

Form ADV Part 2A Brochure

Midwest Financial Group, LLC

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March 29, 2016

This Brochure provides information about the qualifications and business practices of Midwest Financial Group, LLC (MFG). If you have any questions about the contents of this Brochure, please contact us at (913) 696-0041. 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.

MFG is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information from which you can determine whether to hire or retain an adviser.

Item 2 – Material Changes

This Brochure dated March 29, 2016, represents the annual update to the Brochure for Midwest Financial Group, LLC.

Since the filing of the firm's initial Brochure on April 11, 2015, subsequently amended May 11, 2015 and January 15, 2016, the firm has added other business names that the firm uses and has updated fee payment practices. Various other updates were made, but no other material changes were made.

Pursuant to SEC Rules, we will deliver to you a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. All such information will be provided to you free of charge.

Currently, our Brochure may be requested by contacting us at (913) 696-0041. Additional information about MFG is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with MFG who are registered as investment adviser representatives of the firm.

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Item 4 – Advisory Business

Midwest Financial Group, LLC (CRD # 175288) (MFG) is registered as an investment adviser with the Securities Exchange Commission. MFG is based in Kansas and is organized as a limited liability company under the laws of the State of Kansas. The firm was formed in 2015, has been registered as a registered investment adviser since 2015, and currently has 8 employees.

MFG's principal office and place of business is located at 13220 Metcalf, Suite 180, Overland Park, KS 66213. Regular business hours are Monday through Friday 8:00 am to 5:00 pm. The firm can be contacted by phone at (913) 696-0041 and by fax at (913) 696-0042. MFG has an office located at 3735 SW Wanamaker Rd., Ste. B, Topeka, KS 66610. The firm can be located at this location at (785) 290-0007 or by fax at (785) 235-0046.

The firm is owned equally by Leigha A. Shepard, Cole S. Reichle, Steven D. Reichle, and Richard K Ryan. Ms. Shepard currently serves as MFG's Chief Compliance Officer.

MFG consists of multiple investment advisory representatives operating under one legal entity, MFG. Three of the representatives with ownership interest in MFG, Ms. Leigha Shepard, Mr. Cole Reichle, and Mr. Steven Reichle, conduct MFG business under the business name "Midwest Financial Partners", which is similar in name to "Midwest Financial Partners, Inc", a separate legal entity used by them for accounting and tax purposes. Another representative and owner of the MFG, Mr. Richard Ryan, conducts MFG business under the business name "Alpha Asset Management". A non-owner representative of the firm, Brandy Branstetter, conducts MFG business under the business name "Fresh Financial Planning", which is similar in name to "Fresh Financial Planning, LLC," a separate legal entity used by her for accounting and tax purposes.

MFG provides ongoing discretionary and non-discretionary portfolio management services to individuals, families and businesses. When providing portfolio management services, the firm not only makes recommendations related to investments, but also implements these recommendations and provides ongoing monitoring and reporting. Clients may elect to give the firm discretion to make all decisions (discretionary management), or may prefer to approve all decisions before implementation (non discretionary management).

MFG also provides investment advisory services to individuals, families and businesses where the firm makes ongoing investment recommendations but the client is responsible for determining whether or not to implement recommendations, and if they decide to do so, are responsible for actual implementation.

Additionally, the firm provides project oriented and ongoing financial planning services to individuals and families where the firm offers advice or other strategic assistance in areas such as

education funding, retirement planning, estate planning, risk management, employee benefits planning, tax planning, etc. When engaged to provide financial planning assistance, clients are responsible for determining whether or not to implement a recommendation, and if they decide to do so, are responsible for implementation. The details of an engagement vary on a case by case basis depending on the complexity of the client's financial situation. Generally however, an engagement involves identification of goals and objectives, collection and analysis of data, formulation of a strategy, and preparation of a written plan.

MFG also provides retirement plan services to businesses which may include plan level services such as discretionary management services, non-discretionary management services, and investment advisory services related to different types of retirement plans. When providing management services, the firm is responsible for implementing recommendations. When the firm is providing advisory services, the client is responsible for implementation of recommendations.

