

Marian Financial Services, Inc.

This brochure provides information about the qualifications and business practices of Marian Financial Services, Inc. If you have any questions about the contents of this brochure, please contact us at (904) 460-2700 or email at rick@marianfs.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.

Please note that information about our investment adviser representatives is not found at the FINRA Broker Check site, because our investment adviser representatives are not registered representatives with a broker-dealer. Information on investment adviser representatives is found instead at the SEC's web site located at www.adviserinfo.sec.gov. Additional information about Marian Financial Services, Inc., the firm, is available on the SEC's website at: <http://www.adviserinfo.sec.gov>.

Registration as a Registered Investment Adviser does not imply a certain level of skill or training. A Registered Investment Adviser refers to the firm itself, not any person.

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ITEM 2 - MATERIAL CHANGES FOR THIS UPDATE

This last update prior to this one was February 15, 2019.

The reason for this update is the following:

1. Richard A. Johnson has changed his name back to the name that he was born with, Richard Mark Allison. There are no other changes to this document.

Readers of this document are asked to also refer to our Principal, Richard Mark Allison's Form ADV 2B Brochure Supplement for detailed information about his education and background, including outside business activities and conflicts of interests.

Please note that when you see the acronym "MFS" in this document, this is an abbreviation for our firm name Marian Financial Services, Inc.

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ITEM 4 - ADVISORY BUSINESS

A. INFORMATION ABOUT OUR FIRM

Marian Financial Services, Inc. started operations in August of 2006. Richard Mark Allison is currently the 100% owner of the firm. Marian Financial Services, Inc., hereinafter referred to as “MFS”, is a Registered Investment Adviser with the State of Florida, Kentucky, Indiana and Texas. MFS may do business in other states as part of a *de minimus* exemption. MFS will obtain the required licensing in other states when required.

B. ADVISORY SERVICES OFFERED

MFS performs investment management or supervisory services and acts as a Portfolio Manager for client accounts on a discretionary basis. MFS designs and implements their own ETF Portfolios for clients of our firm.

MFS also offers Goals Based Financial Plans for a fee of between \$1,200 and \$1,800 per year depending on the client’s assets under advisement. It is not necessary to open an account with our firm if a client only wants a Goals Based Financial Plan. However, a client must agree to account aggregation via our financial planning software vendor, Right Capital in order to be eligible for a Goals Based Financial Plan. Account aggregation means linking your accounts (banking, investments, retirement, mortgage, credit cards, loans, and etc.) to Right Capital in order for our firm to provide our Goals Based Financial Plan. After all, if we do not know what you have, it is impossible for us to offer financial planning advice on it. Right Capital solves this dilemma. For more information visit: www.rightcapital.com.

C. MONEY MANAGEMENT PROCESS AND RESTRICTIONS

Each investment account that we manage is based on one of our model portfolios described below with some potential for limited customization to the individual client. Clients may impose restrictions regarding in-kind securities held in their accounts, but generally not about investments from our model portfolios described below.

MFS Exchange Traded Fund Portfolios

MFS has five primary Exchange Traded Funds (ETF) model portfolios that it utilizes to manage client accounts. All our ETF Portfolios may hold some of the following asset classes listed below but are not limited to these asset classes.

Equity Asset Classes:

Large Cap Growth

Mid-Cap Growth

Small Cap Growth

Large Cap Value	Mid-Cap Value	Small Cap Value
Large Cap Equal Weight	Mid-Cap Equal Weight	Small Cap Equal Weight
Large Cap Low Volatility	Mid-Cap Low Volatility	Small Cap Low Volatility
S&P 500 Sectors - Equal Weight	FTSE World Index ex-US	Emerging Markets
MSCI EAFE Minimum Volatility	MSCI EM Minimum Volatility	Asia Pacific
Europe	Frontier Markets	Micro-Cap
Commodities/MLP's	Gold/Silver	Real Estate

Fixed Income Asset Classes:

Short Term Bonds	Intermediate Term Bonds	Sovereign Debt
Long Term Bonds	Target Date Bonds	FDIC Insured CD's
Inflation Protected (TIPS) Bonds	EM Local Currency Bonds	

Cash or Cash Equivalent

Cash & Bank Sweep Funds	Money Market Funds
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General ETF Portfolio Guidelines

