

Item 1: Cover Page

Part 2A of Form ADV Firm Brochure

May 6, 2021

Miami Valley Portfolio Management, Inc.

SEC No. 801-41766

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This brochure provides information about the qualifications and business practices of Miami Valley Portfolio Management, Inc. If you have any questions about the contents of this brochure, please contact us at 937-833-4043 or via email to bfs@behnkenfinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the SEC or state regulatory authority does not imply a certain level of skill or expertise.

Additional information about of Miami Valley Portfolio Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business fiscal year.

Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Miami Valley Portfolio Management, Inc. ("MVP") entered into a new arrangement with SEI Investments. SEI Investments is a leading global provider of asset management, investment processing, and investment operations solutions. By partnering with SEI, we are able to provide a broad selection of investment options and products. Accounts invested at SEI Investments will be billed in arrears.

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Item 4: Advisory Business

A. Miami Valley Portfolio Management, Inc.

Miami Valley Portfolio Management, Inc. ("MVP" and/or "the firm") is an Ohio corporation and has been a registered investment adviser since 1992. The principal owners of MVP are Kent Behnken, Scott Behnken, and Michael Moran.

B. Advisory Services Offered

MVP provides continuous asset management to clients on a discretionary basis, among one or more of our proprietary programs. We do not provide financial planning, estate planning or unrelated consulting services.

MVP generally actively allocates a clients' investment account among various mutual funds, exchange traded funds, stocks, bonds and/or variable annuity sub-accounts in accordance with our asset management programs. We, on a discretionary basis, will exchange and/or transfer funds owned by the client among different asset classes within the same (or different) fund families, in accordance with the investment objective of the client.

We attempt to tactically allocate a client's assets based on trends in the market. MVP may use short and leveraged strategies in some of our investment programs. We may allocate all of a client's assets to a money market account at our discretion.

MVP offers a number of investment models. A client may have more than one model used to manage their assets. We can alter our models as new information and strategies become available. These models are listed and described in Item 8 of this brochure.

In addition to providing MVP with information regarding their personal financial circumstances, investment objectives and tolerance for risk, clients are required to provide the firm with any reasonable investment restrictions that should be imposed on the management of their portfolio, and to promptly notify the firm of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals and tolerance for risk. MVP will remind clients of their obligation to inform the firm of any such changes or any restrictions that should be imposed on the management of the client's account. MVP will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives and tolerance for risk.

C. Client-Tailored Services and Client-Imposed Restrictions

Each client's account will be managed on the basis of the client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

D. Wrap Fee Programs

MVP has legacy wrap accounts but does not offer a wrap fee program to new accounts. (Wrap fee programs offer services for one all-inclusive fee.)

E. Client Assets Under Management

As of December 31, 2020, MVP manages approximately \$109.2 million of client assets, all on a discretionary basis.

Item 5: Fees and Compensation

A. Methods of Compensation and Fee Schedule

A.1. Fee Schedule

MVP charges an annual investment management fee based on a percentage of the market value of the assets under management. The maximum annual fee for this service is 2.0%. This fee is negotiable. MVP generally requires a minimum account size of \$10,000. MVP, in its sole discretion, may waive the required minimum.

Fees charged are always subject to the investment advisory agreement between the client and MVP. Such fees are payable quarterly in advance for accounts opened with all custodians other than SEI. Accounts opened at SEI will be billed in arrears. The fees will be prorated if the investment advisory relationship commences otherwise than at the beginning of a calendar month. Management fees shall be prorated for each capital contribution and withdrawal of \$10,000 or greater made during the applicable calendar quarter.

A.1.a. Important Disclosure – Custodian Investment Programs

Please be advised that the firm utilizes certain custodians/broker-dealers. Under these arrangements we can access certain investment programs offered by our custodian that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware. Please note the following:

Limitation on Mutual Fund Universe for Custodian Investment Programs: Please note that as a matter of policy we prohibit the receipt of revenue share fees from any mutual funds utilized for our advisory clients' portfolios. Nonetheless, if the firm decides to take these 12b-1 fees in the future, please note the following: There are certain programs offered by our custodian in which the firm participates that limit the types of mutual funds and mutual fund share classes to those in which our custodian has negotiated the receipt of 12b-1 and/or other revenue sharing fee payments from the mutual fund issuer or sponsor. As such, a client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee payments, and the client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the client. Such fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual funds that do not pay revenue sharing fees. The client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the client should discuss with their investment adviser representative whether a share class from a comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances (i) where our adviser representative is also licensed as a registered representative of a broker-dealer and receives a portion of 12b-1 and or revenue sharing fees as compensation – such

compensation creates an incentive for the investment adviser representative to use programs which utilize funds that pay such additional compensation; and (ii) where the broker-dealer receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm clients.

