

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
February 2014**

STEWART MATHER

The Mather Group, Inc.

**Oakbrook Terrace Tower
One Tower Lane, Suite 1820
Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Stewart Mather that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Stewart Mather is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Stewart Mohr Mather

Year of Birth: 1978

Educational Background:

- BA Degree Denison University & MBA Northwestern University
- CERTIFIED FINANCIAL PLANNER™ Designation from Northwestern University

Business Background:

- The Mather Group, Inc., President and Chief Compliance Officer, 02/2011 to Present
- Morgan Stanley Smith Barney, Registered Representative, 06/2009 to 02/2011
- Morgan Stanley & Company, Inc., Registered Representative, 02/2008 to 02/2011
- UBS Financial Services, Inc., Registered Representative, 06/2002 to 02/2008

The Certified Financial Planner™, CFP® and federally registered CFP marks are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its high standard of professional education, stringent code of conduct and standards of practice and ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements: Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university, pass the comprehensive CFP® Certification Examination, Complete at least three years of full-time financial planning-related experience and agree to be bound by CFP Board's *Standards of Professional Conduct*.

Individuals who become certified must complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial industry and renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Stewart Mather, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If Stewart Mather is actively engaged in any investment-related business or occupation, including if Stewart Mather is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

1. If a relationship between the advisory business and Stewart Mather's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

2. If Stewart Mather receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Stewart Mather receives. We must explain that this practice gives Stewart Mather an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

B. If Stewart Mather is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Stewart Mather's income or involve a substantial amount of Stewart Mather's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Stewart Mather's time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Stewart Mather for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Stewart Mather's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Stewart Mather, including how we monitor the advice Stewart Mather provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Stewart Mather's advisory activities on behalf of our firm.

Stewart Mather is the President and Chief Compliance Officer of our firm, and as such is bound by our firm's Code of Ethics. Please contact Mr. Mather with any questions about this brochure at (630) 537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
February 2014**

MICHAEL RYABIK

The Mather Group, Inc.

**Oakbrook Terrace Tower
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Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Michael Ryabik that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Michael Ryabik is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Michael Andrew Ryabik

Year of Birth: 1983

Educational Background:

- BA Trinity International University

Business Background:

- The Mather Group, Inc., Managing Partner, 02/2011 to Present
- Morgan Stanley Smith Barney, Registered Representative, Relationship Manager 06/2009 to 02/2011
- Morgan Stanley & Company, Inc., Registered Representative, Relationship Manager 03/2008 to 02/2011
- UBS Financial Services, Inc., Relationship Manager, 05/2006 to 03/2008

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Michael Ryabik, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If Michael Ryabik is actively engaged in any investment-related business or occupation, including if Michael Ryabik is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

3. If a relationship between the advisory business and Michael Ryabik's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

4. If Michael Ryabik receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Michael Ryabik receives. We must explain that this practice gives Michael Ryabik an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

- B. If Michael Ryabik is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Michael Ryabik's income or involve a substantial amount of Michael Ryabik's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Michael Ryabik's time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Michael Ryabik for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Michael Ryabik's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Michael Ryabik, including how we monitor the advice Michael Ryabik provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Michael Ryabik's advisory activities on behalf of our firm.

Mr. Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Mr. Ryabik's activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Mr. Ryabik's brochure supplement at (630)537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
October 2014**

W. DAVID BEUTEL

The Mather Group, Inc.

**Oakbrook Terrace Tower
One Tower Lane, Suite 1820
Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about W. David Beutel that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about W. David Beutel is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

William David Beutel

Year of Birth: 1976

Educational Background:

- Master's Degree from Loyola Marymount
- Bachelor's Degree from Stanford University
- CERTIFIED FINANCIAL PLANNER™ Designation
- Chartered Financial Analyst (CFA®)
- Certified Employee Benefit Specialist from Wharton School of Management

Business Background:

- The Mather Group, Inc., Private Client Advisor, 09/2014 to Present
- Dynamic Allocators, Advisor, 01/2013 to 08/2014
- Allstate, Agent/Financial Representative, 11/2005 to 06/2012

Qualification as Chartered Financial Analyst® charterholder requires:

- A bachelor's degree from an accredited institution or equivalent education or work experience
- Successful completion of all three exam levels of the CFA® program
- 48 months of acceptable professional work experience in the investment decision-making process
- Fulfillment of local society requirements, which vary by society
- Entry into a Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by the CFA Institute.

CFA® and Chartered Financial Analyst ® are registered trademarks owned by the CFA Institute.

The Certified Financial Planner™, CFP® and federally registered CFP marks are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its high standard of professional education, stringent code of conduct and standards of practice and ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements: Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university, pass the comprehensive CFP® Certification Examination, Complete at least three years of full-time financial planning-related experience and agree to be bound by CFP Board's *Standards of Professional Conduct*.

