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January 14, 2013

**Form ADV Part 2A
Brochure**

This brochure provides information about the qualifications and business practices of Michael A. Schreiber & Associates. If you have any questions about the contents of this Brochure, please contact us at (781) 239-1180 and/or michael@schreiberandassociates.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 Michael A. Schreiber & Associates also is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Michael A. Schreiber & Associates is 143873.

Any references to Michael A. Schreiber & Associates as a registered investment adviser or its related persons as registered Advisory Representatives does not imply a certain level of skill or training.

MATERIAL CHANGES

Item 2

At least annually, this section will discuss specific material changes that are made to the Michael A. Schreiber & Associates Brochure, if any, and provide you with a summary of such changes and reference to the date of the last annual update to this Brochure.

The changes made to the Brochure dated March 6, 2012 since our last annual update are as follows:

Item 4

- As of December 31, 2012, we have approximately \$185 million of client assets under our discretionary management and approximately \$500,000 of non-discretionary client assets under management.

Item 5

- Additional deposits deposited into the account during a quarter for amounts equal to the lesser of ten (10) percent of account assets or \$50,000 or more will be charged a prorated fee based on the number of days remaining in the quarter. Assets withdrawn from an account during a quarter for amounts equal to the lesser of ten (10) percent of account assets or \$50,000 or more will be charged a prorated fee based on the number of days in the quarter up to the withdrawal date.

Item 13

- Accounts reviews are conducted by MAS' Principal and Advisory Representative, Michael Schreiber or Ellen Duffy, our Advisory Representative.

A copy of our Brochure may be requested by contacting us at (781) 239-1180 and/or michael@schreiberandassociates.com.

Additional information about Michael A. Schreiber & Associates is also available via the SEC's web site www.adviserinfo.sec.gov. The IARD number for Michael A. Schreiber & Associates is 143873. The SEC's web site also provides information about any persons affiliated with Michael A. Schreiber & Associates who are registered, or are required to be registered, as Advisory Representatives of Michael A. Schreiber & Associates.

TABLE OF CONTENTS

Item 3

| | | |
|--|---------|----|
| COVER PAGE | Item 1 | 1 |
| MATERIAL CHANGES | Item 2 | 2 |
| TABLE OF CONTENTS | Item 3 | 3 |
| ADVISORY BUSINESS | Item 4 | 4 |
| FEES AND COMPENSATION | Item 5 | 8 |
| PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT | Item 6 | 10 |
| TYPES OF CLIENTS | Item 7 | 10 |
| METHODS of ANALYSIS, INVESTMENT STRATEGIES and RISK of LOSS | Item 8 | 11 |
| DISCIPLINARY INFORMATION | Item 9 | 12 |
| OTHER FINANCIAL INDUSTRY ACTIVITIES and AFFILIATIONS | Item 10 | 12 |
| CODE of ETHICS, PARTICIPATION or INTEREST in CLIENT TRANSACTIONS and PERSONAL TRADING | Item 11 | 13 |
| BROKERAGE PRACTICES | Item 12 | 13 |
| REVIEW of ACCOUNTS | Item 13 | 16 |
| CLIENT REFERRALS and OTHER COMPENSATION | Item 14 | 16 |
| CUSTODY | Item 15 | 17 |
| INVESTMENT DISCRETION | Item 16 | 17 |
| VOTING CLIENT SECURITIES | Item 17 | 17 |
| FINANCIAL INFORMATION | Item 18 | 18 |
| REQUIREMENTS for STATE REGISTERED ADVISERS | | 18 |
| Brochure Supplements | | |

ADVISORY BUSINESS

Item 4

Michael A. Schreiber & Associates (hereinafter referred to as “MAS”) provides customized independent advice to clients in various areas of financial services including planning, asset management, risk management and estate planning.

A. MAS is a sole proprietorship formed under the laws of the State of Massachusetts in 1987 and filed for investment adviser registration with the Securities and Exchange Commission in June of 2007. Michael Schreiber, CRD number 1659555 is the Owner and Chief Compliance Officer. Michael has been in the financial services industry since 1987. Additional business information about Michael and Advisory Representatives who work with clients, is disclosed on the Supplemental Brochures attached to this Brochure.

B. At MAS we believe that trust and understanding are the cornerstone of a successful, long-term adviser/client relationship. Working with clients, our goal is to tailor investment strategies and financial plans to help you achieve your goals. MAS offers the following advisory services, with each service more fully described below:

- Asset Management/Investment Supervisory Services
- Financial Planning
- Analysis, Recommendation and Monitoring of Third Party Managed Programs
- Educational Seminars/Workshops

Asset Management/Investment Supervisory Services

When MAS completes its analysis of your situation, our Advisory Representative will determine an asset allocation customized to your financial goals, objectives and risk tolerance. We customize your portfolio allocation taking into consideration your limitations or restrictions, the market and economy at the time and your financial situation, goals and objectives.

We will schedule a meeting with you and present the recommended portfolio allocation. We will discuss the allocation strategy in detail and if necessary, the recommended portfolio will be adjusted to meet your comfort level as to risk and reward. Once you are comfortable with the allocation and upon your approval, we will implement the initial portfolio allocation. After we implement the initial portfolio allocation, with your written approval as indicated in the Advisory Agreement, we will provide continuous and ongoing management of your account using our own discretion to determine any changes to the account. Unless otherwise expressly requested by you, MAS will manage the account and will make changes to the allocation as deemed appropriate by the firm and your Advisory Representative. MAS will determine the securities to be purchased and sold in the account and will alter the securities holdings from time to time, without prior consultation with you. Under this authority, Advisory Representatives are allowed to buy, sell or exchange securities and instruments in your accounts, arrange for delivery and payment in connection with the foregoing, select and retain asset managers and act on your behalf in most matters necessary or incidental to the handling of your account, including management of the assets. However, MAS is not authorized to receive and vote proxies or receive annual reports. You will execute instructions regarding MAS' trading authority as required by each custodian. Depending on your specific goals and objectives we will generally hold positions in your account for a long term. However, there are situations that may warrant shorter holding periods of 30 days or less.

If you elect to have your accounts managed on a nondiscretionary basis, no changes will be made to the allocation of your account without prior consultation with you and your expressed agreement for each transaction. After making the initial asset allocation recommendation, we will monitor your account on an ongoing basis and make investment recommendations.

Our Advisory Representatives primarily use individual securities, open-ended mutual funds including no-load and load waived or mutual funds purchased at net asset value (NAV) and exchange traded funds (ETFs). However, managed accounts are not exclusively limited to those products and may include certificates of deposits, government securities, covered options, money markets, annuities, direct participation programs and REITs.

Transactions in the account, account reallocations and rebalancing may trigger a taxable event, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

As further described below, MAS has entered into a relationship with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides us with "institutional platform services" for our Asset Management/Investment Supervisory services. Fidelity provides both brokerage and custodial services. MAS is independently operated and owned and is not affiliated with Fidelity. If you select another brokerage firm for custodial and/or brokerage services you will not be able to receive asset management services from MAS.

Our Advisory Representatives are dually registered with LPL Financial which is a broker/dealer, member FINRA and SIPC. Advisory Representatives must adhere to FINRA rules and regulations and the policies and procedures of LPL Financial. LPL Financial's policies and procedures and FINRA rules prohibit our Advisory Representatives from conducting transactions at a broker/dealer for which approval has not been obtained from LPL Financial. There is no affiliation between MAS and LPL Financial.

Financial Planning and Retirement Planning Services

Our Advisory Representative will schedule a meeting with you to gather financial information and history from you about your retirement and financial goals, investment objectives, investment horizon, financial needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information in order to provide the planning services you request. MAS offers financial, estate, and retirement planning services. At your request, we will prepare a written financial plan and present the analysis of your situation along with our recommendations for steps to be taken to assist you to work toward your financial goals.

