

Item 1: Cover Page

Mann Financial Group

Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Mann Financial Group. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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. Mann Financial Group is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Mann Financial Group is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 297878.

Item 2: Material Changes

In this Item, Mann Financial Group is required to identify and discuss material changes since filing its last annual amendment. Since filing its last annual amendment on February 14, 2022, there have been no material changes to report.

Item 3: Table of Contents

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

Item 4: Advisory Business

- A. Mann Financial Group (the “Adviser,” “we,” “us,” or “our”) is an investment adviser founded in 2019, registered with the U.S. Securities and Exchange Commission (“SEC”), and principally owned by Brian Mann and Kevin Mann.
- B. Adviser offers the following types of advisory services:
- i. Pension Consulting Services. In addition to the wrap fee program services rendered to retail investors (as described in Adviser’s separate wrap fee program brochure), Adviser provides non-discretionary pension consulting services that are not part of its wrap fee program to pension or profit sharing plans (each, a “Plan”). As part of this service, Adviser shall review the Plan’s investment objectives, risk tolerance, and goals, and shall work in partnership with applicable third-parties (such as the Plan’s recordkeeper, third-party administrator, and/or discretionary investment manager) to establish an appropriate investment policy statement and deploy applicable investment options into the Plan’s account. Adviser shall periodically review the investment options available to the Plan and, if applicable, will make recommendations to assist the Plan with respect to the selection of the Plan’s qualified default investment alternative (“QDIA”). Adviser will provide reports, information and recommendations, on a reasonably requested basis, to assist the Plan in monitoring the selected investments. If elected by the Plan, Adviser may also provide various services related to the Plan’s governance, the education of Plan participants, and the review of other service providers to the Plan. In connection with Plans subject to the Employee Retirement Income Security Act of 1974 (“ERISA”) and applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”) Adviser acknowledges that it is a fiduciary under ERISA and the Code, shall render prudent investment advice that is in Plan’s best interest, shall avoid making misleading statements, and shall receive no more than reasonable compensation.

Adviser typically provides investment advice with respect to limited types of investments, which include mutual funds and ETFs (which are limited to those available for inclusion in the Plan).

- C. Adviser participates in a wrap fee program for clients that are not Plans. Please refer to Adviser’s Form ADV Part 2A Appendix 1 for more information.
- D. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of ERISA and/or the Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:
- i. Meet a professional standard of care when making investment recommendations (give prudent advice);
 - ii. Never put our financial interests ahead of yours when making recommendations (give loyal advice);
 - iii. Avoid misleading statements about conflicts of interest, fees, and investments;
 - iv. Follow policies and procedures designed to ensure that we give advice that is in your best interest;
 - v. Charge no more than is reasonable for our services; and
 - vi. Give you basic information about conflicts of interest.
- E. Adviser manages the following amount of discretionary and non-discretionary client assets calculated as of December 31, 2022:

i.	Discretionary (wrap fee program):	\$189,699,000
ii.	Non-Discretionary (non-wrap fee program):	\$35,676,000

Item 5: Fees and Compensation

- A. Adviser is compensated for its non-wrap fee program advisory services by fees charged based on a Plan client's assets under advisement with Adviser. Fees are negotiable, and each client's specific fee schedule is included as part of the investment advisory agreement signed by Adviser and the client.

Adviser's annual fee for investment advisory services to non-wrap fee program Plan clients ranges between 0.25% and 2.25% of the Plan's assets under Adviser's advisement, and depends on the specific services rendered.

- B. The portion of Adviser's investment advisory fee remitted to the Third-Party Adviser (if one is recommended or selected for a Client's account) generally ranges from 0.20% to 0.65%.
- C. Fees are deducted in arrears on a quarterly basis from plan assets and based upon the market value of such assets managed by Adviser as of the last day of the prior calendar quarter. Cash is included in the assets upon which fees are assessed.
- D. In addition to the fees charged by Adviser, clients will incur brokerage and other transaction costs. Please refer to Item 12: Brokerage Practices, for further information on such brokerage and other transaction-related practices. Clients will also typically incur additional fees and expenses imposed by independent and unaffiliated third-parties, which can include qualified custodian fees, mutual fund or exchange traded fund fees and expenses, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees, check-writing fees, early-redemption charges, certain deferred sales charges on previously-purchased mutual funds, margin fees, charges or interest, IRA and qualified retirement plan fees, and other fees and taxes on brokerage accounts and securities transactions. These additional charges are separate and apart from the fees charged by Adviser.
- E. If Adviser or client terminates the advisory agreement before the end of a quarterly billing period, Adviser's fees will be prorated through the effective date of the termination. The pro rata fees for the remainder of the quarterly billing period after the termination will be refunded or billed to the client as applicable.
- F. Neither Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

Item 6: Performance-Based Fees & Side-By-Side Management

Neither Adviser nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7: Types of Clients

Adviser generally provides its non-wrap fee program advisory services to pension and profit sharing plans. Adviser does not require a minimum plan size for its pension consulting services.

