

Main Line Financial Advisors, LLC

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Investment Advisory Services Program

Appendix 1 Fee Disclosure Brochure

March 28, 2011

This wrap fee program brochure provides information about the qualifications and business practices of Main Line Financial Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 610. 323.5860. 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.

Main Line Financial Advisors, LLC 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 Main Line Financial Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov

Material Changes

On August 12, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which revises the format of Schedule H of Form ADV. This brochure dated March 14, 2011 is prepared according to the new Form ADV Part 2 Appendix 1 format. As a result, we are providing you with a brochure that not only looks different, but contains information in a clearer format than our earlier disclosure documents.

In the past Main Line Financial Advisors, LLC (“Main Line, we, us, our, ours”) have offered or delivered information about our qualifications and business practices to clients on an annual basis. Going forward, we will ensure that you receive a summary of any material changes to our brochures by April 29th of each year.

We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of our

last annual update of our brochure.

Currently, our brochure may be requested by contacting Cynthia Posipanko, Chief Compliance Officer at 610.323.5860 or cposipanko@mlfa.com. We will provide you with a new brochure at any time without charge.

Additional information about us is available via the SEC’s website: www.adviserinfo.sec.gov. This website also provides information about any persons affiliated with Main Line who are registered as investment adviser representatives (“your advisory representative”) of Main Line. Information on our investment adviser representatives who work with your account can be found in our brochure supplements on the page shown in the table of contents to the right of this column.

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Services, Fees and Compensation

4A We act as portfolio managers for the Investment Advisory Services Program. We work with you to identify your investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement your financial situation and personal circumstances. Accounts will be managed based on your individual needs.

We will periodically review and update your financial circumstances and investment objectives; however, it is your responsibility to notify us of any material changes to your financial situation.

Product recommendations under this platform may include but are not limited to, equities, corporate debt securities, municipals bonds, mutual funds, government securities, and options. We directly manage and diversify your portfolio based upon your individual investment needs and objectives. Restrictions and guidelines that you impose effect the composition and performance of portfolios. For this reason, performance of portfolios within the same investment objective may differ.

Clients involved in the Main Line Wrap Program will have your transactions costs bundled with the advisory fee. Securities and funds are selected with the aid of fundamental analysis and the review of independent research, news

sources, corporate documents such as annual and quarterly reports and press releases and rating services.

You have the opportunity to place reasonable restrictions on the type of investments to be held in your portfolio. We will periodically review and update your financial circumstances and investment objectives. You should notify us promptly if there are any changes in your financial situation or investment objectives.

Wrap fee structures allow you to pay an all-inclusive fee which includes:

- investment management fees shared by our firm, our advisory representatives, and, in some instances, the broker dealer of advisory representatives who are also registered as representatives of the broker-dealer;
- execution and clearing costs;
- transaction costs – if applicable – which may be paid to purchase and sell securities in your account; and
- custody fees.

Below is the schedule of fees charged by us in connection with the Investment Advisory Services Program. The fee charged is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

| Assets under Management | Annual Fee^{1,2} |
|--------------------------------|---------------------------------|
| \$100,000 to \$499,999 | 2.50% |
| \$500,000 to \$749,999 | 2.25% |
| \$750,000 to \$1,249,999 | 2.00% |
| \$1,250,000 to \$1,999,999 | 1.50% |
| \$2,000,000 to \$4,999,999 | 1.25% |
| \$5,000,000 + | 1.00% |

¹*Fees are negotiable at our sole discretion.*

²*Maximum Fee Allowed.*

The asset-based fee is calculated at the end of the calendar quarter. The timing of the fee is determined at the time the advisory agreement is signed. The fee is based upon the value of the account as calculated by the custodian. