



Form ADV Part 2A

Item 1 – Cover Page

MBG Retirement, Inc.
11700 Katy Freeway, Suite 1100
Houston, Texas 77079
(713) 693-1650
www.higginbotham.net

January 2024

This brochure provides information about the qualifications and business practices of MBG Retirement, Inc. If you have any questions about the contents of this brochure, please contact us at (713) 693-1650. 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.

MBG Retirement, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about MBG Retirement, Inc. is also available on the SEC's website at **www.adviserinfo.sec.gov**. The SEC's website also provides information about any persons affiliated with MBG Retirement, Inc. who are registered, or are required to be registered, as investment adviser representatives of MBG Retirement, Inc.

Item 2 – Material Changes

The last annual update of this brochure was in March 2023. Since then, the Firm has had one material change to report:

Item 10 – Other Financial Industry Activities and Affiliations

Higginbotham no longer owns the registered investment advisory firm, Paradigm-Gilbert Consulting, LLC (“PGC”).

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Item 4 – Advisory Business

MBG Retirement, Inc. (called “we” or “MBGR” in this brochure) is required to register as an investment adviser with the Securities and Exchange Commission because we provide pension plan consulting to plans with more than \$200 million in assets. We provide investment advice but do not invest or manage our clients’ assets. Consequently, many of the items in Form ADV Part 2A are not applicable to us.

MBGR was founded in 2000 as a wholly owned retirement division of Madison Benefits Group, Inc. and is now owned by Higginbotham Insurance Agency, Inc. (“Higginbotham”). MBGR provides consulting to plan sponsors of qualified retirement plans. We design and service qualified retirement plans and non-qualified deferred compensation plans. We conduct vendor searches for plan sponsors to find appropriate 401(k) and retirement plan providers. We also analyze all facets of retirement benefit programs and advise clients on managing their fiduciary responsibilities, improving participants' education in retirement planning, and identifying practices that will reduce administrative time and costs to plan sponsors.

Among our services are the following:

Development of investment policy statements for retirement plans.

Analysis of investments and assistance in the selection of mutual funds including ongoing due diligence for retirement plans.

Reviews of plan documents, including reviews of summary plan descriptions, investment policy statements, loan policies and 404(c) procedures.

Procedural reviews of payroll procedures regarding contribution limits, deferrals, and matching contributions.

Development of a compliance calendar containing filing deadlines, contribution due dates, and other important dates.

Compliance consulting to retirement plans.

Serving as a co-fiduciary on the investments in a plan.

As consultants, we tailor our advisory services to fit the needs of the individual plan sponsor as well as the needs of the employee population benefitting under the plan as required by ERISA guidelines. We have no assets under management, either on a discretionary or non-discretionary basis.

Item 5 – Fees and Compensation

MBG's fees and the method of payment of the fees shall be clearly described in each client's investment advisory agreement. Clients may elect to be billed directly for fees or to authorize fees to be paid from plan assets.

MBG negotiates fees at the outset of an engagement. Our annual consulting fees typically range from .01% to .50% of plan assets depending on size and complexity of the plan. We usually bill clients monthly or quarterly in arrears, but some clients are billed a consulting fee based on a negotiated flat fee. Clients may elect to be billed directly for fees or to authorize fees to be paid from plan assets. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

MBG fees are for consulting services only. When implementing recommendations, the client incurs all fees and expenses associated with securities accounts. These fees and expenses include brokerage commissions, transaction fees, custodial fees, money managers' fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to MBGR's fee. We do not receive any portion of these commissions, fees, and costs.

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

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

We provide investment advisory services in the form of retirement plan consulting to corporate retirement and profit-sharing plans and non-qualified plans.

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

When advising our retirement plan clients, we analyze the needs of the client's employee population. Our recommended investment strategy is tailored to suit those needs. We recommend mutual funds, exchange traded funds, and group annuity products for selection by retirement plan sponsors. In making these recommendations, we rely on research provided by Morningstar and other services providers, such as a fund family, insurance company, or third party administrator. We collaborate with clients to prepare investment policy statements to guide us and the plan sponsor in selecting investments to recommend to the plans.

We do not invest on behalf of our clients. Each plan selects its own custodians and makes its own investments. In recommending securities to our clients, we do not guarantee the future performance of our recommendations or any specific level of performance. The securities we recommend are subject to various market, currency, economic, political and business risks. Before selecting a fund or annuity for inclusion in a plan, the plan sponsors should consult the prospectus for detailed information about the specific risks related to that fund or annuity. We are required to caution our clients that investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of MBGR or the integrity of MBGR's management. MBGR has no information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Material Relationships

MBGR's primary business is as a consultant to retirement plans, but not all of our consulting work for the plans involves the provision of investment advice. For example, we provide the following services to our clients: reviews of retirement plan documents, reviews of payroll procedures, development of compliance calendars, compliance consulting for retirement plans, and assistance with employee communication packages.

