



Part 2A of Form ADV:
Brochure of Marian Financial Partners, Inc.

Dated March 14, 2017

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This brochure provides information about the qualifications and business practices of Marian Financial Partners, Inc. If you have any questions about the contents of this brochure, please contact us at (317) 888-9465 or email at info@marianfinancial.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 investment adviser representatives is not found at the FINRA Broker Check site, because investment adviser representatives are not registered representatives with a broker-dealer. Information on investment adviser representatives is found instead at the SEC's website located at www.adviserinfo.sec.gov.

Additional information about Marian Financial Partners, Inc. also 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.

Item 2: Material Changes for This Update

The last update of this document was February 22, 2016.

The reason for this update is that this is the annual updating amendment. In addition, the assets under advisement figures have been updated as of December 31, 2016. See Item 4.E. for more information.

Additional information was provided regarding Trust Company of America, a qualified custodian which has lowered their fees and this was updated. See Item 5 for this update.

Further, a new product offering was added that is a no-commission fixed indexed annuity from Great American Life that was specifically designed for registered investment adviser firms. See Item 5 for this update.

Please note that when you see the acronym “MFP” in this document, this is an abbreviation for our firm name Marian Financial Partners, Inc.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Marian Financial Partners, Inc. started operations in December of 2010. Marian Financial Partners, Inc., hereinafter referred to as “MFP”, is a Registered Investment Adviser with the State of Indiana and the State of Ohio. MFP is owned by Bryan L. Weiss, AIF®. MFP may do business in other states as part of a de minimus exemption. MFP will obtain the required licensing in other states when required.

B. Types of Advisory Services

MFP provides Investor Coaching and acts as a Co-Advisor in selecting a registered investment adviser to act as a money manager/portfolio manager. MFP also periodically reviews the money manager/portfolio manager for continued adherence to the client’s objectives. Further, MFP recommends to the money manager/portfolio manager to use Charles Schwab & Co. Inc. as the custodian for MFP’s client accounts. All clients are directed by MFP to an unaffiliated SEC registered investment adviser firm named Matson Money, Inc. - CRD # 110425 and SEC File No. 801-40176.

MFP also prepares a report entitled, Portfolio MRI®, for prospective clients at a flat fee that ranges from \$250.00 to \$500.00. This fee is charged to all prospective clients unless reduced or waived and is negotiable within this range of \$250.00 to \$500.00.

C. Client Tailored Services and Client Imposed Restrictions

Each investment account is managed by Matson Money, Inc. and these clients may not impose restrictions with regard to investing or holding certain positions due to potential tax liabilities or income needs. Matson Money, Inc. requires that all accounts transferred to their firm for money management have their investment accounts liquidated.

D. Wrap Fee Programs

MFP refers clients to a wrap fee program offered by Matson Money, Inc. called Matson Fund Platform. Full details about Matson Money, Inc. and their Matson Fund Platform will be provided to each client from MFP as a part of the Co-Advisor relationship that MFP has with Matson Money, Inc. that includes their Form ADV 2A, Form ADV 2A Appendix I and their Investment Advisory Agreement which includes their fee schedule.

As a Co-Advisor, MFP charges a separately identifiable fee from Matson Money, Inc. which is disclosed below under Item 5 – Fee and Compensation and in writing as part of the Matson Money, Inc. Investment Advisory Agreement and their Form ADV 2A.

E. Assets under Management

MFP acts as a Co-Adviser and refers all clients to Matson Money, Inc. The total assets referred to the unaffiliated registered investment adviser, Matson Money, Inc. was valued at \$53,943,948.20 as of December 31, 2016. The total number of accounts with Matson Money, Inc. was 596 as of December 31, 2016.

MFP acts as an Investor Coach and Co-Adviser and as a result, is not directly involved in investment trading or portfolio management decisions. MFP refers all clients to the unaffiliated registered investment advisers described in the preceding paragraph for those services. As a result, the amount of discretionary assets that MFP manages is \$0. The total number of client accounts that MFP manages that are discretionary is 0. The amount of non-discretionary assets that MFP manages is \$0.00. The total number of client accounts that MFP manages that are non-discretionary is 0. These figures are as of December 31, 2016.

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio MRI® Services

Each prospective client referred to Matson Money, Inc. has a *Portfolio MRI®* prepared for them for a one-time flat fee which ranges from \$250.00 to \$500.00. This fee is charged to all prospective clients of Matson Money, Inc. unless reduced or waived and is negotiable within this range of \$250.00 to \$500.00.

Clients may terminate their *Portfolio MRI®* fee without penalty, for full refund, within five business days of signing the Investment Advisory Contract. After five business days, no refund will be paid for the *Portfolio MRI®*.

Marian Financial Partners, Inc. Fee Schedule for Co-Advisor Services

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

The first \$500,000	= 0.99% annually, payable quarterly in advance
The next \$500,000	= 0.99% annually, payable quarterly in advance
The next \$3,000,000	= 0.75% annually, payable quarterly in advance
The remainder over \$4,000,000	= 0.50% annually, payable quarterly in advance

Fees for No-Commission Indexed Annuities

Upon client request, we offer Fixed Index Annuities that are specially designed for registered investment adviser firms. These annuities have no commissions either upfront or as a trail commission. These annuities are complex and require investment supervisory services. Please refer to the insurance company paperwork for full disclosures regarding these annuities.

We offer investment supervisory services for these types of specially designed annuities. Our fee schedule is as follows:

The first \$1 to \$500,000 = 0.50% annually, payable quarterly in advance
Over \$500,000 = negotiable

Selection of Other Advisers (Money Managers and Custodian) Fees

Clients referred to the Matson Money, Inc.'s Matson Fund Platform will be placed with Charles Schwab & Co. Inc., hereinafter referred to as "Schwab" in most cases. Schwab 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 www.schwaballiance.com or by calling 800-515-2157. In addition, clients in the Matson Fund Platform pay Schwab an asset based fee of 6 basis points on the value of the assets held in the account(s).

As an alternative to Charles Schwab & Co. Inc., clients may be placed with another custodian chosen by Matson Money, Inc. which may be TIAA, TD Ameritrade, or Trust Company of America, hereinafter referred to as "TCA." TCA also charges clients of Matson Fund Platform an asset based fee instead of trading commissions. This asset based fee is 10 basis points. In addition, TCA charges other fees similar to Schwab such as interest on margin loans, wired fund fees, checkbook fees, insufficient funds fees and other fees disclosed in the Trust Company of America Pricing Guide which is available by contacting MFP.

Clients referred to the Matson Money, Inc.'s Matson Fund Platform are placed into one or more mutual funds, hereinafter called "Free Market Funds," specifically one or more of the following funds:

- Free Market U.S. Equity Fund of the RBB Fund, Inc. –Ticker Symbol - FMUEX
- Free Market International Equity Fund of the RBB Fund, Inc. – Ticker Symbol – FMNEX
- Free Market Fixed Income Fund of the RBB Fund, Inc. – Ticker Symbol – FMFIX

These Free Market Funds are fund of funds which means they invest in other open end mutual funds or Exchange Traded Funds. More information regarding these mutual funds can be found in the Prospectuses, Summary Prospectuses, Annual & Semi-Annual Reports and Statements of Additional Information for each fund can be found at:

<http://hosted.rightprospectus.com/MatsonMoney/>.

Since these Free Market Funds are funds of funds, they have expenses associated with them, plus the investor will also bear the cost of the other fees related to the ETF's or mutual funds that are held by these funds. These fees are charged by the Free Market Funds and are not shared with Marian Financial Partners, Inc.

Matson Money, Inc. is compensated for its Matson Fund Platform by a management fee which is currently 0.50% and is deducted from the Annual Fees and Fund Expenses of the Free Market

Funds. The Annual Fees and Fund Expenses for the Free Market Funds range from 0.79% to 1.14% according to the Summary Prospectuses dated December 31, 2016. These fees are in addition to the fees charged by MFP. Please review the specific Free Market Fund prospectus for a detailed disclosure of all related fees.

B. Payment of Fees

Payment of Fees for the Portfolio MRI® Service

The Portfolio MRI® fee is paid in advance via check made payable to Marian Financial Partners, Inc.

Payment of Selection of Other Advisers Fees

Fees are paid quarterly in advance by deducting them from each client account. MFP relies on Matson Money, Inc. to deduct the fees from the client's account(s) and remit the Co-Advisor fee to MFP. MFP does not have any authority to deduct fees from any client account.

C. Client Responsibility for Third Party Fees

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

D. Co-Advisor Fees and Refunds

Clients may terminate their accounts with written notice to our home office. MFP retains the right to terminate their relationship with clients with either verbal or written notice. Upon termination by either MFP or the client, the effective date of termination shall be used as the ending date for valuation of the Account. The final charge for Co-Advisor services shall cover the period from the first day of the quarter to the termination date.

Since fees are charged in advance, then, clients would receive a final bill for Co-Advisor 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.

Each prospective client has a Portfolio MRI® prepared for them for a one-time flat fee which ranges from \$250.00 to \$500.00. This fee is charged to all prospective clients unless reduced or waived and is negotiable within this range of \$250.00 to \$500.00.

For specific client services, MFP may be hired on an hourly basis. The hourly fee is \$150 per hour. Hourly fees are negotiable.

Clients may terminate their Portfolio MRI® fee or hourly fee without penalty, for full refund, within five business days of signing the Investment Advisory Contract. After five business days, no refund will be paid for the Portfolio MRI® or hourly fees paid.

E. Outside Compensation for the Sale of Securities to Clients

Our firm does not earn any other types of fees in connection with our recommendations to you. We are not paid from 12(b)-1 fees, fund management expenses or sales commissions. Our firm only earns its fees from our clients via our Co-Advisor relationship with Matson Money, Inc.

Item 6: Performance Fees and Side by Side Management

We do not charge Performance Fees, nor do we participate in accounts with client funds.

Item 7: Types of Clients

MFP generally provides investment advice primarily to individuals. As a result of our relationships with individuals, we may also provide investment advice to pension and profit sharing plans, trusts, estates, charitable organizations, corporations, limited liability companies, limited partnerships and other business entities that our individual clients may be affiliated.

MFP requires a minimum investment of \$25,000 unless reduced or waived. However, Matson Money, Inc. may impose different account minimums. See their disclosure documents for more information about their account minimums.

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

A. Methods of Analysis and Investment Strategies

Investing involves risk and the potential for loss of principal. The client assumes the risk of principal loss by opening an account with MFP and Matson Money, Inc. MFP relies on Matson Money, Inc. and their Matson Fund Platform for the recommended investment strategy for its clients.

MFP relies on Matson Money, Inc. and their securities analysis methods which may 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.

Matson Money, Inc. - Free Market Portfolio Theory™

Free Market Portfolio Theory™ is the synthesis of three academic principles: Efficient Market Hypothesis, Modern Portfolio Theory, and The Three-Factor Model. Together these concepts form a powerful, disciplined and diversified approach to investing. The result is globally

diversified portfolios including over 12,000 equities spread across forty-six countries, and engineered to capture market rates of return over specific time horizons.

B. Material Risks Involved

Fund of Funds Risk

As discussed above, the Matson Fund Platform invest in the Free Market Funds, which are funds of funds. Similarly, the Matson Money Funds are also funds of funds. A fund of fund's NAV will fluctuate due to business developments concerning a particular issuer or industry as well as general market and economic conditions affecting securities held by the particular underlying funds in which the Fund invests. Investment decisions by the investment advisers of the underlying funds are made independently of us and the Funds. Each Fund will be affected by the losses of its underlying funds and the risks involved in the investment practices of such funds. Neither we nor the Funds have any control over the risks taken by the underlying funds. Our judgment about the attractiveness or potential appreciation of a particular underlying fund could prove to be wrong or the Fund could miss out on an investment opportunity because the assets necessary to take advantage of such opportunity are tied up in less advantageous investments. Some underlying funds may concentrate their investments in various industries or sectors and may have the authority to invest in derivative instruments, options or futures.

Investments in Third Party Mutual Funds or Commingled Investment Vehicles

Under the Matson Fund Platform, Client accounts are directly invested in certain third party mutual funds (e.g., the DFA funds). Account values will fluctuate due to business developments concerning a particular issuer or industry as well as general market and economic conditions affecting securities held by the particular underlying funds held in Client accounts.

Investment decisions by the investment advisers of the underlying funds are made independently of Matson Money. Each account will be affected by the losses of its underlying funds and the risks involved in the investment practices of such funds. We do not have any control over the risks taken by the underlying funds. Our judgment about the attractiveness or potential appreciation of a particular underlying fund could prove to be wrong or the Fund could miss out on an investment opportunity because the assets necessary to take advantage of such opportunity are tied up in less advantageous investments. Some underlying funds may concentrate their investments in various industries or sectors and may invest in derivative instruments, options or futures.

