

## **Firm Brochure**

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of MCS Financial Advisors. If you have any questions about the contents of this brochure, please contact us at: PHONE, or by email at: EMAIL. 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 MCS Financial Advisors is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

23 February 2012

# Material Changes

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## Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

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## Material Changes since the Last Update

On June 13, 2012 MCS Financial Advisors amended its standard investment management contract (Statement of Understanding) to introduce a lower fee schedule for family members of current clients. Current clients may request asset management services for family members at a 'grandfathered' minimum annual fee of \$4,750. At the same time, the ARBITRATION clause of the contract was replaced with a Mediation/Dispute Resolution clause.

On October 21, 2011, MCS Financial Advisors reached an agreement with a sub-advisor to manage a portion of clients' assets. A "Sub-Advisors" section was added to this document to reflect the change.

On April 5, 2011, CFP® Professional Katherine (Kath) M. Suchan joined MCS Financial Advisors. Kath's bio can be found on page 22 of this brochure.

On July 28, 2010, the United State Securities and Exchange Commission published "Amendments to Form ADV," adopting new rules which amend the disclosure document ("Brochure") that we provide to clients as required by SEC Rules. Accordingly, this Brochure is materially different in structure and requires certain new information that our previous brochure did not require. Pursuant to the new SEC Rules, we will ensure that all of our current clients receive this Brochure, in its entirety, by May 30, 2011.

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 800-525-8808 or by email at: [jeff@mcsfa.com](mailto:jeff@mcsfa.com) or [michael@mcsfa.com](mailto:michael@mcsfa.com).

# Table of Contents

<b>Material Changes.....</b>	<b>i</b>
Annual Update .....	i
Material Changes since the Last Update .....	i
<b>Advisory Business .....</b>	<b>1</b>
Firm Description.....	1
Firm History .....	2
Types of Advisory Services.....	2
Sub-Advisors .....	3
Principal Owners.....	3
Amount of Assets Under Management .....	3
We Do Not Participate in Wrap Fee Programs .....	3
<b>Types of Agreements.....</b>	<b>4</b>
Investment Management Agreement.....	4
Comprehensive Financial Planning Agreement .....	5
Conflict of Interest Management – Investment Management Context.....	6
Conflict of Interest Management – Financial Planning Context.....	6
Hourly Planning Engagements .....	7
Termination of Agreement .....	7
<b>Performance-Based Fees .....</b>	<b>8</b>
<b>Types of Clients.....</b>	<b>8</b>
Description .....	8
<b>Methods of Analysis, Investment Strategies and Risk of Loss.....</b>	<b>8</b>
Methods of Analysis.....	8
Investment Philosophy and Strategies.....	9
Risk of Loss .....	9
<b>Disciplinary Information .....</b>	<b>11</b>
Legal and Disciplinary.....	11
<b>Other Financial Industry Activities and Affiliations .....</b>	<b>11</b>
Financial Industry Activities.....	11
Affiliations .....	11

<b>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>11</b>
Code of Ethics .....	11
Participation or Interest in Client Transactions.....	12
Personal Trading.....	12
<b>Brokerage Practices.....</b>	<b>12</b>
Selecting Brokerage Firms.....	12
Best Execution .....	12
Soft Dollars .....	13
Order Aggregation .....	13
Cross Transactions .....	14
<b>Review of Accounts .....</b>	<b>14</b>
Periodic Reviews .....	14
Review Triggers.....	15
Regular Reports.....	15
<b>Client Referrals and Other Compensation .....</b>	<b>15</b>
Incoming Referrals.....	15
Referrals Out .....	15
Other Compensation.....	15
<b>Custody .....</b>	<b>15</b>
Account Statements.....	15
Performance Reports.....	15
<b>Investment Discretion.....</b>	<b>16</b>
Discretionary Authority for Trading.....	16
Limited Power of Attorney.....	16
<b>Voting Client Securities .....</b>	<b>17</b>
Proxy Votes .....	17
<b>Financial Information .....</b>	<b>17</b>
Financial Condition .....	17
<b>Business Continuity Plan .....</b>	<b>17</b>
General .....	17
Disasters.....	17
Alternate Offices .....	17
Loss of Key Personnel .....	18

<b>Information Security Program.....</b>	<b>18</b>
Information Security .....	18
Privacy Notice .....	18
Education and Business Standards .....	20
Professional Certifications .....	20
EMPLOYEES.....	21

# Advisory Business

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## Firm Description

MCS Financial Advisors (MCS) offers asset management, personal financial planning and family wealth counseling to individuals, families, pension plans, business owners and family businesses. We specialize in providing hard-to-break wealth management strategies for high-net-worth clients. MCS offers informed and objective, yet highly personalized services, which may include asset management; retirement, estate, fringe benefits, education, charitable goals or special needs planning; family business issues including succession; expert witness testimony; and family business or family wealth diagnostic tools.

