Form ADV Part 2A

Disclosure Brochure

March 09, 2024

MIDWEST CAPITAL FINANCIAL ADVISORS, LLC

226 N 12th St

Decatur, IN 46733

(260) 724-4472

This Brochure provides information about the qualifications and business practices of Midwest Capital Financial Advisors, LLC ("the Firm"). If you have any questions about the contents of this Brochure, please contact us at (260)724-4472. 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.

The Firm is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about the Firm also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our Firm's CRD number is 307447. The SEC's web site also provides information about any persons affiliated with the Firm who are registered, or are required to be registered, as investment adviser representatives of the Firm.

Item 2 – Material Changes

The material changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm's Brochure.

Material Changes since the last update

There have been no material changes sine the last update.

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Item 4 – Advisory Business

Investment Advisory Services

Midwest Capital Financial Advisors, LLC (“the Firm”) is a State registered investment adviser, registered in Indiana and Ohio. The Firm has been in business since 2020 and is a wholly-owned by Mr. Michael Hamilton (CRD 2002424)

The Firm provides financial planning and consulting, investment portfolio management services, and retirement plan services.

Portfolio Management

The Firm provides continuous investment advisory services to individual investors, high net worth individuals, charitable institutions, foundations, endowments, individual trusts and other U.S. and international entities.

Our Firm, through its Investment Adviser Representatives (“IARs”), provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. IARs gather required information through in-depth personal interviews such as, the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. The IAR will carefully review documents supplied by the client, which may include a questionnaire or Investment Policy Statement completed by the client that will detail the client’s goals and objectives based on a client's particular circumstances and create and manage a portfolio based on that policy. During this data-gathering process, the IAR determines the client’s individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, the IAR will also review and discuss a client's prior investment history, as well as family composition and background. Clients will have the opportunity to list, in the Investor Policy Statement, any special measures, instructions or restrictions as to how they wish their account to be managed.

IARs manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. IARs of the Firm will discuss each client's objectives prior to the proposal of any strategy to discern which strategy may be most appropriate. If and when a strategy has been chosen, the position(s) will be executed following consultation with the client, or by prior written discretionary authority provided to the IAR by the client. Investment Adviser Representatives of the Firm may make recommendations which are not limited to any specific product or service offered by a broker-dealer, insurance company or mutual fund company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Warrants
- Corporate Debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States Governmental securities
- Options contracts on securities
- Fixed Annuities
- Variable Annuities

Because some types of investments involve certain additional degrees of risk, they will only be implemented or recommended when consistent with the client’s stated investment objectives, tolerance for risk, liquidity and suitability.

Retirement Plan Services

The Firm provides its retirement plan sponsor clients with a broad range of services related to sponsoring an employee retirement plan. These services may be performed by the Firm as both fiduciary services and non-fiduciary services.

Fiduciary services may include:

Non-discretionary investment advice to the plan sponsor about asset classes and investment alternatives available for the plan sponsor in accordance with the plan’s investment policies and objectives.

- Assisting the plan sponsor with the selection of a broad range of investment options consistent with ERISA section 404(c).
- Assisting in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and making recommendations to maintain or remove and replace investment options.
- Meeting with the plan sponsor on a periodic basis to discuss the reports and the investment recommendations.

Non-Fiduciary services may include:

Assisting with the education of the participants in the plan about general retirement saving topics and Investment principles

- Monitoring plan demographics and participation levels for the purpose of structuring education programs and
- periodically adjusting those programs to improve the effectiveness of the plan.
- Assisting in the group enrollment meetings designed to increase retirement plan participation among employees and investment and financial understanding by the employees.

Financial Planning and Consulting Services

The Firm may provide its clients with a broad range of financial planning and consulting services. These services are typically performed on a modular basis and may include one or more topics.

Financial Planning

We provide financial planning services on topics such as retirement planning, risk management, college savings, cash flow, debt management, work benefits, and estate and incapacity planning.

