

Part 2A of Form ADV: MDK Brochure

Item 1

Cover Page

# **MDK Financial Group, Inc.**

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Houston, TX 77098**

**713-665-3880**

**IARD#316876**

<http://www.mdkfinancialgroup.com/>

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This brochure provides information about the qualifications and business practices of MDK Financial Group, Inc. It is prepared pursuant to regulatory requirements. If you have any questions about the contents of this brochure, please contact us at the phone number or website listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. MDK Financial Group, Inc. is a registered investment adviser with the SEC under the Investment Advisers Act of 1940 (the "Advisers Act"). However, such registration does not imply a certain level of skill or training. Additional information about MDK Financial Group, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Dated: March 31, 2023**

## Item 2 Material Changes

This Form ADV, Part 2, also known as the “Brochure”, requires disclosure on distinct topics, and answers must be presented in the order of the items in the form, using the headings in the form. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

### **Summary of Material Changes:**

Please note that there were no “material changes” made to this Brochure since our last delivery or posting of the Brochure on the SEC’s public disclosure website; however, Item 14 has been updated to reflect that MDK does not receive compensation from other third party sources

### Item 3 Table of Contents

<b>Part 2A of Form ADV: Firm Brochure.....</b>	<b>1</b>
Item 1     Cover Page.....	1
Item 2     Material Changes.....	2
Item 3     Table of Contents.....	3
Item 4     Advisory Business.....	4
Item 5     Fees and Compensation .....	8
Item 6     Performance-Based Fees and Side-By-Side Management .....	11
Item 7     Types of Clients .....	11
Item 8     Methods of Analysis Investment Strategies and Risk of Loss .....	12
Item 9     Disciplinary Information.....	15
Item 10    Other Financial Industry Activities and Affiliations .....	15
Item 11    Code of Ethics Participation or Interest in Client Transactions & Personal Trading	15
Item 12    Brokerage Practices .....	16
Item 13    Review of Accounts .....	17
Item 14    Client Referrals and Other Compensation.....	18
Item 15    Custody .....	18
Item 16    Investment Discretion .....	18
Item 17    Voting Client Securities.....	19
Item 18    Financial Information .....	19
Item 19    Requirements for State Registered Advisers.....	19

## Item 4 Advisory Business

### INTRODUCTION

This ADV Part 2A provides information about the qualifications and business practices of MDK. If you have any questions about the contents of this ADV Part 2A, please contact Mitch Robinson at 405-475-7801 or at [mrobinson@adaptfa.com](mailto:mrobinson@adaptfa.com). The information in this ADV Part 2A has not been approved or verified by the United States Securities and Exchange Commission (SEC), State of Texas Securities Commissioner or by any state securities authority.

MDK Financial Group, Inc. (herein referred to as “MDK”, “Firm,” “we,” “our,” “us”) is a registered Investment Advisory MDK registered with the U.S. Securities and Exchange Commission (SEC) since October 11, 2006. We are noticed filed in our home state of Texas, which means we are registered to do business in this state. We may conduct business in other states by claiming an exemption from registration. Our registration as an Investment Adviser does not imply any level of skill or training.

The oral and written communications we provide you with, including this Brochure, is information you can use to evaluate us and other advisers, which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship. This Brochure provides information about our qualifications and business practices.

Additional information about MDK also is available on the SEC's website at [www.sec.gov](http://www.sec.gov).

### OWNERSHIP

MDK Financial Group, Inc., a Texas Corporation, was founded in 1990 and is a wholly owned subsidiary of Adaptation Financial Advisors Inc. The majority shareholder of Adaptation Financial Advisors Inc. is Alan P. Niemann.

### ADVISORY SERVICES OFFERED

MDK Financial Group, Inc. is an investment advisory MDK providing:

- Investment Management Services on a Discretionary and Non-Discretionary basis
- Portfolio Monitoring and Performance Appraisal
- Financial Planning Services
- Retirement Plan Consulting Services
- Consulting / Asset Allocation Services
- Seminar / Educational Training

### INVESTMENT MANAGEMENT SERVICES

We use an analytic approach to asset allocation utilizing products with low expenses for the bulk of client investments. Our investment philosophy focuses on diversification, and periodic portfolio rebalancing.

We provide portfolio management services on a discretionary and non-discretionary basis. On a discretionary basis, we design, revise and reallocate a custom portfolio for you. On a non-discretionary basis, we provide periodic recommendations to you and if such recommendations are approved, we will ensure that the authorized recommendations are carried out. MDK is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income). During our data gathering process via personal communications, we tailor the client's account and our services to the client specific financial profile. The profile is designed to determine the client's objectives, time horizons, risk tolerance, liquidity needs and current financial needs. We then formulate an investment plan and financial strategy. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background. Written recommendations are prepared based on this profile. We rely upon you for accuracy and completeness with regard to a significant amount of the initial financial profiling data. We will discuss with you the initial investment plan and agree to the financial strategy.