MCS is an independent, privately owned, fee-only wealth management firm and was founded in 1991 by Michael C. Stalker. MCS employs Michael and one Certified Financial Planner<sup>TM</sup> professional, and has arranged to outsource most of its non-professional tasks to specialists in those fields (such as accounting, human resources, and marketing). This structure allows its advisors to focus their attention on professional services to its clients.

Independent means that we work for the client. MCS does not represent or work for any other financial institution or firm. Clients receive unbiased, individually tailored recommendations based solely on their personal and financial needs and goals. Fee-only means that clients compensate MCS directly for our services and all of our charges are clearly disclosed. We are not influenced by potential commissions or referral rewards.

Our financial philosophy is based on research that shows conservative risk-taking often leads to greater wealth accumulation than aggressive risk-taking. We strive to produce more predictable results by narrowing the range of possible outcomes. Our approach promotes consistent long-term asset growth. We *manage risk to increase wealth*<sup>TM</sup> for our clients.

The professionals at MCS take a pragmatic approach to achieve the best possible outcome. Our approach is designed to reduce the volatility of returns, and our mission is to *transform money from a source of worry to a resource for fulfillment*<sup>TM</sup>.

MCS asset management clients engage independent custodians, such as Charles Schwab & Co., and MCS obtains a limited power of attorney from each independent custodian to provide portfolio management services. Clients receive account statements from both their independent custodian and MCS.

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## **Firm History**

MCS Financial Advisors was founded in 1990 by Michael C. Stalker, who began his financial career in 1983 as a stockbroker for NYSE member Newhard, Cook & Co. Michael soon came to realize that the interests of financial service companies often conflicted with the financial goals of the client. He saw that many clients needed more than mere brokerage services (i.e. facilitating the purchase of investment products). Clients needed unbiased investment advice from someone who would act in their best interests. In 1988, Michael earned the Chartered Financial Analyst designation, and began managing client investment assets in a fiduciary capacity in 1991.

As the financial planning profession grew, Michael realized that many of his clients required services that went beyond asset management. In 1998, Michael met the requirements to hold the Certified Financial Planner® designation, and since 2003 Michael has employed Certified Financial Planner® professionals on his staff.

MCS is an independent fee-only firm.

Independent means that we work for our clients only. We are not affiliated with nor, do we work for, any other financial institution or firm. Clients receive unbiased, individually tailored recommendations based solely on their personal and financial needs and goals. We do not sell insurance or any other secondary financial product, nor do we accept “soft-dollar commissions” from brokers based on our client securities transactions. We do not pay third parties to solicit clients on our behalf.

Fee-only means that our clients compensate us directly for our services, and all of our charges are clearly disclosed. We are not influenced by potential commissions or referral rewards. Our success is directly linked to our clients’ financial success.

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## **Types of Advisory Services**

MCS provides investment supervisory services, also known as asset management services or investment management services, and comprehensive financial planning services. These services are described in more detail in the “Types of Agreements” section of this brochure.

Occasionally, MCS furnishes advice to clients on matters not involving securities, such as individual components of financial planning (including, but not limited to: retirement planning, estate planning, tax planning, or education planning), expert witness, business consulting and family wealth consulting services.

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**Sub-Advisors**

As part of our investment advisory services, we may use one or more sub-advisors to manage a portion of your investments on a discretionary basis. The sub-advisor(s) may use one or more model portfolios to manage your account and/or they may design a custom portfolio. We will regularly monitor the performance of your accounts managed by sub-advisor(s), and may hire and/or fire any sub-advisor or re-allocate your assets without your prior approval based on you granting our firm discretionary authority.

Upon entering into a Statement of Understanding with us, you authorize us to use sub-advisor(s) to service your account. Before we engage a sub-advisor to provide services for you, we will provide you with the sub-advisor's Form ADV 2. You agree to allow us to share non-public, personal information with the sub-advisor for the purpose of administering and managing your account. We require any sub-advisor to execute a confidentiality agreement and not share Client information with any unauthorized person or entity.

If a sub-advisor is utilized for your account, you will incur additional advisory fees. You will also be required to execute a limited power of attorney ("LPOA") with the sub-advisor, and execution of this LPOA will authorize the sub-advisor to deduct its fee directly from your brokerage account.

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**Principal Owners**

Michael C. Stalker is the sole owner of MCS Financial Advisors, LLC, dba MCS Financial Advisors.

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**Amount of Assets Under Management**

As of 12/31/2011, MCS manages approximately \$154,000,000 in assets for 75 clients. All assets are managed on a discretionary basis.