The Plan is based on your financial situation at the time and on the financial information you disclosed to our Advisory Representative. You need to be aware that certain assumptions may be made with respect to interest and inflation rates as well as the use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. MAS cannot offer any guarantees or promises that your financial goals and objectives will be met. Further, you must continue to review the plan and update the plan based upon changes in your financial situation, goals, or objectives or changes in the economy. If your financial situation or investment goals or objectives change, you must notify MAS promptly of the changes. You are

advised that the advice offered by MAS may be limited and is not meant to be comprehensive. Based on your specific needs or situation, you may need to seek the services of other professionals such as an attorney and/or accountant.

You are not obligated to implement planning advice through MAS or your Advisory Representative. If you do choose to implement the plan with our Advisory Representative, they may receive commissions or other compensation in addition to the advisory fee you paid for the planning services.

Analysis, Recommendation and Monitoring of Third Party Managers

If appropriate, your Advisory Representative will qualify you for investment in certain Third Party Management services. In order to assist you in the selection of a Third Party Manager, your Advisory Representative will gather information from you about your financial situation, investment objectives, and reasonable restrictions you may want to impose on the management of your account. Upon review of that information, your Advisory Representative will recommend the services of a Third Party Manager with which MAS has a solicitation arrangement. Your Advisory Representative will assist you with the completion of documents in order to utilize the services of the Manager. MAS and your Advisory Representative will share in a portion of the Third Party Manager's fee.

Your Advisory Representative will periodically review any reports provided to you. Additionally, your Advisory Representative will contact you at least annually to review your financial situation and objectives; communicate information to the Third Party Manager managing the account as necessary and will assist you in understanding and evaluating the services provided by the Manager. You are expected to notify your Advisory Representative of any changes in your financial situation, investment objectives or account restrictions you would like to place. You may also directly contact the Third Party Manager managing the account or sponsoring the program.

MAS will not directly conduct any securities transactions on your behalf or participate directly in the selection of the securities to be purchased or sold for you. Investment decisions are made by the third party manager in accordance with the agreement between you and the manager.

MAS has a conflict of interest in recommending third party managers who pay us a solicitor's fee as opposed to other managers who have not agreed to pay compensation to MAS. Further, compensation paid to us from various third party managers may vary; therefore, there may be a conflict of interest in recommending a manager who shares a larger portion of its advisory fees over another manager. The advisory fees charged by third party managers with whom we have a relationship may be higher or lower than the advisory fees charged by other managers. Disclosure of the advisory fees and any conflicts of interest with respect to the third party manager should be disclosed in the third party manager's disclosure brochure. Fees for such programs may be higher or lower than if client directly obtained the services of the third party manager or if client obtained advisory services separately. You should read the third party manager's disclosure brochure for additional disclosure of its managed program. If you terminate an arrangement with a third party manager who charges fees in advance, we would refund any of the fees we received, as applicable.

Educational Workshops

We may conduct educational workshop and seminars on various financial topics such as retirement strategies, employee benefits, etc.

C. We tailor the advisory services we offer to your individual needs. You may impose restrictions and/or limitations on the investing in certain securities or types of securities. We will ask you to complete an account information form/data gathering questionnaire to assist us with obtaining information about your financial situation and history. Additionally, one or more of our Advisory Representatives will meet with you and conduct an interview and data gathering session to continue the due diligence process. The information gathered by MAS will assist the firm in providing you with the requested services and customize the services to your financial situation. Depending on the services you have requested, we will gather various financial information and history from you including, but not limited to:

- Retirement and financial goals
- Investment objectives
- Investment horizon
- Existing portfolio statements, including retirement account information
- Financial needs
- Tax bracket information
- Cash flow analysis
- Cost of living needs
- Savings tendencies
- Other applicable financial information required by our Advisory Representative in order to provide the investment advisory services you have requested.

We use various tools to help us develop a strategy to meet your goals and objectives including Naviplan and Moneytree software as well as Morningstar reports to aid in the review of underlying products.

D. MAS does not participate in any wrap fee programs.

E. As of December 31, 2012, we have approximately \$185 million of client assets under our discretionary management and approximately \$500,000 of non-discretionary client assets under management.

General Information

The investment recommendations and advice offered by MAS and your Advisory Representative are not legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. Our primary goal is to help our clients identify and pursue their financial goals, thereby enhancing the overall quality of their lives.

