory environment
- Competitors
- Products and services differentiators
- Threats to a company's ability to execute its business plan

In the case of pooled investments Schmidt Financial may also analyze:

- Allocation of profits, losses and taxes
- Custody of securities and cash
- Lock-up period or any limitations towards the redemption of interest
- Exemptions from registration and types of investors
- Investment strategy, objective and the use of leverage
- Conflicts and potential conflicts of interest
- Performance information Gross or Net and how calculated
- Valuation particularly of illiquid securities and hard assets

Investment Strategies

Schmidt Financial tailors its portfolio design and distribution strategies for each client based on their unique goals, risk tolerance and personal circumstances. Schmidt Financial does not use rigid model portfolios. SFGI meets with clients on a regular basis to ensure their plan continues to fit their evolving circumstances and risk parameters.

Schmidt Financial incorporates analysis and decision-making along a number of intertwined aspects of a client's financial life. Schmidt Financial broadens its focus beyond investment management to incorporate the distinct aspects of a client's financial plan into a coherent roadmap for reaching their personal and financial goals.

Risk of Loss

Clients are advised that investing in securities involves the risk of loss of the entire principal amount invested including any gains. Clients should not invest unless they are able to bear this risk. Any of the above investment strategies may lead to a loss on investments.

Even hedging strategies may fail if markets move against the hedged investments. In addition, investing carries with it opportunity risk. It is impossible to accurately predict the sectors of the market or asset classes that will have more favorable returns for a given period.

Item 8.A – Frequent Trading of Securities

Schmidt Financial is not involved in the frequent trading of securities.

Item 8.B – Material Risks of Particular Securities

Schmidt Financial doesn't recommend any type of security that involves significant or unusual risks except for the following which may present material risks to investors:

Municipal securities – Municipal securities are backed by either the full faith and credit of the issuer or by revenue generated by a specific project (like a toll road or parking garage) for which the securities were issued. The latter type of securities could quickly lose value or even become virtually worthless if the expected project revenue does not meet expectations.

Variable annuities – VAs may be subject to:

- Taxes and federal penalties for early withdrawal
- Surrender charges for early withdrawal can last for several years
- Earnings taxed at ordinary income tax rates
- Mortality expense to compensate the insurance company for insurance risks
- Fees and expenses imposed for the subaccounts
- Other features with additional fees and charges
- Investment losses

Variable Life Insurance – If the performances of the underlying investments are below expectations the death benefit and cash value may decrease. Maintaining the death benefit increases the cost of the policy.

Partnership interests (real estate, oil and gas interests) – Investment partnerships are typically composed of a limited number of partners and at least one general partner. The liability of the limited partners is restricted to the amount of each partner's investment. The liability of the general partner is theoretically unlimited and extends beyond the amount invested to personal or corporate assets. Because of this increased exposure, the general partner manages the partnership, makes the investment decisions and receives management fees and a higher portion of the return on partnership investments.

Because of the nature of the limited partnership structure partnership investments should be considered long term and illiquid. There are typically no secondary markets in which these types of investments trade. Therefore, if the value of the underlying assets should decline, the value of partnership shares would also decline and unlike other types of securities, an investor may find it hard to quickly sell shares in an illiquid market.

Clients should consult Schmidt Financial if they have questions concerning the basic characteristics of these or other investment products or about the risks and potential rewards of investing.

Item 9 – Disciplinary Information

Schmidt Financial does not have any disciplinary information to disclose.

Item 9.A – Criminal or Civil Actions

Neither Schmidt Financial nor any management person has been found guilty of or has any criminal or civil actions pending in a domestic, foreign or military court.

Item 9.B – Administrative Proceedings

Neither Schmidt Financial nor any management person has any administrative proceedings pending before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Item 9.C – Self-Regulatory Organization ("SRO") Proceedings

Neither Schmidt Financial nor any management person have been found by any SRO to have caused an investment-related business to lose its authorization to do business, or to have been involved in violating the SRO's rules, or were barred or suspended from membership or from associating with other members, or were expelled from membership, otherwise significantly limited from investment-related activities, or fined.

Item 10 – Other Financial Industry Activities and Affiliations

Item 10.A – Broker-Dealer Registration

NFP Corp. is the principal owner of SFGI. NFP Corp. owns a controlling interest in NFP Advisor Services, LLC an affiliated registered broker-dealer, member of the Financial Industry Regulatory Authority ("FINRA"), and a registered investment adviser. NFP Advisor Services, LLC is a diversified financial services company engaged in the distribution of investment advice and investment products.

NFP Advisor Services, LLC and SFGI are affiliated only by virtue of this common control. NFP Corp. is an independent financial services distribution network offering specialized financial services to high net-worth individuals and corporations.

Item 10.B – Futures Commission Merchant/Commodities

Neither Schmidt Financial nor any management person is a commodity broker/futures commission merchant, a commodity pool operator, commodity trading advisor or an associated person for the foregoing entities; nor do they have any registration applications pending.

Item 10.C – Relationships with Related Persons

Related persons are insurance agents appointed with various insurance companies. In such capacities, related persons may recommend insurance products and receive normal commissions and/or other compensation if products are purchased through any firms with which any related person is appointed.

Schmidt Financial is owned by NFP Corp. ("NFP"), which owns other registered investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). If we recommend that you purchase or sell products and services from or through NFP Affiliates these NFP Affiliates and our firm may receive compensation, which creates a potential conflict of interest because of the potential compensation. Certain private investment funds advised by Madison Dearborn Partners, LLC (MDP; an investment adviser registered with the Securities and Exchange Commission ("SEC"); CRD no. 157349) indirectly own interests in NFP.