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**We Do Not Participate in Wrap Fee Programs**

MCS does not sponsor, nor has it ever sponsored, any wrap fee program. A wrap fee program is defined as any advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions.



## Types of Agreements

The following agreements define the typical client relationships.

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### Investment Management Agreement

Each person's, each family's, each business's financial needs are unique. We learn as much as we can about a client's situation - financial status, lifestyle, values, and goals. This attention to each individual allows the professionals at MCS to provide effective investment selection and ongoing care of the investment portfolios under our management.

See the "Methods of Analysis, Investment Philosophy and Strategies, and Risk of Loss" sections of this document for more detail on our investment approach.

A Statement of Understanding is executed by the client and Michael Stalker for all Asset Management engagements.

MCS provides asset management services on a discretionary basis.

Agreements remain in effect until amended or terminated. The client or MCS may terminate the agreement upon 30 days written notice, and fees will be calculated up to the 30<sup>th</sup> day after the termination notice. Portfolio advisory services include a review and recommendation to the client of specific asset allocations based upon the client's risk/reward attitudes and constraints.

Clients pay the advisory fee quarterly in arrears. The base fee is calculated as 0.95 percent (0.95%) annually of assets managed, and the pro-rated amount of the fee is based on each quarter-end account value.

The annual fee is subject to a \$19,000 per client per year (\$4,750 per quarter) minimum. For grandfathered Clients, the minimum annual Fee may be expressed as 0.95% of assets with an annual minimum of \$4,750 or \$9,500, but not to exceed 3% of the value of assets under management. Fees for portfolio advisory and management services are based on the account market value, prorated for any cash flows, at the end of each quarter. If the management of an account commences at any time other than the beginning of a calendar quarter, the first quarterly fee shall be the greater of the prorated minimum quarterly fee, or the prorated cash flows occurring during the quarter times the above scheduled percentages. Fees are deducted directly from a client's brokerage account upon separate written authorization, unless the client has requested to pay by check. Clients who pay by check are mailed an invoice. Fees charged on client balances in excess of \$2,000,000 are reduced by 0.10% for the first \$3,000,000, another 0.15% for the next \$5,000,000 and are negotiable for balances over \$10,000,000. Payment of fees may result in the liquidation of a client's securities if there is insufficient cash in the Account. Notwithstanding the above, fees may be negotiable.

If clients assets are invested in mutual funds, a client may be required to pay, in addition to the adviser's fee, a proportionate share of the mutual fund's fees

and charges. Clients are also responsible for fees charged by their custodian, such as trade commissions, wire transfer fees, special custody fees, etc.

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**Comprehensive Financial Planning Agreement**

A comprehensive financial plan is designed to help the client with the major aspects of their finances and does not require investment management after the financial plan is completed (although asset management may be part of the engagement). Comprehensive financial planning services are outlined in the Financial Planning Engagement Letter.

The financial plan may include, but is not limited to: a SWOT (Strengths, Weaknesses, Opportunities and Threats) analysis; a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. Fees computed at an hourly rate of \$175, and the final cost is generally \$5,000 to \$7,500 for a personal financial plan and \$8,000 to \$25,000 for a financial plan for business owners. Fees are billed monthly in arrears, and clients are required to make an initial payment of \$2,500 before a comprehensive financial planning engagement begins.

Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments. Once identified, additional time and expense may be needed to address these issues. Also, clients impact the overall cost of the financial plan by providing accurate and complete information, making financial plan development less time consuming.

After delivery of a financial plan, future face-to-face meetings may be scheduled as necessary. Should the client wish to engage MCS to assist in implementation of planning recommendations, this service can be performed at a reduced rate of \$125 per hour (see Hourly Planning Engagements).

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**Conflict of Interest Management – Investment Management Context**

Our compensation is based on the amount of client assets which we have under management. This method of compensation creates conflicts when our compensation could be enhanced based on our advice. These include any situations that would increase the assets we manage, such as taking out a mortgage rather than using cash to purchase a home, deciding not to pay off a mortgage, gifting to charities or children, or our recommendations to bring to our firm other assets, such as 401k accounts, under our management, etc. Each time such a potential conflict may arise, we will give written notice of the conflict in that given situation if our advice regarding the proposed transaction would impact our compensation.

MCS's relationship with each client is non-exclusive; in other words, MCS provides investment advisory services to multiple clients. Although MCS seeks to avoid situations in which one client's interest may conflict with the interest of another of its clients, some circumstance could arise that put clients' interests in conflict. For example, when purchasing or selling an illiquid security, MCS may not be able to complete the order for all of its clients in the same day, which will cause some clients' trades to be executed at different prices than other clients' trades. Also, situations may occur where MCS is selling an asset from one client's account that would be appropriate in another client's account. In this situation, the seller wants to receive the highest price possible, and the buyer wants to pay the lowest price possible. Please see Order Aggregation and Cross Trades in the Investment Discretion section of this document for specific procedures for mitigating these potential conflicts.