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

- A. The investment strategies used by Adviser when formulating investment advice or managing assets include allocating assets across a diversified risk-based portfolio. However, non-wrap fee program Plan clients should be aware that Adviser is limited to rendering advice with respect to the funds available to the Plan - a decision which rests solely with the responsible plan fiduciary and not Adviser. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future returns.
- B. Like any investment strategy, allocating assets across a diversified risk-based portfolio involves material risks. Such material risks are described in further detail below:
- i. Investing for the long term means that a client's account will be exposed to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. Adviser does not condone short-term trading in an attempt to "time" the market, and instead coaches clients to remain committed to their financial goals. However, investing for the long term can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
 - ii. Inflation risk is the risk that the value of a client's portfolio will not appreciate at least in an amount equal to inflation over time. General micro- and macro-economic conditions may also affect the value of the securities held in a client's portfolio, and general economic downturns can trigger corresponding losses across various asset classes and security types. Market cycles may cause overall volatility and fluctuations in a portfolio's value, and may increase the likelihood that securities are purchased when values are comparatively high and/or that securities are sold when values are comparatively low. Geopolitical shifts may result in market uncertainty, lowered expected returns, and general volatility in both domestic and international securities. Regulatory changes may have a negative impact on capital formation and increase the costs of doing business, and therefore result in decreased corporate profits and corresponding market values of securities.
 - iii. Investing in mutual funds does not guarantee a return on investment, and shareholders of a mutual fund may lose the principal that they've invested into a particular mutual fund. Mutual funds invest into underlying securities that comprise the mutual fund, and as such clients are exposed to the risks arising from such underlying securities. Mutual funds charge internal expenses to their shareholders (which can include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other fund fees and expenses, e.g.), and such internal expenses subtract from its potential for market appreciation. Shares of mutual funds may only be traded at their stated net asset value ("NAV"), calculated at the end of each day upon the market's close.

Investing in ETFs bears similar risks and incurs similar costs to investing in mutual funds as described above. However, shares of an ETF may be traded like stocks on the open market and are not redeemable at an NAV. As such, the value of an ETF may fluctuate throughout the day and investors will be subject to the cost associated with the bid-ask spread (the difference between the price a buyer is willing to pay (bid) for an ETF and the seller's offering (asking) price).

Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investment to obtain a full understanding of its respective risks and costs.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Adviser's advisory business or the integrity of Adviser's management.

Item 10: Other Financial Industry Activities & Affiliations

- A. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither Adviser nor any of its management persons have any relationship or arrangement with any related person below:
 - i. broker-dealer, municipal securities dealer, or government securities dealer or broker
 - ii. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - iii. other investment adviser or financial planner
 - iv. futures commission merchant, commodity pool operator, or commodity trading advisor
 - v. banking or thrift institution
 - vi. accountant or accounting firm
 - vii. lawyer or law firm
 - viii. pension consultant
 - ix. real estate broker or dealer
 - x. sponsor or syndicator of limited partnerships
- D. Both Kevin Mann and Brian Mann are licensed insurance agents and from time to time will earn an ordinary and customary commission from the sale of an insurance product in such capacity. This creates a conflict of interest, because Kevin Mann and Brian Mann have the potential to earn both an insurance commission and advisory fee revenue. Kevin Mann and Brian Mann address this potential conflict of interest by fully disclosing their relationship with the applicable insurance provider, and informing clients that they are under no obligation to purchase an insurance product through them. In addition, insurance products are not sold to non-wrap fee program Plan clients.

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

- A. Adviser has adopted a code of ethics that will be provided to any client or prospective client upon request. Adviser's code of ethics describes the standards of business conduct that Adviser requires of its supervised persons, which is reflective of Adviser's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to Adviser's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither Adviser nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Adviser or any of its related persons has a material financial interest.
- C. From time to time, Adviser or its related persons will invest in the same securities (or related securities such as warrants, options or futures) that Adviser or a related person recommends to clients. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to profit from the investment recommendations made to clients. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.
- D. From time to time, Adviser or its related persons will buy or sell securities for client accounts at or about the same time that Adviser or a related person buys or sells the same securities for its own (or the related person's own) account. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to trade either before or after the trade is made in client accounts, and profit as a result. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.

