



MBG Retirement, Inc.
Registered Investment Advisor

Form ADV Part 2.A

Item 1 – Cover Page

MBG Retirement, Inc.

5151 San Felipe, 17th Floor

Houston, TX 77056

(713) 693-1650

www.madisonbenefits.net

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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. also is available on the SEC's website at **www.adviserinfo.sec.gov**.

Item 2 – Material Changes

There are no material changes to our last brochure, which was dated March 22, 2012. We will provide you with a new brochure as necessary based on changes or new information, at any time, without charge. Currently, our brochure may be requested by contacting Kelly Somoza at (713) 693-1650 or ksomoza@madisonbenefits.net, free of charge.

Additional information about MBG Retirement, Inc. is also available via the SEC's web site **www.adviserinfo.sec.gov**. The SEC's web site 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.

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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 the underlying investments on behalf of clients. Consequently, many of the items in Form ADV Part 2.A are not applicable to us.

MBGR was founded in 2000 as a wholly owned retirement division of Madison Benefits Group, Inc. Madison Benefits Group, Inc. is owned by Higginbotham Insurance Agency, Inc. 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

We negotiate fees at the outset of an engagement. Our annual consulting fees typically range from .05% to .75% of plan assets depending on size and complexity of the plan. For small 401(k) plans our fees generally range from \$3,000 to \$7,500 annually. All of our clients enter written agreements with us under which fees and billing arrangements are fully described. We usually bill clients quarterly in arrears. 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.

Our fees are for consulting services only. When implementing our 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

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.

Madison Benefits Group, Inc., an insurance agency, shares common ownership with MBGR and may refer clients to MBGR. The two companies share offices and some personnel. Madison Benefits Group, Inc. is owned by Higginbotham Insurance Agency, Inc., which also owns the following insurance agencies: ATMD Insurance Agency, Inc.; Higginbotham Insurance Agency McKinney, Inc.; Sun Belt Insurance Agency, Inc.; Swantner and Gordon Insurance Agency, LLC; Massmart Insurance Agency, Inc.; William Gammon Insurance Agency, Inc.; and Higginbotham Insurance Agency Weatherford, Inc. MBGR may receive referrals from these insurance agencies.

MBGR may pay referral fees to individuals associated with Madison Benefits Group, Inc., 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.

Kelly Somoza and Gayla Gaudette are registered as investment adviser representatives of MBGR. Ms. Gaudette is also a securities representative of H. Beck, Inc., a registered broker-dealer. Ms. Gaudette earns brokerage commissions when she sells mutual funds to MBGR's clients who purchase mutual funds through H. Beck. These clients are not the same clients as the clients that pay investment advisory fees for MBGR's retirement plan consulting work. **No investment advisory client of MBGR also pays brokerage commissions to H. Beck.**

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 Kelly Somoza.

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 reports is 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 Madison Benefits Group, Inc., 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. MBGR is under common ownership with Madison Benefits Group, Inc. The two companies share offices and some personnel.

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.