FEES AND COMPENSATION**Item 5****Asset Management Services**

A. Our fees are negotiable and are not based on a share of capital gains or capital appreciation of the funds or any portion of the funds in your account. The fees are in accordance with the following tiered fee schedule:

| Account Size | Maximum Annual Fee |
|-----------------------------|---------------------------|
| \$100,000 to \$249,000 | 1.20% |
| Next \$250,000 to \$499,999 | 1.00% |
| Next \$500,00 to \$999,999 | .85% |
| Next \$1,000,000 and above | Negotiable% |

Your maximum annual asset management fee is based on an aggregate value of all managed accounts within the established household.

We sometimes make exceptions to our general fee schedule under certain circumstances (e.g., responsibilities involved; accounts or groups of accounts which are expected to have significant capital additions in the future; anticipated future earning capacity; related accounts; account composition; pre-existing client; account retention; pro bono activities, etc.). In such cases, lower or higher fees or different payment arrangements can be negotiated with each client separately and will be described in the client's Investment Advisory Agreement.

You may make additions to the account or withdrawals from the account, provided the account continues to meet minimum account size requirements. Additional deposits deposited into the account during a quarter for amounts equal to the lesser of ten (10) percent of account assets or \$50,000 or more will be charged a prorated fee based on the number of days remaining in the quarter. Assets withdrawn from an account during a quarter for amounts equal to the lesser of ten (10) percent of account assets or \$50,000 or more will be charged a prorated fee based on the number of days in the quarter up to the withdrawal date. No fee adjustments will be made for account appreciation or depreciation.

B. If the account is established or closed during the middle of a quarter, you will pay a pro-rated portion of the advisory fee based upon the number of days the account was under MAS's management. Advisory fees will be charged to and collected directly from the account for your Asset Management fees. You will need to grant MAS the authorization to debit your fee. National Financial Services (NFS) will provide you with a quarterly statement that lists the total fees deducted from the account as well as all transactions that were conducted in the account that quarter.

C. In addition to the advisory fees above, you will pay transaction fees for securities transactions executed in your account in accordance with the custodian's transaction fee schedule. You may also pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the account. These fees are not charged by MAS and are charged by the product sponsor, broker/dealer or account custodian. MAS does not share in any portion of these fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase.

These advisory fees are not shared with MAS and are compensation to the fund-manager. You should read the mutual fund prospectus prior to investing.

D. The Asset Management fee is billed quarterly in arrears. Fees will be based on the value of the account on the last business day of the calendar quarter of each year, adjusted for qualifying withdrawals from and additions to the account, pro-rated based on the remaining days in the quarter. If your account does not contain sufficient funds to pay the advisory fees, we have the limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Except for ERISA and IRA accounts, you may reimburse your account for advisory fees paid to MAS.

Fee calculation example for a \$650,000 dollar account:

- $\$250,000 \times 1.20\% = \$3,000$
- $\$250,000 \times 1.00\% = \$2,500$
- $\$150,000 \times .85\% = \underline{\$1,275}$

Total \$6,775 divided by 4 = **Quarterly Fee is \$1,693.75**

MAS may change the above fee schedule upon 30-days prior written notice to you.

Termination Provisions

You may terminate investment advisory services obtained from MAS, without penalty, upon verbal or written notice within five (5) business days after entering into the advisory agreement with MAS. You will, however, be responsible for any fees and charges incurred from third parties as a result of maintaining the account, such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, you may terminate investment advisory services with verbal or written notice to MAS. If you terminate investment advisory services during a quarter, you will be charged a pro-rata portion of the advisory fee for the quarter up to the date of termination.

E. As previously indicated, Advisory Representatives of MAS are dually Registered Representatives of LPL Financial, a registered Broker/Dealer, member of the Financial Regulatory Association (FINRA) and SIPC. Advisory Representatives of MAS who are Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time as a result of directing securities transactions through LPL Financial. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from your assets. 12b-1 fees may be initially paid to LPL Financial and a portion passed to the Advisory Representative. The receipt of these fees could represent an incentive for the Advisory Representative to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest. Advisory fees will not be offset by any 12b-1 fees received by MAS or your Advisory Representative, except for qualified ERISA plans.