We encourage Clients participating in the Matson Fund Platform to review the prospectus of the Matson Funds for additional information regarding the risks of investing in the Funds. In addition, we encourage Clients in the Matson Fund Platform to review the prospectuses or offering memorandum of the DFA mutual funds or any other third party commingled investment vehicle used in their account for additional information regarding the risks of those investments.

Investments in Exchange Traded Funds

ETFs are a type of Investment Company bought and sold on a securities exchange. An ETF represents a fixed portfolio of securities designed to track a particular market index. The risks of owning an ETF generally reflect the risks of owning the underlying securities that they are designed to track, although lack of liquidity in an ETF could result in more volatility. Underlying index-based ETFs may use derivatives, including futures contracts, options on futures contracts, forward currency contracts, options and swaps to help the ETF track its underlying index.

These derivative instruments are subject to a number of risks including liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and it is possible to lose more than the principal amount invested. A derivative contract will obligate or entitle an underlying investment company to deliver or receive an asset or cash payment that is based on the change in value of one or more securities, currencies or indices. Even a small investment in derivative contracts can have a big impact on an underlying investment company's stock market, currency and interest rate exposure. Therefore, using derivatives can disproportionately increase losses and reduce opportunities for gains when stock prices, currency rates or interest rates are changing. A Fund may incur brokerage fees in connection with its purchase of ETF shares. Investments in ETFs will be valued at their market price.

Cyber Security Risk

The Funds and their service providers, including Matson Money, may be prone to operational and information security risks resulting from breaches in cyber security. A breach in cyber security refers to both intentional and unintentional events that may cause a Fund to lose proprietary information, suffer data corruption, or lose operational capacity. Breaches in cyber security include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber-attacks. Cyber security breaches affecting a Fund or its adviser, custodian, transfer agent, intermediaries and other third-party service providers may adversely impact a Fund. For instance, cyber security breaches may interfere with the processing of shareholder transactions, impact a Fund's ability to calculate its NAVs, cause the release of private shareholder information or confidential business information, impede trading, subject a Fund to regulatory fines or financial losses and/or cause reputational damage. The Funds may also incur additional costs for cyber security risk management purposes. Similar types of cyber security risks are also present for issuers of securities in which a Fund may invest, which could result in material adverse consequences for such issuers and may cause the Fund's investment in such companies to lose value.

C. Risks of Specific Securities Utilized

Summary of Primary Risks for the Free Markets International Equity Fund

(For more specific risk information, refer to the individual Free Market Funds prospectus.)

As with all mutual funds, a shareholder is subject to the risk that his or her investment could lose money. An investment in the Fund involves the same investment risks as those of the underlying investment companies in which the Fund invests. These risks may adversely affect the Fund's net asset value ("NAV") and investment performance. The Fund is subject to the following principal risks:

- The value of particular foreign equity securities which the Fund's underlying investment companies may purchase or foreign stock markets on which the securities they may purchase are traded may decline in value.
- Stocks of large cap or small cap foreign companies in which the Fund's underlying investment companies may invest may temporarily fall out of favor with investors or may be more volatile than particular foreign stock markets or foreign stock markets as a whole.
- The smaller the capitalization of a company, generally the less liquid its stock and the more volatile its price. Companies with smaller market capitalizations also tend to have unproven track records and are more likely to fail than companies with larger market capitalizations.
- Stocks of large cap or small cap foreign companies in which the Fund's underlying investment companies may invest may suffer unexpected losses or lower than expected earnings or such securities may become difficult or impossible to sell at the time and for the price the underlying investment advisers would like.
- Because the Fund owns shares of underlying investment companies that invest in foreign issuers, the Fund is subject to risks presented by investments in such issuers. Securities of foreign issuers may be negatively affected by political events, economic conditions, or inefficient, illiquid or unregulated markets in foreign countries. Foreign issuers may be subject to inadequate regulatory or accounting standards.
- Investments in emerging market securities by underlying investment companies in which the Fund invests are subject to higher risks than those in developed market countries because there is greater uncertainty in less established markets and economics.
- Currency risk is the risk that exchange rates for currencies in which securities held by the underlying investment companies in which the Fund invests are denominated will fluctuate daily. In general, the underlying investment companies do not hedge currency risk. As a result, if currencies in which foreign holdings are denominated depreciate against the U.S. Dollar, the value of your investment in the Fund may be adversely affected.
- The Adviser's judgment about the attractiveness or potential appreciation of a particular underlying investment company security could prove to be wrong or the Fund could miss out on an investment opportunity because the assets necessary to take advantage of such opportunity are tied up in less advantageous investments.
- Because under normal circumstances the Fund invests at least 80% of its net assets in shares of registered investment companies that emphasize investments in equity securities of foreign companies, the NAV of the Fund will change with changes in the share prices of the investment companies in which the Fund invests.
- There is a risk that the Fund, which is passively managed, may not perform as well as funds with more active methods of investment management, such as selecting securities based on economic, financial, and market analysis.

