
Item 1 – Cover Page

ADV Part 2A Firm Brochure
March 2018

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&
MCF Advisors, LLC d/b/a MCF Institutional

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This Brochure provides information about the qualifications and business practices of MCF Advisors, LLC and d/b/a MCF Institutional (collectively herein referred to as “MCF” or “Firm”). If you have any questions about the contents of this Brochure, please contact us at 859-392-8600 and/or tgavin@mcfadvisors.com. Currently, our Brochure may be requested free of charge by contacting Timothy Gavin at 859-392-8600 or tgavin@mcfadvisors.com. Our Brochure is also available on our web site www.mcfadvisors.com or www.mcfinstitutional.com free of charge.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about MCF is also available on the SEC’s website at: www.adviserinfo.sec.gov. The CRD number for MCF is 130372.

References herein to MCF as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 – Material Changes

Since our last filing our last annual amendment in February 2017, there have been no material amendments to our advisory services.

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Item 4 – Advisory Business

About MCF Advisors, LLC

The Firm was approved as an Investment Advisor in May 2000 by the State of Ohio and subsequently as an SEC Registered Investment Advisor on August 15, 2003. MCF is 100% privately owned by its employees, with David L. Harris, Jr. and Robert B. Sathe as majority owners. MCF has two office locations, both located in the state of Kentucky. MCF also operates under the registered d/b/a of MCF Institutional.

Types of Advisory Activities

Wealth Management

MCF's Wealth Management division serves individuals and small business clients by offering financial planning, portfolio management for individuals and/or small businesses, selection of other advisors (including private fund managers), and bill-payment services. MCF's services are offered through three service tiers: Basic Investment Management, Essential Planning, and Comprehensive Planning. These services vary in the degree and depth of financial planning advice provided. MCF generally recommends that a client engage MCF for the service tier which best meets their individual situation, however clients may choose to engage MCF for services of their choosing.

Financial planning services – MCF provides financial planning services to clients, which can be offered exclusive of investment management. Clients are not required to implement any recommendations made as a result of our financial planning and/or consulting services. The breadth of our services will vary depending on client circumstances.

Portfolio management for individuals and/or small businesses – MCF provides investment management services to individuals and/or small businesses. We employ a tactical asset allocation approach to investing.

Selection of other advisors (including private fund managers) – On occasion, MCF may select money managers to invest capital in accordance with a client's IPS. Some clients wish to employ other advisors to implement specific investment strategies, which MCF will assist in with implementing. For clients who meet certain asset threshold requirements, we offer access to Separately Managed Accounts and other investment vehicles that have certain eligibility requirements. These eligibility requirements may include minimum investment amounts and/or investor accreditation.

Bill-payment – This service is offered to clients who wish to outsource their bill supervision responsibilities to us. We will review all of a client's expenses and facilitate the payment of those financial obligations that a client requests of MCF.

MCF Institutional

MCF Institutional provides portfolio management for businesses or institutional clients, portfolio management for individuals and/or small businesses, pension consulting, and selection of other advisors (including private fund managers) services.

Portfolio management for businesses or institutional clients – We provide discretionary money management services to pension plans, endowments, corporations, privately-held businesses, non-profit organizations, and insurance companies.

Portfolio management for individuals and/or small businesses – We offer risk-based managed portfolio strategy services to retirement plan participants. Through a separate and additional advisory agreement, plan participants may engage MCF to provide discretionary investment management services to their retirement accounts.

Pension consulting – As an ERISA 3(21) or 3(38) investment fiduciary, we work with Plan Sponsors and organizations to design and implement the most efficient retirement plan possible while providing clarity to Plan Sponsors and organizations on their fiduciary responsibilities, as well as working to increase plan participation, participant education, participant retirement readiness, and investment performance. This includes the development of an Investment Policy Statement (“IPS”), as well as ongoing monitoring and reporting.

We also offer pension consulting services on a limited consulting basis. Under this engagement scenario, the scope of the engagement and our services will be defined under a written agreement. Services offered under this type of engagement may include benchmarking fees and services of incumbent providers, including recordkeepers, third-party administrators, custodians, and investment advisers, Best Practice review of committee governance documents, and/or review of existing investment alternatives.