Although we offer comprehensive wealth management advice, our advice is neither legal nor accounting advice. We encourage you to coordinate and discuss the impact of our advice with your attorney and accountant. We also rely on you to inform us promptly anytime there are significant changes in your financial situation, goals, or objectives. Although we offer comprehensive wealth management advice, we rely on clients to engage actively in the process. Failure to participate actively in the process may result in our recommendations failing to meet your needs.

For 403(b) client accounts, we make available a strategy which selects, allocates, monitors, and rebalance when necessary, institutionally approved mutual funds.

If it is determined by us that adjustments need to be made to the portfolio, non-discretionary clients will be contacted for authorization. On an annual basis and/or as needed basis, we will communicate with you to reevaluate financial status, needs, objectives and other pertinent information.

We may also offer investment advice concerning investments in cable TV, equipment leasing, mortgages, other partnerships, Real Estate Investment Trusts (REITS) and Unit Investment Trusts (UITs).

MDK manages clients' assets primarily utilizing load waived mutual funds and no-load mutual funds, taking into consideration the overall management style selected by the client. The mutual funds are selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors is determined by each client's individual needs and circumstances.

Custody of Investment Management Service client accounts for both securities and funds will be maintained at Fidelity Investments, Inc. ("Fidelity"). Neither MDK nor its advisory agents are affiliates of Fidelity Investments.

#### **MODEL USAGE**

MDK creates all 403B portfolio models in the office utilizing the funds approved by each institution. Fund selection for each portfolio and allocation percentage is completed following months of consulting with economists and speaking with portfolio managers in regard to the economy and the markets. Additionally, through readings and webinars we research fund managers, fund histories and cost along with reviewing fund prospectuses.

MDK's policy is to always use the share class with the lowest cost available by institution. Model portfolios and funds are reviewed as part of our on-going due diligence on a daily basis. Each morning model portfolio and fund reports are created by the operations team and turned into the advisor for review. These reports reflect overnight performance along with all the trades that occurred overnight in every account.

Note, there is a conflict identified:

The same funds are not available at all institutions; thus, some clients may have a similar fund chosen. A client with the same investment objectives, goals and/or risk tolerance may differ.

#### **PORTFOLIO MONITORING AND PERFORMANCE APPRAISAL**

Once we complete our analysis of your situation, we will work with you to determine which of our programs is best suited to your needs. We will determine an asset allocation customized to your financial goals, objectives and risk tolerance. Your portfolio allocation will take into consideration your limitations or restrictions, the market and economy at the time and your financial situation, goals and objectives.

We will schedule a meeting with you and present the recommended portfolio allocation. Upon your approval, we will implement the initial portfolio allocation. After we implement the initial portfolio allocation, we will provide monitoring services (your account is not actively managed on a continuous basis). We emphasize personal contact and interaction with you rather than continuous and regular

account supervision. We will determine the securities to be purchased and sold in the account and will alter the securities holdings from time to time. No changes will be made to the allocation of non-discretionary accounts without prior consultation with you and your expressed agreement for each transaction. Depending on your specific goals and objectives, most accounts will be actively managed although a buy and hold strategy will generally be used.

We primarily use open-ended mutual funds, including no-load and load waived, or mutual funds purchased at net asset value (NAV), and Exchange Traded Funds (ETFs). However, managed accounts are not exclusively limited to mutual funds and ETFs and may include stocks, bonds, annuities and other products as are suitable based on your goals and objectives.

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

Advisory representatives of MDK are registered with Geneos Wealth Management, Inc. ("Geneos") as Registered Representatives. Geneos is a registered full-service general securities broker-dealer with the Securities and Exchange Commission ("SEC"), a member of the Financial Industry Regulatory Authority ("FINRA"), and various other regulatory bodies. Our Advisory Representatives are able to recommend the purchase of securities offered by Geneos. If you purchase these products through Geneos, our Advisory Representatives will receive customary commissions from these products. Thus, a conflict of interest exists between the interests of our Advisory Representatives and those of our advisory Clients, as the representative would be incentivized to recommend products that carry a commission.

While our Advisory Representatives' security sales are reviewed for suitability by an appointed supervisor, you should be aware of the incentives they have to sell certain securities products and are encouraged to ask them about any conflict presented.

Please be aware that you are under no obligation to purchase products or services recommended by our Advisory Representatives in connection with providing you with any advisory service that we offer.

### **FINANCIAL PLANNING SERVICES**

We provide a variety of financial planning services to you regarding the management of your financial resources, based upon an analysis of your needs. Generally, such financial planning services will involve preparing a financial program for you based on your financial circumstances and objectives. This information typically covers present and anticipated assets and liabilities, including insurance, savings, investments and anticipated retirement or other employee benefits.

Our financial planning typically includes general recommendations for a course of activity or specific actions that you should take. For example, recommendations may be made that the Clients obtain insurance or revise existing coverage, establish an individual retirement account, increase or decrease funds held in savings accounts or invest funds in certain securities.

Other financial planning services that we may provide include ongoing financial counseling, account review, securities research and other advisory services related to investments.