As stated above, MAS recommends mutual funds that pay 12b-1 fees and no-load funds. MAS receives no 12b-1 fees or compensation from mutual funds used in any Asset Management/Investment Supervisory Asset Management accounts. You may be able to purchase the securities recommended by MAS directly or through other brokers or agents not affiliated with MAS.

Financial Planning and Retirement Planning Services

Fees for planning services are strictly for planning services. Therefore, you may pay fees and/or commissions for additional services obtained such as asset management or products purchased such as securities or insurance.

We offer advisory services on an hourly and/or fixed fee basis. Planning fees are negotiated at the discretion of your Advisory Representative and are based on an hourly rate agreed upon prior to initiating services. Our hourly rate ranges from \$100 to \$300 per hour and fixed fees range from \$250 to \$4,000. Your fees will be dependent on several factors including time spent with MAS, number of meetings, complexity of your situation, amount of research, services requested and/or staff resources.

Hourly and fixed fees will be billed to you directly and are due upon your receipt of our invoice. Generally one half (1/2) of the fixed fee is payable at the signing of the agreement with the remaining payable as invoiced at the presentation of the plan or completion of the project.

Termination Provisions

You may terminate advisory services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, you may terminate the agreement and receive a full refund of any pre-paid fixed advisory fees for planning services at any time up to completion of the project or presentation of the financial plan. For hourly fees, you will be responsible for any time spent by MAS in providing advisory services or analyzing your situation.

Educational Workshops

We may impose a fee for educational workshops. Generally, the employer, civic or non-profit group sponsoring the workshop will pay any fees charged by us. In the event there is a charge to workshop attendees, the fee will be published in the workshop announcement or invitation.

PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT Item 6

This section is not applicable to MAS since MAS does not charge performance based fees.

TYPES OF CLIENTS Item 7

The advisory services offered by MAS are geared toward individuals and their families including high net worth (i.e., clients with a net worth of \$1,500,000) individuals, pension and profit sharing plans, charitable organizations and other corporate entities.

The minimum account size to obtain asset allocation/portfolio monitoring services is generally \$100,000 for mutual fund accounts. We may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. Accounts below these minimums may be accepted on an individual basis at our discretion. Such circumstances may include, but not be limited to, 1) additional assets will soon be deposited or 2) the client has other accounts with MAS. You should be aware that performance may suffer due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Performance

of smaller accounts may vary from the performance of accounts with more dollars invested since fluctuations in the market may affect smaller accounts more.

METHODS of ANALYSIS, INVESTMENT STRATEGIES and RISK of LOSS Item 8

A. MAS conducts economic analysis and attempts to analyze and determine the trends. Additionally, MAS conducts fundamental analysis. Fundamental analysis generally involves assessing a company's or security's value based on factors such as sales, assets, markets, management, products and services, earnings, and financial structure. Other security analysis methods may include charting, technical and cyclical analysis. Investment strategies vary based on each client's goals, risk tolerance, etc. However, we use third party analysis of securities from various sources including Morningstar, S & P 500, Thompson and others.

B. You need to understand that investing in securities involves risk of loss, including the potential loss of the principal money you are investing. Therefore, your participation in any of the management programs offered by MAS requires you to be prepared to bear the risk of loss as well as the fluctuating performance of your accounts. Market values of investments will always fluctuate based on market conditions. We attempt to minimize the effects of market fluctuation by providing regular rebalancing to your portfolio.

We do not represent, warrant or imply that the services or methods of analysis we use can or will predict future results, successfully identify market tops or bottoms or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by MAS or our Advisory Representatives will provide a better return than other investment strategies.