Selection of other advisors (including private fund managers) – We may assist Plan Sponsors and organizations in the selection of money managers to invest capital in accordance with their plan IPS. Additionally, we supervise, monitor, and evaluate the selected money managers’ investment performance, risk exposure, asset class purity, peer group rankings, and benchmark deviation.

As described above, we provide portfolio management services that are tailored to the specific needs of each client. The client may, at anytime, impose reasonable restrictions, in writing, on the securities in which they choose to invest.

MCF does not sponsor or act as a portfolio manager for a wrap fee program.

Schwab Institutional Intelligent Portfolios™ Platform

The Schwab Institutional Intelligent Portfolios Platform is an automated, online investment management program, the technology for which allows for a fully digital investment process, from account sign up to utilization of a range of low fee ETF portfolios designed, maintained, and monitored by MCF.

We generally provide our Basic Investment Management service through Schwab Institutional Intelligent Portfolios™, an automated, online investment management platform offered for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the "IIP Program" and "SWIA," respectively). Through the IIP Program, MCF offers clients a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds ("ETFs") and a cash allocation. You may instruct us to exclude up to three ETFs from your portfolio. Your portfolio is held in a brokerage account opened by you at SWIA's affiliate, Schwab.

MCF is independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, Schwab or their affiliates (together, "Schwab Co."). The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the "IIP Program Disclosure Brochure"), which is delivered to by SWIA during the online enrollment process.

MCF, and not Schwab Co., is your investment advisor and primary point of contact with respect to the IIP Program. We are solely responsible, and Schwab Co. is not responsible, for determining the appropriateness of the IIP Program for you, choosing a suitable investment strategy and portfolio for your investment needs and goals, and managing that portfolio on an ongoing basis. SWIA's role is limited to delivering the IIP Program Disclosure Brochure to you and administering the IIP Program so that it operates as described in the IIP Program Disclosure Brochure.

MCF has contracted with SWIA to provide us with the technology platform and related trading and account management services for the IIP Program. This platform enables us to make the IIP Program available to you online and includes a system that automates certain key parts of our investment process (the "System"). The System includes an online questionnaire that helps us determine your investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. You should note that we will recommend a portfolio via the System in response to your answers to the online questionnaire. You may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about you. The System also includes an automated investment engine through which we manage your portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if you are eligible and elect tax-loss harvesting).

MCF does not receive a portion of a wrap fee for our services to clients through the IIP Program. Clients do not pay fees to SWIA in connection with the IIP Program, rather MCF charges clients a fee for our services as described below under Item 5.

You will not pay brokerage commissions or any other fees to Schwab as part of the IIP Program. Schwab Co. does receive other revenues in connection with the IIP Program, as described in the IIP Program Disclosure Brochure. MCF does not pay SWIA fees for its services in the IIP Program so long as we maintain \$100 million in client assets in accounts at Schwab that are not enrolled in the IIP Program. If MCF were to not meet this condition, then MCF would pay SWIA an annual fee of 0.10% (10 basis points) on the value of our clients' assets in the IIP Program. This fee arrangement gives us an incentive to

recommend that our clients with accounts not enrolled in the IIP Program be maintained with Schwab.

As of 12/31/2017, MCF managed the following assets:

Type	Amount (\$)
Discretionary Asset Basis	\$ 1,003,656,238
Non-Discretionary Asset Basis	\$ 545,577,156
Total	\$ 1,549,233,394

Miscellaneous Additions

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent specifically requested by a client to do so, MCF shall generally provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. MCF **does not** serve as an attorney, accountant, or insurance agency, and no portion of our services should be construed as same. Accordingly, MCF **does not** prepare estate planning documents or tax returns. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, etc.) including MCF's representatives in their separate individual capacities as licensed insurance agents. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from MCF and/or its representatives. **Please Note:** If the client engages any recommended unaffiliated professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note-Conflict of Interest:** The recommendation by MCF that a client purchase an insurance commission product from an MCF representative in his/her individual capacity as an insurance agent, presents a ***conflict of interest***, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any insurance commission products from MCF's representatives. Clients are reminded that they may purchase insurance products recommended by MCF through other, non-affiliated insurance agents. **MCF's Chief Compliance Officer, Timothy Gavin, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Unaffiliated Private Investment Funds. MCF may also provide investment advice regarding unaffiliated private investment funds. MCF, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in unaffiliated private investment funds. MCF's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of MCF calculating its investment advisory fee. **MCF's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).**