We *generally* buy *mostly* the same ETF's in each ETF Portfolio, except in different percentages based on risk. Usually, we buy from 10 to 16 different ETF's. The five MFS ETF Portfolios that we use *generally* hold the following percentages of equities (stocks) with the balance in Fixed Income (bonds) and Cash:

<i>Ultra-Income ETF</i>	40 - 55% Equities	60 – 45% Fixed Income & Cash
<i>Income ETF</i>	55 - 60% Equities	45 – 40% Fixed Income & Cash
<i>Growth & Income ETF</i>	55 - 65% Equities	45 – 35% Fixed Income & Cash
<i>Growth ETF</i>	65 - 75% Equities	35 – 25% Fixed Income & Cash
<i>Aggressive Growth ETF</i>	75 – 85% Equities	25 – 15% Fixed Income & Cash

The percentages are guidelines and *may vary* based on the movement of the underlying securities held in each portfolio. Individual client requests and restrictions may alter the equity mix of the ETF portfolio chosen and therefore the performance of the portfolio. MFS *does not* offer investment advice on individual stocks. However, when a client desires a stock portfolio,

then MFS will refer these clients to an unaffiliated SEC Registered Investment Adviser, Morningstar Investment Services, Inc. - CRD # 8-53593, SEC # 801-60401. See their Form ADV 2A, Appendix I, 2B and their Investment Management Agreement for more information which is available on request.

Note: *Individual investor objectives, financial situations, their specific instructions or restrictions on investments or the time at which an account is opened, or additions are made may result in different trades and returns from our five MFS ETF Portfolios. Performance for the other MFS ETF Portfolios (not chosen) may differ materially more or less than the MFS ETF Portfolio chosen for your account. It should not be assumed that future recommendations will be profitable or equal past MFS ETF Portfolio performance.*

D. PARTICIPATION IN WRAP FEE PROGRAMS.

Our firm does not offer nor participant in wrap fee programs that are managed by MFS.

E. ASSETS UNDER MANAGEMENT

The amount of discretionary assets that we manage is \$6,494,168.95. The amount of non-discretionary assets that we manage is \$0.00. The total assets under management are \$6,494,168.95. These figures are as of December 31, 2018.

ITEM 5 - FEES AND COMPENSATION

A. FEE SCHEDULE

Investment Management Services (Portfolio Management)

These fees are negotiable, and the final fee schedule will be detailed in the Investment Advisory Contract. Our standard fee schedule for Investment Management Services is below:

\$1 to \$1,000,000	= 1.25% annually, payable quarterly
\$1,000,001 - \$2,000,000	= 1.00% annually, payable quarterly
\$2,000,001 - \$5,000,000	= 0.75% annually, payable quarterly
\$5,000,001 and up	= 0.50% annually, payable quarterly

Selection of Other Advisors

Morningstar Investment Services, Inc. - Morningstar Managed Portfolios Program

Morningstar offers an assortment of money management options that include accounts with mutual funds, ETF's or Stocks. Morningstar's fee is non-negotiable, but our fee (MFS) is negotiable. The maximum fee schedule for these strategies are as follows:

- **Mutual Fund Asset Allocation** - Morningstar fee is 0.40% plus MFS fee of 1.10% - total fee = 1.50%
- **Active/Passive Asset Allocation** - Morningstar fee is 0.40% plus MFS fee of 1.10% - total fee = 1.50%
- **Retirement Income** - Morningstar fee is 0.40% plus MFS fee of 1.10% - total fee = 1.50%
- **Outcome Based/Focused** - Morningstar fee is 0.40% plus MFS fee of 1.10% - total fee = 1.50%
- **ETF Asset Allocation Strategies** - Morningstar fee is 0.30% plus MFS fee of 1.10% - total fee = 1.40%
- **Select Equity Portfolio Strategies** - Morningstar fee is 0.55% plus MFS fee of 1.10% and ABP* of 0.10%- total fee = 1.75%

***Note:** There is an additional (ABP) asset-based program fee of 0.04 – 0.10% that Charles Schwab & Co. Inc. or Fidelity Investment Services, Inc. charges to clients who choose the Select Stock Baskets Portfolio. This allows Morningstar to trade stocks commission free at either of these qualified custodians. This ABP fee is optional, but if not chosen, then the client would pay trading commissions on a per trade basis with the chosen qualified custodian.