- Personal Financial Planning
- Business Planning
- Cash Flow and Debt Management
- Tax Planning
- Education / College Funding
- Estate Planning
- Planning for Financial Goals
- Risk Mitigation
- Retirement Planning

Educational Services

The Firm may provide non-personalized investment-related training to certain individuals as part of its educational services. The Firm's educational services generally address issues involving general financial education. These services may be provided to local universities, community centers, employees participating in an employer-sponsored retirement plan, and other target audiences.

Third-Party Investment Managers ("TPIMs")

In providing investment advisory services, Midwest Capital Financial Advisors may also recommend the portfolio management services of other unaffiliated, independent investment advisers based on the needs of the client. When recommending TPIMs on a discretionary basis, Midwest Capital Financial Advisors will perform due diligence on TPIM candidates, hire one or more TPIMs on the client's behalf, monitor each TPIM's performance and adherence to its stated investment strategy, and, if necessary, terminate the TPIM on the client's behalf. When recommending TPIMs on a non-discretionary basis, Midwest Capital Financial Advisors will perform due diligence on TPIM candidates, recommend one or more TPIMs to the client, and monitor each TPIM's performance and adherence to its stated investment strategy. The client, however, will enter into an investment management agreement directly with the TPIM and, consequently, Midwest Capital Financial Advisors will not have the authority or ability to hire or terminate the TPIM on the client's behalf. Clients should be aware that when Midwest Capital Financial Advisors recommends TPIMs on a non-discretionary basis, Midwest Capital Financial Advisors will be acting as a solicitor for the TPIM. Under this arrangement, the client will not pay any investment advisory fees to Midwest Capital Financial Advisors with respect to assets placed under the TPIM's management. Instead, Midwest Capital Financial Advisors will be compensated through the receipt of solicitation fees paid by the TPIM. Please see the "Item 5 – Fees and Compensation" and the "Item 10 – Other Financial Industry Activities and Affiliations" sections below for important information regarding conflicts of interest relating to Midwest Capital Financial Advisors' activities as a solicitor.

Client Assets Under Management

Discretionary – As of December 31, 2023, the firm has $9,903,901.80 in assets under management on a discretionary basis.

Non-discretionary - As of December 31, 2023 the firm has $1,173,982.00 in assets under management on non-discretionary basis.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by the Firm is established in a client's written agreement (the advisory agreement) with the Firm. The Firm may bill in advance or in arrears depending on the custodian of the assets. Billing will generally occur on a quarterly basis. Clients may also elect to be billed directly for fees or authorize the Firm to directly debit fees from client accounts.

The Firm does not bill more than $500 more than six months in advance.

Financial Planning and Consulting

The Firm may charge an hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from $75 to $250 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services.

Investment Portfolio Management

The Firm will generally bill its fees on a quarterly basis each calendar quarter. Clients may also elect to be billed directly for fees or to authorize the Firm to directly debit fees from client accounts.

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals which are generally defined as amounts less than $10,000). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. All fees and commissions are subject to negotiation.

The Firm's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Commission charges are detailed in the investment advisory agreement with 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 the Firm's fee. Investment Adviser Representatives ("IAR") of the Firm who are also registered representatives of a broker-dealer may receive any portion of these commissions, fees, and costs.

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from 0.25% to 1.50%. The Firm might charge a higher percentage than other investment advisers but they are in compliance with Rule 205 of the Investment Advisers Act of 1940 and similar State statutes.

The firm uses multiple custodians to hold investment assets. The custodian used for a given account is determined by several factors including, but not limited to: transaction costs, availability of specific investments, investment classes or types, account size, account registration, or the client's affinity to utilize an online account platform. Fees are generally paid quarterly and are due on the first day of the quarter as negotiated and agreed upon in the Investment Advisory Agreement.

Accounts held at Moneyblock are normally billed in advance, asset-based fees are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. Transactions (deposits/withdrawals) greater than $9,999.99 during the quarter will result in a prorated fee adjustment (debit/credit).