- The derivative instruments in which the underlying investment companies may invest are subject to a number of risks including liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and it is possible to lose more than the principal amount invested.
- The performance of the Fund will depend on how successfully the investment adviser(s) to the underlying investment companies pursue their investment strategies.

Summary of Primary Risks for the Free Markets U.S. Equity Fund

(For more specific risk information, refer to the individual Free Market Funds prospectus.)

As with all mutual funds, a shareholder is subject to the risk that his or her investment could lose money. An investment in the Fund involves the same investment risks as those of the underlying investment companies in which the Fund invests. These risks may adversely affect the Fund's net asset value ("NAV") and investment performance.

The Fund is subject to the following principal risks:

- Stocks of large cap, small cap or micro-cap companies in which the Fund's underlying investment companies invest, or in which the Fund invests directly may temporarily fall out of favor with investors or may be more volatile than the rest of the U.S. market as a whole.
- The smaller the capitalization of a company, generally the less liquid its stock and the more volatile its price. Companies with smaller market capitalizations also tend to have unproven track records and are more likely to fail than companies with larger market capitalizations.
- Although the Fund will invest in other investment companies that invest in equity securities believed to be undervalued, there is no guarantee that the prices of these securities will not move even lower.
- Companies in which the Fund's underlying investment companies invest may suffer unexpected losses or lower than expected earnings or their securities may become difficult or impossible to sell at the time and for the price that the underlying investment adviser(s) would like.
- The Adviser's judgment about the attractiveness or potential appreciation of a particular underlying investment company security could prove to be wrong or the Fund could miss out on an investment opportunity because the assets necessary to take advantage of such opportunity are tied up in less advantageous investments.
- Because under normal circumstances the Fund invests at least 80% of its net assets in shares of registered investment companies that emphasize investments in U.S. equity securities, the NAV of the Fund will change with changes in the share prices of the investment companies in which the Fund invests.
- There is a risk that large capitalization stocks may not perform as well as other asset classes or the U.S. stock market as a whole. In the past, large capitalization stocks have gone through cycles of doing better or worse than the stock market in general.

- There is a risk that the Fund, which is passively managed, may not perform as well as funds with more active methods of investment management, such as selecting securities based on economic, financial, and market analysis.
- The derivative instruments in which the underlying investment companies may invest are subject to a number of risks including liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and it is possible to lose more than the principal amount invested.
- The performance of the Fund will depend on how successfully the investment adviser(s) to the underlying investment companies pursue their investment strategies.

Summary of the Principal Risks of the Free Market Fixed Income Fund

(For more specific risk information, refer to the individual Free Market Funds prospectus.)

As with all mutual funds, a shareholder is subject to the risk that his or her investment could lose money. An investment in the Fund involves the same investment risks as those of the underlying investment companies in which the Fund invests. These risks may adversely affect the Fund's net asset value ("NAV") and investment performance. The Fund is subject to the following principal risks:

- Fixed income securities in which the Fund's underlying investment companies may invest are subject to certain risks, including: interest rate risk, reinvestment risk, prepayment and extension risk, credit/default risk, and the risks associated with investing in repurchase agreements.
- Interest rate risk involves the risk that prices of fixed income securities will rise and fall in response to interest rate changes.
- Reinvestment risk involves the risk that proceeds from matured investments may be re-invested at lower interest rates.
- Prepayment risk involves the risk that in declining interest rates environments prepayments of principal could increase and require the Fund to reinvest proceeds of the prepayments at lower interest rates.
- Extension risk involves the risk that prepayments of principal will decrease when interest rates rise resulting in a longer effective maturity of a security.
- Credit risk involves the risk that the credit rating of a security may be lowered.
- Repurchase agreement risk involves the risk that the other party to a repurchase agreement will be unable to complete the transaction and the underlying investment company in which the Fund invests may suffer a loss as a result.
- Because the Fund owns shares of underlying investment companies that invest in foreign issuers, the Fund is subject to risks presented by investments in such issuers. Securities of foreign issuers may be negatively affected by political events, economic conditions, or inefficient, illiquid or unregulated markets in foreign countries. Foreign issuers may be subject to inadequate regulatory or accounting standards.
- Currency risk is the risk that exchange rates for currencies in which securities held by the underlying investment companies in which the Fund invests are denominated will fluctuate daily. Forward foreign currency exchange contracts may limit potential gains from a favorable change in value between the U.S. dollar and foreign currencies.

Unanticipated changes in currency pricing may result in poorer overall performance for the Fund than if it had not engaged in these contracts.

- The Adviser's judgment about the attractiveness or potential appreciation of a particular underlying investment company security could prove to be wrong or the Fund could miss out on an investment opportunity because the assets necessary to take advantage of such opportunity are tied up in less advantageous investments.
- Because under normal circumstances the Fund invests at least 80% of its net assets in shares of registered investment companies that emphasize investments in fixed income securities, the NAV of the Fund will change with changes in the share prices of the investment companies in which the Fund invests.
- Not all obligations of U.S. government agencies and instrumentalities are backed by the full faith and credit of the U.S. Treasury. Some are backed only by the credit of the issuing agency or instrumentality. Accordingly, there may be some risk of default by the issuer in such cases. There is a risk that the Fund, which is passively managed, may not perform as well as funds with more active methods of investment management, such as selecting securities based on economic, financial, and market analysis.
- The derivative instruments in which the underlying investment companies may invest are subject to a number of risks including liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and it is possible to lose more than the principal amount invested.
- The performance of the Fund will depend on how successfully the investment adviser(s) to the underlying investment companies pursue their investment strategies.
- Banks are very sensitive to changes in money market and general economic conditions. Adverse general economic conditions can cause financial difficulties for a bank's borrowers and the borrowers' failure to repay their loans can adversely affect the bank's financial situation. Banks are subject to extensive regulation and decisions by regulators may limit the loans banks make and the interest rates and fees they charge, which could reduce bank profitability.

More information about the Free Market Fund's investments and risks is contained under the section entitled "More about Each Fund's Investments and Risks" in the Free Market Fund's Prospectus.

See Item 8.C. below for more detail about the risks investing in the Free Market Mutual Funds. For more information about the Matson Fund Platform, please see the Matson Money, Inc. Form ADV 2B disclosure document.

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

The Free Market Funds are Not Guaranteed or Insured

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

Item 9: Disciplinary Information

There are no legal or disciplinary events that involve our firm, Marian Financial Partners, Inc. or its principal officer, Bryan L. Weiss, AIF®.

Item 10. Other Financial Industry Activities and Affiliations

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

MFP is not affiliated with any broker-dealer. None of its investment adviser representatives are affiliated with a broker-dealer.

B. Registration Related to Commodities Trading or Advising

MFP is not affiliated with any commodities firm or commodities exchange, nor is any of its investment adviser representatives affiliated with any commodities firm or commodities exchange.

C. Registration Relationships and Possible Conflicts of Interest

The principal officer of Marian Financial Partners, Inc., Bryan L. Weiss, AIF®, may recommend to clients that they seek the services of a bank, a credit union, an accountant, an attorney, an insurance agency, a pension consultant or a real estate broker. Mr. Weiss may have established business relationships with individuals in these institutions or business professionals. This may constitute a conflict of interest if Mr. Weiss refers you to one of these financial institutions or business professionals. Comparable services may be obtained at other financial institutions or business professionals at the same or a lower cost. Clients are free to choose their own financial institution or business professional.

The principal officer of Marian Financial Partners, Inc., Bryan L. Weiss, AIF®, is a licensed insurance agent and does his insurance business through Asset Preservation Alliance, Inc. or as an individual insurance agent. When clients are asked to purchase any insurance products, then standard insurance company disclosures will be given at that time. Mr. Weiss is compensated for his insurance business personally or through his firm, Asset Preservation Alliance, Inc. Clients are advised to consider the fact that if you place your insurance business through Mr. Weiss and his affiliated company, Asset Preservation Alliance, Inc., then this may constitute a conflict of interest. Comparable services may be obtained from other insurance agencies or agents at the same or a lower cost. It is not a requirement for clients of Marian Financial Partners, Inc. to purchase insurance products.