Fees and compensation for clients referred to Morningstar Investment Services, Inc. are provided in more detail in their Form ADV 2A, Appendix I, Form ADV 2B and Investment Management Agreement. These documents are provided for clients upon request.

Goals Based Financial Plans - Offer for Individuals and Households

Goals Based Financial Plans (GBFP) for individuals and households can be done on a one-time basis, or as part of an annual retainer where you are hiring Marian Financial Services, Inc. for an ongoing Financial Planning relationship. This offering is non-negotiable as it is very time intensive and generally involves several hours of analysis, planning and meeting time.

- For Accounts under \$200,000 in assets - Individuals and Households - \$1,200 annually payable monthly, quarterly or semi-annually.
- For Accounts over \$200,001 in assets – Individuals and Households - \$1,800 annually payable monthly or quarterly.

B. PAYMENT OF FEES

Payment of Fees for Portfolio Management

Fees are paid quarterly in advance by deducting them from each client account. We prefer to deduct fees directly from client accounts as this helps us keep our administrative costs down. However, we can accommodate direct billing of our fees via a debit or credit card via Square® and Zoho® Invoicing.

Payment of Fees for Goals Based Financial Plans

The fee charged for a Goals Based Financial Plan is paid from an invoice and can be done via check, debit or credit card in a semi-annual, quarterly or monthly payment. We offer access to Square® and Zoho® Invoicing for ease of payments by debit or credit cards.

C. CLIENT RESPONSIBILITY FOR THIRD PARTY FEES

Our firm currently uses several commission free ETF's from Charles Schwab & Co. Inc. However, with some ETF's that we use, clients may incur trading commissions from our custodian, Charles Schwab & Co. Inc. that range from \$29.95 down to \$4.95 per trade. The \$4.95 per trade option is available to all clients who choose to have their trade confirmations, account statements, prospectuses, proxy material and annual reports delivered via email which we highly recommend. Charles Schwab & Co. Inc. may also charge other fees such as interest on margin loans, wired funds fees, checkbook fees, insufficient funds fees and other fees disclosed in the Charles Schwab & Co. Inc. Pricing Guide which is available online at https://www.schwab.com/public/schwab/nn/agreements/schwab_pricing_guide_for_advisor_services.html or by calling 800-515-2157.

If a client chooses to invest in a Morningstar Managed Portfolio and chooses Fidelity Investments as the custodian, then Fidelity also charges commissions for trading that can range from \$29.95 down to \$4.95 per trade if the client chooses to pay for the trades instead of going with the asset-based fee of between 0.04 – 0.10% annually, billed monthly to the account. In addition, Fidelity may also charge other fees such as interest on margin loans and cash management fees that are disclosed on their web site at <https://www.fidelity.com/why-fidelity/pricing-fees>.

Other fees the clients may incur are related to the ETF's or mutual funds that are recommended or held in their accounts. These fees are charged by the ETF or mutual fund issuer/distributor and are not shared with Marian Financial Services, Inc. Please review the specific ETF or mutual fund prospectus for a detailed disclosure of all related fees.

D. TERMINATION AND FEE REFUNDS

Clients may terminate their accounts with written notice to our home office. MFS retains the right to terminate their relationship with clients with either verbal or written notice. Upon termination by either MFS or the client, the effective date of termination shall be used as the ending date for valuation of the Account. The final charge for Investment Management services shall cover the period from the first day of the quarter to the termination date. Our fees are charged in advance. If termination of an account occurs, then Clients would receive a final bill for Investment Management services that would include the actual number of days that the account or accounts under management were in the quarter. Refunds would be paid for Clients who were charged in advance for any unused days in the quarter after the termination date.

E. OUTSIDE COMPENSATION FOR THE SALE OF SECURITIES TO CLIENTS

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

ITEM 6 - PERFORMANCE BASED FEES

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

ITEM 7 - TYPES OF CLIENTS

MFS generally provides advisory services to the following types of clients:

- Individuals
- High Net-Worth Individuals
- Trusts
- Estates
- Charitable Organizations
- Limited Liability Companies
- Client owned businesses

Minimum Account Size

MFS requires a minimum investment of \$25,000 for ETF and mutual fund portfolios, unless reduced or waived. We normally accommodate client's family members who are younger and do not meet this minimum as a courtesy.