Regardless of the services provided, each is tailored to the individual needs of a particular client (whether an individual, a family, or a business) through an assessment conducted prior to an engagement. Clients may impose restrictions related to the level of discretion granted, the types of investments used, etc. Terms of an actual engagement, including description of service, limitations and restrictions, fees, etc., are all detailed before any engagement begins in a written client agreement.

In addition to these services, the firm also provides fee-based investment management services under a "Wrap Fee Program" whereby participants in the program receive portfolio management, custodial, reporting, and clearing services for one all inclusive fee (see our "Form ADV Part 2A Appendix 1- Investment Management Wrap Fee Program Brochure").

As of December 31, 2015, MFG managed approximately \$140,000,000 in assets, \$132,000,000 of which was managed on a discretionary basis, and \$8,000,000 of which was managed on a non-discretionary basis.

Item 5 – Fees and Compensation

Investment Management Services

Fees charged for discretionary and non discretionary investment management services are negotiated prior to the engagement at a rate not to exceed 1.5%.

Fees are generally calculated and charged quarterly in advance based on the average daily balance of assets under management during the preceding quarter. Fees for partial quarters are prorated based on the number of days assets are under management. Fees are generally deducted directly from client accounts, but clients may elect to alternatively pay fees by check.

Services may be terminated at any time by either party with 30 days written notice to the other party, and fees will be prorated accordingly. Any payments made in advance will be prorated and refunded to the client.

All management fees paid to MFG are separate and unrelated to any fees or expenses assessed by mutual funds or exchange traded funds, or to any trade commission charged by an account custodian, although trade commissions may at times be paid by MFG at the firm's discretion. Information pertaining to fund-generated fees and expenses can be found in mutual fund and exchange traded fund prospectuses.

Investment Advisory Services

Fees charged for advisory services may be charged in advance or in arrears depending on the service provided. Fees are negotiated in advance, and generally range from .50% to 1.50% depending on the level of complexity of the engagement. Fee rates are based on actual services provided rather than being based on the level of assets managed as detailed above for investment management services.

In some cases, fees may be deducted directly from client accounts, but clients generally are billed directly on a quarterly basis.

Services may be terminated at any time by either party with 30 days written notice to the other party, and fees will be prorated accordingly. Any payments made in advance will be prorated and refunded to the client.

All advisory fees paid to MFG are separate and unrelated to any fees or expenses assessed by any broker, custodian, or other outside party.

Financial Planning Services

Fees charged for financial planning services are quoted in advance and charged at a fixed amount. Quoted fixed fees will be based on the complexity and level of service provided on a case by case basis. As mentioned above, services may include planning in areas such as education funding, retirement planning, estate planning, risk management, employee benefits planning, tax planning, etc. Since each of these areas can vary in complexity depending on the

complexity of the client's financial situation, cost will vary as well. Fees are negotiable depending on the circumstances of the engagement, location, etc.

Fees are generally billed directly to the client in arrears, although a portion of which may be billed in advance.

Services may be terminated at any time by either party with 30 days written notice to the other party, and fees will be prorated based on the degree to which services have been completed. Any payments made in advance will be prorated and refunded to the client.

All financial planning fees paid to MFG are separate and unrelated to any fees or expenses assessed by any broker, custodian, or other outside party.

Retirement Plan Services

Fees charged for retirement plan services may be charged in advance or in arrears depending on the service provided. Fees may be fixed or asset based (not to exceed 1.50% annually), and are negotiable depending on the complexity of the service. Fee levels (whether fixed or asset based) are primarily based on actual services to be provided.

Fees may be deducted directly from client accounts on a quarterly basis, or clients may elect to alternatively pay fees by check or wire transfer. There is a minimum annual fee of \$1,000 per plan.

Services may be terminated at any time by either party with 30 days written notice to the other party, and fees will be prorated accordingly. Any payments made in advance will be prorated and refunded to the client.

All retirement plan fees paid to MFG are separate and unrelated to any fees or expenses assessed by any broker, custodian, or other outside party.

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

MFG does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client), and consequently does not simultaneously manage performance based and non performance based accounts.

Item 7 – Types of Clients

MFG provides services to individuals, businesses and retirement plans.

For its services, MFG does not require a minimum dollar value in assets for establishing or maintaining a client's account, but the firm reserves the right to decline engagements for various reasons including account size.