Additional Disclosure Concerning Wrap Programs: In addition, our custodian offers certain wrap fee programs that (i) allow our investment adviser representatives to select mutual fund classes that either have no transaction fee costs associated with them but include embedded 12b-1 fees that lower the investor's return ("sometimes referred to as "A-Shares," depending on the mutual fund issuer), or (ii) allow the use of mutual fund classes that have transaction fees associated with them but do not carry embedded 12b-1 fees (sometimes referred to as "I-Shares," depending on the mutual fund sponsor). Our wrap fee programs offer investment services and related transaction services for one all-inclusive fee (except as may be described elsewhere in this Brochure). The trading costs are typically absorbed by the firm and/or the investment representative. If a client's account holds A-Shares within a wrap fee program, the firm and/or its investment adviser representative avoids paying the transaction fees charged by other mutual fund classes, which in effect decreases the firm's costs and increases its revenues from the account. Effectively the cost is transferred to the client from the firm in the form of a lower rate of return on the specific mutual fund. This creates an incentive for the firm or investment adviser to utilize such funds as opposed to those funds that may be equally appropriate for a client but do not carry the additional cost of 12b-1 fees borne by the client. As a policy matter, the firm does not allow funds that impose 12b-1 or revenue sharing fees on the client's investment within its wrap fee programs. Should a client prefer an A-Share class or mutual fund share class that has embedded 12b-1 and/or revenue sharing fees, then the utilization of such funds within the wrap fee program requires specific written client consent acknowledging the conflict. Clients should understand and discuss with their investment adviser representative the types of mutual fund share classes available in the wrap fee program and the basis for using one share class over another in accordance with their individual circumstances and priorities.

B. Client Payment of Fees

MVP generally requires fees to be prepaid on a quarterly basis. MVP's fees will either be paid directly by the client or disbursed to MVP by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The custodian will deliver directly to the client an account statement, at least quarterly, showing all investment and transaction activity for the period, including fee disbursements from the account.

MVP requires clients to authorize the direct debit of fees from their accounts. Exceptions may be granted subject to the firm's consent for clients to be billed directly for our fees. For directly debited fees, the custodian's periodic statements will show each fee deduction from the account. Clients may withdraw this authorization for direct billing of these fees at any time by notifying us or their custodian in writing.

MVP will deduct advisory fees directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

A client investment advisory agreement may be canceled at any time by the client, or by MVP with 30 days' prior written notice to the client. Upon termination, any unearned, prepaid fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

C. Additional Client Fees Charged

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, separate account managers, broker-dealers, and custodians retained by clients. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus, each separate account manager's Form ADV and Brochure and Brochure Supplement or similar disclosure statement, and by any broker-dealer or custodian retained by the client. Clients are advised to read these materials carefully before investing. If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using MVP may be precluded from using certain mutual funds or separate account managers because they may not be offered by the client's custodian.

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

D. External Compensation for the Sale of Securities to Clients

MVP's advisory professionals are compensated primarily through a salary and bonus structure. MVP's advisory professionals may be paid sales, service or administrative fees for the sale of mutual funds or other investment products. MVP's advisory professionals may receive commission-based compensation for the sale of securities and insurance products. Investment adviser representatives, in their capacity as a SA Stone Wealth Management, Inc. registered representative, are prohibited from earning an advisory fee on the securities value transferred from an advisory client's SA Stone Wealth Management, Inc. brokerage account unless commissions earned on such securities transactions occurred at least a 12–18 months prior to the transfer. Please see Item 10.C. for detailed information and conflicts of interest.

Item 6: Performance-Based Fees and Side-by-Side Management

MVP does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in their best interests.

Item 7: Types of Clients

Miami Valley Portfolio Management, Inc. provides portfolio management services mainly to individuals. Other clients may include high net worth individuals, foundations, estates and trusts.

MVP generally requires a minimum account size of \$10,000. MVP, in its sole discretion, may waive the required minimum.