Financial planning services to be provided to you will be outlined on the client agreement that you signed with us.

### **RETIREMENT PLAN CONSULTING SERVICES**

We offer retirement consulting services to employee benefit plans and their fiduciaries. The services are designed to assist the plan sponsor (the "Company") in meeting their management and fiduciary obligations to the plan under ERISA. Retirement consulting services will consist of general or specific advice, and may include any one or all of the following:

1. Strategic Planning and Investment Policy Development/Review.
2. Plan Review.
3. Plan Fee and Cost Review.

4. Acting as Third-Party Service Provider Liaison.
5. Assessment of Plan Investments and Investment Options.
6. Plan Participant Education and Communication.

The Company may also engage us to provide the following additional services, for separate compensation:

1. Review of Executive Benefits.
2. Assist with Plan Conversion.
3. Merger and Acquisition Assistance.
4. Assist with Corrective Actions to Comply with Applicable Regulations.
5. Coordination with Other Advisers.

We will determine with the Company in advance the scope of services to be performed and the fees for all requested services. Prior to engaging us to provide pension consulting services, the Company will be required to enter into a written agreement with us setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and the relevant fees and fee-paying arrangements. The services outlined above that we provide are explained in more detail in the written agreement.

When we perform our agreed upon services, we will not be required to verify the accuracy or consistency of any information received from the Company.

We will serve in a fiduciary capacity with respect to some of the services that we provide, which will be further explained in the written agreement we sign with the Company. The Company is always free to seek independent advice about the appropriateness of any recommendations made by us.

#### **CONSULTING / ASSET ALLOCATION SERVICES**

MDK also offers various consultation services to clients that have not engaged MDK for portfolio management services. MDK provides this more targeted service to address specific investment and financial concerns of the client, which may include advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice. MDK will gather information on a client's current financial status, future goals and attitudes towards risk.

Based upon these personal consultations and the client's goals and objectives, MDK will analyze and make recommendations to a client about an appropriate allocation of available investments which may include, but are not limited to, stocks, bonds, and mutual funds. Once MDK has determined an asset allocation that is appropriate, based on the client's investment goals and strategies suitable for a particular client, MDK may suggest the use of an independent investment adviser to manage the client's portfolio to attain those particular goals. MDK may or may not manage these client portfolios.

Consulting recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. Please note that any advice given verbally, or any advice provided in a written deliverable involving an Adviser's judgment cannot be guaranteed for accuracy. There are no express or implied guarantees of performance for securities-related recommendations. All recommendations are of a generic nature.

#### **SEMINARS / EDUCATIONAL TRAINING**

MDK may hold investment-related seminars and/or educational events to existing clients, prospective clients, and the general investing public. The seminars feature general investment-related advice for educational purposes and may include both securities and non-securities topics. No specific individualized investment advice regarding investment objectives or investment related needs of the attendees, listeners, or audience is rendered during seminars. However, participants are free to schedule meetings with the Adviser(s) in an effort to obtain personalized investment advice.

## WRAP FEE PROGRAMS

MDK Financial Group, Inc. does not participate in or sponsor any wrap fee programs.

## ASSETS UNDER MANAGEMENT

As of December 31, 2022, MDK Financial Group, Inc. has approximately \$135,656,113 in discretionary assets under management and \$10,502,032 of non-discretionary assets under management.

## Item 5 Fees and Compensation

### INVESTMENT MANAGEMENT PROGRAM FEE SCHEDULE:

We are compensated for the ongoing quarterly management of the client's account through a quarterly fee based on an annual percentage of the assets managed by us, charged at the end of each quarter. The fee is assessed on the market value of the account on the last calendar day of the preceding quarter, in arrears.

Monies added during the quarter including contributions thru payroll reduction, dividends, interest, capital gains, all sources of income regardless of timing will be included in the fee computation at the end of the quarter as if invested during the entire period.

Rollovers and transfers directly from Fund Company to Fund Company that are added during the quarter will be prorated from the date of deposit to the end of that quarter.

Fees charged by us are negotiable. There is no minimum account size for opening an investment managed account with us.

Advisory clients are subject to MDK's advisory fee Agreement A, B or C in effect at the time the client entered into the advisory relationship. Pre-existing advisory clients maybe engaged in agreements A, or C; MDK created and renovated the Agreements dependent on the client's asset size, currently MDK utilizes Agreement B as the primary Agreement. Clients that have obtained \$1,000,000 or more in total account value under Agreement C will be converted to Agreement B. However, all advisory client accounts are managed under the same Code of Ethics.

