

MF Advisers, Inc.

Firm Brochure

This brochure provides information about the qualifications and business practices of MF Advisers, Inc. If you have any questions about the contents of this brochure, please contact us at (570) 760-6524 or by email at: marty@mfadvisers.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.

Additional information about MF Advisers, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. MF Advisers, Inc.'s CRD number is: 155518

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

MF Advisers, Inc. has not yet filed an annual amendment; however, there are no material changes to disclose since that creation of this firm on March 2, 2013.

Item 3: Table of Contents

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Item 4: Advisory Business

A. Description of the Advisory Firm

This firm has been in business since October 1, 2010, and the principal owners are Matthew Joseph Fenedick and Martin A. Federici, Jr.

B. Types of Advisory Services

MF Advisers, Inc. (hereinafter "MFA") offers the following services to advisory clients:

Investment Supervisory Services

MFA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. MFA creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

MFA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. MFA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement.

Services Limited to Specific Types of Investments

MFA limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, and government securities. MFA may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

MFA offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent MFA from properly servicing the client account, or if the restrictions would require MFA to deviate from its standard suite of services, MFA reserves the right to end the relationship.

D. Wrap Fee Programs

MFA does not participate in any wrap fee programs.

E. Amounts Under Management

MFA has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$11,261,600.00	\$4,600.00	12/31/2013

Item 5: Fees and Compensation

A. Fee Schedule

Assets Under Management Breakpoints (Investment Supervisory Services Fees)

Total Assets Under Management	Annual Fee
\$1 - \$499,999	1.00%
\$500,000 - \$999,999	0.75%
\$1,000,000 and Above	0.50%

Asset fee will be calculated monthly by taking total dollar values of household account(s) on 1st & last day of the month, adding them together, dividing by 2, & then multiplying by appropriate percentages indicated on above table, dividing by 12 to arrive @ the fee. (Prorating applies if assets come over on a day other than the first of the month)

Example: A household with \$1,250,000 would have an estimated annual fee of \$10,000.
up to \$499,999.99 X 1% = \$5000
next \$500,000 X 0.75% = \$3750
next \$250,000 X 0.50% = \$1250

Total: \$5000 + \$3750 + \$1250 = \$10,000 annual fee

The above-mentioned fee calculation is done with assets held at **Scottrade** and at **Vanguard** (for clients with PA Investment Plan 529 accounts).

For clients with assets held at **ASpire**, the fee calculation is as follows:
Asset balance taken at the end of the quarter X .25%

For clients with assets held at **Jefferson National** (annuities), the fee calculation is as follows:
Asset balance taken at specific (monthly) date X .0833%

These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid monthly in arrears, and clients may terminate their contracts with thirty days' written notice. Immediate family members are NOT assessed advisory fees. Immediately family would include spouses, siblings, children, parents, grandparents, aunts & uncles, and first cousins.

Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Because client fees will be withdrawn directly from client accounts, this advisor must:

(A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian.

(B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account.

(C) Send the client a written invoice itemizing the fee, including any formulae used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Financial Planning Fees

Hourly Fees

Depending upon the complexity of the situation and the needs of the client, the hourly fee for these services is **\$175**. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

Hourly fees are billed in arrears @ **\$175/hr.** for ALL services/ planning/ advice if ***MF Advisers*** does NOT manage all of your investments that we are able to manage (pursuant to your planning needs).

If ***MF Advisers*** manages ALL of your investments, we do NOT charge hourly fees for any services EXCEPT the current workplace retirement plan reviews (done quarterly). Immediate family members are NOT assessed financial planning fees.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in arrears.

Advisory fees are also invoiced and billed directly to the client fifteen days following the month. Clients may select the method in which they are billed.

Payment of Financial Planning Fees

Hourly Financial Planning fees are paid via check or credit card in arrears upon completion.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fee etc.). Those fees are separate and distinct from the fees and expenses charged by MFA. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

MFA collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither MFA nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

MFA does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

MFA generally provides investment advice to the following Types of Clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Corporations or Business Entities

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

MFA's methods of analysis include fundamental analysis and cyclical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

MFA uses Long Term Trading, Short Term Trading, and Margin Transactions.

MFA utilizes investment strategies that are designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

MFA generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss. Investments in these securities are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in stocks & ETF's.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

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

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither MFA nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither MFA nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Matthew Joseph Fenedick and Martin A. Federici, Jr. are owners of MF Tax & Accounting, Inc., an accounting & tax practice. Mr. Federici is the CEO and Mr. Fenedick is the President of this organization.

Matthew Joseph Fenedick is also currently the Director of Data Analytics with Park City Group. From time to time, he will offer clients advice or products from those activities. MFA always acts in the best interest of the client. Matthew Joseph Fenedick spends the majority of his time on those activities and considers them his primary business.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

MFA does not utilize nor select other advisors or third party managers. All assets are managed by MFA management.

Item 11: Code of Ethics, Participation in Transactions, Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

MFA does not recommend that clients buy or sell any security in which a related person to MFA has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MFA may buy or sell securities for themselves that they also recommend to clients. MFA will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of MFA may buy or sell securities for themselves at or around the same time as clients. MFA will not trade non-mutual fund or non-ETF securities 5 days prior to or 5 days after trading the same security for clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodians, Scottrade, Vanguard, ASpire, and Jefferson National, were chosen based on their relatively low transaction fees and access to mutual funds and ETFs. MFA will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. *Research and Other Soft-Dollar Benefits*

MFA receives no research, product, or service other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. *Brokerage for Client Referrals*

MFA receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. *Clients Directing Which Broker/Dealer/Custodian to Use*

MFA allows clients to direct brokerage. MFA may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients money because without the ability to direct brokerage MFA may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices.

B. Aggregating (Block) Trading for Multiple Client Accounts

MFA maintains the ability to block trade purchases across accounts but will rarely do so. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least monthly by Matthew Joseph Fenedick and Martin A. Federici, Jr. They are instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at IA are assigned to these reviewers.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Matthew Joseph Fenedick and Martin A. Federici, Jr. There is only one level of review and that is the total review conducted to create the financial plan.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly a written report detailing the clients account performance, which may come from the custodian.

Clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

MFA does not receive any economic benefit, directly or indirectly from any third party for advice rendered to MFA clients.

B. Compensation to Non - Advisory Personnel for Client Referrals

MFA does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

MFA does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the custodians, Scottrade, Vanguard, ASPIre, or Jefferson National. Clients will receive account statements from the custodian and should carefully review those statements.

Item 16: Investment Discretion

For those client accounts where MFA provides ongoing money management or investment advice with ongoing supervision, MFA maintains limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities (Proxy Voting)

MFA will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

MFA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither MFA nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

MFA has not been the subject of a bankruptcy petition in the last ten years.

Item 19: REQUIREMENTS FOR STATE REGISTERED ADVISERS

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

MFA currently has two management persons/executive officers; Matthew Joseph Fenedick and Martin A. Federici, Jr. Their education and business backgrounds can be found on the Supplemental ADV Part 2B forms.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Matthew Joseph Fenedick and Martin A. Federici, Jr's other business activities can be found on the Supplemental ADV Part 2B forms.

C. How Performance Based Fees are Calculated and Degree of Risk to Clients

MFA does not charge performance based fees.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at MFA has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither MFA, nor its management persons, has any relationship or arrangement with issuers of securities.