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

MFG's general investment strategy, consistent with the tenets of modern portfolio theory, is to attempt to reduce risk and volatility by building globally diversified portfolios. To implement this strategy, MFG primarily uses fundamental security methods of analysis, as well as market trend and economic cycle analysis. While mutual funds and exchange traded funds are the primary investment vehicles used in or recommended for client accounts, we may also use or recommend various other investment vehicles in the implementation of our strategies, including long-term purchases (securities held at least a year), short-term purchases (securities sold within a year), trading (securities sold within 30 days), margin and options.

Investing in securities involves risk of loss that clients should be prepared to bear. Such risks include market risk, interest rate risk, currency risk, and political risk, and loss of capital, among others. Additionally, certain trading strategies can affect investment performance through increased brokerage and other transactions. Each client's propensity for risk however is thoroughly evaluated, documented, and considered throughout the portfolio implementation process.

Although MFG intends to manage risk through the careful selection of investments, no investment strategy can assure a profit or avoid a loss.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the firm or the integrity of its management. MFG is currently not subject to, nor has ever been subject to, any legal or disciplinary events of a material nature.

Item 10 – Other Financial Industry Activities and Affiliations

MFG may also offer clients advice or recommendations related to insurance products. Some associated persons of MFG are licensed insurance agents and may represent various insurance companies. Any insurance product placed through associated persons may generate standard and customary insurance commissions and other compensation, a portion of which may be received by associated persons of MFG.

While MFG will endeavor at all times to put the interest of clients first as part of its fiduciary duty, clients should be aware that the receipt of additional compensation creates a potential conflict of interest, and may affect the judgment of individuals who make recommendations. However, our clients are under no obligation to purchase products recommended by our associated persons or to purchase products through our associated persons. We believe that our recommendations are in the best interests of our clients, and are consistent with our clients' needs.

Item 11 – Code of Ethics

Code of Ethics

MFG has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. The MFG Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, and details practices for reviewing the personal securities transactions of supervised persons with access to client information. The Code also requires compliance with applicable securities laws, addresses insider trading, and details possible disciplinary measures for violations. MFG will provide a complete copy of its Code of Ethics to any client upon request to the Chief Compliance Officer.

Trading Conflicts of Interest

Individuals associated with MFG are permitted to buy or sell securities for their personal accounts identical to or different than those recommended to clients. However, no person employed by MFG is allowed to favor his or her own interest over that of a client or make personal investment decisions based on the investment decisions of advisory clients.

In order to address potential conflicts of interest, MFG requires that associated persons with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's Chief Compliance Officer. MFG also requires prior approval

from the Chief Compliance Officer for investing in any IPOs or private placements (limited offerings).

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

We do not maintain custody of client assets. Instead, we require all client assets be maintained in an account at a non affiliated “qualified custodian,” generally a broker-dealer or bank. We currently recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as a qualified custodian. We are not affiliated with Schwab but instead are independently owned and operated. Schwab will hold your assets in a brokerage account and will be able to buy and sell securities on your behalf.

While we recommend that you use Schwab as custodian/broker, you will ultimately decide whether to do so and will open your account with Schwab or another custodian/broker by entering into an account agreement directly with one of them. We cannot actually open accounts for you, but we can assist you in opening an account at whatever custodian/broker you decide to use.

How We Select Custodians and Brokers

When recommending a custodian or broker for our clients, we consider many different factors including quality of service, types of services offered, overall capability, execution quality, competitiveness of transaction costs, availability of investment research, reputation of the firm, and financial resources, among other things. In determining the reasonableness of a broker’s compensation, we consider the overall cost to you relative to the benefits you receive, both directly and indirectly, from the broker.

Your Brokerage and Custody Costs

Our clients receive various services directly from Schwab, our custodian. For our clients’ accounts that Schwab maintains, Schwab generally does not charge separately for custody services but instead is compensated by charging commissions or other fees on trades that it executes or trades that are executed by other brokers to and from Schwab accounts. Fees applicable to our client accounts were negotiated based on the condition that our clients

collectively maintain a certain level of assets at Schwab. We feel this commitment benefits you because we expect the overall rates you pay will be lower than they might be otherwise.

Since Schwab charges you a fee for each trade that we have executed by a different broker-dealer, we have Schwab execute most trades for your account in order to minimize your trading costs.