The range of Investment Management Advisory Fees is as follows:

#### Investment Management Fee Schedule A

First	1.00% of assets up to \$500,000
Next	.75% of assets over \$500,001 to \$1 million
Next	.50% of assets over \$1 million

#### Investment Management Fee Schedule B

First	1.00% of assets up to \$2 million
Next	0.80% of assets up to \$2 million to \$3 million
Next	0.60% of assets up to \$3 million to \$4 million

#### Investment Management Fee Schedule C

First	1.50% of assets up to \$ 250,000	Next	.80% of assets up to \$3,000,000
Next	1.25% of assets up to \$ 500,000	Next	.60% of assets up to \$4,000,000
Next	1.00% of assets up to \$2,000,000	Next	Negotiable thereafter

Fees will range according to size and account, complexity, services rendered, etc. and are negotiable upon request.



Portfolio Management fees will be billed in one of three ways.

- (1) Fees will be directly deducted from your account at the custodian quarterly in arrears from your accounts within thirty (30) days following the end of the quarter. We will send the qualified custodian written notice of the amount of the fee to be deducted from your account.

We and/or the custodian shall provide written notice/invoice documentation reasonably supporting the determination of the investment advisor fees upon request. The Custodian will send to you a quarterly Account statement that shows the amount of our advisory fee, the value of your assets upon which the fee was based, and the specific manner in which the fee was calculated. We will verify that the Custodian sends Account statements on a quarterly basis.

You should compare your assets upon which the fee was based to your agreement for advisory fees to the corresponding custodian statement. Statements should be received from the custodian no less than quarterly. If statements are not received, contact us immediately.

- (2) Fees will be directly invoiced on a quarterly basis within (30) days following the end of the quarter. (For clients wishing to be billed must have approval and arrangements being made in advance).
- (3) If no Advisory fee deduction is available from an authorized account, fees will be debited from the client's account that allows fee deduction.

#### **TERMINATION:**

The Agreement shall be continual from the date of the Agreement until canceled. The Agreement may be canceled at any time by either party, for any reason upon receipt of thirty (30) days written notice by the non-canceling party. Upon termination, any earned, unpaid fees will be due and payable. Fees will be pro-rated for any partial calendar quarter. The Client has the right to terminate the Agreement without penalty within five (5) business days after entering into the Agreement.

We will aggregate related accounts in the same household to meet account minimums. Our householding policy is a husband and wife (married) and children are a household. Any individual trust, family trust, or family account is part of the household. Children that graduate and/or do not live at home are not considered part of the parent's household and are considered their own household. Any clients (household) with over \$1,000,000 total assets will automatically receive the \$1,000,000 advisory fee charged of 1% on all wealth management accounts. Breakpoints on commission-based products are automatically and systematically taken by the broker dealer system which matches social security numbers and addresses.

#### **ADDITIONAL TYPES OF FEES OR EXPENSES:**

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

#### **FINANCIAL PLANNING FEE SCHEDULE:**

When you receive financial planning services you may also purchase securities or insurance products offered through Geneos pursuant to the plan or consultation. Agents of our MDK will receive commissions as Registered Representatives of Geneos or as insurance agents in connection with such transactions. Thus, we may have a conflict of interest when providing financial planning services to you as there may be an incentive for us to recommend specific courses of action through our financial planning services that will lead to members of our MDK receiving additional compensation.

Please be aware that you are under no obligation to purchase products or services recommended by us or agents of our MDK in connection with our providing you with financial planning services, or any advisory service that we offer.

The Agreement shall be continual from the date of the Agreement until canceled. The Agreement may be canceled at any time by either party, for any reason upon receipt of thirty (30) days written notice by the non-canceling party. Upon termination, any earned, unpaid fees will be due and payable. Fees will be pro-rated for any partial calendar quarter. The Client has the right to terminate the Agreement without penalty within five (5) business days after entering into the Agreement.

#### **RETIREMENT PLAN CONSULTING SERVICES FEE SCHEDULE:**

We will bill the Company (Employer) for Retirement Plan Consulting Services at a pre-determined hourly rate. The exact fee is negotiated in advance of services rendered and is disclosed in the executed written agreement that we signed with the Company. Fees will be billed quarterly in "in arrears". In special circumstances, other fee-paying arrangements may be negotiated.

#### **Hourly Rate:**

MDK hourly fee is \$350.00 per hour for retirement plan consulting services.

#### **CONSULTING / ASSET ALLOCATION SERVICES**

For clients who engage MDK for consulting and/or asset allocation services, MDK charges an hourly fee ranging from \$150.00 to \$350.00 per hour depending on the nature and complexity of the client's circumstances and the MDK associate providing the service.

#### **TERMINATION:**

The Agreement shall be continual from the date of the Agreement until canceled. The Agreement may be canceled at any time by either party, for any reason upon receipt of thirty (30) days written notice by the non-canceling party. Upon termination, any earned, unpaid fees will be due and payable. Fees will be pro-rated for any partial calendar quarter. The Client has the right to terminate the Agreement without penalty within five (5) business days after entering into the Agreement.

#### **OTHER COMPENSATION RECEIVED:**

In addition to providing advisory services, our Advisory Agents may also sell you securities products and other investment and insurance products in their capacity as registered representatives of Geneos, member FINRA/SIPC and as licensed insurance agents. We will receive additional compensation in connection with this activity and the amount of compensation will depend on the type of product purchased. While our security sales are reviewed for suitability by an appointed supervisor, you should be aware of the incentives we have to sell certain securities products and are encouraged to ask us about any conflict presented.