When the Firm's charge fees based on asset under management held at Moneyblock, the structure is outlined in the following example:

Assets Under Management ($) From	To	Annual Fee %
$0	$25,000.00	1.50%
$25,000.01	$500,000.00	1.25%
$500,000.01	$1,000,000.00	1.00%
Over $1,000,000.01		0.75%

In the preceding example an account valued at $300,000.00 would pay an advisory fee at 1.25% on the entire account value. An account valued at $510,000.00 would pay an advisory fee at the 1.00% level. Fees may also be negotiated between the Firm and Client which may be different from the example schedule.

Account held at Interactive Brokers, LLC are normally billed in arrears. The asset-based fees are calculated, using a tiered fee schedule, based on the account's value on a daily basis by the firm with custody of the assets each day of the quarter. Fees are then deducted at the end of the quarter. The daily calculation alleviates the need for pro-rated adjustments for deposits and withdrawals.

When the Firm's charge fees based on asset under management held at Interactive Brokers, LLC, the structure is outlined in the following example:

	Assets Under Management ($)	Annual Fee (%)
First	$25,000.00	1.25%
Next	$75,000.00	1.00%
Next	$150,000.00	0.75%
Next	$250,000.00	0.50%
Balance in excess of	$500,000.00	0.25%

In the preceding example an account valued at $300,000.00 would pay an advisory fee at 1.25% on $25,000, plus 1.00% on $75,000.00, plus 0.75% on $150,000.00, plus 0.50% on the remaining $50,000.00. Fees may also be negotiated between the Firm and Client which may be different from the example schedule.

Accounts held at American Funds Service Company are normally billed in arrears. The asset-based fees are calculated based on the account's value on a daily basis by the firm with custody of the assets each day of the quarter. Fees are then deducted at the end of the quarter. The daily calculation alleviates the need for pro-rated adjustments for deposits and withdrawals.

When the Firm's charge fees based on asset under management held at American Funds Service Company, the structure is outlined in the following example:

Assets Under Management ($) From	To	Annual Fee %
$0	$24,999.99	1.00%
$25,000.00	$49,999.99	0.80%
$50,000.00	$99,999.99	0.60%
$100,000.00	$249,999.99	0.40%
$250,000.00 and up		0.20%

In the preceding example an account valued at $40,000.00 would pay an advisory fee at 0.80% on the entire account value. An account valued at $310,000 would pay an advisory fee at 0.20% on the entire account value. Fees charged in accounts held at American Funds Service Company are non-negotiable.

Transaction charges/Commission Rates

The transaction charges applied to the client's account is disclosed in a schedule in the client's advisory agreement. Note: Certain mutual funds and ETFs may assess additional fees such as sales loads (12b-1), management fees, redemption fees, etc. for marketing and operating the fund. Please review the "Annual Fund Operating Expenses" in the fund prospectus for a complete list of additional fees charged.

Retirement Plan Services Fees

The Firm provides retirement plan services for an annual fee based upon a percentage of the market value of the assets being managed by the Firm. The annual fee varies depending upon the market value of the assets under management. Retirement plan fees charged by the Firm on a percentage basis will not exceed 1% and are subject to negotiation.

The Firm provides retirement plan services on a consulting basis for a fixed or hourly fee ranging from $100 to $250 per hour based upon the nature and complexity of the work to be performed.

Minimums

The firm does not have any account minimums.

Direct fee payment & Miscellaneous/Return and Refund Policies

Clients may authorize the Firm to invoice them directly for payment of fees. Any such payment will be made by the client to the Firm by separate check. Clients may otherwise authorize the custodian to debit their account for payment of fees. Further, the amount of the fee will be reflected on the monthly statement from the custodian. You will be required to complete the "Letter of Authorization" when selecting this option giving the Firm written authorization to deduct the fee directly from your account.