Clients referred to Morningstar Investment Services, Inc are subject to their account minimums. See their Form ADV 2A, Appendix I, Form ADV 2B and their Investment Management Agreement for more information which is available on request.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investing involves risk and the potential for loss of principal. There is a risk of principal loss with our investment management strategy, because we invest in asset classes that are not guaranteed, but rather are subject to the volatility of the domestic and foreign stock and bond markets. The client assumes the risk of principal loss by opening an account with MFS.

MFS's securities analysis methods include technical analysis or charting, and fundamental analysis based on published research such as financial newspapers, magazines, web sites, and research material prepared by others, corporate rating services, annual reports, prospectuses, SEC filings and Company Press Releases. We rely primarily on independent research provided by Morningstar, Argus, Ned Davis and Charles Schwab & Co. Inc.

The investment strategies used to implement any investment advice to clients include: Long Term Purchases (securities held at least one year), Short Term Purchases (securities held less than one year), Short Term Trading (securities sold within 30 days), Short Sales, Margin Transactions and Option writing, including covered options, uncovered options or spreading strategies.

More specifically, MFS's investment strategies are based on Global Tactical Asset Allocation utilizing Equal-Weighted Equity Investments and Low Volatility Investments. Global Tactical Asset Allocation is based on Modern Portfolio Theory but utilizes occasional timing changes of asset classes. MFS may on occasion move clients to cash, increase, decrease, or eliminate exposure to certain asset classes. On occasion, we may also dollar cost into asset class positions based on market volatility. These changes in one of our portfolios require trades to be made which can decrease the overall performance of a portfolio if they are too numerous. Because of this, we strive to minimize transaction costs for our portfolios.

Morningstar Investment Services, Inc.

In advising clients of MFS investing in the Morningstar Managed Portfolios Program, we may select from their different offerings which include ETF's, mutual funds, and stock portfolios. These solutions are based on the information, research, asset allocation methodology and investment strategies of Morningstar Investment Services, Inc. Clients will receive a separate disclosure documents from Morningstar Investment Services, Inc. that more fully explains the risks involved in investing in their Managed Portfolios Program. Morningstar's disclosure documents are available on request prior to becoming a client of MFS.

A. RISKS OF SPECIFIC SECURITIES UTILIZED

Our investment recommendations are primarily geared towards Exchange Traded Funds or ETF's based on an underlying index. Exchange Trade Funds have unique risks specific to the ETF asset class recommended. A summary of the major risks is detailed below. These risk summaries are not all inclusive. More details about each ETF fund used in our recommendations can be found in the specific ETF fund's Summary Prospectuses, Full Prospectuses, Statement of Additional Information, Semi-annual and Annual Reports.

Equity or Stock ETF Risk Summary

Primary Risks

(For more specific risk information, refer to the individual ETF prospectus.)

An investment in an ETF Fund could lose money over short or even long periods. You should expect an ETF Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the global stock market. An Equity or Stock ETF Fund's performance could be hurt by:

- *Stock market risk*, which is the chance that stock prices overall, will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. An ETF Fund's investments in foreign stock markets can be riskier than U.S. stock investments. The prices of foreign stocks and the prices of U.S. stocks have, at times, moved in opposite directions. In addition, an ETF Fund's target index may, at times, become focused in stocks of a sector, category, or group of companies.
- *Country/regional risk*, which is the chance that world events—such as political upheaval, financial troubles, or natural disasters—will adversely affect the value of securities issued by companies in foreign countries or regions. Because an ETF Fund may invest a large portion of its assets in securities of companies located in any one country or region, an ETF Fund's performance may be hurt disproportionately by the poor performance of its investments in that area. Country/regional risk is especially high in emerging markets.
- *Emerging markets risk*, which is the chance that the stocks of companies located in emerging markets will be substantially more volatile, and substantially less liquid, than the stocks of companies located in more developed foreign markets.
- *Currency risk*, which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. Currency risk is especially high in emerging markets.
- *Index sampling risk*, which is the chance that the securities selected for an ETF Fund, in the aggregate, will not provide investment performance matching that of the ETF

Fund's target index. Index sampling risk is also known as "tracking risk," because it fails to accurately track the performance of the index it is following as an investment strategy.

Fixed Income or Bond ETF Risk Summary

Primary Risks

(For more specific risk information, refer to the individual ETF prospectus.)