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**Conflict of Interest Management – Financial Planning Context**

Financial planning clients are advised that, if they retain our firm as Investment Manager (i.e., charging an investment management fee based on a percentage of assets under management), a potential conflict of interest arises. Any advice that increases assets under our management will increase the management fee, and any advice that decreases assets under our management will decrease the management fee. The types of questions which could give rise to this conflict are questions such as: whether to pay off or pay down a home mortgage; whether to take a lump sum or an annuity from a pension plan; and whether to invest or maintain investments in assets that we will not manage. We strive to maintain a high degree of objectivity and to ensure that our advice is not based on these considerations. However, the potential for conflict of interests exists, and clients must be aware of that fact as they consider our recommendations.

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### **Hourly Planning Engagements**

In certain circumstances financial advice that falls outside of our asset management or comprehensive financial planning services may be provided at the request of the client. This may include personal or corporate business and financial matters not involving securities, such as acting as an expert witness in securities litigation cases, insurance consultation, succession planning, estate planning, etc. These services are computed at an hourly rate as services are rendered, and are invoiced monthly.

Hourly rates are:

- |   |       |
|---|-------|
| ▪ Family Business / Wealth Counseling       | \$275 |
| ▪ Chartered Financial Analyst (CFA)         | \$275 |
| ▪ CERTIFIED FINANCIAL ANALYST® (CFP®)       | \$200 |
| ▪ Expert Witness Engagement                 | \$350 |
| ▪ Concierge / Financial Plan Implementation | \$125 |

Family Business Consulting and Business/Practice Consulting may be billed on an hourly, project or per diem basis. Rates vary by scope of the engagement.

MCS does not provide investment management or investment allocation advice on a stand-alone, hourly basis. Securities investment supervision on a fiduciary basis involves continuous, ongoing monitoring of client assets, and advice given today could be impacted dramatically by tomorrow's events.

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### **Termination of Agreement**

A Client may terminate the Comprehensive Financial Planning or Hourly Planning Engagements at any time by notifying MCS in writing and paying the outstanding hourly charges for the time spent on the engagement prior to notification of termination. If the client made an advance payment, MCS will refund any unearned portion of the advance payment.

MCS may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, MCS will refund any unearned portion of the advance payment.

## Performance-Based Fees

Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client (this formula is common in hedge funds or other pooled investment vehicles), usually in comparison to a market benchmark index. MCS believes that performance-based fees may provide an incentive to favor riskier investments that are more likely to produce volatile returns, a result anathema to our investment philosophy.

MCS fees are not based on a share of the capital gains or capital appreciation of managed securities.

## Types of Clients

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### Description

MCS generally provides investment advice to individuals, families, trusts, estates, business owners or charitable organizations, corporations, retirement plans or business entities.

Client relationships vary in scope and length of service.

Based on the minimum asset management fee, the minimum asset management relationship is generally \$2,000,000. For asset management relationships where the client cannot meet the \$2,000,000 minimum, the \$19,000 minimum annual fee applies. For comprehensive financial planning engagements, a client net worth of \$4,000,000 or more is generally recommended.

## Methods of Analysis, Investment Strategies and Risk of Loss

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### Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

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## **Investment Philosophy and Strategies**

Investing, like life, is unpredictable at times. Our investing philosophy is designed to produce more predictable results by narrowing the range of possible outcomes.

Consistent long-term returns depend on both earning and not losing money. For example, a loss of 33% turns an investment of \$1,500 into an investment of \$1,000. In order to get back to the \$1,500 starting point, an investor needs to earn 50% on the remaining capital.

Taking this into account, the professionals at MCS take a pragmatic approach to achieve the best possible outcomes. Results have shown that prudent risk-taking often leads to greater wealth accumulation than aggressive risk-taking. Behavioral finance research has demonstrated this phenomenon – most investors are naturally wired to make poor risk management decisions.

At MCS, we are disciplined, patient, and opportunistic investors. We believe that successfully managing money means managing both risk and return. Our approach promotes consistent long-term asset growth.

Our investment strategy focuses on determining which asset class (stocks, bonds, commodities, real estate) will likely produce the best risk adjusted returns that meets the client's risk tolerance. There is typically a significant allocation to investment grade fixed income securities to establish reliable cash flow, source of compounding and increase risk adjusted returns.

