MDRN Wealth LLC
Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of MDRN Wealth LLC. If you have any questions about the contents of this brochure, please contact us at (480) 901-0612 or by email at: john.boyd@mdrnwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about MDRN Wealth LLC is also available on the SEC's website at www.adviserinfo.sec.gov. MDRN Wealth LLC's CRD number is: 323177.

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Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: 01/25/2024

Item 2: Material Changes

Since the last filing of Form ADV, there have been no material changes. Material changes relate to MDRN Wealth, LLC's policies, practices or conflicts of interests.

Item 3: Table of Contents

Item 4: Advisory Business

A. Description of the Advisory Firm

MDRN Wealth LLC (hereinafter "MDRNW") is a Limited Liability Company organized in the State of Arizona. The firm was formed in August 2022, and the principal owner is John Damion Boyd.

B. Types of Advisory Services

Portfolio Management Services

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

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

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

MDRNW seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of MDRNW's economic, investment or other financial interests. To meet its fiduciary obligations, MDRNW attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, MDRNW's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is MDRNW's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent, including initial public offerings ("IPOs") and other investment opportunities that might have a limited supply, among its clients on a fair and equitable basis over time.

Financial Planning

Financial plans and financial planning may include but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

Investment planning involves working with clients to make sure their investments match their respective risk tolerance and goals. Tax concerns are addressed by working with the client to determine and compare effective tax rates for income, capital gains and other earnings or investments, then attempting to allocate the client's resources accordingly. Life insurance planning entails reviewing the life insurance and/or disability insurance needs of the client, together with any applicable dependents, spouse or other relatives, and assessing appropriate coverage for these individuals. College planning entails helping clients save for higher education, whether for the client or his/her children or other dependents, in the ideal manner to suit the client's overall financial goals and means. Financial planning to address retirement entails making sure clients are financially equipped for retirement in light of the client's anticipated income and expenses, investments, and other assets. Debt/credit planning consists of breaking down client budgets and aiding clients in decision-making as to current debt, anticipated significant expenses and potential debt, and avoiding excessive debt.

For Flat Fee One Time Financial Plans, no investment management services are offered here as part of this service. While MDRNW will discuss their investments, MDRNW will be providing advice on the clients portfolio for them to implement on their own.

For Ongoing Financial Planning Services, after going through a one-time financial plan, if the client wants to engage in ongoing financial planning, MDRNW will charge an ongoing planning fee of $2500 a year, charged quarterly at $625 per quarter. No investment management is offered here, this is strictly planning advice.

Tax Preparation Services

We partner with a third-party tax preparer to provide tax preparation services for our clients, assisting with the filing of federal and state tax returns for individuals and businesses. While we may ask for an explanation or clarification of some items, we will not audit or otherwise verify client data. The client is responsible for the completeness and accuracy of the information used to prepare the returns. Our responsibility is to help coordinate the preparation of returns in accordance with applicable tax laws.

We will utilize the services of a third-party accounting, bookkeeping, and tax preparation firm, Ramshorn Peak Accounting, to facilitate the preparation and filing of your tax return. We will work with you and the third party to gather the necessary information as part of this service. We may identify opportunities for tax savings that require planning or changes in the way the client handles some transactions. While tax return preparation is included in the financial planning service, additional fees may be charged by the third party. Please note that this service is optional, and clients are not obligated to use our partnered third-party tax preparer.

Estate Planning Services

MDRNW offers a separate service for investment management or planning clients who want to establish estate plans through encore estate plans.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through the investment adviser. This statement is required by California Code of Regulations, 10 CCR Section 260.235.2.

Consulting Services

MDRN Wealth offers consulting services to companies seeking insights into the financial services industry, specifically in the areas of investment management and financial planning. These consulting services are provided through surveys and hourly consultations. Our consulting services involve providing feedback and recommendations to companies regarding their products and services with the aim of optimizing them for clients within the financial services industry. This includes offering insights into industry best practices and market trends.

Travel Concierge Service

From time to time, our firm may refer clients to a third-party travel agent such as DeSalvio Travel for travel planning purposes. As an independent Registered Investment Adviser (RIA), we understand that personal travel arrangements may be an important component of our clients' overall financial and lifestyle objectives. To enhance the client experience and provide convenience, we may offer to cover the costs associated with a travel agent creating a custom travel itinerary and travel plan.

Please note the following important information regarding these referrals:

Independence: Our firm is not affiliated with the referred travel agent or its parent company. We do not receive any compensation, commissions, or other benefits for referring clients to the travel agent.