Agreements may be terminated at any time by either of the parties upon written notice to the other. Said termination shall be effective immediately upon receipt of termination notice by the other party. The Firm will credit the Client's account after any such termination, a pro-rata share of the unearned fees owed computed on a daily basis for the 90-day quarter. The death, disability or incompetency of the client will not terminate or change the terms of the Agreement. However, the client's executor, guardian, attorney-in-fact or other authorized representative may extend or terminate the Agreement by giving written notice to The Firm.

A client has a right to terminate a contract for advisory services, without penalty, within five (5) business days after entering into the contract if the client did not receive the firm's Form ADV, Part 2A and Schedules 2B, or at any other time upon written notice.

The firm's Representatives providing advice to clients do not accept compensation for the sale of securities or other investment products. Nor do they receive asset-based sales charges or service fees from the sale of mutual funds. We try and avoid activities that by their nature or structure might provide an incentive for a Representative to choose one investment over another or depart from clients' particular needs.

Fee Deduction Disclosure

Where Adviser deducts its management fee from client accounts utilizing a qualified custodian, the Adviser is required to meet the following requirements.

(a) Possess written authorization from the client to deduct advisory fees from an account held by a Qualified custodian;

(b) Send the Qualified custodian written notice of the amount of the fee to be deducted from the client's account; and

(c) Establish and maintain a reasonable basis that clients receive quarterly account statements directly from the qualified custodian that identify the amount of funds and each security held in the adviser's custody at the end of the period; and, all transactions in the account occurring during the period. To form this reasonable basis Midwest will receive duplicate copies of the account statements from the Qualified custodian of what was delivered to Midwest's clients.

Solicitation Fees

As noted above, when Midwest Capital Financial Advisors recommends TPIMs on a non- discretionary basis, Midwest Capital Financial Advisors acts as a solicitor for the TPIM and typically shares in the fees received by the TPIM from Midwest Capital Financial Advisors' clients who were referred to the TPIM. The receipt of solicitation fees by Midwest Capital Financial Advisors creates a material conflict of interest as Midwest Capital Financial Advisors will be acting as an agent for the TPIM and the client simultaneously and the recommendation of the TPIM may be influenced by the solicitation fee to be received by Midwest Capital Financial Advisors rather than solely on the needs and best interests of the client. Midwest Capital Financial Advisors addresses this conflict of interest by providing disclosure to affected clients of the specific solicitation arrangement in a Solicitor Disclosure Document and disclosure of the conflict in this Disclosure Brochure. Clients should be aware that they may be able to access the services of the TPIM directly, without Midwest Capital Financial Advisors' involvement, or through other investment advisers at a lower cost than through Midwest Capital Financial Advisors. Under this arrangement, the client will not pay any investment advisory fees to Midwest Capital Financial Advisors with respect to assets placed under the TPIM's management. Instead, Midwest Capital Financial Advisors will be compensated through the receipt of solicitation fees paid by the TPIM.

Wrap Fee Program

Midwest does not offer a Wrap Fee Program

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

The Firm does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

The Firm provides continuous investment advisory services to individual investors, high net worth individuals, charitable institutions, individual trusts, U.S. small business and employer sponsored retirement plans.

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

The Advisor, and its IARs, uses various analytical methods as part of its investment advice and asset management services.

- Fundamental Analysis. Advisors may analyze company financial data and company performance metrics via a variety of sources, which may include, but are not limited to The Wall Street Journal, Morningstar, analyst's reports, company's balance sheet, income statement and statement of cash flows.
- Technical Analysis. Advisors may use technical chart analysis via a variety of sources.
- Cyclical/seasonal. Advisors may use economic cycle or seasonal trend data to determine entry and exit points for new or existing positions, or to apply certain option overlay strategies. Cyclical and seasonal trend analysis may help identify cycles of when certain sectors are more or less active, economic events and company announcements can counter historical trends.
- Event/news. Advisors may use macro-economic events or news to determine entry and exit points for new or existing positions, or to apply certain option overlay strategies. Events and news may help identify possible price moves for stocks, ETFs, sectors and indices, yet such news and events may not affect price as expected.
- Volatility Analysis. Advisors may use market volatility analysis to determine what securities to trade, when to enter or exit. Volatility analysis may help identify possible price moves for stocks, ETFs, sectors and indices, yet such volatility indicators may be short and require more active position adjustment to preserve gains or mitigate losses.
- Volume flows. Advisors may review current market volume as a potential indicator of institutional money flow. Volume analysis may help identify possible price moves for stocks, ETFs and sectors, as volume may indicate institutional buying or selling. Other events, such as news or events which adversely affect the trend, may counter volume-driven price trends.
- Back-testing. Advisors may use hypothetical programs to determine outcomes of hypothetical past investments.