To execute the investment strategy MCS primarily purchases individual stocks or bonds, but may also purchase mutual funds including index funds, exchange traded funds, closed end funds, real estate investment trusts, master limited partnerships and other publically traded securities.

MCS does not use a bucket approach to allocating client investments (a bucket approach quickly dumps new client moneys into the same securities that are owned by other investors in the same bucket.) No two MCS client securities portfolios look exactly alike, although the asset allocations may be similar based on the client's risk tolerance. MCS believes that new clients want to own the best ideas now, not the best ideas of 3 years ago.

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## **Risk of Loss**

MCS asks its clients to specify the amount of annual portfolio loss in percentage terms that is acceptable to them. This produces some interesting conversations, because it is often the first time the investor has ever been asked to explicitly specify their risk tolerance. The financial services industry's disingenuous approach is to bury risk tolerance in fuzzy financial objectives or non-specific terms like "low risk", "moderate growth", "balanced", "aggressive", etc.; anything but what it actually is: the amount money a client can tolerate losing while trying to make more money.

All investments have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following risks:

- **Interest-Rate Risk:** Fluctuations in interest rates may cause corresponding investment price fluctuations. For example, when interest rates rise, yields on existing bonds become less attractive, causing their prices to decline. Stocks and other asset classes may decline in price as well.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year. Purchasing power erodes due to increasing price levels for a broad basket of goods and services.
- **Deflation Risk:** The decline in asset values and price levels for a broad basket of goods and services due to a lack of demand. The opposite of Inflation Risk, this raises the future purchasing power of a dollar.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate, earnings per share ratio or earnings yield).
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate is not. When an asset becomes illiquid, its sale value may drop dramatically compared to its intrinsic value.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

## Disciplinary Information

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### Legal and Disciplinary

MCS and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

## Other Financial Industry Activities and Affiliations

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### Financial Industry Activities

None.

### Affiliations

None.

## Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

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### Code of Ethics

As a fiduciary, MCSFA has a duty of utmost good faith to act solely in the best interests of each of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying the MCSFA Code of Ethics and Personal Trading Policy, and represents the expected basis of all of our dealings with our clients.

The MCSFA Code of Ethics consists of the following core principles:

1. The interests of clients will be placed ahead of MCS's or any employee's own investment interests.
2. Employees are expected to conduct their personal securities transactions in accordance with the Personal Trading Policy and will strive to avoid any actual or perceived conflict of interest with the client. Employees with questions regarding the appearance of a conflict with a client should consult with the CCO or Compliance Administrator before taking action that may result in an actual conflict.
3. Employees will not take advantage of their position with MCS.
4. Employees are expected to act in the best interest of each of our clients.
5. Employees are expected to comply with federal securities laws. Strict adherence to this policy manual will assist the employee in complying with this important requirement.



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### **Participation or Interest in Client Transactions**

MCS and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the *MCS Compliance Manual*.

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### **Personal Trading**

Employees are expected to purchase or sell a security for their personal accounts only after trading of that same security has been completed in client accounts. Personal accounts of the employee include all accounts for family members living within the employee's household and accounts over which the employee has authority even though the account owner does not live within the same household as the employee.

- (1) Any employee contemplating a trade to the contrary must consult with the CCO *before* conducting his or her personal trade.
- (2) It is the employee's responsibility to know which securities are being traded by MCS. The employee may consult with the CCO to determine whether a security is an appropriate purchase by the employee.

### **Initial Public Offerings and Private Placements**

All employees are required to obtain approval from the CCO *before* investing in an initial public offering ("IPO") or a private placement, defined as an equity position within a non-public company. The CCO will obtain approval from the Compliance Administrator before investing in an IPO or private placement.

## **Brokerage Practices**

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### **Selecting Brokerage Firms**

MCS does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. MCS recommends custodians based on the proven integrity and financial responsibility of the firm, the best execution of orders at reasonable commission rates, and the ability of the custodian to facilitate client requests.

MCS recommends discount brokerage firms and trust companies (qualified custodians), such as Charles Schwab & Co.

MCS does not receive fees or commissions from any of these arrangements.

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### **Best Execution**

Consistent with our fiduciary obligations, MCSFA seeks best execution in all transactions. We define best execution as the best price we believe we may obtain for a specific trade in light of all relevant circumstances. MCSFA's Trading and Brokerage Policy is designed to assist MCS in meeting its goal of seeking best execution in all transactions. The Applicant will formally review trading and brokerage practices periodically. A primary reason for this review is to improve upon our best execution process.

MCSFA selects broker-dealers used in executing trades for client accounts. We consider various factors in selecting a broker, including:

- Financial condition;
- Acceptable record keeping;
- Ability to obtain best price;
- Knowledge of market, securities and industries;
- Commission structure;
- Reputation and integrity; and
- Ability to execute trades for thinly traded or illiquid securities.