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that MCF references private investment funds owned by the client on any supplemental account reports prepared by MCF, the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. If no subsequent valuation post-purchase is provided by the Fund Sponsor, then the valuation shall reflect the initial purchase price (and/or a value as of a previous date), or the current value(s) (either the initial purchase price and/or the most recent valuation provided by the fund sponsor). If the valuation reflects initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than original purchase price. The client's advisory fee shall be based upon reflected fund value(s).

Please Note-Use of Mutual Funds: Most mutual funds are available directly to the public. Thus, a prospective client can obtain many of the mutual funds that may be recommended and/or utilized by MCF independent of engaging MCF as an investment advisor. However, if a prospective client determines to do so, he/she will not receive MCF's initial and ongoing investment advisory services.

Please Note: Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If MCF recommends that a client roll over their retirement plan assets into an account to be managed by MCF, such a recommendation creates a conflict of interest if MCF will earn an advisory fee on the rolled over assets. When acting in such capacity, MCF serves as a fiduciary under the Employee Retirement Income Security Act (ERISA). **No client is under any obligation to rollover retirement plan assets to an account managed by MCF. MCF's Chief Compliance Officer, Timothy Gavin remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.**

ERISA PLAN ENGAGEMENTS: The Firm may be engaged to provide discretionary investment advisory services to ERISA retirement plans, whereby the Firm shall manage Plan assets consistent with the investment objective designated by the Plan sponsor. In such engagements, the Firm will serve as an investment fiduciary as that term is defined under The Employee Retirement Income Security Act of 1974 ("ERISA"). The Firm will generally provide services on an "assets under management" fee basis per the terms and conditions of an Investment Advisory Agreement between the Plan and the Firm.

Participant Directed Retirement Plans. MCF may also provide investment advisory and consulting services to participant directed retirement plans per the terms and conditions of a Fiduciary Consulting Agreement between MCF and the plan. For such engagements, MCF shall assist the Plan sponsor with the selection of an investment platform from which Plan participants shall make their respective investment choices, and, to the extent engaged to do so, may also provide corresponding education to assist the participants with their decision making process. Such engagements present a **conflict of interest** if a plan participant chooses an investment option (asset allocation models) devised and managed by MCF, as more specifically disclosed in the Plan and participant enrollment documents and web site. MCF earns an additional fee for its asset allocation models. As a result, MCF has an economic incentive to recommend that plan participants utilize MCF models rather than other available non-MCF model plan investment options, thereby presenting a **conflict of interest**.

Please Note: Liquidity Constraints. MCF may utilize mutual funds and/or exchange traded funds that provide for limited liquidity, generally on a quarterly basis. Thus, if we determined that the fund was no longer performing or if you ever determined to transfer your account, the Fund could not be sold or transferred immediately. Rather, sale or transfer would need to await the quarterly permitted sale date. Moreover, the eventual net asset value for the Fund could be substantially different (positive or negative) than the Fund value on the date that the sale was requested. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct MCF, in writing, not to employ any or all such strategies for the client's account.

Client Obligations. In performing our services, MCF shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify us if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by MCF) will be profitable or equal any specific performance level(s).

Item 5 – Fees and Compensation

MCF receives its compensation through a combination of fixed and asset-based fees. All fees are subject to negotiation. The specific manner in which fees are charged by MCF is established in a client's written agreement with MCF. The respective fees for MCF's services are as follows:

Wealth Management

Financial planning services – MCF typically will charge an upfront financial planning fee of \$2,500. This fee may be waived for clients who have more than \$500,000 in assets under management or decide to hire MCF by executing an investment advisory agreement for portfolio management services.