C. As stated above in Item 5, MAS uses mutual funds and ETFs in client portfolios. The risks with mutual funds include the costs and expenses within the fund that can impact performance, change of managers and/or the fund straying from its stated investment objective. Open ended mutual funds do not typically have a liquidity issue and the price does not fluctuate throughout the trading day. Mutual fund fees are described in the fund's prospectus, which the custodian mails directly to the client following any purchase of a mutual fund that is new to the client's account. In addition, a prospectus is available online at each mutual fund company's Web site. At the client's request at any time MAS will direct the client to the appropriate Web page to access the prospectus. The risks with ETFs include the fact that many foreign countries do not offer ETFs therefore international exposure for your portfolio may be limited; actively traded ETFs can create increased trading expenses and fees and the intraday trading opportunities created by ETFs may not fit into a long-term investor's strategy. ETFs are usually easy to buy and sell.

DISCIPLINARY INFORMATION

Item 9

There is no reportable disciplinary information required for MAS or its management persons that is material to your evaluation of MAS, its business or its management persons.

OTHER FINANCIAL INDUSTRY ACTIVITIES and AFFILIATIONS

Item 10

A., B. MAS does not have a related person who is a: broker/dealer or other similar type of broker or dealer; investment company or other pooled investment vehicle, other investment adviser or financial planner; futures commission merchant or commodity pool operator; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; or sponsor or syndicator of a limited partnership.

C. As previously stated in Item 5E, Advisory Representatives are dually registered as Advisory Representatives of MAS and as Registered Representatives of LPL Financial. You are under no obligation to purchase or sell securities through your Advisory Representative. However, if we developed a financial or retirement plan for you and you choose to implement the plan with our assistance, commissions may be earned in addition to any fees you paid for the other advisory services. Commissions may be higher or lower at LPL Financial than at other broker/dealers. Advisory Representatives may have a conflict of interest in having you purchase securities and/or insurance related products through LPL Financial in that the higher their production with LPL Financial the greater potential for obtaining a higher pay-out on commissions earned.

Under the rules and regulations of the FINRA, LPL Financial has an obligation to perform supervisory functions regarding certain activities engaged in by Advisory Representatives who are also Registered Representatives of LPL Financial. For such supervisory functions, MAS may pay LPL Financial a portion of the advisory fees they receive. LPL Financial and MAS are not affiliated.

Advisory Representatives are licensed with various insurance companies. Commissions may be earned if you purchase insurance products through them. You are under no obligation to purchase insurance products or services through your Advisory Representative. While insurance business is not a significant business to the Advisory Representatives, and they do not concentrate resources toward the business, because of the conflict of interest in having you purchase insurance products through them, this disclosure is provided to you.

MAS attempts to mitigate the conflicts of interest relating to the potential receipt of commissions by providing you with these disclosures. Further, you are encouraged to consult other professionals regarding the implementation of your financial or retirement plan. Furthermore, as a Registered Representative with LPL Financial, Advisory Representatives are subject to a supervisory structure at LPL Financial for all securities business.

MAS and its Advisory Representatives are not actively engaged in any other financial industry entity.

D. As noted in Item 4B above, MAS recommends the services of a Third Party Manager.

**CODE of ETHICS, PARTICIPATION or INTEREST in CLIENT TRANSACTIONS and
PERSONAL TRADING**

Item 11

Code of Ethics

A. MAS has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. MAS takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as our policies and procedures. Further, we strive to handle your non-public information in such a way to protect information from falling into the hands of anyone who has no business reason to know such information. We provide you with our Privacy Policy which details our procedures for handling your personal information. MAS maintains a code of ethics for its Advisory Representatives, supervised persons and office staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, our Code of Ethics establishes our firm's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

B. Neither MAS nor its associated persons recommends to clients or buys or sells for client accounts any securities in which we have a material financial interest.

C. MAS and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, MAS and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. They will not put their interests before your interest. Neither MAS nor any associated person may trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.

D. MAS is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

You have the right to decline any investment recommendation. MAS and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

BROKERAGE PRACTICES

Item 12

A. As previously stated, Advisory Representatives are Registered Representatives of LPL Financial. As a result they are subject to FINRA Conduct Rule 3040 which may restrict them from conducting securities transactions away from LPL Financial unless LPL Financial provides them with written authorization.