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

A. Methods of Analysis and Investment Strategies

A.1. Investment Strategies

MVP is an active allocation manager. We use moving average crossovers to help create stop loss signals for most of our investment programs. Our programs are different than a "Buy and Hold" philosophy. We are also more active than a rebalancing strategy. MVP attempts to respond to price movements and changes in the business cycle in the funds our clients hold on a daily basis. We have the ability to move a client's assets to money market when stop losses are triggered. Some of our models allow MVP the limited use of leveraged funds or short funds.

MVP will review and adjust our investment strategies in an ongoing basis as new and/or different factors arise. MVP does pay third party firms for advice on strategies and transactions.

MVP's assertive model uses relative strength analysis to allocate among sector and/or traditional asset classes. Each month relative strength analysis is used to determine the funds to be purchased.

MVP is an active money manager. This may lead to high turnover. Actively managed accounts will not increase fees or commissions because we use no load funds and/or exchange within a fund family. There may be adverse tax consequences for non-IRA accounts.

Investing in securities involves risk of loss that clients should be prepared to bear. MVP does not invest in bank deposits and assets are not guaranteed by FDIC insurance.

Investing in sector, leveraged and short funds involve special risks. These funds are riskier than traditional diversified funds. Sector funds are concentrated in a particular industry or country and therefore involve more risks. Short mutual funds seek to correspond to the inverse (opposite) of the performance of an index. In general, short funds perform well when the market index is decreasing in value. Leveraged funds use derivatives to leverage or compound the exposure to an index. These funds are for aggressive investors willing to accept more risk. We will invest in foreign funds which can be affected by changes in political and foreign currency exchange rates. Foreign investing as with all investing, involves the risk of loss of money.

A.2. Portfolio Models

- *Balanced Model* – We actively allocate a portion of our clients' assets into Large Cap, Mid Cap, Small Cap and Developed International Stock Funds. We also allocate a portion to fixed income funds. We maintain a 20 % core position and a cash position. Each day we analyze each non-core position using moving average price crossovers to help create stop-loss signals. When a sell signal is produced, that fund is moved to cash until a new buy signal is generated. MVP is an active money manager. This may lead to higher than normal turnover. There may be adverse tax consequences for nonqualified accounts.
- *Balanced Plus Model* – This model operates the same as our Balanced Model with the addition of positions allocated to Emerging Markets and Latin American stocks.

- *Cautious Model* – This model operates the same as our Balanced Model. The only difference is the amount allocated to equities is decreased and the amount allocated to fixed income and cash is increased.
- *Assertive Model* – This is a sector rotation model using relative strength analysis on mutual funds. Each month funds are selected based on relative strength. Some leveraged and short funds may be used.
- *Bond Rotation Model* – This is a model which uses relative strength analysis on a portfolio of fixed income funds. Each month relative strength analysis is used to select which three fixed income funds are to be purchased.
- *Growth and Income Model* – This model will use the top three relative strength funds each month from our Assertive Model and the top three fixed income funds from our Bond Rotation Model.
- *Growth Portfolio Core* – This mutual fund model allocates funds to different asset classes in an attempt to mitigate risk. Funds chosen for each asset class are reviewed against their benchmark with an eye toward long term out performance. Positions are reallocated as often as quarterly depending on position growth in an attempt to further mitigate risk.
- *Growth Portfolio Core with Sectors* – This model operates the same as our Growth Portfolio Core with the addition of two added sector fund positions. The sector positions will be reviewed at least annually.
- *Long-Cash Model* – This model uses multiple technical signals to generate buy and sell signals. When the signal indicates a market advance, a leveraged stock market index fund is purchased. When a sell signal is generated, 100% is moved to a cash position. Occasionally the model may allocate to a short stock market index fund when extended market declines occur.

A.3. Methods of Analysis

MVP uses a variety of sources of data to conduct its economic, investment and market analysis, such as financial newspapers and magazines, economic and market research materials prepared by others, conference calls hosted by mutual funds, corporate rating services, annual reports, prospectuses, and company press releases. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

MVP and its investment adviser representatives are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular client's risk tolerance.

- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to derive the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

In addition, MVP reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. MVP may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

A.4. Important Disclosure – Custodian Investment Programs

Please be advised that the firm utilizes certain custodians/broker-dealers. Under these arrangements we can access certain investment programs offered by our custodian that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware. Please see Item 5.A. of this Brochure for detailed information.