Bond ETF Funds can also move up or down depending on the current strength or weakness of the overall economies of the country issuing the bonds, or the government or corporate issuer. The Bond ETF Fund's performance could be hurt by:

- *Interest rate risk*, which is the chance that bond prices overall will decline because of rising interest rates. Interest rate risk should be low for an Bond ETF Fund that invests mainly in short-term bonds, whose prices are much less sensitive to interest rate changes than are the prices of long-term bonds.
- *Income risk*, which is the chance that a Bond ETF Fund's income will decline because of falling interest rates. Income risk is generally high for short-term bond funds, so investors should expect the Fund's monthly income to fluctuate.
- *Credit risk*, which is the chance that a bond issuer will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. Corporations do go bankrupt and in turn, fail to pay interest and principal. Credit risk ordinarily should be lower for Bond ETF Fund that purchases only bonds that are issued by the U.S. Treasury or are of investment-grade quality. However, it is always possible that even U.S. Treasury debt can be downgraded, thus subjecting it to interest rate risk and income risk, in addition to Credit risk.
- *Sovereign debt risk*, which is the chance that the country issuing the debt will default. Going back historically, there is a litany of countries who have defaulted on their debt in the past. Given that it has happened in the past, we must assume that it may also happen in the future. A relatively recent example of Sovereign Debt problems are the countries that make up the acronym, "PIIGS." The countries with Sovereign Debt problems that this acronym represents are Portugal, Ireland, Italy, Greece and Spain. When a country loses its credit rating or it is discovered that they are having trouble paying their debt, then the price that they must pay investors (the interest rate) goes up and the price of these bonds, go down in value. See Credit Risk above.
- *Index sampling risk*, which is the chance that the securities selected for a Bond ETF Fund, in the aggregate, will not provide investment performance matching that of the Bond ETF Fund's target index. Index sampling risk is also known as "tracking risk,"

because it fails to accurately track the performance of the index it is following as an investment strategy.

Exchange Risks

Because ETF Shares are traded on an exchange, they are subject to additional risks:

ETF Shares may be listed for trading on NYSE Arca and can be bought and sold on the secondary market (other Exchanges or Over-the-Counter) at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV vary significantly. Thus, you may pay more than NAV when you buy ETF Shares on the secondary market, and you may receive less than NAV when you sell those shares.

Although ETF Shares may be listed for trading on NYSE Arca or other exchange, it is possible that an active trading market may not be maintained. An example of this phenomenon was the May 6, 2010 so-called “Flash Crash.” On this date, solid quotes for several ETF’s and listed stocks for that matter were difficult to come by because of various reasons, but some news reports attributed the Flash Crash to “stub quotes.” A stub quote example is where the market maker puts out a Buy price of say \$45.25, but also puts out a Sell price of 0.01. Market makers are required to quote both a Buy and a Sell price. Obviously, they were thinking that no one in their right mind would sell at their one cent price. However, in a fast-moving market, stop loss orders, become market orders, once they move through the stop loss price. For example, an investor could have had a stop loss price of \$40.00. Therefore, like in this example, the Sell price was \$0.01, so these stop loss orders were executed at the next price which just so happened to be the stub quote price of \$0.01. The SEC stepped in and cancelled a lot of these trades that fell outside a 60% price movement range, but there was still significant risk of principal loss for the trades that did not get cancelled. Our firm **does not** use stop loss orders for this very reason. However, if you as an investor place an order yourself without guidance and knowledge of this issue, then you could subject yourself to this kind of risk.

Trading of ETF Shares on NYSE Arca may be halted if NYSE Arca officials deem such action appropriate, if ETF Shares are delisted from NYSE Arca, or if the activation of market wide “circuit breakers” halts stock trading generally. In fact, the SEC has implemented a new rule because of the “Flash Crash” on May 6, 2010 that has these circuit breaker requirements. The fact that this is a relatively new rule, it is difficult to ascertain what will happen when another fast-moving market arrives. Therefore, this risk is hard to quantify, but nevertheless, we must assume this risk can negatively impact a portfolio.

ETF Funds are Not Guaranteed or Insured

An investment in an ETF Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Cybersecurity Risks

MFS, ETF issuers, mutual fund issuers, banks and custodians are all subject to cybersecurity risks. Cybersecurity risks are those risks where the electronic information of these firms may become compromised by criminals. Unfortunately, it is not possible to be 100% secure from cybersecurity risks in today's environment. However, all these types of firms, including MFS do their best to ensure that cybersecurity risks are kept to an absolute minimum.

