

MtM Financial Group, LLC

Firm Brochure

This brochure provides information about the qualifications and business practices of MtM Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at (610) 746-7007 or by email at: Gene@AskMtM.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 MtM Financial Group, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. MtM Financial Group, LLC's CRD number is: 147221

4505 Hanoverville Road
Bethlehem, Pennsylvania, 18020
(610) 746-7007
www.MoreThanMoneyOnline.com
Gene@AskMtM.com

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

Version Date: 03/01/2017

Item 2: Material Changes

There are no material changes in this brochure from the last annual updating amendment of MtM Financial Group, LLC on 02/29/2016.

Item 3: Table of Contents

Table of Contents

Item 2: Material Changes	i
Item 3: Table of Contents	ii
Item 4: Advisory Business	1
A. Description of the Advisory Firm.....	1
B. Types of Advisory Services.....	1
Investment Supervisory Services	1
Selection of Other Advisors	1
Financial Planning.....	1
Newsletter	2
Services Limited to Specific Types of Investments	2
C. Client Tailored Services and Client Imposed Restrictions	2
D. Wrap Fee Programs.....	2
E. Amounts Under Management.....	2
Item 5: Fees and Compensation.....	3
A. Fee Schedule.....	3
Investment Supervisory Services Fees.....	3
Selection of Other Advisors Fees.....	3
Financial Planning Fees	4
Fixed Fees	4
Hourly Fees	4
B. Payment of Fees.....	4
Payment of Investment Supervisory Fees	4
Payment of Financial Planning Fees	4
C. Clients Are Responsible For Third Party Fees	4
D. Prepayment of Fees	4
E. Outside Compensation For the Sale of Securities to Clients.....	5
1. This is a Conflict of Interest.....	5
2. Clients Have the Option to Purchase Recommended Products From Other Brokers	5
Item 6: Performance-Based Fees and Side-By-Side Management	5
Item 7: Types of Clients	5
Minimum Account Size.....	5
Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss	6
A. Methods of Analysis and Investment Strategies.....	6
Methods of Analysis	6

Charting analysis.....	6
Fundamental analysis.....	6
Technical analysis.....	6
Cyclical analysis	6
Investment Strategies.....	6
B. Material Risks Involved	6
Methods of Analysis	6
Fundamental analysis.....	6
Technical analysis.....	6
Cyclical analysis	7
Investment Strategies.....	7
C. Risks of Specific Securities Utilized	7
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities and Affiliations.....	7
A. Registration as a Broker/Dealer or Broker/Dealer Representative	7
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	8
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests.....	8
D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections.....	8
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	8
A. Code of Ethics.....	8
B. Recommendations Involving Material Financial Interests	9
C. Investing Personal Money in the Same Securities as Clients.....	9
D. Trading Securities At/ Around the Same Time as Clients' Securities	9
Item 12: Brokerage Practices.....	9
A. Factors Used to Select Custodians and/or Broker/Dealers	9
1. Research and Other Soft-Dollar Benefits	9
2. Brokerage for Client Referrals	9
3. Clients Directing Which Broker/Dealer/Custodian to Use	9
B. Aggregating (Block) Trading for Multiple Client Accounts	10
Item 13: Reviews of Accounts	10
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.....	10
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts.....	10
C. Content and Frequency of Regular Reports Provided to Clients.....	10
Item 14: Client Referrals and Other Compensation	10
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)	10
B. Compensation to Non -Advisory Personnel for Client Referrals.....	11
Item 15: Custody.....	11
Item 16: Investment Discretion	11

Item 17: Voting Client Securities (Proxy Voting).....	11
Item 18: Financial Information.....	11
A. Balance Sheet	11
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	12
C. Bankruptcy Petitions in Previous Ten Years	12

Item 4: Advisory Business

A. Description of the Advisory Firm

This firm has been in business since August 6, 2008, and the principal owner is Gene Dickison.

B. Types of Advisory Services

MtM Financial Group, LLC (hereinafter "MtM") offers the following services to advisory clients:

Investment Supervisory Services

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

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

MtM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. MtM 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.

Selection of Other Advisors

MtM may direct clients to third party money managers. MtM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between MtM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. Before selecting other advisors for clients, MtM will always ensure those other advisors are properly licensed or registered as investment advisor.

Financial Planning

MtM financial planning clients receive services in three specific areas. First, complete financial, personal and objectives data is collected and organized. Second, a complete written analysis is provided to the client outlining advisory recommendations. Third,

assistance is provided in the implementation of the recommendations made. Financial plans and financial planning may include, but are not limited to: investment planning, life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on fixed fees or hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement.

Newsletter

MtM provides a monthly newsletter, More than Money with Gene Dickison, at no fee to their clients.

Services Limited to Specific Types of Investments

MtM limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, third party money managers, REITs, insurance products including annuities, private placements, government securities. MtM may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

MtM 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 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 impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent MtM from properly servicing the client account, or if the restrictions would require MtM to deviate from its standard suite of services, MtM reserves the right to end the relationship.