A.5. Mutual Funds, Individual Securities, and Third-Party Separate Account Managers

MVP may recommend no-load and load-waived mutual funds and individual securities (including fixed income instruments). MVP may also assist the client in selecting one or more appropriate manager(s) for all or a portion of the client's portfolio. Such managers will typically manage assets for clients who commit to the manager a minimum amount of assets established by that manager—a factor that MVP will take into account when recommending managers to clients.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, ETFs, individual securities (including fixed-income securities), and managers is set forth below.

MVP has formed relationships with third-party vendors that

- provide a technological platform for separate account management
- prepare performance reports
- perform or distribute research of individual securities
- perform billing and certain other administrative tasks

MVP may utilize additional independent third parties to assist it in recommending and monitoring individual securities, mutual funds, and managers to clients as appropriate under the circumstances.

MVP reviews certain quantitative and qualitative criteria related to mutual funds and managers and to formulate investment recommendations to its clients. Quantitative criteria may include

- the performance history of a mutual fund or manager evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund, sub-advisor or manager's fee structure
- the relevant portfolio manager's tenure

Qualitative criteria used in selecting/recommending mutual funds or managers include the investment objectives and/or management style and philosophy of a mutual fund or manager; a mutual fund or manager's consistency of investment style; and employee turnover and efficiency and capacity.

Quantitative and qualitative criteria related to mutual funds and managers are reviewed by MVP on a quarterly basis or such other interval as appropriate under the circumstances. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or manager by MVP (both of which are negative factors in implementing an asset allocation structure).

MVP may negotiate reduced account minimum balances and reduced fees with managers under various circumstances (e.g., for clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that clients will receive any reduced account minimum balances or fees, or that all clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other clients. Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the funds or managers utilized. MVP will endeavor to obtain equal treatment for its clients with funds or managers but cannot assure equal treatment.

MVP will regularly review the activities of mutual funds and managers utilized for the client. Clients that engage managers or who invest in mutual funds should first review and understand the disclosure documents of those managers or mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees and conflicts of interest.

A.6. Material Risks of Investment Instruments

MVP may invest in open-end mutual funds and exchange-traded funds for the vast majority of its clients. In addition, for certain clients, MVP may effect transactions in the following types of securities:

- Equity securities
- Mutual fund securities
- Exchange-traded funds
- Fixed income securities

- Corporate debt securities, commercial paper, and certificates of deposit

A.6.a. Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

A.6.b. Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

A.6.c. Exchange-Traded Funds ("ETFs")

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF. Due in large part to these factors, leveraged and inverse ETFs are intended for intra-day trading.

A.6.d. Fixed Income Securities

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds have liquidity and currency risk.

A.6.e. Corporate Debt, Commercial Paper and Certificates of Deposit

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk.

Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

B. Investment Strategy and Method of Analysis Material Risks

Our investment strategy is custom-tailored to the client's goals, investment objectives, risk tolerance, and personal and financial circumstances.

B.1. Margin Leverage

Although MVP, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, MVP will utilize leverage. In this regard please review the following:

The use of margin leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So, if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment.

The use of margin leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts require a minimum equity requirement when clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to

satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

B.2. Short-Term Trading

Although MVP, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

B.3. Short Selling

MVP generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales are the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

B.4. Technical Trading Models

Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

C. Security-Specific Material Risks

There is an inherent risk for clients who have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one

type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There is nothing to report on this item.

B. Administrative Enforcement Proceedings

There is nothing to report on this item.

C. Self-Regulatory Organization Enforcement Proceedings

There is nothing to report on this item.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Members and registered advisory personnel of MVP are registered representatives of SA Stone Wealth Management, Inc. ("SASW"), a FINRA-registered broker-dealer and member of SIPC. SASW is a financial services company engaged in the sale of investment products.

B. Futures or Commodity Registration

Neither MVP nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

C.1. Broker-Dealer Registration

Managers, members, and registered personnel of MVP are associated persons of SASW, a FINRA-registered broker-dealer and member of SIPC. As a result, such professionals, in their capacity as registered representatives of SASW, are subject to the oversight of SASW and the Financial Industry Regulatory Authority, Inc. ("FINRA"). As such, clients of MVP should understand that their personal and account information is available to FINRA and SASW personnel in the fulfillment of their oversight obligations and duties.

MVP professionals who effect transactions for advisory clients may receive transaction or commission compensation from SASW. The recommendation of securities transactions for commission creates a conflict of interest in that MVP is economically incented to effect securities transactions for clients. Although MVP strives to put its clients' interests first, such recommendations may be viewed as being in the best interests of MVP rather than in the client's best interest. MVP advisory clients are not compelled to effect securities transactions through SASW.

