

Markle Financial LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Markle Financial LLC. If you have any questions about the contents of this brochure, please contact us at (307) 721-1725 or by email at: contact@marklefinancial.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 Markle Financial LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Markle Financial LLC's CRD number is: 302088.

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Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: 6/07/2019

Item 2: Material Changes

Markle Financial LLC has the following material changes to report. Material changes relate to Markle Financial LLC's policies, practices or conflicts of interests.

- Markle Financial LLC has updated its fee schedule (Item 5).

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Item 4: Advisory Business

A. Description of the Advisory Firm

Markle Financial LLC (hereinafter “MFL”) is a Limited Liability Company organized in the State of Wyoming. The firm was formed in July 2015, and the principal owner is Leslie Johnson and Shannon Markle.

B. Types of Advisory Services

Portfolio Management Services

MFL offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. MFL creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

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

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

MFL seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of MFL’s economic, investment or other financial interests. To meet its fiduciary obligations, MFL attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, MFL’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is MFL’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

MFL may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Before selecting other advisers for clients, MFL will always ensure those other advisers are properly licensed or registered as an investment adviser. MFL then makes investments with a third-party investment adviser by referring the client to the third-party adviser. MFL will not review the ongoing performance of the third-party adviser as a portion of the client's portfolio.

Services Limited to Specific Types of Investments

MFL generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, ETFs, treasury inflation protected/inflation linked bonds, stocks, venture capital funds and private placements. MFL may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

MFL offers the same suite of services to all of its clients. However, specific client investment strategies 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). 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 MFL from properly servicing the client account, or if the restrictions would require MFL to deviate from its standard suite of services, MFL reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, and certain other administrative fees. MFL does not participate in wrap fee programs.

E. Assets Under Management

MFL has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	April 2019

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

Total Assets Under Management	Annual Fees
\$0 - \$500,000	1.59%
\$500,001 - \$1,000,000	1.35%
\$1,000,001 - \$2,500,000	1.09%
\$2,500,001 - \$5,000,000	0.87%
\$5,000,001 - \$10,000,000	0.70%
\$10,000,001 and Above	Negotiable

MFL uses the value of the account as of the last business day of the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

The final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of MFL's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Selection of Other Advisers Fees

MFL will receive its standard fee on top of the fee paid to the third party adviser. This relationship will be memorialized in each contract between MFL and each third-party adviser. The fees will not exceed any limit imposed by any regulatory agency. Specifically, MFL may direct clients to SEI Private Wealth Management (CRD# 105146), Verity Asset Management, Inc. (CRD# 158667), Absolute Capital Management, LLC (CRD# 121484), United Capital Financial Advisers, LLC (CRD# 134600), and The Pacific Financial Group Inc. (CRD# 105203).

The Pacific Financial Group Fees

Adviser Fee	TPFG Fee	Employer Custodian Fee	Total Fee
0.75%	0.75%	0.25%	1.75%

SEI Private Wealth Management Fees:

Total Assets	MFL's Fee	Third Party's Fee	Total Fee
\$0 - \$500,000	1.59%	0.00%	1.59%
\$500,001 - \$1,000,000	1.35%	0.00%	1.35%
\$1,000,001 - \$2,500,000	1.09%	0.00%	1.09%
\$2,500,001 - \$5,000,000	0.87%	0.00%	0.87%
\$5,000,001 - \$10,000,000	0.70%	0.00%	0.70%
\$10,000,001 and up	Negotiable	Negotiable	Negotiable

Verity Asset Management Fees:

Total Assets	MFL's Fee	Third Party's Fee	Total Fee
\$0 - \$100,000	1.00%	0.50%	1.50%
\$100,001 and up	1.25%	0.50%	1.75%

United Capital Fee:

Total Assets	MFL's Fee	Third Party's Fee	Total Fee
\$0 - \$500,000	1.59%	0.00%	1.59%
\$500,001 - \$1,000,000	1.35%	0.00%	1.35%
\$1,000,001 - \$2,500,000	1.09%	0.00%	1.09%
\$2,500,001 - \$5,000,000	0.87%	0.00%	0.87%
\$5,000,001 - \$10,000,000	0.70%	0.00%	0.70%
\$10,000,001 and up	Negotiable	Negotiable	Negotiable

United Capital Attributes	United Capital Supplemental Costs
Performance (1)	0.25% - 0.45%
Protection (2)	0.45% - 0.60%
Tax Minimization (3)	0.25% - 0.45%
Low Cost Tracking (4)	0.20% - 0.45%

Absolute Capital Fees:

Total Assets	MFL's Fee	Third Party's Fee	Total Fee
All Assets	1.00%	0.50%	1.50%

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis. Fees are paid in arrears.