Portfolio management for individuals and/or small businesses & selection of other advisors (including private fund managers) – The fee schedule for MCF’s services is dependent upon the scope of each client engagement. MCF generally recommends that a client engage MCF for services which meet their individual situation, however clients may choose to engage MCF for the services of their choosing. The fee schedule for our three service tiers is outlined in the table below, subject to minimum fees as described below. **Please Note: Grandfathered Fee Schedules.** Many clients have and will continue to be grandfathered under fee schedules and/or agreements that precede the fee schedule set forth at this time. As a result, MCF clients could be subject to various different fee schedules and/or arrangements, including those that may be higher or lower than the fee schedule set forth below. **ANY QUESTIONS:** MCF’s Chief Compliance Officer, Timothy A. Gavin remains available to address them.

Client Assets Under Management (“AUM”)	Annual Fee (%) for all AUM
On the first \$3,000,000	1.00%
On the next \$7,000,000	0.50%
On amounts in excess of \$10,000,000	0.40%
Minimum Annual Fee	
Basic Investment Management	No Minimum
Essential Planning	\$1,250
Comprehensive Planning	\$5,000

MCF Institutional

Portfolio management for businesses or institutional clients – The fee schedule applicable for MCF Institutional’s services is customized to each client’s individual situation.

Portfolio management for individuals and/or small businesses – MCF charges an annual rate of 0.50%, billed in quarterly installments for its managed portfolio strategies service.

Clients may elect to be billed directly for fees or to authorize MCF to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated during a calendar quarter will be charged a prorated fee.

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

charges, fees and commissions are exclusive of and in addition to MCF's fee, and MCF shall not receive any portion of these commissions, fees, and costs.

MCF will generally bill its fees on a quarterly basis in advance. MCF generally does not require a minimum asset level for its services. Upon termination of the applicable Investment Advisory Agreement, MCF will refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

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

MCF does not have any performance-based fee arrangements, and consequently, does not participate in any side-by-side management.

Item 7 – Types of Clients

MCF provides portfolio management services to individuals, high net worth individuals, trusts, corporate pension and profit-sharing plans, charitable institutions, and foundations.

MCF generally does not require a minimum account size to open a portfolio. We will match a client's needs to the best service offering and allow the client to choose whether or not to engage MCF.

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

Methods of analysis and investment strategies used in formulating investment advice and/or managing assets. MCF assists each client to identify and tailor their long-term investment objectives to goals that are representative and suitable to their personal situation. We typically execute this by evaluating their current financial condition through the preparation of a financial plan or through an interview process where the client's willingness to take financial risk is assessed. MCF will tailor a diversified investment strategy or asset allocation portfolio design for the client around this assessment. While our portfolio designs are intended to be diversified in order to mitigate investment risks, there is a risk of loss of both income and principal.

Asset allocation does not ensure a profit or guarantee against loss, it is a method to help manage investment risk. Investing in securities involves risk of loss that clients should be prepared to bear.

Material risks involved in MCF's investment strategies/methods of analysis. MCF believes investment success comes from focusing on risk management. Risk management is the process of monitoring certain aspects of the portfolio so that it does not take on more risk than desired. We continually analyze the economic landscape as well as portfolio specific data such as asset class correlations, asset class volatility, beta, downside risk, tracking error, sector exposure, yield, duration, and credit quality, among other criteria. In order to minimize risk in our portfolio designs, MCF feels that asset allocation or the process of diversifying money across different asset classes maximizes return and minimizes risk. In

MCF's opinion, no one knows for certain what will be the best and weakest performing asset class in a given year, which is why we have exposure to multiple asset classes in our portfolio designs.

Asset allocation does not ensure a profit or guarantee against loss, it is a method to help manage investment risk. Investing in securities involves risk of loss that clients should be prepared to bear.

Types of investments typically recommended and material risks involved. In implementing our asset allocation process to a client's portfolio, we may invest in mutual funds, exchange traded funds (or notes), individual equities, and individual fixed income. MCF also provides advice to clients who qualify on private placements, hedge funds, and other alternative investments. In determining the client's long-term investment objectives, we help clients understand the inherent risks involved in investing in capital markets. As with all investment securities, there is a risk of loss of both income and principal. Clients should not assume that any investment will be profitable or achieve any specific performance level.