We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means seeking the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to Us from Brokers/Custodians

Our primary custodian provides us and our clients with access to its institutional brokerage services like trading, custody, reporting, and related services, many of which are not typically available to Schwab retail customers. Schwab also makes available various support services, some of which may help us manage or administer our clients’ accounts, while others may help us manage and grow our business.

Schwab’s institutional brokerage services which benefit you directly include access to a broad range of investment products, execution of securities transactions, and asset custody. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that provide access to client account data, facilitates trade execution for multiple client accounts, provides pricing and other market data, facilitates payment of our fees from our clients’ accounts, and assists with back-office functions, recordkeeping, and client reporting.

Schwab also offers other services intended to help us manage and further develop our business. These services include educational conferences and events, consulting on technology, compliance, legal, and business needs, publications and conferences on practice management and business succession, and access to employee benefits providers, human capital consultants, and insurance providers.

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. Of course, this may give us an incentive to recommend that you maintain your account with Schwab based on our interests rather than yours, which is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients, and is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us.

Aggregation of Transactions

MFG may, from time to time, aggregate client orders into blocks in order to facilitate more efficient account management and execution. When aggregating orders, an average price is given to all participants in the block, or other measures are taken, in order to treat all accounts fairly.

Item 13 – Review of Accounts

Review of Accounts

Accounts are generally reviewed on a weekly, monthly, quarterly, or semi-annual basis, depending on the type of account. Reviews may be general in nature, addressing investment objectives, risk tolerances or asset allocations, or they may be more detailed, depending on circumstances. The level of detail of the review is generally triggered by factors such as market, political, or economic conditions, or the client's individual financial situation. Clients should notify the firm of any material personal financial changes.

Regular Reports Provided to Clients

In addition to the monthly statements and confirmations of transaction that clients receive from the custodian, MFG may provide other reports directly to the client from time to time depending on the type of engagement. Investment management clients for example may receive periodic performance related reports. Financial planning clients may receive a planning analysis but do not receive regular reports from MFG.

MFG urges clients to carefully review custodial statements and compare them to the reports which we may provide.

Item 14 – Client Referrals and Other Compensation

MFG does not compensate any outside parties for client referrals, nor do we receive any compensation or non cash economic benefit for client referrals.

MFG does however receive economic benefits from our custodian in the form of the support products and services that are made available to us and to other independent investment advisors. These products and services, how they benefit us, and the related conflicts of interest are described in Item 12 above. The firm may also on limited occasions receive travel expense reimbursements for industry meetings related to market analysis, investment strategies, and practice management. The availability to us of these economic benefits is not based on us giving particular investment advice, such as buying or recommending particular securities for our clients. Furthermore, our representatives are required to make all investment decisions and recommendations based solely on the interests of the applicable client.

Item 15 – Custody

As noted in Item 12, MFG recommends that clients' assets be held by Charles Schwab & Co., Inc., as custodian. Although we do not hold assets, we may have limited control in some instances to trade on your behalf, to deduct our advisory fees from your account with your authorization, or to request disbursements to you.

You will receive account statement directly from your custodian at least quarterly, which will be sent to the email or postal mailing address you provide. MFG urges clients to carefully review custodial statements and compare them to any account reports that we might provide.

Item 16 – Investment Discretion

MFG will accept discretionary authority to manage securities accounts on behalf of clients, although we will also accept non discretionary accounts.

When granted authority to manage accounts, MFG customarily has the authority to determine which securities and the amounts that are bought or sold. Any discretionary authority accepted by MFG however is subject to the client's risk profile and investment objectives, and may be limited by any other limitations provided by the client in writing.

MFG will not exercise any discretionary authority until it has been given authority to do so in writing. Such authority is granted in the written agreement between MFG and the client, and in the written agreement with the third party custodian.

Item 17 – Voting Client Securities

MFG does not vote proxies on behalf of clients.

Item 18 – Financial Information

Registered investment advisers are required in some cases to provide certain financial information and or disclosures about their financial condition. For example, if the firm requires prepayment of fees for six months in advance, has custody of client funds, or has a condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients, it must provide financial information and make disclosures.

MFG has no financial or operating conditions which trigger such additional reporting requirements.