Please be aware that you are under no obligation to purchase products or services recommended by us or Advisory Agents of MDK in connection with providing you with any advisory service that we offer.

#### **ERISA AND THE PENSION PROTECTION ACT OF 2006 (PPA)**

If this Agreement is entered into by a trustee or other fiduciary, including but not limited to someone meeting the definition of "fiduciary" under the Employee Retirement Income Security Act of 1974 ("ERISA") of an employee benefit plan subject to ERISA, such trustee or fiduciary represents and warrants that Client's participation in the Account is permitted by the relevant governing instrument of such plan, and the Client is duly authorized to enter into this Agreement. Client agrees to furnish IAR or Adviser with such documents, as they shall reasonably request with respect to the foregoing. Client further agrees to notify Adviser and IAR of any event which might affect this authority or the validity of the Agreement.

Client additionally represents and warrants (i) that the governing instruments provide that an "investment adviser" as defined under ERISA may be appointed, and (ii) that the person executing and delivering this Agreement on behalf of Client is a "named fiduciary" (as defined under ERISA) who has the power under the plan to appoint an investment manager. If Client is a corporation, the party executing this Agreement

on behalf of Client, represents that execution of this Agreement has been duly authorized by appropriate corporate action.

In order for the investment advice to be deemed "eligible", Adviser has taken the required steps as set forth in Title VI, Section 601 Disclosures to meet the requirements of the Act.

#### **RETIREMENT ACCOUNTS - DOL DISCLOSURE**

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") and/or the Internal Revenue Code ("Code"), as applicable, *when we provide investment advice regarding portfolio assets held* in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as ("Retirement Accounts").

To ensure that MDK will adhere to fiduciary norms and basic standards of fair dealing, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of MDK.

To address the conflicts of interest with respect to our compensation, we are required to act in your best interest and not put our interest ahead of yours. To this end, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice).
- Never put our financial interests ahead of yours when making recommendations (give loyal advice).
- Avoid misleading statements about conflicts of interest, fees, and investments.
- Follow policies and procedures designed to ensure that we give advice that is in your best interest.
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

#### **Item 6 Performance-Based Fees and Side-By-Side Management**

We do not charge performance-based fees, nor do we provide side by side management services.

#### **Item 7 Types of Clients**

##### **Client Base**

Our customer base consists of individuals and high net worth individuals, trusts, estates, corporations and other business entities (companies) and pension profit sharing plans. These are the types of clients that we service, but we may not have all these types as current clients at any one time.

##### **Conditions for Account Management**

There are no account minimums for maintaining an account with MDK, however your performance may suffer due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Performance of smaller accounts may vary from the performance of accounts with more dollars invested since fluctuations in the market may affect smaller accounts more.

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

### Methods of Analysis & Investment Strategies

Retirement savings and personal investments are allocated in line with the MDK's recommended portfolios with the intent of accomplishing the highest probability of achieving and maintaining financial independence.

When analyzing investments that may be right for you, we use both Fundamental and Technical Analysis. Fundamental analysis is security analysis grounded in basic factors such as company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. Information such as interest rates, GDP, inflation and unemployment may be used to predict the direction of the economy and therefore the stock market. Technical analysis is the practice of using statistics to determine trends in security prices and make or recommend investment decisions based on those trends. Technical analysis focuses on matters such as trade volume, demand, and volatility to help determine the market forces at work on a certain security or on the securities market as a whole.

In addition to those methods, sources and strategies listed we use a broad range of information in formulating its recommendations. We are not, however, solely dependent upon one source in including newspapers, magazines, newsletters and news services to evaluate the economic environment and the prospects for specific securities including mutual funds. In addition, we also rely upon outside consultants to provide evaluations of specific securities and the prospects of various sectors of the economy. In some cases, we may visit the corporate headquarters of investment sponsors, or the sites of investment projects to refine its understanding of sponsors, investments, and the investment environment. Additionally, we may obtain information from websites. Product information and due diligence research are provided by MDK.

### Investment Strategies:

Subject to suitability requirements, we generally advise the long-term purchase of mutual funds to our clients. Long-term purchases are typically defined as the purchase of securities held for at least a year.

### Methods of Analysis Risks:

**Fundamental Analysis** - When using Fundamental Analysis, we generally rely on, among other things, company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. The data we review is generally considered reliable, but we cannot guarantee, nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to interpretation. Even if our data and interpretation of the data is correct, there may be other factors that determine the value of securities other than those considered in Fundamental Analysis.

**Technical Analysis** - When using technical analysis, we review statistics to determine trends in security prices and make our investment decisions based on those trends. This analysis may only be able to predict how an investment will perform in the short-term. In addition, this analysis does not consider the more fundamental properties of what an investment may be worth such as company performance and balance sheet variables which may play a part in determining the value of an investment.