Our firm, MFS, uses two factor authentication, fingerprint identification and facial identification to access sensitive client data on our electronic devices (computers, tablets, and cell phones.) In addition, we have backup systems in place in the cloud that allow us to maintain backup copies of client data and allow us to continue to serve our clients even if our electronic devices were lost or stolen.

ITEM 9 - DISCIPLINARY INFORMATION

A. DISCIPLINARY INFORMATION

There are no disciplinary events that involve our firm, Marian Financial Services, Inc. or our principal officer Richard M. Allison.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. REGISTRATION AS A BROKER-DEALER OR BROKER-DEALER REPRESENTATIVE

MFS is not affiliated with any broker-dealer nor is our investment adviser representative, Mr. Allison.

B. REGISTRATION RELATED TO COMMODITIES TRADING OR ADVISING

Neither MFS, nor its investment adviser representative, Mr. Allison is affiliated with any commodities firm or commodities exchange.

C. REGISTRATION RELATIONSHIPS AND POSSIBLE CONFLICTS OF INTEREST

Charles Schwab & Co. Inc. is our primary custodian for client accounts. Marian Financial Services, Inc. does not hold custody of client's accounts. Client accounts are held at Charles Schwab & Co. Inc. and their affiliate Charles Schwab Bank. Some 529 Accounts are held with

Charles Schwab through their relationship with American Century Mutual Funds. All servicing for Schwab 529 plans are done through Charles Schwab's 529 Plan department. We currently do not charge any fees for Schwab 529 plans, but Schwab 529 plans do have fees that you can see by visiting www.schwab.com/529.

Although there are other custodians in the investment advisory marketplace, we prefer to place our client's accounts with Charles Schwab & Co. Inc., because they are the largest custodian for registered investment advisers in the marketplace and a well-known brand to consumers. In addition, they offer a great web site for clients, competitive commissions for trades, a broad suite of investments including mutual funds and ETF's that, all totaled, allows us to service our clients in an efficient manner, in our opinion. The fact that we use Charles Schwab & Co. Inc. as a custodian for our client accounts and do not use other custodians for our ETF Portfolios may constitute a conflict of interest. Other custodians may offer custodial services at the same or a lower cost. Clients are advised to consider this before doing business with our firm.

Through our relationship with Morningstar and their Managed Portfolios, we are able to offer an alternative custodian which is Fidelity Investments. Fidelity Investments is also a very well-known custodian for registered investment advisers. However, this option is only available if you choose a Morningstar Managed Portfolio.

Richard M. Allison owns another registered investment adviser which is First Coast Planning, LLC that shares offices with Marian Financial Services, Inc. First Coast Planning, LLC has its own disclosure documents, specifically Form ADV 2A, Form ADV 2B and Privacy Policy which are available at www.firstcoastplanning.com, or upon request. See Mr. Allison's Form ADV 2B brochure supplement for full details related to this and his other registered investment adviser firm and any conflicts of interests.

D. SELECTION OF OTHER ADVISORS

For some client situations, we may recommend a Managed Portfolio from Morningstar Investment Services, Inc. We have a relationship with Morningstar Investment Services, Inc. who offers various Managed Portfolios. Morningstar has their own fee schedule and our firm adds our fee on top of Morningstar's fee. See Item 5. A. Fee Schedule above for more details about Morningstar's fees.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. CODE OF ETHICS

MFS has 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, Personal Securities Transactions, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. You may request to see our code of ethics. For a copy of the code of the Code of Ethics, please ask your financial advisor.

B. RECOMMENDATIONS INVOLVING MATERIAL FINANCIAL INTERESTS

MFS does not participate or have an interest in Client Transactions. We do not share profits or losses with clients. All trading commissions are earned by our custodian Charles Schwab & Co. Inc., or Fidelity Investments through our relationship with Morningstar Managed Portfolios. We receive absolutely no compensation from trading commissions through Charles Schwab & Co. Inc. or Fidelity Investments.

C. INVESTING PERSONAL MONEY IN THE SAME SECURITIES AS CLIENTS

From time to time, Mr. Allison of MFS may buy or sell securities for himself or family members that he also recommends to clients. These trades may be done prior to, at the same time, or after trades for other clients. However, we strive to avoid placing our interests above those of our clients with these trades.