Investment Strategies

The Firm uses long term trading, short term trading, and trading (securities sold within 30 days) strategies.

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

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

• Long term purchases -securities held at least a year

• Short term purchases - securities sold within a year

• Trading -securities sold within 30 days

• Short sales

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

All investment programs have certain risks that are borne by the investor. Among others, investors face the following risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investments to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors
- Independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds. from investments may have to be reinvested at a potentially lower rate of return (interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk to profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, U.S. Treasury securities are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profit loss, because the company must meet the terms of its obligations in good times

and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- Correlation Risk: This is the risk that the actual correlation (a statistical measure of how two or more variables move in relation to each other) between two assets (or variables) will be different that the correlation that was assumed or expected. Differences between the actual and expected correlation may result in a portfolio being riskier than was anticipated.
- Counterparty/Default Risk: This is the risk that a party to a contract will not live up to (or default on) its contractual obligations to the other party to the contract.
- Valuation Risk: This is the risk that an asset is improperly valued in relation to what would be received upon its being sold or redeemed at maturity.
- Tax Risk: This is the risk that tax laws may change and impact the underlying investment premise or profitability of an investment.

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 the Firm or the integrity of the Firm's management. Information regarding Disciplinary actions against the Firm, its advisory affiliates and/or its management person can be found at

http://brokercheck.finra.org/

There are no disciplinary events to report.

Item 10 – Other Financial Industry Activities and Affiliations

Michael Hamilton is also a Registered Representative of Fortune Financial Services, Inc. (CRD 42150). Fortune Financial Services, Inc. is a member of FINRA, and SIPC.

As a Registered Representative, Michael Hamilton may recommend and/or sell certain investment products on a commission basis to clients. Midwest Capital Financial Advisors, LLC, does not charge any investment advisory fees on such investments and does not provide any investment advisory services with respect to such investments. The receipt of commission compensation by Registered Representatives, however, creates a conflict of interest as the recommendation to purchase an investment product may have initially resulted from financial planning services provided to the client and may be influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. Midwest Capital Financial Advisors, LLC, addresses this conflict of interest by disclosing the conflict in this Disclosure Brochure and reminding clients that they are under no obligation to use the brokerage services of Registered Representatives.

Insurance Agents and/or Agencies:

IARs, in their individual capacities separate from Midwest Capital Financial Advisors, may be licensed insurance agents ("Insurance Agents") and may recommend and/or sell certain insurance products on a commission basis to clients. Midwest Capital Financial Advisors, LLC, does not charge any investment advisory fees on insurance products purchased on a commission basis, does not share in any commission revenue received by Insurance

Agents, and does not provide any ongoing investment advisory services with respect to such insurance products. The receipt of commission compensation by Insurance Agents, however, creates a conflict of interest as the recommendation to purchase an insurance product may have initially resulted from financial planning services provided to the client and may be influenced by the commission compensation to be received, rather than solely on the needs and best interests of the client. Additionally, the services of Insurance Agents may be recommended by Midwest Capital Financial Advisors, LLC and/or its other noninsurance licensed IARs. As a result of such referrals, Insurance Agents may receive increased compensation creating a potential conflict of interest. Midwest Capital Financial Advisors, LLC addresses these conflicts of interest by disclosing them in this Disclosure Brochure and reminding clients that they are under no obligation to use the services of Insurance Agents or their affiliated Insurance Agencies.