Individuals who become certified must complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial industry and renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of W. David Beutel, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If W. David Beutel is actively engaged in any investment-related business or occupation, including if W. David Beutel is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

5. If a relationship between the advisory business and W. David Beutel's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

6. If W. David Beutel receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation W. David Beutel receives. We must explain that this practice gives W. David Beutel an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

B. If W. David Beutel is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of W. David Beutel's income or involve a substantial amount of W. David Beutel's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of W. David Beutel's time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to W. David Beutel for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include W. David Beutel's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise W. David Beutel, including how we monitor the advice W. David Beutel provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising W. David Beutel's advisory activities on behalf of our firm.

Mr. Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Mr. Beutel's activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Mr. Beutel's brochure supplement at (630) 537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
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JASON JONES

The Mather Group, Inc.

**Oakbrook Terrace Tower
One Tower Lane, Suite 1820
Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Jason Jones that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Jason Jones is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Jason Gregory Jones

Year of Birth: 1981

Educational Background:

- Master's in Business Administration from DePaul University
- Bachelor's in Finance from Illinois State University
- Chartered Financial Analyst (CFA®)

Business Background:

- The Mather Group, Inc., Sr. Portfolio Analyst, 07/2011 to Present
- Calamos Investments, Jr. Research Analyst/Portfolio Administrator, 10/2007 to 06/2011
- Equity Office Properties, Senior Accountant, 05/2004 to 10/2007

Qualification as Chartered Financial Analyst® charterholder requires:

- A bachelor's degree from an accredited institution or equivalent education or work experience
- Successful completion of all three exam levels of the CFA® program
- 48 months of acceptable professional work experience in the investment decision-making process
- Fulfillment of local society requirements, which vary by society
- Entry into a Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by the CFA Institute.

CFA® and Chartered Financial Analyst ® are registered trademarks owned by the CFA Institute.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Jason Jones, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

- A. If Jason Jones is actively engaged in any investment-related business or occupation, including if Jason Jones is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.
7. If a relationship between the advisory business and Jason Jones' other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

8. If Jason Jones receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Jason Jones receives. We must explain that this practice gives Jason Jones an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

- B. If Jason Jones is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Jason Jones' income or involve a substantial amount of Jason Jones' time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Jason Jones' time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Jason Jones for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Jason Jones' regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Jason Jones, including how we monitor the advice Jason Jones provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Jason Jones' advisory activities on behalf of our firm.

Mr. Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Mr. Jones' activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Mr. Jones' brochure supplement at (630) 537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
February 2014**

BRIAN SCHMEHIL

The Mather Group, Inc.

**Oakbrook Terrace Tower
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Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Brian Schmehil that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Brian Schmehil is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Brian Michael Schmehil

Year of Birth: 1986

Educational Background:

- Bachelor's Degree in Finance from the University of Illinois, Champaign – Urbana
- CERTIFIED FINANCIAL PLANNER™ Designation from Northwestern University
- Chartered Retirement Planning Counselor Designation from the College of Financial Planning

Business Background:

- The Mather Group, Inc., Financial Planning Analyst, 02/2011 to 09/2012, Private Client Advisor, 09/2012 to Present
- Morgan Stanley Smith Barney, Registered Representative, Consulting Group Analyst, Financial Planning Associate, 06/2009 to 02/2011
- Morgan Stanley & Company, Inc., Registered Representative, Consulting Group Analyst, Financial Planning Associate, 06/2008 to 02/2011
- University of Illinois Foundation, Supervisor, 01/2006 to 05/2007

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The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its high standard of professional education, stringent code of conduct and standards of practice and ethical requirements that govern professional engagements with clients.

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Mr. Schmehil also has the professional designation, Chartered Retirement Planning Counselor (CRPC). The CRPC is offered by The College for Financial Planning®. The CRPC Program focuses on

the pre- and post-retirement needs of individuals. Enrollment in the program guides you through the retirement process, addressing issues such as estate planning and asset management. The College for Financial Planning® awards the Chartered Retirement Planning CounselorSM and CRPC® designation to students who: successfully complete the program; pass the final examination; and comply with the Code of Ethics, which includes agreeing to abide by the Standards of Professional Conduct promulgated by The College for Financial Planning®.

Applicants must also disclose of any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct. Conferment of the designation is contingent upon the College for Financial Planning's review of matters either self-disclosed or which are discovered by the College that are required to be disclosed.