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Asset allocation does not ensure a profit or guarantee against loss, it is a method to help manage investment risk. Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of MCF or the integrity of MCF's management. MCF has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations and Conflicts of Interest

Licensed Insurance Agents. Teresa Carl, Christopher Cochran, James Scott Downing, David Harris, Zachary Hammond, Jeffrey Jennings, Hunter Nighbert, Andrew Sathe, Matthew Sathe, Robert Sathe, and Stephen Wright are also licensed insurance agents in their individual capacities, and may recommend the purchase of certain insurance-related products on a commission basis.

Please Note-Conflict of Interest: The recommendation by MCF that a client purchase an insurance commission product from an MCF representative in his individual capacity as an insurance agent, presents a **conflict of interest**, as the receipt of commissions may provide an incentive to recommend

insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any insurance commission products from MCF's representatives. Clients are reminded that they may purchase insurance products recommended by MCF through other, non-affiliated insurance agents. MCF's Chief Compliance Officer, Timothy Gavin, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

MCF may refer clients and other individuals to unaffiliated investment advisory firms. MCF may receive compensation in the form of a referral fee should a referred client or other individual determine to engage the unaffiliated investment advisory firm to provide investment management services. Any referral fee received by MCF shall be included in the advisory fee charged by the unaffiliated investment advisory firm in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, and any corresponding state securities laws, rules, regulations, or requirements.

MCF Advisors has a negligible ownership interest (less than 1%) in Lion Street, Inc. Certain MCF employees are licensed insurance agents of Lion Street, Inc. and receive compensation related to the placement of certain insurance products as referenced in the paragraphs above. This ownership interest presents a **conflict of interest**, as the recommendation to purchase insurance products from Lion Street, Inc. would economically benefit MCF.

MCF Private Trust, a Trust Representative Office of National Advisors Trust Company. National Advisors Trust Company, ("NATC") a national trust company, was created to support the fiduciary needs of clients who, through their estate planning efforts, prefer to continue to maintain their relationship with their financial advisory firm. NATC is a wholly owned subsidiary of National Advisors Holdings, Inc. ("NAH"). MCF and approximately 120 other advisory firms located in over 40 states own equity interests in NAH. MCF holds a less than 1% interest. This interest allows shareholders to create a private label trust solution offered through NATC. The mission of NATC is to support the delivery of trust and custody services to the clients of its shareholders. To support this endeavor, MCF created MCF Private Trust, a Trust Representative Office of NATC. MCF may recommend MCF Private Trust to its advisory clients seeking trust services. The grantor in a trust agreement would name MCF as the investment manager with discretion to manage the trust estate, and the agreement would also provide that MCF Private Trust, TRO of NATC, discharge the administrative, distribution and custodial responsibilities of the trust. MCF, as a shareholder of NATC, may benefit by realizing a profit in the form of dividends or corporate distributions from NATC, in addition to any investment advisory fees paid under the trust agreement.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

MCF has adopted a Code of Ethics that will apply to all of the Firm's supervised persons and sets forth the standard of conduct by which each individual should carry out his/her respective obligations. Specifically, this document presents the Firm's fundamental standard of conduct and shall address issues pertaining to:

- Privacy of Client Non-Public Personal Information

-
- Insider Trading;
 - Personal Securities Transactions;
 - Receipt of Gifts;
 - Political Contributions.

All supervised persons at MCF must acknowledge the terms of the Code of Ethics annually, or as amended.

Subject to satisfying this policy and applicable laws, officers, directors and employees of MCF and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for MCF's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of MCF will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of MCF's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between MCF and its clients.

MCF's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting its Chief Compliance Officer, Timothy A. Gavin.