C.2. Behnken Financial Services

Kent Behnken and Scott Behnken own Behnken Financial Services, an affiliate of MVP, through which they provide tax and certain non-securities-related financial planning services, such as cash flow planning, estate planning, insurance planning, as well as life, long-term care, and disability income insurance products. Please be advised there is a potential conflict of interest in that MVP has an economic incentive to recommend the services of Behnken Financial Services. Please also be advised that MVP strives to put clients' interests first and foremost, and clients are not required to use the services of Behnken Financial Services.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

MVP does not recommend separate account managers or other investment products in which it receives any form of referral or solicitor compensation from the separate account manager or client.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics Description

In accordance with the Advisers Act, MVP has adopted policies and procedures designed to detect and prevent insider trading. In addition, MVP has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of MVP's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of MVP. MVP will send clients a copy of its Code of Ethics upon written request.

MVP has policies and procedures in place to ensure that the interests of its clients are given preference over those of MVP, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

MVP does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, MVP does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

MVP, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which MVP specifically prohibits. MVP has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account

- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow MVP's procedures when purchasing or selling the same securities purchased or sold for the client.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

MVP, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other MVP clients. MVP will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation (please refer to Item 12.B.3 Order Aggregation). It is the policy of MVP to place the clients' interests above those of MVP and its employees.

Item 12: Brokerage Practices

A. Factors Used to Select Broker-Dealers for Client Transactions

A.1. Custodian Recommendations

Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. MVP may recommend that clients establish brokerage accounts with INTL FCStone Financial, Inc. or SEI (hereinafter collectively referred to as “custodian”), FINRA-registered broker-dealers, members SIPC, as the qualified custodian. Although MVP may recommend that clients establish accounts at the custodian, it is the client’s decision to custody assets with the custodian. MVP is independently owned and operated and not affiliated with custodian. For MVP client accounts maintained in its custody, the custodian generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts.

MVP considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

In certain instances and subject to approval by MVP, MVP will recommend to clients certain other broker-dealers and/or custodians based on the needs of the individual client, and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by MVP will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

A.1.a. How We Select Brokers/Custodians to Recommend

MVP seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)

- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

A.1.b. Soft Dollar Arrangements

As a result of the firm's recommendation to clients to custody assets with a specific custodian, the firm is deemed to be in receipt of soft dollar benefits from said custodian. These soft-dollar benefits are in the form of institutional trading and custody services, other products and services, and additional compensation received from custodians. Please refer to the following Items A.1.d. through A.1.h. for disclosure of such benefits.

A.1.c. Institutional Trading and Custody Services

The custodian provides MVP with access to its institutional trading and custody services, which are typically not available to the custodian's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at a particular custodian. The custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

A.1.d. Other Products and Services

Custodian also makes available to MVP other products and services that benefit MVP but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of MVP's accounts, including accounts not maintained at custodian. The custodian may also make available to MVP software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing and other market data
- facilitate payment of MVP's fees from its clients' accounts
- assist with back-office functions, recordkeeping and client reporting

The custodian may also offer other services intended to help MVP manage and further develop its business enterprise. These services may include

- compliance, legal and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants and insurance providers

The custodian may also provide other benefits such as educational events or occasional business entertainment of MVP personnel. In evaluating whether to recommend that clients custody their assets at the custodian, MVP may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

A.1.e. Independent Third Parties

The custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to MVP. The custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to MVP.

A.1.f. Additional Compensation Received from Custodians

MVP may participate in institutional customer programs sponsored by broker-dealers or custodians. MVP may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between MVP's participation in such programs and the investment advice it gives to its clients, although MVP receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving MVP participants
- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to MVP by third-party vendors

The custodian may also pay for business consulting and professional services received by MVP's related persons and may pay or reimburse expenses (including client transition

expenses, travel, lodging, meals and entertainment expenses for MVP's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit MVP but may not benefit its client accounts. These products or services may assist MVP in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help MVP manage and further develop its business enterprise. The benefits received by MVP or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

MVP also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require MVP to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, MVP will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by MVP's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for MVP's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, MVP endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MVP or its related persons in and of itself creates a potential conflict of interest and may indirectly influence MVP's recommendation of broker-dealers for custody and brokerage services.