You are advised that not all investment advisers require you to maintain accounts at a specific broker/dealer. You may maintain accounts at another broker/dealer. As noted in Item 4B above, MAS has a relationship with Fidelity for our Asset Management/Investment Supervisory Services program. However, if you select another brokerage firm, other than LPL Financial or Fidelity, for

custodial and/or brokerage services you will not be able to receive asset management services from MAS. Our services will be limited to only advice and will not include implementation.

In initially selecting LPL Financial and Fidelity, MAS conducted due diligence. Our evaluation and criteria included ability to service you, staying power as a company, industry reputation, ability to report to you and to us, trading platform, products and services available, technology resources, and educational resources.

Periodically, we will review alternative broker/dealers and custodians in the marketplace to ensure LPL Financial and Fidelity are meeting our duty to provide best execution for your accounts. The review will include a comparison of both firms which involves evaluating criteria such as overall expertise, cost competitiveness and financial condition. The quality of execution by LPL Financial and Fidelity will be reviewed through trade journal evaluations. However, best execution does not simply mean the lowest transaction cost. Therefore, no single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized custodian.

Additionally, product sponsors such as variable and investment companies and limited partnerships which are recommended to you may provide support to MAS and our Advisory Representatives. Such support includes research, educational information, and monetary support for due diligence trips and client events.

We may partner with other financial planning firms, discount brokers, mutual funds companies and other financial institutions to sponsor educational workshops. Seminars do not involve the sale of any investment products and are purely educational. Any cash benefits received from a sponsorship partners would be strictly to help off-set the expenses associated with bringing the financial education seminars to the public. Such expenses include ads in local newspapers, conference room rentals, seminar material, etc. All sponsors share in expenses.

There is an incentive for MAS and your Advisory Representative to recommend LPL Financial and/or Fidelity over other Broker/Dealers based on the products and services that we will receive rather than your best interest.

LPL Financial has a wide range of approved securities products for which LPL Financial performs due diligence prior to selection. As LPL Financial Registered Representatives, we are required to adhere to these products when implementing securities transactions through LPL Financial. Commissions charged for these products may be higher or lower than commissions you may be able to obtain if transactions were implemented through another Broker/Dealer. LPL Financial also provides our Advisory Representatives, and therefore MAS, with back-office operational, technology, and other administrative support. Other services may include consulting, publications and conferences on practice management, information technology, business succession planning, regulatory compliance and marketing. Such services are intended to help us and our Advisory Representatives manage and further develop its business enterprise.

LPL Financial also makes available to MAS other products and services that benefit MAS but may not directly benefit you. Some of these other products and services assist MAS with managing and administering your accounts. These include software and other technology that provide access to

your account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of MAS's fees from your accounts; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts.

Advisory Representatives as LPL Financial Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time as a result of directing securities transactions through LPL Financial. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from your assets. 12b-1 fees may be initially paid to LPL Financial and a portion passed to the Advisory Representative of record. The receipt of such fees could represent an incentive for Advisory Representatives to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest.

As noted we have an arrangement with Fidelity for our Asset Management/Investment Supervisory services accounts. The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help MAS manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom we may contract directly.

Fidelity generally does not charge its advisory clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

B. Due to the individual management of client accounts, typically MAS does not aggregate the purchase or sale of securities for various client accounts. When deemed appropriate, MAS will trade using "order blasting" or aggregating orders of one security for several accounts at once. This results in an average price/share for all accounts included in the trade. Aggregated orders will not reduce the transaction costs to participating clients. We conduct aggregated transactions (order blasts) in a manner designed to ensure that no participating client is favored over another client. If the aggregate order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated pro-rata to the participating client accounts in proportion to the size of the orders placed for each account.

REVIEW of ACCOUNTS

Item 13

A. Accounts will be reviewed on an on-going basis. MAS' Principal and Advisory Representative, Michael Schreiber or Ellen Duffy, our Advisory Representative will attempt to conduct reviews with you quarterly or as agreed by you and your Advisory Representative. You may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. You are advised that you must notify your Advisory Representative promptly of any changes to your financial goals, objectives or financial situation as such changes may require him or her to review the portfolio allocation and make recommendations for changes.