Conflicts of Interest

Thus, a potential conflict of interest exists between the interests of related persons and those of the advisory clients. However, clients are under no obligation to act upon any of their recommendations or acquire any insurance products through them if they decide to follow their recommendations.

Item 10.D – Relationships with Other Advisers

See Item 10.A.

Conflicts of Interest

See Item 10.A.

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

Item 11.A – Code of Ethics

Schmidt Financial has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel and to address conflicts that arise from personal trading by advisory personnel. Advisory personnel are obligated to adhere to the Code of Ethics, and applicable securities and other laws.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. Schmidt Financial will provide a copy of the Code to any client or prospective client upon request.

Item 11.B – Participation or Interest in Client Transactions

Principal Trading

Neither Schmidt Financial nor any affiliated broker-dealer affects securities transactions as principal with Schmidt Financial's clients.

Agency-Cross Action Transactions

Neither Schmidt Financial nor any associated person recommends to clients, or buys or sells for client accounts securities in which Schmidt Financial or an associated person has a material financial interest.

Neither Schmidt Financial nor any associated person acting as a principal, buys securities from (or sells securities to) clients, acts as general partner in a partnership in which Adviser solicits client investments, or acts as an investment adviser to an investment company that Schmidt Financial recommends to clients.

Item 11.C – Personal Trading by Associated Persons

Schmidt Financial recommends that clients invest in various types of assets. Schmidt Financial and its associated persons may invest in the same types of assets. Permitted investments for associated persons are all asset classes.

See Item 11.D for information concerning conflicts of interest

Item 11.D – Conflicts of Interest with Personal Trading by Associated Persons

Associated persons may own an interest in or buy or sell for their own accounts the same securities, which may be recommended to advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which Schmidt Financial does not deem appropriate to buy or sell for clients.

Item 12 – Brokerage Practices

Item 12.A – Factors in Selecting or Recommending Broker-Dealers

SFGI designates a broker-dealer ("Broker") to provide trade execution and custodial services. A Broker will also be appointed to serve as custodian of Program Assets. Services provided by a Broker in this capacity are provided pursuant to a separate agreement between a client and the Broker.

In selecting the Broker, SFGI may consider not only available prices and commission rates (including the fact that certain transactions effected through Broker are included in the Program Fee), but also other relevant factors such as execution capabilities, research and other services provided by the broker-dealer.

SFGI will have the authority to affect transactions for the Accounts with or through another broker-dealer or bank if SFGI believes that "best execution" of transactions may be obtained through such other broker-dealer or bank. Client agrees to furnish any such broker-dealer or bank such authorizations as any of them or SFGI may request to implement the agreed upon services.

The residual trail commissions that were generated by associated persons when they were registered representative of a broker dealer will be retained by the broker-dealer. The broker-dealer that retains the trail commissions will provide Schmidt Financial with a technology budget.

This arrangement doesn't impact any future transactions nor is it contingent on any trading activity. However, there is an incentive for SFGI to maintain a relationship with the broker-dealer for the duration of the arrangement.

The technology budget is a benefit to SFGI. The Adviser's goal is to apply this benefit as an offset to the impact of clients being charged any trailing commissions by reducing or waiving mutual fund platform, custodial and investor portal fees. If the benefit was not provided, SFGI or clients would pay directly for the various services that are covered by the technology budget. All SFGI clients benefit from the services provided.

Schmidt Financial does not refer clients to particular broker-dealers in exchange for client referrals from those broker-dealers.

Schmidt Financial does not recommend that clients direct their brokerage business to any particular broker-dealer.

Item 12.B – Trade Aggregation

Schmidt Financial's investment strategies do not present an opportunity to aggregate trades.

Item 13 – Review of Accounts

All accounts are subject to a regular and ongoing review in an active management style to assure conformity with client objectives and guidelines. Accounts are reviewed in light of emerging trends and developments as well as market volatility. In addition, a change in the client's investment objective or financial situation may trigger a review.

Clients receive reports showing holdings and performance, which are delivered to clients quarterly. Detailed reports, which may include realized gains/losses, interest and dividends earned are reported to clients no less than annually.

Clients receive confirmations of transactions and statements of positions from the account custodian, either via mail or secure online view, no less than quarterly. Client account status from custodian, including balances, holdings and transactions are available for online client view via secure connection.

Financial Planning client accounts are reviewed annually. Financial Planning clients receive a printed Financial Plan, representing Schmidt Financial's investment recommendations.

Item 14 – Client Referrals and Other Compensation

On occasion, Schmidt Financial may refer clients to other professionals for services that Schmidt Financial is unable to perform. In turn, Schmidt Financial may receive referrals from these firms.

Although there is no direct monetary benefit derived from these arrangements, they are mutually beneficial and provide an indirect benefit. Schmidt Financial will never base its referrals solely on any formal or informal arrangement.

Item 15 – Custody

Schmidt Financial doesn't accept custody of client funds or securities. Client assets are held by qualified custodians.

Item 16 – Investment Discretion

Schmidt Financial doesn't select the securities to be bought or sold without obtaining specific client consent.

Item 17 – Voting Client Securities

Schmidt Financial does not accept authority to vote proxies on behalf of clients as a matter of policy. Clients will receive their proxy information directly from their custodian or a transfer agent or from Schmidt Financial. Clients may contact Schmidt Financial with questions about a particular solicitation by telephone at (425) 893-9195.

Item 18 – Financial Information

Schmidt Financial doesn't accept \$1,200 six months in advance of providing services or have custody so no audited balance sheet is being provided. There is no financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual commitments to its clients.