D. TRADING SECURITIES AT/AROUND THE SAME TIME AS CLIENTS' SECURITIES

If Mr. Allison places a trade for his own account (or family members) that is related to one of our ETF Model Portfolios, it is usually done at the same time as trading decisions are made for our clients. Because of this rule, we hope to remove any kind of favoritism for the personal trading of Mr. Allison or his family members as opposed to our clients. Some trades are based solely as a result of a new contribution to an account, and therefore are not in conflict with other clients.

ITEM 12 - BROKERAGE PRACTICES

A. FACTORS USED TO SELECT CUSTODIANS AND/OR BROKER-DEALERS

The custodian and brokers we use. Our firm does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We primarily recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian, but we also offer Fidelity Investments as an option through Morningstar Managed Portfolios. We are independently owned and operated and are not affiliated with Schwab, or Fidelity. Schwab or Fidelity will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab as our primary custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

Other brokers/custodians that we can recommend. We can also accommodate clients who would rather have their accounts held at Fidelity Investments through our relationship with Morningstar Investment Services, Inc.

How we select brokers/custodians. We seek to select a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices

- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

Your brokerage and custody costs. For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. See the Schwab Advisor Services Pricing Guide for more details.

Products and services available to us from Schwab. Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our interest in Schwab's services. The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. We may have an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/custodians") and not Schwab's services that benefit only us.

Brokerage for Client Referrals

Charles Schwab & Co. Inc. does not provide client referrals to our firm.

Directed Brokerage

While acting as a fiduciary, MFS endeavors to act in its clients' best interests. MFS's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to MFS of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. By directing brokerage transactions through Charles Schwab & Co. Inc., our firm may not be able to achieve the most favorable execution of client transactions in comparison to competitors of Charles Schwab & Co. Inc. This practice of recommending Charles Schwab & Co. Inc. may potentially cost a client money due to the possibility that best execution for client transactions may be obtained at other custodians or competitors of Charles Schwab & Co. Inc.

ITEM 13 - REVIEW OF ACCOUNTS

A. FREQUENCY AND NATURE OF PERIODIC REVIEWS AND WHO MAKES THOSE REVIEWS

Richard (Rick) Allison, CASL®, CFP®, CMFC®, RFC® is the *Portfolio Manager* and performs the review of client accounts. Informal reviews are conducted quarterly with Formal reviews conducted annually. The *Portfolio Manager* will also make changes to client's portfolios due to market conditions at his discretion without contacting the client in advance.

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 clients' financial situations such as retirement, termination of employment, physical move, or inheritance.

C. CONTENT AND FREQUENCY OF REGULAR REPORTS PROVIDED TO CLIENTS

Clients will receive at least a quarterly statement of account from the custodian, Charles Schwab or Fidelity Investments. If there is enough activity to warrant a monthly statement, then the custodian may also provide a monthly statement to the client. Our firm offers some reporting on Charles Schwab accounts to help with client meetings and at tax time, but we found that most clients rely on the statements from Charles Schwab, therefore we no longer automatically provide quarterly account statements generated by our firm.

In addition, for clients of Morningstar Investment Services, they provide reports to clients. We do not provide account statements from accounts affiliated with Fidelity as Morningstar Managed Portfolios provides those statements. We recommend that clients compare the statement from Charles Schwab, or Fidelity and Morningstar Investment Services to verify their accuracy.

Note: Client statements provided by Charles Schwab or Fidelity are the account statements to rely on for clients of MFS.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

A. ECONOMIC BENEFITS PROVIDED BY THIRD PARTIES FOR ADVICE RENDERED TO CLIENTS

MFS does not receive any economic benefits by third parties for advice rendered to our clients. However, our firm principal, Richard M. Allison may receive certain allowances, reimbursements or services such as airline or hotel discounts, meals including refreshments and special entertainment such as city tours or musical guests for attending training events or

promotional events sponsored by third party companies such as insurance companies, investment companies, other investment advisers or custodians.

B. COMPENSATION PAID TO SOLICITORS WHO REFER CLIENTS TO OUR FIRM

MFS does not have Solicitor agreements with other investment adviser representatives who refer clients to our firm from states outside of Florida.

MFS may have Solicitor agreements with eligible attorneys and CPA's (**in Florida only**) that refer clients to us and where the Solicitor is paid a portion of the client's investment management fees. A Solicitor would be defined as a client's attorney or CPA who meets the eligibility qualifications for being a Solicitor in Florida, who refers one or more clients to us, and where the client(s) is a **Florida** resident.