Bryan L. Weiss, AIF® is a dually registered investment adviser representative. He is affiliated with another registered investment adviser, Frank & Kraft Wealth Coaching, Inc. as a Principal and Co-Owner.

D. Selection of Other Advisors and Co-Advisor Relationships

MFP will refer clients to Matson Money, Inc., who is an unaffiliated registered investment adviser firm, offering money management services. Matson Money, Inc. only offer money management services through registered investment adviser firms such as MFP.

MFP is a Co-Advisor with Matson Money, Inc. and earns Co-Advisor fees. Fees for MFP's Co-Advisor activities are deducted from client accounts by Matson Money, Inc. and are forwarded to MFP as payment for its Co- Advisor services.

Each client receives a Co-Advisor Disclosure Statement detailing the fee arrangement between MFP and Matson Money, Inc. This Co-Advisor Disclosure Statement is initial and signed by the client(s) as part of the Matson Money, Inc. Investment Management Agreement.

MFP is a fiduciary and as such strives to act in the best interests of the client. Please see item 5 of this disclosure for a breakdown of MFP Co-Advisor fees.

Item 11: Code of Ethics, Interest in Client Transactions and Personal Trading

A. Code of Ethics

MFP 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, Bryan L. Weiss, AIF®.

B. Recommendations Involving Material Financial Interests

MFP does not participate or have an interest in Client Transactions. We do not share profits or losses with clients. We receive absolutely no compensation from trading commissions.

C. Investing Personal Money in the Same Securities as Clients

MFP may invest in the same securities offered to clients by Matson Money, Inc.

MFP receives no special deals or arrangements different from what clients receive from Matson Money, Inc. as it pertains to securities purchased.

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

From time to time, representatives of MFP may buy or sell securities for themselves that they also recommend to clients. If we place a trade for our own account, it is usually done without the knowledge of what Matson Money, Inc. may or may not be trading for clients at the same time. As a result of fact, we hope to remove any kind of favoritism for the personal trading of Mr. Weiss as opposed to our clients.

Item 12: Brokerage Practices

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

MFP may recommend that clients who open accounts with Matson Money, Inc. and establish brokerage accounts with the Schwab Advisor Services® division of Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although MFP may recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. MFP is independently owned and operated and not affiliated with Schwab.

Because of its relationship with Matson Money, Inc., Schwab provides MFP with access to its custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. These services are not contingent upon MFP committing to Schwab any specific amount of business (assets in custody or trading commissions) as long as at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody, Schwab research, third party research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For MFP client accounts referred to Matson Money, Inc. and maintained in their custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Advisor Services also makes available to MFP other products and services that benefit MFP but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of MFP's accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist MFP and Matson Money, Inc. in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help MFP and Matson Money, Inc. manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to MFP and Matson Money, Inc. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to MFP and Matson Money, Inc. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of MFP or Matson Money, Inc. personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, MFP may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

In limited circumstances, Matson Money, Inc. may request clients to transfer their commission based non-qualified variable annuity to TIAA and their no load, low expense variable annuity.

For specific client requests, MFP may offer no-commission fixed indexed annuities from Great American Life who would act as the custodian for any accounts placed with them.

Also, in limited circumstances, Matson Money, Inc. may request company retirement plan clients to utilize the services of TD Ameritrade for their company retirement plans.

Further, MFP may request clients to place their accounts with Trust Company of America as an alternative to Charles Schwab & Co., Inc.

Research and Other Soft-Dollar Benefits

Matson Money, Inc. provides to MFP a software program known as Matson Money Blue at no cost as long as MFP maintains at least \$20,000,000 of assets under management with Matson Money, Inc. Matson Money Blue is a web based software that allows MFP to perform Financial Planning "what if's" analysis. In addition, Matson Money Blue is an account aggregator that allows clients to authorize MFP to see accounts not held with Matson Money, Inc. for analysis purposes.

Brokerage for Client Referrals

MFP receives no referrals from a broker-dealer or custodian in exchange for using that broker-dealer or custodian.