- Affiliated Insurance Agencies

  Midwest Capital Resources, Inc.

- Affiliated Insurance Agents

  Michael A. Hamilton

Third-Party Investment Managers:

Midwest Capital Financial Advisors may recommend the portfolio management services of unaffiliated TPIMs, which are registered investment advisers with either the SEC or one or more state securities authorities, on a discretionary or non-discretionary basis to clients. When recommending TPIMs on a non-discretionary basis, Midwest Capital Financial Advisors, LLC serves as a solicitor and receives a solicitation fee from the TPIM for its recommendation of the TPIM's services, which creates a material conflict of interest for Midwest Capital Financial Advisors LLC. Please see the "Item 4 – Advisory Business" and the "Item 5 – Fees and Compensation" sections for additional information relating to these arrangements, their associated conflicts of interest, and how Midwest Capital Financial Advisors LLC addresses such conflicts.

The Pacific Financial Group, Inc. ("TPFG", CRD No. 105203): Midwest Capital Financial Advisors, LLC has entered into a Selling Agreement with TPFG pursuant to which Midwest Capital Financial Advisors solicits the participants of retirement plans to become clients of TPFG and makes recommendations to those participants to allocate their self-directed brokerage account assets into managed portfolios and/or mutual funds managed by TPFG. The investment advisor representative assists the plan participant in completing TPFG's proprietary risk analysis to determine the appropriate portfolio within the program. The program has no investment minimum.

Morningstar Investment Services, Inc. ("MIS", CRD 112525): Midwest Capital Financial Advisors, LLC offers clients access to a variety of investment advisory products available under MIS's Managed Portfolios program including MIS Mutual Fund

Portfolios, MIS ETF Portfolios and MIS Select Equity Portfolios. For each of the MIS programs, the investment advisor representative works with you to complete the individual client questionnaire which allows MIS to determine the appropriate investment strategy recommendations to meet your investment objectives. The programs' minimum account sizes range from $10,000 to $250,000.

American Funds Service Company: Midwest Capital Financial Advisors, LLC offers clients access to portfolios invested exclusively in funds managed by American Funds. Under this arrangement the investment advisor representative works with you to build a portfolio using mutual funds held at American Funds Service Company. American Funds is responsible solely for managing each of their mutual funds without regard to its place in the investment portfolio. The program has no investment minimum other than the minimums imposed by the underlying funds.

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

Pursuant to and in recognition of its general fiduciary obligations and in anticipation of registering pursuant to the Investment Advisers Act of 1940, as amended, the Firm has adopted this Code of Ethics and Insider Trading Policy (the "Policy"). This Policy is intended to be in furtherance and not in limitation of the duties and responsibilities of the firm and its employees, whether arising by statute, regulation or otherwise. This Policy applies to all directors, officers, employees and members of the firm (collectively, "Associates").

I. General policies and Principles

Associates shall conduct themselves with integrity and act ethically in their dealings with clients, the public and fellow Associates.

A. Compliance with Laws and Regulations. Associates shall maintain knowledge of and shall comply with all applicable laws and regulations of any governing agency or self- regulatory organization and shall comport themselves in conformity with standards or conduct promulgated by applicable professional or financial organizations.

B. Responsibility of Management and Associates. Management shall establish, maintain and enforce this Policy, and relevant policies and procedures designed to implement the standards hereunder, to prevent the breach of any applicable laws and regulations. Compliance is an individual responsibility. Failure to comply with all rules and regulations will result in penalties up to and including termination.

C. Conflicts of Interest. Associates shall make every effort to avoid even the appearance of conflict of interest in the conduct of their duties. Associates shall disclose to the Compliance Officer and clients any conflict of interest.

D. Preservation of Confidentiality. Associates shall preserve the confidentiality of all information communicated by clients concerning matters within the scope of the advisory relationship, as well as personal and financial information about clients derived from the advisory relationship. Associates shall not discuss with or otherwise inform any party about investment recommendations except as required by law or as necessary to perform the firm's duties under its advisory agreements.