Successful students receive a certificate and are granted the right to use the designation on correspondence and business cards for a two-year period. Continued use of the CRPC® designation is subject to ongoing renewal requirements. Every two years individuals must renew their right to continue using the CRPC® designation by: completing 16 hours of continuing education and reaffirming to abide by the Standards of Professional Conduct, Terms and Conditions, and self disclose any criminal, civil, self-regulatory organization, or governmental agency inquiry, investigation, or proceeding relating to their professional or business conduct.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Brian Schmeihil, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If Brian Schmeihil is actively engaged in any investment-related business or occupation, including if Brian Schmeihil is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

9. If a relationship between the advisory business and Brian Schmeihil's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

10. If Brian Schmehil receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Brian Schmehil receives. We must explain that this practice gives Brian Schmehil an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

B. If Brian Schmehil is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Brian Schmehil's income or involve a substantial amount of Brian Schmehil's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Brian Schmehil's time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Brian Schmehil for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Brian Schmehil's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Brian Schmehil, including how we monitor the advice Brian Schmehil provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Brian Schmehil's advisory activities on behalf of our firm.

Mr. Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Mr. Schmehil's activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Mr. Schmehil's brochure supplement at (630) 537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
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SHARON BRANDYS

The Mather Group, Inc.

**Oakbrook Terrace Tower
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Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Sharon Brandys that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Sharon Brandys is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Sharon Brandys

Year of Birth: 1988

Educational Background:

- BS in Accounting and BS in Finance from University of Illinois at Chicago
- Certified Public Accountant (CPA)

Business Background:

- The Mather Group, Inc., Tax Planning Strategist, 02/2011 to Present.
- Morgan Stanley Smith Barney, Intern, 05/2010 to 02/2011

The Certified Public Accountant (CPA) designation is a national professional certification. The State Boards of Accountancy determines the laws and rules for each state/jurisdiction. Educational requirements vary by state. Illinois requires a degree in accounting from an accredited university with 150 credit hours. Candidates must pass the uniform CPA examination and ethics exam.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Sharon Brandys, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If Sharon Brandys is actively engaged in any investment-related business or occupation, including if Sharon Brandys is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

11. If a relationship between the advisory business and Sharon Brandys' other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

12. If Sharon Brandys receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Sharon Brandys receives. We must explain that this practice gives Sharon Brandys an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

- B. If Sharon Brandys is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Sharon Brandys' income or involve a substantial amount of Sharon Brandys' time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Sharon Brandys' time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Sharon Brandys for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Sharon Brandys' regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Sharon Brandys, including how we monitor the advice Sharon Brandys provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Sharon Brandys' advisory activities on behalf of our firm.

Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Ms. Brandys' activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Ms. Brandys' brochure supplement at (630) 537-1078.

**Item 1: Cover Page for Part 2B of Form ADV:
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DAWN CORNWALL

The Mather Group, Inc.

**Oakbrook Terrace Tower
One Tower Lane, Suite 1820
Oakbrook Terrace, IL 60181**

(630) 537-1078

This brochure supplement provides information about Dawn Cornwall that supplements our brochure. You should have received a copy of that brochure. Please contact Stewart Mather, President and Chief Compliance Officer, if you did not receive our firm's brochure or if you have any questions about the contents of this supplement.

Additional information about Dawn Cornwall is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Dawn Marie Cornwall

Year of Birth: 1963

Business Background:

- The Mather Group, Inc., Sr. Relationship Manager, 02/2011 to Present
- Morgan Stanley Smith Barney, Relationship Manager, 06/2009 to 02/2011
- Morgan Stanley & Company, Inc., Sr. Client Associate, 02/2008 to 02/2011
- UBS Financial Services, Inc., Sr. Client Sales Associate 07/2007 to 02/2008
- Bear, Sterns & Co., Inc., Registered Assistant , 01/1993 to 07/2007

Our firm must disclose if Dawn Cornwall has no high school education, no formal education after high school, or no business background. We may list any professional designations held by Dawn Cornwall. We must provide you with a sufficient explanation of the minimum qualifications required for each designation to allow you to understand the value of the designation.

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Dawn Cornwall, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Item 4: Other Business Activities

A. If Dawn Cornwall is actively engaged in any investment-related business or occupation, including if Dawn Cornwall is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

13. If a relationship between the advisory business and Dawn Cornwall's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

14. If Dawn Cornwall receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Dawn Cornwall receives. We must explain that this practice gives Dawn Cornwall an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

B. If Dawn Cornwall is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Dawn Cornwall's income or involve a substantial amount of Dawn Cornwall's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Dawn Cornwall's time and income, we may presume that they are not substantial.

We have nothing to disclose in this regard.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Dawn Cornwall for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Dawn Cornwall's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Dawn Cornwall, including how we monitor the advice Dawn Cornwall provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Dawn Cornwall's advisory activities on behalf of our firm.

Mr. Stewart Mather, President and Chief Compliance Officer of our firm, supervises and monitors Ms. Cornwall's activities on a regular basis to ensure compliance with our firm's Code of Ethics. Please contact Mr. Mather if you have any questions about Ms. Cornwall's brochure supplement at (630) 537-1078.