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### **Soft Dollars**

MCSFA may recommend that clients establish brokerage accounts with a registered broker-dealer who provides prime brokerage services, to maintain custody of clients' assets and to effect trades for their accounts. Prime broker relationships provide MCSFA and its clients with access to lower cost institutional class investment products, trading and operations services, which are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. Prime brokers also make available to MCSFA other products and services that benefit MCSFA in managing and administering clients' accounts or help MCSFA manage and further develop its business enterprise. Prime brokers may discount or waive fees they would otherwise charge MCSFA or its clients for some of these services or pay all or a part of the fees of a third-party providing these services to MCSFA. The availability these products or services to MCSFA is not contingent upon MCSFA committing to a prime broker any specific amount of trading.

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### **Order Aggregation**

When practical, client trades in the same security will be bunched in a single order (a "block") in an effort to obtain best execution at the best security price available. When possible, the allocations of a particular security will be determined by MCSFA before the trade is placed with the broker. MCSFA will make every effort to allocate fairly any block purchases or sales of securities. When employing a block trade:

- We will attempt to fill client orders by day-end;
- If the block order is not filled by day-end, MCSFA will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep client transaction costs to a minimum, in accordance with specific account guidelines and with regard to each account's overall asset allocation (for example, new accounts with a

large percentages of cash may receive a larger pro-rata allocations than established, fully invested accounts);

- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price; and
- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, we may deviate from this policy if its application results in unfair or inequitable treatment to some or all of MCS' clients.

MCSFA may execute trades with brokers who charge a higher commission rate than other brokers that trade the same security, if we determine that the trade is consistent with our duty to seek best execution. MCSFA may also execute trades with brokers who charge a higher commission when these brokers provide valuable investment research material to the decision to purchase or sell a particular security for the accounts involved in the trade.

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### **Cross Transactions**

MCSFA may engage in cross transactions, which is when the advisor's clients are both the seller and buyer of the same security. MCSFA believes the nature of a cross transaction eliminates or reduces the broker dealer bid/offer spread, thus we are able to obtain a better execution for both seller and buyer. Nonetheless, there are inherent conflicts of interest as a result of our attempting to act in the best interest of both clients on both sides of the transaction. It should be noted that we do not ultimately determine the price at which any cross transaction may occur. Rather, the broker affecting the trade has final determination of such price consistent with its duty under rules promulgated by the National Association of Securities Dealers, Municipal Securities Rulemaking Board, and/or the Securities and Exchange Commission. The advisor will obtain additional documentation of pricing information and will make this available to clients upon request. MCSFA will only engage in cross transactions when it is consistent with our duty to obtain the best execution for clients.

## **Review of Accounts**

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### **Periodic Reviews**

Account reviews are performed periodically throughout the year by advisors Michael Stalker and Jeff Yamada. Account reviews are performed more frequently when market conditions dictate.

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**Review Triggers**

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's personal circumstances.

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**Regular Reports**

Asset management clients receive quarterly performance reports from MCS. In addition, MCS will provide tax reporting, projected income reports, cash reconciliations and other reports to meet client needs. Financial planning or consulting clients receive customized reports based on the nature of the engagement and their financial situation. Reports may include net worth and cash flow reports and projections, retirement projections, financial SWOT analysis (Strengths, Weaknesses, Opportunities and Threats), insurance adequacy, estate estimates, risk assessments, comments on business risks and recommendations specific to their unique circumstances.

## **Client Referrals and Other Compensation**

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**Incoming Referrals**

MCS has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. MCS does not compensate referring parties for these referrals, nor does MCS employ or engage solicitors.

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**Referrals Out**

MCS does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

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**Other Compensation**

None. Asset management fees or hourly billings paid by clients are our sole source of compensation.

## **Custody**

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**Account Statements**

All assets are held at independent third party custodians like Charles Schwab & Co. Inc. The custodian(s) provides account statements directly to clients at their address of record at least quarterly but usually monthly.

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**Performance Reports**

Clients are encouraged to compare the account statements received directly from their custodians to the performance reports provided by MCS. MCS obtains securities pricing and transaction data directly from the custodian on a daily basis.

## Investment Discretion

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### **Discretionary Authority for Trading**

MCS accepts discretionary authority to manage securities accounts on behalf of clients. MCS has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold based on the investment policy that clients have approved in writing.

The client approves the custodian to be used and the commission rates paid to the custodian. MCS does not receive any portion of the transaction fees or commissions paid by the client to the custodian.