A.2. Brokerage for Client Referrals

MVP does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

A.3. Directed Brokerage

A.3.a. MVP Recommendations

MVP typically recommends INTL FCStone Financial as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

A.3.b. Client-Directed Brokerage

Occasionally, clients may direct MVP to use a particular broker-dealer to execute portfolio transactions for their account or request that certain types of securities not be purchased for their account. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage MVP derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. MVP loses the ability to aggregate trades with other MVP advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

B. Aggregating Securities Transactions for Client Accounts

B.1. Best Execution

MVP, pursuant to the terms of its investment advisory agreement with clients, has discretionary authority to determine which securities are to be bought and sold, the amount of such securities, and the executing broker. MVP recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. MVP will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, MVP seeks to ensure that clients receive best execution with respect to clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of MVP's knowledge, these custodians provide high-quality execution, and MVP's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, MVP believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

B.2. Security Allocation

Since MVP may be managing accounts with similar investment objectives, MVP may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by MVP in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

MVP's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. MVP will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

MVP's advice to certain clients and entities and the action of MVP for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines and circumstances. Thus, any action of MVP with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of MVP to or on behalf of other clients.

B.3. Order Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if MVP believes that a larger size block trade would lead to best overall price for the security being transacted.

B.4. Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

MVP acts in accordance with its duty to seek best price and execution and will not continue any arrangements if MVP determines that such arrangements are no longer in the best interest of its clients.

Item 13: Review of Accounts

A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Accounts are reviewed by MVP's principals. The frequency of reviews is determined based on the client's investment objectives, but reviews are conducted no less frequently than semi-annually. More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in the underlying investment, or changes in macro-economic climate.

Financial planning clients receive their financial plans and recommendations at the time service is completed. There are no post-plan reviews unless engaged to do so by the client.

B. Review of Client Accounts on Non-Periodic Basis

MVP may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how MVP formulates investment advice.

C. Content of Client-Provided Reports and Frequency

The client's independent custodian provides account statements directly to the client no less frequently than quarterly. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by MVP.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

MVP does not receive economic benefits for referring clients to third-party service providers.

B. Advisory Firm Payments for Client Referrals

MVP engages solicitors who refer prospective advisory clients to MVP in return for a portion of the ongoing investment advisory fee. Such arrangements will comply with the Ohio cash solicitation requirements. Generally, these requirements require the solicitor to have a written agreement with MVP. The solicitor must provide the client with a disclosure document describing the fees it receives from MVP, whether those fees represent an increase in fees that MVP would otherwise charge the client, and whether an affiliation exists between MVP and the solicitor.

Item 15: Custody

MVP is considered to have custody of client assets for purposes of the Advisers Act for the following reasons:

- The client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account. The custodian maintains actual custody of clients' assets.
- Our authority to direct client requests, utilizing standing instructions, for wire transfer of funds for first-party money movement and third-party money movement (checks and/or journals, ACH, Fed-wires). The firm has elected to meet the SEC's seven conditions to avoid the surprise custody exam, as outlined below:
 1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
 2. The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
 3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
 4. The client has the ability to terminate or change the instruction to the client's qualified custodian.
 5. The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
 6. The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
 7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Individual advisory clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in their accounts. Clients are urged to compare the account balance(s) shown on their account statements to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

Item 16: Investment Discretion

Clients may grant a limited power of attorney to MVP with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In those cases, MVP will exercise full discretion as to the nature and type of securities to be purchased and sold, the amount of securities for such transactions, and the executing broker to be used. Investment limitations may be designated by the client as outlined in the investment advisory agreement. In addition, subject to the terms of its investment advisory agreement, MVP may be granted discretionary authority for the retention of independent third-party investment management firms. Investment limitations may be designated by the client as outlined in the investment advisory agreement. Please see the applicable third-party manager's disclosure brochure for detailed information relating to discretionary authority.

Item 17: Voting Client Securities

MVP does not take discretion with respect to voting proxies on behalf of its clients. MVP will endeavor to make recommendations to clients on voting proxies regarding shareholder vote, consent, election or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of MVP supervised and/or managed assets. In no event will MVP take discretion with respect to voting proxies on behalf of its clients.

Except as required by applicable law, MVP will not be obligated to render advice or take any action on behalf of clients with respect to assets presently or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies.

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. MVP has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. MVP also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, MVP has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Where MVP receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

Item 18: Financial Information

A. Balance Sheet

MVP does not require the prepayment of fees of \$1200 or more, six months or more in advance, and as such is not required to file a balance sheet.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

MVP does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.