Item 12 – Brokerage Practices

In the event that the client requests that MCF recommend a broker-dealer/custodian for execution and/or custodial services, MCF generally recommends that investment advisory accounts be maintained at Charles Schwab & Co., Inc. ("*Schwab*") and/or Fidelity Institutional Wealth Services ("*Fidelity*"), the client will be required to enter into a formal *Engagement Agreement* with MCF setting forth the terms and conditions under which MCF shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that MCF considers in recommending *Schwab* or *Fidelity* (or any other broker-dealer/custodian to clients) include historical relationship with MCF, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by MCF's clients shall comply with MCF's duty to obtain best execution, a client may pay a commission or transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where MCF determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and

responsiveness. Accordingly, although MCF will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, MCF's investment advisory fee. In addition to MCF's advisory fee and transaction fees, the client will also incur the fees charged by the mutual funds and exchange traded funds that comprise the client's portfolio.

Non-Soft Dollar Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, MCF may receive from *Schwab* or *Fidelity* (or another broker-dealer/custodian, investment manager, platform or fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist MCF to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by MCF may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support-including client events, computer hardware and/or software and/or other products used by MCF in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist MCF in managing and administering client accounts. Others do not directly provide such assistance, but rather assist MCF to manage and further develop its business enterprise.

MCF's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* or *Fidelity* as a result of this arrangement. There is no corresponding commitment made by the MCF to *Schwab*, *Fidelity*, or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

MCF's Chief Compliance Officer, Timothy Gavin, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding perceived conflict of interest such arrangements may create.

Directed Brokerage. MCF recommends that its clients utilize the brokerage and custodial services provided by *Schwab* or *Fidelity*. MCF does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and MCF will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by MCF. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs MCF to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions

through alternative clearing arrangements that may be available through MCF. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

In certain instances and subject to approval by MCF, MCF will recommend to clients certain other broker-dealers and/or custodians, including National Advisors Trust Company (“NATC”), based on the needs of the individual client, taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. These differences are disclosed to advisory clients.

Order Aggregation: Transactions for each client account generally will be effected independently, unless MCF decides to purchase or sell the same securities for several clients at approximately the same time. MCF may (but is not obligated to) combine or “bunch” such orders to obtain better price execution, to negotiate more favorable commission rates, or to allocate equitably among MCF’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. MCF shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 – Review of Accounts

MCF reviews client portfolio accounts on a daily basis through the use of portfolio accounting software to monitor allocations. MCF provides to clients quarterly account statements electronically via a web portal or during a quarterly meeting. MCF also provides ongoing access to our website where clients can view their portfolio on a daily basis. The website is typically updated on a daily basis the morning following the previous day’s close.

Item 14 – Client Referrals and Other Compensation

If a client is introduced to MCF by either an unaffiliated or an affiliated solicitor, MCF may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from MCF’s investment management fee, and shall not result in any additional charge to the client. If the client is introduced to MCF by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of MCF’s written disclosure statement disclosing the terms of the solicitation arrangement between MCF and the solicitor, including the compensation to be received by the solicitor from MCF.

As referenced in Item 12 above, MCF may receive from *Schwab* or *Fidelity*, without cost (and/or at a discount), support services and/or products. MCF's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* or *Fidelity* as result of this arrangement. There is no corresponding commitment made by MCF to *Schwab*, *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangements. MCF's Chief Compliance Officer, Timothy Gavin, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding perceived conflict of interest such arrangements may create.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. MCF urges clients to carefully review and compare those statements to any account statements received from MCF. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

MCF engages in other practices and/or services on behalf of its clients that requires disclosure at the Custody section of Form ADV Part 1, which practices and/or services are subject to an annual surprise CPA examination and/or a scheduled annual audit in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940.

Item 16 – Investment Discretion

MCF usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, MCF observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, MCF's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Investment guidelines and restrictions must be provided to MCF in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, MCF does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. MCF may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

MCF does not solicit fees of more than \$1,200 per client, six months or more in advance. MCF is unaware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments relating to its discretionary authority over certain client accounts. MCF has not been the subject of a bankruptcy proceeding.

ANY QUESTIONS: MCF's Chief Compliance Officer, Timothy Gavin, remains available to address any questions regarding this Part 2A.