D. Wrap Fee Programs

MtM does not participate in any wrap fee programs.

E. Amounts Under Management

MtM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$203,300,000.00	\$0.00	December 2016

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$100,000 - \$150,000	2.00%
\$150,001 - \$250,000	1.75%
\$250,001 - \$500,000	1.50%
\$500,001 - \$1,000,000	1.25%
Above \$1,000,000	1.00%

These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in arrears, and clients may terminate their contracts with thirty days' written notice. 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.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Because client fees will be withdrawn directly from client accounts, this advisor must:

- (A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian.
- (B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account.
- (C) Send the client a written invoice itemizing the fee, including any formulae used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Selection of Other Advisors Fees

MtM will direct clients to third party money managers. MtM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between MtM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency.

Financial Planning Fees

Fixed Fees

Depending upon the complexity of the situation and the needs of the client, the rate for creating client financial plans is between \$495 and \$1,995. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

Hourly Fees

The hourly fee for these services is between \$245 and \$485. The fees are nonnegotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in arrears.

Advisory fees may be invoiced and billed directly to the client with payments due quarterly in arrears. Clients may select the method in which they are billed.

Payment of Financial Planning Fees

Hourly Financial Planning fees are paid via check in arrears upon completion. Because fees are charged in arrears, no refund is necessary.

Fixed Financial Planning fees are paid via check in arrears upon completion. Because fees are charged in arrears, no refund is necessary.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by MtM. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

MtM collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Gene Dickison in his role as a registered representative for The Strategic Financial Alliance accepts compensation for the sale of securities to MtM clients.

1. This is a Conflict of Interest

MtM and its supervised persons will accept compensation for the sale of securities or other investment products, including asset based sales charges or services fees from the sale of mutual funds to its clients. This presents a conflict of interest and gives the supervised person and MtM an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of securities or investment products for which MtM receives compensation, MtM will document the conflict of interest in the client file and inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products From Other Brokers

Clients always have the option to purchase MtM recommended products through other brokers or agents that are not affiliated with MtM.

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

MtM 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

MtM generally provides investment advice and/or management supervisory services to the following Types of Clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans

Minimum Account Size

There is an account minimum, \$100,000, 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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

MtM's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. MtM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

MtM uses long term trading and short term trading strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these

patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold : 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

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 hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

MtM 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

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Gene Dickison is a registered representative. From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a possible conflict of interest, as commissionable products can conflict with the fiduciary duties of a registered investment adviser. MtM always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of MtM in their capacity as a registered representative.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither MtM nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Diane Dickison, Daryl Okken and Janine Pinel are accountants. From time to time, they will offer clients advice or products from those activities. MtM always acts in the best interest of the client. Clients are in no way required to implement the plan through any representative of MtM in their capacity as an accountant.

Mr. Dickison is also the host of weekly television and radio shows "More than Money with Gene Dickison". Mr. Dickison does not receive any commissions for this work.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

MtM will direct clients to third party money managers. MtM will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between MtM and each third party advisor. The fees shared will not exceed any limit imposed by any regulatory agency. This creates a conflict of interest in that MtM has an incentive to direct clients to the third party money managers that provide MtM with a larger fee split. MtM will always act in the best interests of the client, including when determining which third party manager to recommend to clients.

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

A. Code of Ethics

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. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MtM may buy or sell securities for themselves that they also recommend to clients. MtM 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.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of MtM may buy or sell securities for themselves at or around the same time as clients. MtM will trade client's non-mutual funds and non-ETF securities before they trade their own.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. MtM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

MtM receives no research, product, or service other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. Brokerage for Client Referrals

MtM 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

MtM allows clients to direct brokerage. MtM may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients money because without the ability to direct brokerage MtM may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices.

B. Aggregating (Block) Trading for Multiple Client Accounts

MtM maintains the ability to block trade purchases across accounts but will rarely do so. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly only by Gene Dickison, President. Gene Dickison is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at MtM are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Gene Dickison, President. There is only one level of review and that is the total review conducted to create the financial plan.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

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).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly a written report detailing the client's account which may come from the custodian.

Clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

MtM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to MtM clients.

B. Compensation to Non -Advisory Personnel for Client Referrals

MtM receives referrals from the employees of Merion Wealth Partners and then acts as Investment Advisor to those clients. MtM shares a portion of the advisory fees received with Merion Wealth Partners. The fees charged to clients served in this manner are exactly the same (no surcharge) as the fees charged to clients contacting MtM.

Item 15: Custody

MtM does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the Custodian. Clients will receive account statements from the custodian and should carefully review those statements. MtM urges clients to compare the account statements they receive from the custodian with those they received from MtM.

Item 16: Investment Discretion

For those client accounts where MtM provides ongoing supervision, MtM maintains limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities (Proxy Voting)

MtM 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

A. Balance Sheet

MtM 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.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

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

C. Bankruptcy Petitions in Previous Ten Years

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