No Control or Responsibility: We do not have control over the services provided by the travel agent or the travel arrangements made on behalf of our clients. The travel agent operates independently and assumes full responsibility for any services or products they provide to our clients.

No Endorsement: The referral to the travel agent does not constitute an endorsement or recommendation by our firm. It is solely intended to provide a potential resource for travel planning services. Clients may find comparable services at lower prices.

Duty to Investigate: Clients are responsible for conducting their own due diligence regarding the travel agent's qualifications, reputation, and suitability for their specific travel needs. We encourage clients to review the travel agent's terms and conditions, cancellation policies, and any other relevant agreements before engaging their services.

No Liability: Our firm does not assume any liability for the actions, omissions, or performance of the travel agent. Clients agree to release and hold our firm harmless from any claims, damages, or losses arising from or related to their engagement with the travel agent.

Services Limited to Specific Types of Investments

MDRNW generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, derivatives, private equity, private credit, venture capital funds and private placements. MDRNW may use other securities as well to help diversify a portfolio when applicable.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

C. Client Tailored Services and Client Imposed Restrictions

MDRNW will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by MDRNW on behalf of the client. MDRNW may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent MDRNW from properly servicing the client account, or if the restrictions would require MDRNW to deviate from its standard suite of services, MDRNW reserves the right to end the relationship.

With all client's we lead with a comprehensive financial plan that will help determine the client's liquidity needs and financial planning objectives of their portfolio. The financial plan, in addition to a standard risk tolerance questionnaire allow us to provide investment advisory services tailored to the client's needs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. MDRNW does not participate in wrap fee programs.

E. Assets Under Management

MDRNW has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
$11,299,492.01	$0	December 2023

Item 5: Fees and Compensation

A. Fee Schedule

Lower fees for comparable services may be available from other sources.

Portfolio Management Fees

Total Assets Under Management	Annual Fees
$0 - $2,000,000	1.00%
$2,000,001 - $5,000,000	0.85%
$5,000,001 - $10,000,000	0.70%
$10,000,001 - $25,000,000	0.50%
$25,000,001 – and UP	0.25%

MDRNW uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

MDRNW uses a blended tiered rate to determine the investment management fee. For example, If a client has $3,000,000 in assets under management:
For the first $2,000,000:
Fee = 2,000,000 * 1% = $20,000
For the remaining $1,000,000 ($3,000,000 - $2,000,000):
Fee = 1,000,000 * 0.85% = $8,500
Therefore, the total investment management fee for $3,000,000 in assets under management would be $20,000 + $8,500 = $28,500 or 0.95% of AUM

These fees are generally negotiable, and the final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of MDRNW's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

MDRNW will use Pontera, a fintech company, to manage held away accounts such as 401(k)s and 529 plans. When MDRNW uses Pontera, MDRNW will pay fees for these services that are not passed on to the client.

Minimum Ongoing Comprehensive Financial Planning fee applies. Portfolio Management Fees are offset by any ongoing financial planning fee the client pays. For example, if the client has a portfolio of $250,000 and pays $2,500 a year for portfolio management and their financial planning fee is $6,000, the client will pay $6,000. If the client has a portfolio valued at $850,000 and pays $8,500 in portfolio management fee, but has a financial planning fee of $6,000, they will pay $8,500. Clients participating in the Portfolio Management Service that are only receiving investment management services and are not subject to the Minimum Ongoing Comprehensive Financial Planning fee will have to pay a separate fee for tax preparation.

Financial Planning Fees

Fixed Fees

One-Time Comprehensive Financial Plan Fees

The negotiated fixed rate for creating client financial plans is $1,000 to $10,000. The fixed fee is based upon the complexity of the plan, the hourly rate, the estimated amount. of time to be used for creating a financial plan. The fixed fee will be based upon the hourly rate multiplied by an estimated number of hours. The hourly fee for calculating these services is $450. For example, a basic plan that includes preparing, discover, and Delivery of the plan would take approximately 3 hours, which results in a fee of $1350.

Ongoing Comprehensive Financial Planning Fees

Ongoing Comprehensive Financial Planning consists of an annual flat fee of $6,000 for individuals and $7,000 for couples. Pricing is based upon complexity and our hourly rate of $450. Follow-up services and meetings will also be tied to our hourly rate of $450. Fees are negotiable and based on complexity and the needs of the client.