### Investment Strategy Risks:

**Long-term purchases** - Using a long-term purchase strategy generally assumes the Financial Markets will go up in the long term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall Financial Markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

**Short-term purchases** - Using a short-term purchase strategy generally assumes that we can predict how Financial Markets will perform in the short term which may be very difficult. There are many factors that can affect Financial Market performance in the short term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

Short sales - A short sales strategy is profitable when the price of the security that is "sold short" declines. If you purchase a security, the maximum amount of money you can lose is the value of the investment (the price goes to \$0). If you "sell short" the same security, and the price of the security increases, your potential for loss is unlimited.

Margin - Using margin involves the use of leverage by borrowing money to purchase securities. If the price of the purchased security decreases, you risk losing significantly more money than your initial investment. Further risks are disclosed in the margin agreement you will sign before we engage your account in this activity.

#### Security Type Risks:

Stocks - Investing in stocks involves the assumption of risk including:

- Financial Risk: which is the risk that the companies we recommend to you may perform poorly which will affect the price of your investment.
- Market Risk: which is the risk that the Stock Market will decline, decreasing the value of the securities we recommend to you with it.
- Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the stock.
- Political and Governmental Risk: which is the risk that the value of your investment may change with the introduction of new laws or regulations.

Bonds - Investing in bonds involves the assumption of risk including:

- Interest Rate Risk: which is the risk that the value of the bond investments we recommend to you will fall if interest rates rise.
- Call Risk: which is the risk that your bond investment will be called or purchased back from you when conditions are favorable to the bond issuer and unfavorable to you.
- Default Risk: which is the risk that the bond issuer may be unable to pay you the contractual interest or principal on the bond in a timely manner or at all.
- Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the bond.

Mutual Funds - Investing in mutual funds involves the assumption of risk including:

- Manager Risk: which is the risk that an actively managed mutual fund's investment adviser will fail to execute the fund's stated investment strategy.
- Market Risk: which is the risk that the Stock Market will decline, decreasing the value of the securities contained within the mutual funds we recommend to you.
- Industry Risk: which is the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.
- Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the mutual fund.

#### Associated Risks:

When using Fundamental Analysis, we generally rely on, among other things, company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. The data we review is generally considered reliable, but we cannot guarantee, nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to

interpretation. Even if our data and interpretation of the data is correct, there may be other factors that determine the value of securities other than those considered in Fundamental Analysis.

When using Technical Analysis, we review statistics to determine trends in security prices and make our investment decisions based on those trends. This analysis may only be able to predict how an investment will perform in the short-term. In addition, this analysis does not consider the more fundamental properties of what an investment may be worth such as company performance and balance sheet variables which may play a part in determining the value of an investment.

When pursuing our long-term purchases strategy, we are assuming the Financial Markets will go up in the long term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall Financial Markets advance. In addition, purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

We primarily recommend mutual funds to you. Investing in mutual funds involves the assumption of risk including:

- Manager Risk: which is the risk that an actively managed mutual fund's investment adviser will fail to execute the fund's stated investment strategy.
- Market Risk: which is the risk that the Stock Market will decline, decreasing the value of the securities contained within the mutual funds we recommend to you.
- Industry Risk: which is the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.
- Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the mutual fund.

Long-Term or Permanent loss of Founder, Owner or Other Key Personnel:

The Firm will cross-train personnel in different job functions to ensure that at least one other person has a working knowledge of each client's account. This can be accomplished by simulating unavailability of the key personnel and have backup personnel handle accounts for a temporary period.

The Firm will take steps for the owners to develop and implement an adequate estate plan which can include wills, trust or other instruments in place so that change of ownership upon death is understood by remaining personnel who can plan accordingly. The Firm will prepare a checklist providing guidance to the Trustee, Successor or Heir and applicable remaining Firm personnel on what to do in the case of death or long-term unavailability of founder, owner or other key personnel.

Listed above are some of the primary risks associated with the way we recommend investments to you, please do not hesitate to contact us to discuss these risks and others in more detail.

**Investing in securities involves risk of loss that you should be prepared to bear.**

You need to understand that investing in securities involves risk of loss, including the potential loss of the principal money you are investing. Therefore, your participation in any of the management programs offered by MDK requires you to be prepared to bear the risk of loss as well as the fluctuating performance of your accounts. Market values of investments will always fluctuate based on market conditions. In order to help minimize some of the risk, MDK uses the following disciplines: portfolio rebalancing, pure asset classes, tax harvesting and minimal overlap.

## 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 your evaluation of our firm or the integrity of our management.

MDK and its advisory agents have not been involved in any legal or disciplinary events in the past ten (10) years that is material in the evaluation of the integrity of our firm or its advisory agents to disclose. Your confidence and trust placed in our Firm and its advisory agents is something we value and endeavor to protect.

A full report that reflects the professional background, business practices, and conduct of our advisory agents is available through the IARD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call 240-386-4848 for further assistance.