E. Professional Misconduct. Associates shall not commit any felony, misdemeanor or other criminal act that upon conviction materially reflects adversely on his/her honesty or trustworthiness, nor shall he or she engage in conduct involving dishonesty, fraud, deceit or misrepresentation.

II. Use of Material Non-Public Information

Associates shall comply with all government laws and regulations and the firm's policies and procedures relating to the use and communication of material nonpublic information and the receipt of "selective disclosure." Associates shall not trade securities for their own accounts or make recommendations for the accounts of clients while in possession of material nonpublic information, or communicate material nonpublic information in breach of a duty. If you believe you have received potential inside information, you should refrain from trading and report such event to the Chief Compliance Officer.

III. Personal Security Trading Guidelines

Associates are expected to maintain the highest standards of personal integrity in regard to any personal securities activities. The mere appearance of impropriety is to be avoided due to the position of public trust in which the Firm operates.

These guidelines are designed to provide rules governing the purchase and sale of individual securities by Associates who may have access to sensitive investment information. They apply to all purchases and sales of securities and their derivatives unless specifically exempted below.

1. Reporting Requirements

Associates must report all securities transactions in which they have a direct or indirect beneficial interest (as defined and interpreted under the Securities Act of 1934) within ten calendar (10) days following the end of a quarter. An Associate is generally deemed to be the beneficial owner of accounts of spouses, minor children and adults living in the same household, as well as accounts for which a person serves as trustee. The personal securities trading (PST) forms used to report these transactions will be distributed by the Chief Compliance Officer at the end of each quarter and shall include: (i) the date of the transaction; (ii) the title, interest rate and maturity date (if applicable), number of shares and principal amount; (iii) the nature of the transaction; (iv) the price; and (v) the broker Associates shall report their holdings in securities at the commencement of employment and annually thereafter.

2. Exempt Securities

These guidelines do not apply to individual purchases or sales in open-end mutual funds, money market instruments (e.g., certificates of deposit and commercial paper), U.S. government securities or derivative securities of any of the foregoing. Transactions in these securities are not required to be reported on the quarterly PST report.

IV. Monitoring

The Chief Compliance Officer will monitor the observance of this Policy and is authorized to modify these requirements upon proper disclosure and under appropriate circumstances. The Chief Compliance Officer shall maintain all records required to be retained under the Advisers Act.

As a course of business, we will provide a copy of our Code of Ethics to any client or prospective client upon request.

Item 12 – Brokerage Practices

As mentioned above, Michael Hamilton is also a Registered Representative of Fortune Financial Services, Inc.,. Fortune Financial Services Inc. does not provide brokerage accounts and is not involved in brokerage account placement or custody.

Best execution

Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The Firm does not receive any portion of the trading fees.

The Firm will execute trades on behalf of our investment advisory clients at commission rates which we believe to be competitive in the industry. Advisory accounts are charged transaction fees (brokerage commission charges) which will be applied to their advisory account unless the advisory account is a Wrap account whereby these transaction charges are wrapped into the fee the client is paying.

Soft Dollar Arrangements

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services could be obtained by Midwest Capital Financial Advisors, LLC from or through a broker-dealer in exchange for directing client transactions to the broker-dealer.

As permitted by Section 28(e) of the Securities Exchange Act of 1934, Adviser firm’s may receive economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of the Adviser’s clients. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest would exist for that Adviser who receives soft dollars. Midwest Capital Financial Advisors, LLC DOES NOT receive any soft dollars.

Order aggregation/bunching

The Firm may block/bunch (referred to as “Block Trading”) trades where possible and when advantageous to clients. This blocking/bunching of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. The Firm's block trading policy and procedures are as follows:

1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with the Firm, or our firm's order allocation policy.

2) The Investment Adviser Representative and their supervisor must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.

3) The Investment Adviser Representative must reasonably believe that the order aggregation will benefit, and will enable the firm to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.

4) Prior to entry of an aggregated order, an order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.

5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.