MDRN Wealth will monitor the financial plan and will schedule additional meetings with the client as needed. The annual fee will be billed quarterly, in arrears, and payment is due promptly upon receipt of the invoice. The quarterly invoice will disclose how the fee was calculated and the time that the fee covers. Fees for this service may be paid by electronic funds transfer, check, credit card or billed directly from custodian account. This service may be terminated with 30 days' notice. The client will be billed for any earned but unpaid fees for work completed up to the date of termination.

Ongoing Comprehensive Financial Planning clients that also utilize investment management services will not be billed an additional investment management fee for the first $600,000 of Assets Under Management (for a single person), and for the first $700,000 (for a couple). Therefore, any investment management fees will be offset by the financial planning fee they pay. For example, if the client has a portfolio of $250,000 and pays $2,500 a year for portfolio management and their financial planning fee is $6,000, the client will pay $6,000. If the client has a portfolio valued at $850,000 and pays $8,500 in portfolio management fee, but has a financial planning fee of $6,000, they will pay $8,500.

This service may be terminated with a 30-day written notice. Fees are paid in arrears during the quarter so no refunds should be needed to be issued.

Estate Planning Services Fees

We provide Estate Planning Services in partnership with EncorEstate Plans. These services are separate and in addition to the financial planning fees.

- Trust-Based Estate Plan: $1,400
    - For Married or Single, includes Revocable Trust, Certification of Trust, General Transfer, Power of Attorney – Finances, Advance Health Care Directives/Power of Attorney for Health Care, HIPAA Release, Pour Over Wills and Property Agreement (For Community Property States Only)
- Will-Based Estate Plan: $700
    - For Married or Single, includes Will, Power of Attorney – Finances, Advance Health Care Directives/Power of Attorney for Health Care, and HIPAA Release
- Powers Package: $250
    - This includes Power of Attorney – Finances, Advance Health Care Directives/Power of Attorney for Health Care, and HIPAA Release for one person.

● Estate Plan Updates: $400

- Business Assignments: $100
This assigns a business interest into a trust for probate avoidance purposes.

● Property Deeds Filed:

All prices below include all County Recorder fees and costs for EncorEstate Plans to pull the last recorded deed, prepare the deed, and prepare all state and county specific documents:

$450: New York (not available in the 5 New York City Boroughs, Nassau, or Suffolk County)

$400: Washington

$350: Delaware, Nevada, and New Jersey

$300: Illinois, Maryland, Pennsylvania, and Wisconsin

$250: All other states

This service is not available in Louisiana, Massachusetts, Hawaii, and District of Columbia.

Our default is to transfer deeds into the name of the revocable trust. We will produce beneficiary deeds (TODI, TOD, Lady Bird, etc.) upon request if that particular state allows it.

The fees may be negotiable in certain cases, will be agreed to at the start of the engagement, and are due up front. Clients are not required to utilize any third-party products or services that we may recommend, and they can receive similar services from other professionals at a similar or lower cost.

Consulting Service Fees

Fees for our consulting services are separate from our RIA fees and are typically charged on an hourly basis. Our Hourly Consulting Rate is $350 an hour. The fee is due at the completion of the engagement. In the event of early termination by the Client, any fees for the hours already worked will be due. Clients engaging in consulting work will receive a separate engagement agreement outlining the scope of services, fees, and any potential conflicts of interest.

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis or may be invoiced and billed directly to the client on a quarterly basis. Clients may select the method in which they are billed, however, direct fee deduction is preferred. Fees are paid in arrears.

Payment of Financial Planning Fees

Financial planning fees are paid via credit card, check, cash and wire. If a client has an Altruist account, they can pay fees out of their account, if desired. One-time financial planning fees are paid 100% in advance, but never more than six months in advance.

Ongoing Comprehensive Planning fees are paid quarterly, in arrears and are prorated depending on when the client enrolled during the quarter. Fees can be paid be billed directly from investment management assets, from the client’s accounts, if they are enrolled in portfolio management services.

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 MDRNW. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

MDRNW collects certain fees in advance and certain fees in arrears, as indicated above. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned within fourteen days to the client via check or return deposit back into the client’s account.

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

E. Outside Compensation For the Sale of Securities to Clients

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

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

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

Item 7: Types of Clients

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

- ❖ High-Net-Worth Individuals
- ❖ Individuals

We do not have a minimum account size requirement.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

MDRNW's methods of analysis include Fundamental analysis and Modern portfolio theory.

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

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Investment Strategies

MDRNW uses long term trading and options trading (including covered options, uncovered options, or spreading strategies).

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

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one.

Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

MDRNW's use of options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

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

C. Risks of Specific Securities Utilized

MDRNW's use of options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another and losses may be magnified if no liquid market exists for the ETF's shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Interval Funds are a type of closed-end fund with shares that do not trade on the secondary market. These funds periodically offer to buy back a percentage of outstanding shares at net asset value (NAV). Repurchase is done on a pro-rata basis; there is no guarantee you can redeem the number of shares you want during a given redemption. Because of the restricted selling opportunities, an interval fund should be considered a long-term, mostly illiquid investment.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a "naked" or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Derivatives gain their value from another instrument and therefore can result in large losses because of the use of leverage, or borrowing. Derivatives allow investors to earn large returns from small movements in the underlying asset's price. However, investors could lose large amounts if the price of the underlying moves against them significantly.

Private Equity Funds: In addition to the risks associated with hedge funds, there are risks specifically associated with investing in private equity. Capital calls can be made on short notice, and the failure to meet capital calls can result in significant adverse consequences, including but not limited to a total loss of investment.

Private Credit involves lending money to companies in exchange for interest payments. Investors can impose covenants and/or collateralization that secures the loan. The risks include, but are not limited to, inflation and increased competition.

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

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

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

Neither MDRNW nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

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

Neither MDRNW nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

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

Neither MDRNW nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

John Damion Boyd is the Director of Financial Planning and collaborates with the Arizona Department of Corrections Inmate Rehabilitation and Reentry Program to deliver comprehensive Financial Literacy Education and Pro-Bono Planning Resources to incarcerated individuals as they prepare for reentry into society.

All material conflicts of interest under Section 260.238 (k) of the California Corporations Code are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

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

MDRNW does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

MDRNW 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, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. MDRNW's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MDRNW may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of MDRNW to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. MDRNW will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

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

From time to time, representatives of MDRNW may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of MDRNW to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, MDRNW will never engage in trading that operates to the client's disadvantage if representatives of MDRNW buy or sell securities at or around the same time as clients. MDRNW and related persons will not trade ahead of clients or engage in front-running activities.

Item 12: Brokerage Practices

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

Custodians/broker-dealers will be recommended based on MDRNW's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and MDRNW may also consider the market expertise and research access provided by the brokerdealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in MDRNW's research efforts. MDRNW will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

MDRNW recommends clients to use Altruist.

1. Research and Other Soft-Dollar Benefits

While MDRNW has no formal soft dollars program in which soft dollars are used to pay for third party services, MDRNW may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). MDRNW may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and MDRNW does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. MDRNW benefits by not having to produce or pay for the research, products or services, and MDRNW will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that MDRNW's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

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

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

MDRNW may permit clients to direct it to execute transactions through a specified broker-dealer. Clients must refer to their advisory agreements for a complete understanding of how they may be permitted to direct brokerage. If a client directs brokerage, the client will be required to acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to MDRNW to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

MDRNW does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

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

All client accounts for MDRNW's advisory services provided on an ongoing basis are reviewed at least quarterly by John Damion Boyd, Founder and Lead Wealth Advisor, with regard to clients' respective investment policies and risk tolerance levels. All accounts at MDRNW are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by John Damion Boyd, Founder and Lead Wealth Advisor. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

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).

With respect to financial plans, MDRNW's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of MDRNW's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. MDRNW will also provide at least quarterly a separate written statement to the client.

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

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

Other than soft dollar benefits as described in Item 12 above, MDRNW does not receive any economic benefit, directly or indirectly from any third party for advice rendered to MDRNW's clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

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

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, MDRNW will be deemed to have limited custody of client's assets. Because client fees will be withdrawn directly from client accounts, in states that require it, MDRNW will:

(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 verify that the qualified custodian sends invoices to the client.

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

Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Clients are urged to compare the account statements they received from the custodian with those they received from MDRNW.

Item 16: Investment Discretion

MDRNW provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, MDRNW generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, MDRNW's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to MDRNW.

Item 17: Voting Client Securities (Proxy Voting)

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

Item 18: Financial Information

A. Balance Sheet

MDRNW neither requires nor solicits prepayment of more than $500 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 Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither MDRNW nor its management has any financial condition that is likely to reasonably impair MDRNW's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

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

Item 19: Requirements For State Registered Advisers

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

MDRNW currently has only one management person: John Damion Boyd. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement.

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

Other business activities for each relevant individual 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

MDRNW 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 civil, self-regulatory organization, or arbitration proceedings to report under this section.

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

See Item 10.C and 11.B.