MCS uses many brokers to obtain best execution for clients. Best execution considers commissions, spreads and comparisons to prices of other similar securities. When using a broker other than the prime (custodian) broker the securities or cash payment is delivered to or from the prime (custodian) broker (broker holding client assets) to the transacting broker. All client assets are held at the prime broker.

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### **Limited Power of Attorney**

Asset management clients sign a limited power of attorney, which is a trading authorization that allows MCS to transact securities trades on our clients' behalf. It may also allow MCS to move money to client accounts with identical account registrations, or to issue checks to the client at the address of record.

## Voting Client Securities

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### Proxy Votes

Unless the client designates otherwise, MCS votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of MCS proxy voting policy is available upon request. MCS engages a proxy voting firm ISS, formerly Institutional Shareholder Services, to evaluate proxy issues and make voting recommendations which MCS follows.

## Financial Information

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### Financial Condition

MCS does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

A balance sheet is not required to be provided because MCS does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

## Business Continuity Plan

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### General

MCS has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people. MCS engages Back Office Connection (BOC) to provide IT, portfolio accounting, client statement distribution and compliance administration. BOC offers this service to multiple advisers and as such has a more robust disaster recovery capability than MCS could afford on its own.

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### Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

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### Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. MCS employees can securely access client information via an internet connection to a secure BOC site. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

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### **Loss of Key Personnel**

In the event of Michael Stalker's serious disability or death, MCS' Chief Compliance Officer (in conjunction with MCS's regulatory legal counsel and FP Transitions or similar service) would identify another financial advisory firm to support the transition of MCS clients to a firm with the following criteria:

- Assets of \$250 million or more
- Demonstrated expertise / track record in both fixed income and equity management
- Management includes at least one but preferably more than one Chartered Financial Analyst, likewise for Certified Financial Planner® professionals.
- Account minimum of at least one million
- Clean regulatory compliance record
- Credit, legal and criminal background check of principals that includes discussion with current and (if possible) former employees. The purpose of which is to assess the cultural integrity of the firm.
- Approval of the financial condition of the successor firm
- Final approval by clients through group and / or one on one meetings with potential successor

## **Information Security Program**

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### **Information Security**

MCS maintains an information security program to reduce the risk that your personal and confidential information may be breached. We ask for written client permission before discussing client information with the client's other advisers.

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### **Privacy Notice**

MCS is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.



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**Education and Business Standards**

MCS requires that advisors in its employ have relevant work experience, education and / or credentials demonstrating knowledge of asset management, financial, estate and / or tax planning. Examples of acceptable credentials or education include, but are not limited to: Masters in Business Administration (MBA), Certified Financial Planner CFP<sup>®</sup>, Chartered Financial Analyst (CFA), Chartered Financial Consultant (ChFC), Juris Doctorate (JD), Chartered Life Underwriter (CLU) or Certified Public Accountant (CPA).

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**Professional Certifications**

Employees have earned certifications and credentials that are required to be explained in further detail.

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

CERTIFIED FINANCIAL PLANNER<sup>™</sup> (CFP<sup>®</sup>): CERTIFIED FINANCIAL PLANNER professionals are licensed by the CFP<sup>™</sup> Board to use the CFP<sup>™</sup> mark. CFP<sup>®</sup> certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP<sup>™</sup> Board ([www.cfp.net](http://www.cfp.net)).
- Successful completion of the 10-hour CFP<sup>®</sup> Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.
- Bi-annual completion of 30 hours of continuing education

National Association of Personal Financial Advisors (NAPFA®): NAPFA registered financial planners must meet the following standards to be considered for admission and to maintain their membership:

- Planners must accept fee-only compensation
- Planners may not own more than 2% of a financial services industry firm that receives transaction-based compensation
- Planners must agree to follow the NAPFA Fiduciary Oath
- Bachelor's degree from an accredited college or university
- A CFP™ or CPA/PFS credential
- Three-year qualifying full-time work experience
- Peer reviewed case submission or written financial plan submission
- Bi-Annual completion of 60 hours of continuing education

Family Firm Institute (FFI®): FFI's Global Education Network grants Certificates in Family Business Advising (CFBA) and Family Wealth Advising (CWFA). Requirements for the CFBA and CWFA certificates are:

- Satisfactory completion of the following course requirements:
  - Family Enterprise
  - Self in Systems
  - Family Enterprise Advising and Consulting
  - Families of Wealth
  - An Elective Course within the Global Education Network
- Attend two FFI annual conferences following completion of the coursework
- Participate in the Mentoring Program as partner to a family enterprise professional