Payment of Selection of Other Advisers Fees

Fees for selection of SEI Private Wealth Management as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

Fees for selection of Verity Asset Management, Inc. as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

Fees for selection of Absolute Capital Management, LLC as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

Fees for selection of United Capital Financial Advisers, LLC as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

Fees for selection of Advisors Asset Management, Inc. as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

Fees for selection of The Pacific Financial Group Inc. as third-party adviser are withdrawn directly from the client's accounts with client's written authorization. Fees are paid quarterly in arrears.

C. Client Responsibility For Third Party Fees

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

D. Prepayment of Fees

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

E. Outside Compensation For the Sale of Securities to Clients

Neither MFL nor its supervised persons accept any compensation for the sale of 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

MFL 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

MFL generally provides advisory services to the following types of clients:

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

There is no account minimum for any of MFL's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

MFL's methods of analysis include charting analysis, fundamental analysis, technical analysis, cyclical analysis, quantitative analysis and modern portfolio theory.

Charting analysis involves the use of patterns in performance charts. MFL 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 involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Modern portfolio theory is an investment approach that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.

Investment Strategies

MFL uses long term trading.

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 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 these investors are trying to exploit.

Quantitative analysis. Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models,

the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Modern Portfolio Theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Selection of Other Advisers: MFL's selection process cannot ensure that money managers will perform as desired and MFL will have no control over the day-to-day operations of any of its selected money managers. MFL would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

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

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured

products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Stocks: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment. Markets may move in cycles, with periods of rising prices and periods of falling prices.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you

withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

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

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

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

Neither MFL nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

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

Neither MFL nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

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

Leslie Marie Johnson is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services may pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. MFL 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 utilize the services of any representative of MFL in connection with such individual's activities outside of MFL.

Joseph Louis Farley is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services may pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. MFL 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 utilize the services of any representative of MFL in connection with such individual's activities outside of MFL.

Richard Matthew Rowley is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services may pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. MFL 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 utilize the services of any representative of MFL in connection with such individual's activities outside of MFL.

Shannon Michael Markle is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services may pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. MFL 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 utilize the services of any representative of MFL in connection with such individual's activities outside of MFL.

Wendy Hostetter Rowley is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services may pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. MFL 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 utilize the services of any representative of MFL in connection with such individual's activities outside of MFL.

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

MFL may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Clients will pay MFL its standard fee in addition to the standard fee for the advisers to which it directs those clients. This relationship will be memorialized in each contract between MFL and each third-party advisor. The fees will not exceed any limit imposed by any regulatory agency. MFL will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. MFL will ensure that all recommended advisers are licensed or notice filed in the states in which MFL is recommending them to clients.

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

A. Code of Ethics

MFL has 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. MFL's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MFL may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of MFL 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. MFL will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage 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 MFL may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of MFL 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; however, MFL will never engage in trading that operates to the client's disadvantage if representatives of MFL buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

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

Custodians/broker-dealers will be recommended based on MFL's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and MFL may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in MFL's research efforts. MFL will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

MFL recommends TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC and SEI.

1. Research and Other Soft-Dollar Benefits

While MFL has no formal soft dollars program in which soft dollars are used to pay for third party services, MFL may receive research, products, or other services from

custodians and broker-dealers in connection with client securities transactions (“soft dollar benefits”). MFL may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client’s transactions paid for it, and MFL does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. MFL benefits by not having to produce or pay for the research, products or services, and MFL will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that MFL’s acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. *Brokerage for Client Referrals*

MFL 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*

MFL may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client’s direction with respect to the use of brokers supersedes any authority granted to MFL to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

MFL does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

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

All client accounts for MFL's advisory services provided on an ongoing basis are reviewed at least Quarterly by Leslie M Johnson, Chief Compliance Officer, with regard to clients’ respective investment policies and risk tolerance levels. All accounts at MFL are assigned to this reviewer.

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 of MFL's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

MFL does not provide reports relating to its subscription services.

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)

MFL participates in the institutional advisor program (the "Program") offered by TD Ameritrade. TD Ameritrade offers to independent investment advisor services which include custody of securities, trade execution, clearance and settlement of transactions. MFL receives some benefits from TD Ameritrade through its participation in the Program.

As disclosed above, MFL participates in TD Ameritrade's institutional advisor program and MFL may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between MFL's participation in the Program and the investment advice it gives to its clients, although MFL receives economic benefits through its participation in the Program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving MFL participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have MFL's fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to MFL by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by MFL's related persons. Some of the products and services made available by TD Ameritrade through the Program may benefit MFL but may not benefit its client accounts. These products or services may assist

MFL in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help MFL manage and further develop its business enterprise. The benefits received by MFL or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, MFL endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MFL or its related persons in and of itself creates a conflict of interest and may indirectly influence the MFL's choice of TD Ameritrade for custody and brokerage services.

B. Compensation to Non - Advisory Personnel for Client Referrals

MFL does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, MFL will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

MFL provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, MFL generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share.

Item 17: Voting Client Securities (Proxy Voting)

MFL 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

MFL neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

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

Neither MFL nor its management has any financial condition that is likely to reasonably impair MFL's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

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