Insurance Affiliations

MBGR is owned wholly by Madison Benefits Group, Inc., which is a wholly owned subsidiary of Higginbotham Insurance Agency, Inc. ("Higginbotham"). MBGR and Higginbotham share offices and some personnel. In particular, Gayla Gaudette is licensed as an insurance professional of Higginbotham Insurance Agency. In that capacity, Ms. Gaudette may present insurance recommendations to clients of MBGR for which she would be entitled to receive commissions if a client accepts her recommendation. Commissions generated by insurance sales **do not** offset advisory fees. This practice presents a conflict of interest in recommending certain products of these insurance companies because the commissions present an incentive to recommend insurance products for the purpose of generating revenue, rather than solely based on a client's needs. Clients are under no obligation to implement any insurance recommendations made by Ms. Gaudette.

Higginbotham also owns the following insurance agencies, each of which is thus considered to be related to MBGR: Higginbotham Insurance Agency, Inc., Bridge Creek Services LLC., Jackson-Lloyd Personal Brokerage-Indiana, Inc., Jackson Lloyd Personal Brokerage-Illinois, Inc., Paradigm Gilbert Insurance Group, LLC., HIG Captive Insurance Group, LLC, Lipscomb & Pitts Insurance, LLC., B&T Insurance Services, LLC., PRS, LLC., The Underwriters Group, Inc., ATMD Insurance Agency, Inc., Doherty, Duggan Hart & Tiernan Insurors, Inc., FBS-HIA, LLC., HIG Insurance Company, Inc. a Protected Cell Captive Insurance Company, Higginbotham Captive Operations, LLC., Higginbotham Services of Georgia, LLC., Hollis and Burns, Inc., HRP Insurance Company, Inc., an Incorporated Cell, Peakstone Insurance Company, Inc. an Incorporated Cell, Swanter and Gordon Insurance Agency, LLC., William Gammon Insurance Agency, Inc.

Referral Fees

MBGR will pay referral fees to individuals associated with other Higginbotham entities. Such individuals may not be associated with MBGR or any another registered investment adviser if the relevant laws do not require such an association. The referral fee paid to a solicitor will vary according to the circumstances. Those receiving referral fees are registered as endorsers ("solicitors") for MBGR. When a prospect is referred to us by a compensated third party, it will be disclosed at the time of the referral. We also provide additional information describing the nature of our arrangement with the third party.

MBGR will pay the endorser/solicitor a referral fee in accordance with the requirements of Rule 206(4)-1 of the Advisers Act and the rules set forth by the respective state jurisdictions. A third party, if they are paid more than \$1,000 over a 12-month period, must be engaged by written agreement to be compensated for referring prospects to us. Per our written agreements, the parties we compensate only receive compensation after a prospect executes our client agreement becoming a client. A referred client pays no additional fee for the referral; to the contrary, the fee we earn is reduced by the amount paid to the third party. Clients may request details regarding a particular third party's referral agreement by contacting us at the contact information provided on the first page of this document.

MBGR shall provide the client with a copy of this Form ADV Part 2A and a copy of the disclosure statement containing the information set forth in Rule 206(4)-1 of the Advisers Act at the time the prospect becomes a client. Endorsers/solicitors have a financial incentive to gather assets for the firm.

Item 11 – Code of Ethics

MBGR has adopted a code of ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The code of ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, and personal securities trading procedures, among other things. All supervised persons at MBGR must acknowledge receipt of the code of ethics at least once a year and at any time during the year when the code is amended. MBGR's clients or prospective clients may request a copy of the firm's code of ethics by contacting Gayla Gaudette.

As part of its consulting work, MBGR may recommend mutual funds and exchange traded funds to its retirement plan clients. MBGR's employees may own shares of the same funds the firm recommends. The funds involved are among the largest funds in the United States, and no trade by an MBGR employee could affect the securities markets or the value of a client's account. Nevertheless, employees are required to report their personal securities holdings when they become employed with MBGR and to report their personal securities transactions once each quarter. MBGR's chief compliance officer, or designee, reviews these reports to verify compliance with MBGR's code of ethics.

Item 12 – Brokerage Practices

MBGR does not manage assets and does not select or recommend brokers to its investment advisory clients.

Item 13 – Review of Accounts

Although MBGR does not manage clients' assets, MBGR provides investment reviews of underlying plan assets on a quarterly, semi-annual, or annual basis. The content and frequency of the written reports are determined by each client's engagement agreement with MBGR.