6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client’s agreement with the custodian/broker, transaction costs may be based on a flat transaction rate or the number of shares or contracts traded for each client.

7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the a senior principal of the firm, Chief Compliance Officer or Chief Executive Officer, no later than the morning following the execution of the aggregate trade.

8) The Firm's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

9) Funds and securities for aggregated orders are clearly identified on the Firm's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

Item 13 – Review of Accounts

The Firm monitors assets as part of an ongoing process, while regular account reviews are conducted on at least an annual basis. All clients are encouraged to discuss their needs, goals, and objectives with the Firm and to keep the Firm informed of any changes that are materially different from the information previously provided.

Clients will be able to login to their accounts through website(s) where their assets are held.

For clients using the Firm for financial planning, plans are reviewed with the client on a schedule determined appropriate by the client and the IAR.

Item 14 – Client Referrals and Other Compensation

For any individual or company engaged by the Firm to solicit business on behalf of the Firm, the solicitor must be registered with the Firm as an investment adviser representative or with the appropriate state or federal regulatory agency as an investment adviser.

The firm does not receive any economic benefits from external sources.

Item 15 – Custody

The Firm does not have custody other than constructive custody in that we may deduct fees directly out of your account held at our custodian. For details regarding the direct deduction of fees see item 5. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. The Firm urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. The Firm currently uses the following institutions for custody of its Investment Advisory accounts not held with a third party manager.

1. AOS, Inc dba TradingBlock and MoneyBlock
311 South Wacker Dr, Suite 1775
Chicago IL 60606

(AOS clears its transactions through and client assets are held at Apex)

2. American Funds Service Company
12711 N Meridian St
Carmel IN 46032

3. Interactive Brokers, LLC
One Pickwick Plaza
Greenwich CT 06830

Item 16 – Investment Discretion

The Firm's and its IARs usually receive 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. Discretion is obtained when the client signs the Investment Advisory Agreement or executes and submits a "Limited Trading Authorization", or similar authorization, to their broker-dealer or custodian. This authorization provides the Firm's IARs discretion to execute transactions in the account, but not to withdraw funds.

When selecting securities and determining amounts, the Firm's IARs observe the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to the Firm or its IARs in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, the Firm 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.

Item 18 – Financial Information

The Firm does not have discretionary authority or custody of client funds (with the exception of direct deduction of fees referenced in item 5) or securities or require or solicit prepayment of more than $500 in fees per client six months in advance. Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Firm's financial condition. The Firm has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Backgrounds and experience for management executives:

Michael A. Hamilton

Birth: 1964

Work History:

Fortune Financial Services Inc. -November 2021 to present

Position – Independent Registered Representative

MoneyBlock –August 2012-November 2021

Position – Independent Registered Representative

BrokersXpress – October 2006 to August 2012

Position – Independent Registered Representative

Midwest Capital Resources, Inc. – January 2008 to Present

Position - President

Education: Associates Degree, Business Administration; International Business College, Fort Wayne, IN.

FINRA Licenses include:

Series 6 – Investment Company and Variable Contracts License

Series 7 – General Securities Representative License

Series 24 - General Securities Principal License

Series 63 – Uniform Securities Agent State Law License

Series 62 – Corporate Securities License

Series 66 – Uniform Investment Adviser Law Examination

Indiana – Life, Health & Variable Annuity Insurance License in Indiana, Ohio, Michigan, Illinois and Florida.

Other Business –

Michael Hamilton is also a registered representative of Fortune Financial Services Inc., a registered broker-dealer and member of FINRA,and SIPC. Fortune Financial Services Inc., maintains its office within the physical facility of the broker-dealer. The firm is located at 3582 Brodhead Road, Suite 202, Monaca, PA 15061.

Other information:

As mentioned in item 6 above, the Firm does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

All disciplinary information regarding the Firm and its' management personnel are described in item 9 above.

Neither the Firm nor any of the Firm's Management Personnel listed above have any relationship or arrangement with any other issuer of securities other than those listed in item 10 above.