Item 12: Brokerage Practices

- A. Adviser considers several factors when recommending a custodial broker-dealer for Plan client transactions and determining the reasonableness of such custodial broker-dealer's compensation. Such factors include the custodial broker-dealer's industry reputation and financial stability, service quality and responsiveness, execution price, speed and accuracy, reporting abilities, and general expertise. Assessing these factors as a whole allows Adviser to fulfill its duty to seek best execution for its clients' securities transactions. However, Adviser does not guarantee that the custodial broker-dealer recommended for client transactions will necessarily provide the best possible price, as price is not the sole factor considered when seeking best execution. After considering the factors above, Adviser will recommend a custodial broker-dealer to the extent requested by a Plan client.
- i. Adviser does not receive research and other soft dollar benefits in connection with client securities transactions, which are known as "soft dollar benefits". However, the custodial broker-dealer(s) recommended by Adviser do provide certain products and services that are intended to directly benefit Adviser, clients, or both. Such products and services include (a) an online platform through which Adviser can monitor and review client accounts, (b) access to proprietary technology, (c) duplicate statements for client accounts and confirmations for client transactions, (d) invitations to the custodial broker-dealer(s)' educational conferences, (e) practice management consulting, and (f) occasional business meals and entertainment.
- The receipt of these products and services creates a conflict of interest to the extent it causes Adviser to recommend a particular custodial broker-dealer as opposed to a comparable custodial broker-dealer. Adviser addresses this conflict of interest by fully disclosing it in this brochure, evaluating each recommended custodial broker-dealer based on the value and quality of its services as realized by clients, and by periodically evaluating alternative broker-dealers to recommend.
- ii. Adviser does not consider, in selecting or recommending custodial broker-dealers, whether Adviser or a related person receives client referrals from a custodial broker-dealer or third-party.
- iii. Adviser does not routinely recommend, request, or require that a client direct Adviser to execute transactions through a specified custodial broker-dealer.
- B. Since non-wrap fee program clients are solely Plans, there is no ability to aggregate transactions with other Plan clients.

Item 13: Review of Accounts

- A. Kevin Mann and Brian Mann of Adviser monitor client accounts on an ongoing basis, and typically review client accounts on at least an annual basis. Such reviews are designed to ensure that the Plan client is still in alignment with the Plan's constituting Plan documents, and that the investments remain appropriate given the Plan's risk tolerance, investment objectives, and other factors. Plan clients are encouraged to proactively reach out to Adviser to discuss any changes to the Plan.
- B. The custodial broker-dealer will send account statements and reports directly to clients no less frequently than quarterly. Such statements and reports will be mailed to clients at their address of record or delivered electronically, depending on the client's election. If agreed to by Adviser and client, Adviser or a third-party report provider will also send clients reports to assist them in understanding their account positions and performance, as well as the alignment with the Plan's investment objective.

Item 14: Client Referrals and Other Compensation

- A. Nobody other than clients provides an economic benefit to Adviser for providing investment advice or other advisory services to clients. However, as described above in Item 12, the custodial broker-dealer(s) recommended for client accounts provides certain products and services that are intended to directly benefit Adviser, clients, or both.
- B. As part of its lease arrangement with Midwest Bank, Adviser will pay to Midwest Bank 40% of the net revenues Adviser receives from any client account that was referred to the Adviser from Midwest Bank. Adviser's fees are not increased with respect to clients referred from Midwest Bank, and such referred clients will receive appropriate disclosure regarding this compensation arrangement. Midwest Bank is compensated directly by Adviser, and the fees charged by Adviser to clients is not increased as a result of such referral.

Item 15: Custody

For clients that do not have their fees deducted directly from their account(s) and have not provided Adviser with any standing letters of authorization to distribute funds from their account(s), Adviser will not have any custody of client funds or securities. For clients that have their fees deducted directly from their account(s) or that have provided Adviser with discretion as to amount and timing of disbursements pursuant to a standing letter of authorization to disburse funds from their account(s), Adviser will typically be deemed to have limited custody over such clients' funds or securities pursuant to the SEC's custody rule and subsequent guidance thereto. At no time will Adviser accept full custody of client funds or securities in the capacity of a custodial broker-dealer, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and Adviser or a third-party report provider, client is urged to compare such account statements and advise Adviser of any discrepancies between them.

Item 16: Investment Discretion

Adviser does not accept discretionary authority to manage securities accounts on behalf of non-wrap fee program Plan clients.

Item 17: Voting Client Securities

- A. Adviser does not have and will not accept authority to vote client securities.
- B. Clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender.

Item 18: Financial Information

- A. Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- C. Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.