Item 14 – Client Referrals and Other Compensation

MBGR may pay referral fees to individuals associated with Higginbotham, provided that these individuals are registered as solicitors for MBGR. The referral fee paid to a solicitor will vary according to the circumstances, but clients who are the subject of referral fee arrangements receive written disclosure concerning the details of the arrangements. See Item 10 above for more information.

Item 15 – Custody

MBGR does not have custody of clients' funds or securities. MBGR's retirement plan clients are responsible for selecting their own custodians to hold plan assets. Clients are urged to carefully review custodians' statements.

Item 16 – Investment Discretion

MBGR has no authority, either discretionary or non-discretionary, to manage clients' assets.

Item 17 – Voting Client Securities

MBGR has no authority to vote proxies in clients' investment accounts. MBGR's engagement agreement with a client may provide that MBGR will consult with the client concerning proxy voting at the client's request, but the responsibility for receiving and voting proxies remains with the client or the client's designee.

Item 18 – Financial Information

This Item requires us to provide certain financial information or disclosures about MBGR's financial condition. MBGR has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and MBGR has not been the subject of a bankruptcy proceeding.

Form ADV Part 2B

Brochure Supplement

Item 1- Cover Page

**Gayla Berry Gaudette
Jarrod B. Mendell**

**MBG Retirement, Inc.
11700 Katy Freeway, Suite 1100
Houston, Texas 77079
(713) 693-1650**

January 2024

This brochure supplement provides information about Gayla Berry Gaudette that supplements the MBG Retirement, Inc.'s brochure. You should have received a copy of that brochure. Please contact Gayla Gaudette at (713) 693-1650 if you did not receive MBG Retirement, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about these supervised persons is available on the SEC's website at www.adviserinfo.sec.gov

Item 2- Educational Background and Business Experience

Gayla Berry Gaudette

Year of Birth: 1974

Formal Education after High School:

University of Texas, B.B.A. in Finance, 1997

University of Houston, M.B.A., 2002

Business Background for Preceding 5 Years:

President and Chief Compliance Officer, MBG Retirement, Inc. (08/2004 - Present)

Member, 5151 Advisors, LLC (08/2007 - 05/2017)

Registered Representative, H. Beck, Inc. (08/2004 - 12/2015)

Investment Associate, UBS PaineWebber (03/1999 - 11/2002)

Equity Research Associate, Salomon Smith Barney (08/1997 - 03/1999)

Item 3- Disciplinary Information

This Item requires disclosure of all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person who provides investment advice for MBG Retirement. There is no information about Gayla Berry Gaudette that is applicable to this Item.

Item 4- Other Business Activities

Ms. Gaudette has an insurance license and may receive commissions for the referral of health insurance business to clients of MBGR for which she would be entitled to receive commissions if a client accepts her recommendation. Commissions generated by insurance sales **do not** offset advisory fees. This practice presents a conflict of interest in recommending certain products of these insurance companies because the commissions present an incentive to recommend insurance products for the purpose of generating revenue, rather than solely based on a client's needs. Clients are under no obligation to implement any insurance recommendations made by Ms. Gaudette.

Item 5- Additional Compensation

Ms. Gaudette does not receive additional compensation outside of her employment with MBG Retirement.

Item 6 - Supervision

Gayla Gaudette, President of MBG Retirement, supervises the advice provided to the firm's clients. Ms. Gaudette reviews all client proposals and presentations in advance. She also monitors employees' personal securities trades and employees' compliance with the firm's policies and procedures and its code of ethics. Ms. Gaudette can be reached at (713) 693-1650.

Item 2- Educational Background and Business Experience

Jarrold B. Mendell, born 1987

Formal Education after High School:

University of Texas, B. A. in History, Minor in Business and Business Foundations, May 2010

Business Background for Preceding 5 Years:

Retirement Compliance Manager, MBG Retirement, Inc., (06/2015 to Present)

Associate Account Manager, Nova 401(k) Associates, (12/2011 to 06/2015)

Item 3- Disciplinary Information

This Item requires disclosure of all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person who provides investment advice for MBG Retirement. There is no information about Jarrold B. Mendell that is applicable to this Item.

Item 4- Other Business Activities

Mr. Mendell does not have other business activities.

Item 5- Additional Compensation

Mr. Mendell does not receive additional compensation outside of his employment with MBG Retirement.

Item 6 - Supervision

Gayla Gaudette, President of MBG Retirement, supervises Mr. Mendell and the advice provided to the firm's clients. Ms. Gaudette reviews all client proposals and presentations in advance. She also monitors employees' personal securities trades and employees' compliance with the firm's policies and procedures and its code of ethics. Ms. Gaudette can be reached at (713) 693-1650.