Directed Brokerage

While acting as a fiduciary, MFP endeavors to act in its clients' best interests. MFP's recommendation that clients maintain their assets in accounts at Schwab may be based in part on

the benefit to MFP 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 clients money due to the possibility that best execution for client transactions may be obtained at other custodians or competitors of Charles Schwab & Co. Inc.

B. Aggregating (Block) Trading for Multiple Client Accounts

MFP does not trade client's accounts and therefore does not have the ability to make any block trade purchases across multiple client accounts.

Item 13: Review of Accounts

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

Our firm relies on the portfolio management expertise of Matson Money, Inc. in regard to reviewing client accounts. Matson Money, Inc. will review accounts and make changes as warranted. More details about how accounts are reviewed can be found in the Form ADV 2A for Matson Money, Inc. which is provided to clients of our firm upon account opening.

Bryan L. Weiss, AIF® is a Co-Advisor with Matson Money, Inc. and monitors the deposits and withdrawals of client accounts by virtue of their internal web site provided by Matson Money, Inc.

Client accounts are reviewed by Bryan L. Weiss, AIF® in preparation for and during client meetings.

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

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

C. Content and Frequency of Regular Reports Provided to Clients

Clients will receive at least a quarterly statement of account from the custodian, Charles Schwab. If there is enough activity to warrant a monthly statement, then the custodian may also provide a monthly statement to the client.

In addition, the client will receive a quarterly account statement from Matson Money, Inc. an unaffiliated registered investment adviser. Other reports to assist at tax time and to review accounts are available as needed and upon request.

We recommend that clients compare the statement from Charles Schwab and the one from Matson Money, Inc. an unaffiliated registered investment adviser to verify their accuracy. Clients are advised to report any perceived discrepancies to our firm immediately.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

MFP may receive certain allowances, meals including refreshments and special entertainment such as city tours or musical guests for attending training events sponsored by Matson Money, Inc.

B. Compensation to Non-Advisory Personnel for Client Referrals

MFP does not have agreements with other registered investment advisers (Solicitors) that refer clients to us and where we both share fees.

Item 15: Custody

MFP does not hold custody of its client's accounts. Client accounts are generally held at Charles Schwab and in limited circumstances, TIAA-CREF, TD Ameritrade or Trust Company of America via our relationship with Matson Money, Inc. There are no client accounts that are held by MFP. By signing our Investment Advisory Contract and the Schwab Advisor Services account application(s), you are granting MFP the authority to open accounts with Matson Money, Inc. an unaffiliated registered investment adviser who custodies client assets at Charles Schwab & Co. Inc. and possibly one of these other firms mentioned above.

Item 16: Investment Discretion

MFP is a non-discretionary investment manager, because we refer all clients to Matson Money, Inc., an unaffiliated registered investment adviser. You are granting investment discretion to this firm by opening an account with Matson Money, Inc. an unaffiliated registered investment adviser and completing their paperwork and the paperwork of their custodian, Charles Schwab & Co., Inc. or one of the other custodians mention in Item 15 above.

Item 17: Voting Client Securities

A. Proxy Voting

MFP does not vote client securities. Since we refer all of our clients to Matson Money, Inc. this means that their policies and procedures on voting client securities are relevant to our clients. For full details of Matson Money, Inc.'s policies and procedures on voting clients securities, please see Item 17 of the Matson Money, Inc. Form ADV 2A disclosure document.

B. Authority

MFP does not have authority nor vote client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security or custodian.

Item 18: Financial Information

A. Balance Sheet

MFP 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 MFP since we do not have custody of client accounts and we are non-discretionary managers.

C. Bankruptcy Petitions in Previous Ten Years

Neither MFP nor its principals 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 education and business backgrounds of MFP's current management person, Bryan L. Weiss, AIF®, can be found on the Form ADV 2B brochure supplement for him.

B. Other Businesses in which its Principal and Advisers are Engaged In

Other business activities for each principal or investment adviser representative can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

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

D. Material Disciplinary Disclosures for Management Persons of this Firm

There are no legal or disciplinary events that involve our firm, Marian Financial Partners, Inc. or our principal officer, Bryan L. Weiss, AIF®.

E. Material Relationships that the Principal has with Issuers of Securities

There are no material relationships that the principal, Bryan L. Weiss, AIF®, has with the issuers of any securities.