The information that appears on these websites is collected from individual investment adviser representatives, investment adviser firm(s), and/or securities regulator(s) as part of the securities industry's registration and licensing process.

### *Management Person:*

Anyone with the power to exercise, directly or indirectly, a controlling influence over your RIA's management or policies, or to determine the general investment advice given to the clients of your MDK.

## Item 10 Other Financial Industry Activities and Affiliations

### **FINANCIAL INDUSTRY RELATIONSHIPS:**

#### **Affiliated relationships:**

MDK is a wholly owned subsidiary of Adaptation Financial Advisors Inc., an SEC registered investment advisor. MDK's President is also a Board Member of Adaptation Financial Advisors Inc. Services and fees for advisory services provided by Adaptation Financial Advisors Inc. are separate and distinct from the advisory services and fees offered by MDK.

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

### **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS / PERSONAL TRADING:**

We may recommend to you the purchase of investment products in which we or a related entity may have some financial interest, including the receipt of compensation. Certain mutual funds (and/or their related persons) in which you invest could make payments to broker-dealers. Such payments may be distributed as compensation for distribution or administrative services will be paid out of the fund's assets. Advisory agents of MDK in their capacity as registered representatives of Geneos will receive such fees or other compensation to the extent permitted by applicable law.

At times, the interests of MDK or its advisory agents' accounts may coincide with the interest of your accounts, however, at no time will or any advisory agent receive an added benefit or advantage over you with respect to these transactions. We will maintain a record of personal securities transactions. All rules and regulations of the Investment Adviser's Act of 1940 will be strictly enforced. We do not permit insider trading.

We may recommend securities to you or buy or sell securities for your account at or about the same time

we may buy or sell the same securities in our own account. As such, there may be instances where our interests may appear to be placed ahead of yours. To mitigate this conflict, our MDK policy prohibits us from receiving a better price on our order, if you and we invest in the same security on the same side of the market on the same day.

#### **CODE OF ETHICS:**

We have adopted a Code of Ethics (the “Code”) to address securities-related conduct. As required by Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics contains provisions that remind employees of their obligations to clients and obligations to comply with federal securities laws, set forth standards of conduct, restrict personal securities trading, conflicts of interest, gifts, and require reporting of personal securities transactions and holdings.

MDK does not buy and sell securities for its own accounts and does not permit the purchase or sale of securities on a principal basis from its clients, however it may from time-to-time effect trades on a riskless principal basis allowing for mark-ups and mark-downs. Financial Advisors may buy or sell securities identical to those securities recommended to clients and therefore may have an interest or position in certain securities that are also recommended and bought or sold to Clients.

MDK has implemented policies designed to ensure that its employees will not put their interests before a client's interest. For example, employee trading is monitored to ensure that Financial Advisors do not trade ahead of clients or obtain a better price for themselves than for a client for the same securities traded on the same day. MDK is required to maintain a list of all securities holdings for its associated persons. MDK employees are prohibited from trading on non-public information or sharing such information.

The MDK conducts its securities and investment advisory business in accordance with all applicable Federal and State securities regulations. MDK and its subsidiaries do not maintain an inventory of investments for resale and does not buy or sell securities for itself that it recommends to (or purchases or sells for) clients.

The Code includes our policies and procedures developed to protect your interests in relation to the following topics:

- The duty at all times to place your interests first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the Code and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility;
- The fiduciary principle that information concerning the identity of your security holdings and financial circumstances are confidential; and
- The principle that independence in the investment decision-making process is paramount.

Clients and prospective clients may request a copy of the MDK's Code of Ethics by contacting the MDK, either through their Financial Advisor or by use of the number or e-mail on the front of this brochure.

## **Item 12 Brokerage Practices**

When our firm is granted sole discretionary authority over your account(s) we determine the securities to be bought or sold, and their amounts without specific consultation with you as deemed to be in your best interest and to achieve your stated investment objectives. Our Advisory agents are also Registered Representatives of Geneos, a FINRA member.

We may aggregate your orders with those of other clients in a bunched trade or trades when securities are purchased or sold. For each account that we include in the bunched trade, we must reasonably believe that the bunched order is consistent with our duty to seek best execution and may benefit you and each client participating in the aggregated order. The average price per share of each bunched trade



is allocated to each account that participates in the bunched trade. Accounts that participate in the same bunched trade are charged transaction costs, if applicable, in accordance with their advisory contracts.

Although MDK has discretionary authority, MDK contacts its Clients prior to making trades which leads to not all clients being traded on the same day for the same investment. This creates a conflict of interest in that some clients may receive a more favorable price on executed trades. If a bunched order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation. Partial fills will be allocated in a way that does not consistently advantage or disadvantage particular client accounts and are generally filled pro-rata among participating accounts.

Neither our Firm nor our Advisory agents receive client referrals from a broker dealer or other third party when recommending to you a broker-dealer for the execution of securities transactions.

Our custodians also make 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. For more information see Item 14 Other Compensation.