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## EMPLOYEES

<u>Name &amp; Date of Birth</u>	<u>Exams &amp; Professional Designations</u>	<u>Business Background</u>
Michael C. Stalker Born: 1955	Chartered Financial Analyst 1988 Charter 10818	Owner, Portfolio Manager MCS Financial Advisors 1990-Present
	Family Firm Institute, Inc. 2008 Certificate in Family Business Advising Certificate in Family Wealth Advising	Broker/Dealer Titan Value Equities 1989-1991
	CERTIFIED FINANCIAL PLANNER BOARD OF STANDARDS, INC. Exam passed 1998	Broker/Dealer Newhard, Cook & Co. 1983-1989
	Oregon Insurance Consultant Licenses Health, 2006 Life, 2006	
	Certificate in Cash Management University of Southern California, 1985	
	Certificate of Achievement ICFA Continuing Education 1988-1989, 1989-1990	
	Arbitrator, NASD	

### **Previously Held FINRA ( formerly NASD) registrations**

NASD Series 16 (Supervisory Analyst), 1989  
 NASD Series 24 (General Principal), 1990  
 NASD Series 53 (Municipal Principal), 1990  
 NASD Series 7 (Registered Representative), 1983

Disciplinary Information: NONE Outside Business Activities: NONE

Outside Compensation: None

#### Supervision:

Michael, as 100% owner and president, periodically employs outside legal council to review MCS operations. A mock SEC audit reviewing MCS's asset management practices was performed by Carr Butterfield LLC in March 2010. In April 2010, a legal review of MCS's general business practices was performed by Watkinson Laird Rubenstein et al. Jeff Yamada, Chief Compliance Officer (CCO), is responsible for supervising all employees' (including the President) adherence to firm policies. Back Office Connection provides third party compliance administration services.

Supervisor: Jeff Yamada, MCS CCO 800-525-8808  
 John Carr, Attorney, Carr, Butterfield LLC 866-730-5244

<u>Name &amp; Date of Birth</u>	<u>Exams &amp; Professional Designations</u>	<u>Business Background</u>
Jeffrey B. Yamada Born: 1964	NAPFA Registered Advisor 2010  CERTIFIED FINANCIAL PLANNER™ Certification 2007  NASD Series 65 (Uniform Investment Advisor) 2005, Series 3 (Commodity Futures Exam) 2002  National Regulatory Services "Investment Advisory Compliance Specialist" Certificate, 2001  MBA, International Finance St. John's University Jamaica, New York, 1994  BA, International Business/German California State University Fullerton, 1989	Financial Planner Chief Compliance Officer MCS Financial Advisors 2004-Present  Director of Operations Post Advisory Group LLC 2003-2004  Chief Compliance Officer & Director of Operations, Bradford & Marzec, Inc. 1998-2003, 1994-1995  Trader, Portfolio Systems UBS Private Banking 1989-1994  Intern, Union Bank of Switzerland (UBS) Zurich, Switzerland 1988

Disciplinary Information: None

Other Business Activities: None

Outside Compensation: None

**Supervision:**

Jeff is supervised by Michael Stalker, President. He reviews Jeff's work through frequent office interactions. Michael also reviews Jeff's activities through our client relationship management system and outsourced compliance administration services provided by Back Office Connection.

Supervisor: Michael Stalker, MCS President, 800-525-8808

<u>Name &amp; Date of Birth</u>	<u>Exams &amp; Professional Designations</u>	<u>Business Background</u>
Katherine M. Suchan Born: 1962	CERTIFIED FINANCIAL PLANNER <sup>TM</sup> Certification 2006  Chartered Life Underwriter Certification 2007  FINRA Series 66 (Uniform Investment Advisor) 2002  FINRA Series 63 (Uniform Securities Agent) 1999  FINRA Series 7 (General Securities Representative) 1999  FINRA Series 6 (Investment Products/Variable Contracts Representative) 1999  Oregon Insurance License, Life Health, Variable Products, 1998	Client Services/Marketing Support Administrator MCS Financial Advisors 2011-Present  Operations Manager Carter & Carter Financial 2010 -2011  Registered Representative Raymond James 2010-2010  Operations Manager Wealth Advisors Division Jones & Roth LLC 2010  Registered Representative 1 <sup>st</sup> Global Capital Corp 2010  Owner Suchan Wealth Progressions 2006-2010  Financial Services Manager KPD Insurance, Inc. 2001-2006  Registered Representative Financial Network Investment Corporation 2000-2010

Disciplinary Information: None

Outside Business Activities: None

Outside Compensation: None

Supervision:

Katherine is supervised by Jeffrey Yamada, Chief Compliance Officer. He reviews Kath's work through frequent office interactions. Jeff also reviews Kath's activities through our client relationship management system and outsourced compliance administration services provided by Back Office Connections.

Supervisor: Jeff Yamada, MCS CCO 800-525-8808