Any client referred to us would be charged fees according to our fee schedule described above in Item 5. A. No additional fees other than these fees would be charged to a client referred to us by a Solicitor. The exact fee that the Solicitor receives is fully disclosed in writing to each client who is referred to our firm by a Solicitor.

When a client is referred to our firm by one of these Solicitors, then the client will receive a Client Disclosure Document, Privacy Policy and our firm's Form ADV 2A Brochure & 2B Brochure Supplement and similar documents from Morningstar Investment Services, Inc as applicable. By signing the Client Disclosure Document, you the client, are agreeing that MFS may share your private financial information with these Solicitors for us to provide the investment management services that we offer. More details about this arrangement can be found in the Client Disclosure Document and Privacy Policy between these Solicitors and our firm which is given to the client for their written authorization.

ITEM 15 - CUSTODY

MFS does not hold custody of its client's accounts other than to deduct our fees directly from client accounts if so authorized. Client accounts are held at Charles Schwab who meets the definition of a "qualified custodian." Clients will receive custodial statements directly from Charles Schwab & Co., Inc. at least quarterly.

Morningstar Investment Services, Inc. - Managed Portfolios Program

Morningstar provides a choice of qualified custodians which are BNY Mellon (Pershing), Charles Schwab & Co, Inc., and or Fidelity Investments, Inc. However, MFS only uses Charles Schwab & Co., Inc. and Fidelity Investments. We do not currently use BNY Mellon (Pershing) as an option at this time for clients we refer to Morningstar. Please refer to the Morningstar

Investment Services, Inc. disclosure documents for more information about these qualified custodians.

ITEM 16 - INVESTMENT DISCRETION

MFS is a discretionary investment manager. This means that we do not have to consult you before we make trades on your behalf. Initially however, we do consult you as to which positions to maintain and which positions can be sold.

ITEM 17 - VOTING CLIENT SECURITIES

A. PROXY VOTING

MFS does not vote client securities. We feel it is in a client's best interest to receive their own proxy materials and vote as they wish. 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 or custodian. When we refer clients to Morningstar Investment Services, Inc., then this means that their policies and procedures determine proxy voting. See their disclosure documents for more details about how they handle proxy voting.

B. AUTHORITY

MFS does not vote client securities and even if a client *inadvertently* grants our firm authority to vote proxies on their behalf, we will not do so no matter what. MFS does not have authority to vote client securities for clients referred to Morningstar Investment Services, Inc.

ITEM 18 - FINANCIAL INFORMATION

A. BALANCE SHEET

MFS neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. FINANCIAL CONDITIONS RELATED TO CUSTODY AND DISCRETION

This is not applicable to MFS since we do not have custody of client accounts other than to deduct our management fees directly from client accounts.

C. BANKRUPTCY PETITIONS IN PREVIOUS TEN YEARS

Neither MFS nor its principal, Richard M. Allison (or the former Richard Allison Johnson) have been the subject of a bankruptcy petition in the last ten years.

ITEM 19 - REQUIREMENTS FOR STATE REGISTERED INVESTMENT ADVISERS

A. MANAGEMENT PERSONS EDUCATION AND BUSINESS BACKGROUND

The principal officer for MFS is Richard M. Allison. Mr. Allison is the President and Chief Compliance Officer for the firm. Information about Mr. Allison Education and Business Background can be found in his Form ADV 2B brochure supplement which is provided to clients.

B. OTHER BUSINESS ACTIVITIES OF THE PRINCIPAL OFFICERS AND ADVISERS

Mr. Allison is the only officer of our firm and only investment adviser representative. Information about Mr. Allison and his Other Businesses can be found in his Form ADV 2B brochure supplements which is provided to clients.

C. CALCULATION OF PERFORMANCE BASED FEES AND DEGREE OF RISK TO CLIENTS

Our firm is not compensated for advisory services with performance-based fees.

D. MATERIAL DISCIPLINARY DISCLOSURES FOR MANAGEMENT PERSONS OF THIS FIRM

There are no disciplinary events that involve our firm, Marian Financial Services, Inc. or our principal officer, Richard M. Allison.

E. MATERIAL RELATIONSHIPS THAT THE PRINCIPALS HAVE WITH ISSUERS OF SECURITIES

There are no material relationships that the principals have with the issuers of any securities.