### **Item 13 Review of Accounts**

We generally provide investment advice, financial planning services and investment management services. Investment advisory client accounts with on-going contributions have their contributions verified monthly. Investment advisory client accounts are reviewed quarterly and/or as contracted for; however continuous daily reviews are made of all funds. MDK management will also review on an as needed basis client accounts that may be flagged for various reasons such as over concentration in a single security, heavily traded accounts or significant increases/decreases in performance. The reviews will confirm quality standards and continued suitability with client investment objectives. The MDK does not verify performance data provided to it by third parties. Clients will receive (at a minimum) annual performance reports, which may be written or accessed electronically (or both) and will receive either quarterly or monthly account statements and confirmations in paper form or electronically through on-line access. Account statements reflect all securities and cash transactions in the account as well as current positions and values. Each individual advisory agent is responsible for the review and subsequent follow-up. An Advisory agents of MDK, reviews all recommendations and reports prepared the investment company prior to presentation by MDK Advisory Agent's.

#### **Rotation Process of reviewing / meeting with clients:**

The process relating to "client reviews" is completed by the largest to smallest of AUM and continues on a rotation basis. Rotation starts at the beginning of each year. Rotation starts the 2nd Monday of January. It does not matter when a client starts. As an example, if a client starts with MDK in November and has a high AUM, that client would be added to the list and reviewed in February.

Note, there is a conflict identified:

Clients with higher AUM have the opportunity to meet with advisor sooner than those with less AUM.

All client transactions by MDK are reviewed for suitability on a next day basis by a designated supervisory principal. Subsequently, on at least a quarterly basis, we review and analyze the suitability, performance, and other aspects of the account. On at least an annual basis the Financial Advisor will contact the client to update financial and personal information and to determine if there have been any changes in the client's investment objectives or personal circumstances that could impact the ongoing suitability of the Account. Although no written report is sent to you, holdings across client accounts are continuously reviewed. Account reviews are performed at least quarterly and may be performed more frequently if triggers such as changes in the tax laws, significant changes in economic or market conditions, new investment information, and changes in a client's personal and/or financial circumstances or investment objectives takes place.

Although the client may engage their advisor to review their plan at any time, the advisor encourages the client to at least meet for an annual review.

Investment management clients receive statements or account and transaction confirmations from the account's custodian. More frequently reports from the custodian may be provided by us upon your request. You will additionally receive portfolio statements no less frequently than quarterly, and confirmations upon any transaction in a portfolio from the custodian of the account (usually a brokerage MDK, or a mutual fund company).

Other than the performance reports from such third parties using the custodian's data, the MDK will not provide its own account statements to the client.

## **Item 14 Client Referrals and Other Compensation**

### **Client Referrals:**

The MDK does not receive economic benefits from any non-client for providing investment advice or other advisory services to clients. The MDK does not compensate any person or entity for client referrals.

### **Other Compensation:**

MDK does not receive any other compensation from third parties.

## **Item 15 Custody**

Your funds and securities will be maintained with a "qualified custodian" as required under Rule 206(4)-2 under the Advisers Act and we will not take physical possession of any funds or securities. Custody of your accounts for both securities and funds will be maintained at Fidelity Investments or another qualified designated custodian. Account statements are sent quarterly from the custodian and you should carefully review those statements.

## **Item 16 Investment Discretion**

Unless otherwise negotiated, clients have granted us with limited trading discretion in the management of your portfolio and periodic re-balancing to the asset class target percentages as outlined in your Advisory Agreement except with respect to payment of the Firm's Fees. Other than advisory fees, funds cannot be withdrawn from accounts. In the exercise of this authority, we are fully authorized and empowered to place orders to brokers, dealers, mutual funds, or other persons with respect to the purchase, sale, exchange, disposition or liquidation of any assets held in your portfolio.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which we advise. Investment guidelines and restrictions must be provided to us in writing.

## **Item 17 Voting Client Securities**

We do not have the authority to and do not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. To this end, we will instruct the Custodian to forward all proxy material directly to you. We shall forward any proxy materials that we may receive that pertain to the Assets in client accounts to the respective clients, or to the Advisor(s) for an employee benefit plan covered by ERISA, unless the plan's trust agreement provides otherwise. Clients can contact Gina N. Sprinkle from our office at 713-665-3880 at extension 202 or at [gsprinkle@mdkfinancialgroup.com](mailto:gsprinkle@mdkfinancialgroup.com) for any questions about a particular solicitation.

## **Item 18 Financial Information**

We are required to provide you with certain financial information or disclosures about financial condition which would impede our ability to provide the advisory services described herein. To that end, the assets and revenues of MDK were pledged as collateral as a part of the acquisition financing of MDK by Adaptation Financial Advisors Inc. Notwithstanding that financial commitment, which is current and being paid as agreed, neither MDK nor Adaptation Financial have any other financial commitments that impair their ability to meet contractual and fiduciary commitments to clients. MDK has not been the subject of a bankruptcy proceeding.

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

## **Item 19 Requirements for State Registered Advisers**

Not applicable, we are an SEC registered investment adviser.