B. Your Advisory Representative will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which your assets are invested, and market shifts and corrections.

C. You will be provided statements at least quarterly direct from the account custodian. Additionally, you will receive confirmations of all transactions occurring direct from the account custodian. Further, depending on the services you request, your Advisory Representative may provide account holding and/or performance reports reflecting the holdings in your account and the value of the securities. Such reports will be provided at a frequency you requested. You should compare the report with statements received direct from the account custodian. Should there be any discrepancy the account custodian's report will prevail.

If you are participating in Financial Planning Services you will not receive regular reviews. MAS recommends you have at least an annual review and update to any plans. However, the time and frequency of the reviews is solely your decision. Additionally, you will be charged review fees based on the fee schedule disclosed under the program. Other than the initial plan or analysis, there will be no other reports issued.

CLIENT REFERRALS and OTHER COMPENSATION

Item 14

A. Product vendors recommended by MAS may provide monetary and non-monetary assistance with client events, provide educational tools and resources. We do not select products as a result of any monetary or non-monetary assistance. The selection of product is first and foremost. MAS's due diligence of a product does not take into consideration any assistance it may receive. Therefore, this is not considered a conflict of interest but a benefit for you and us.

Additionally, Fidelity is providing MAS with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

B. MAS does not directly or indirectly compensate any person who is not a supervised person of our firm for referrals. Further, we do not receive an economic benefit from a non-client for providing investment advice or advisory services to you.

Lastly, we do not compensate any person or entity for referring business to MAS.

MAS participates in the Fidelity Wealth Advisor Solutions program. Wealth Advisor Solutions is a referral program designed to introduce high net worth investors to independent registered investment advisors. MAS does not pay a fee to participate in the Wealth Advisor Solutions Program. Our participation in the program may raise potential conflicts of interest. We may have an incentive to recommend that clients custody assets with Fidelity.

In initially selecting Fidelity, MAS conducted due diligence. Our evaluation and criteria included ability to service you, staying power as a company, industry reputation, ability to report to you and to us, trading platform, products and services available, technology resources, and educational resources.

CUSTODY

Item 15

With the exception of deduction of MAS's advisory fees from your accounts, MAS does not take custody of your funds or securities. As noted under Item 13C above, you should compare the statement we provide you with your Fidelity and/or LPL Financial statement.

INVESTMENT DISCRETION

Item 16

You may grant MAS authorization to manage your account on a discretionary basis. You will grant such authority to MAS by execution of the advisory agreement. You may terminate the discretionary authorization at any time by giving us written notice.

Additionally, you are advised that:

- 1) You may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;
- 2) Your written consent is required to establish any mutual fund, variable annuity, or brokerage account;
- 3) If you elect to implement recommendations through your Advisory Representative, we require the use of LPL Financial, the broker/dealer with which our Advisory Representatives are registered for sales in commissionable mutual funds or variable annuities; however, asset management accounts can be opened at Fidelity;
- 4) With the exception of deduction of MAS's advisory fees from the account, if you have authorized automatic deductions, we will not have the ability to withdraw your funds or securities from the account.

VOTING CLIENT SECURITIES

Item 17

MAS does not vote your securities. Unless you suppress proxies, securities proxies will be sent directly to you by the account custodian or transfer agent. You may contact your Advisory Representative about questions you may have and opinions on how to vote the proxies. However, the voting and how you vote the proxies is solely your decision.

FINANCIAL INFORMATION

Item 18

A. MAS will not require you to prepay more than \$1,200 and six or more months in advance of receiving the advisory service; therefore, a balance sheet is not required to be attached.

B. MAS has discretionary authority over client accounts; however that authority does not extend to the withdrawal of any client assets, with the exception of deduction of MAS's advisory fees from your accounts. We are financially stable. There is no financial condition that is likely to impair our ability to meet our contract actual commitment to you or any other client.

C. Neither MAS nor any of its Advisory Representatives has ever been the subject of a bankruptcy petition.

REQUIREMENTS for STATE REGISTERED ADVISERS

This section is not applicable to MAS. MAS is not state registered. MAS is registered with the Securities and Exchange Commission.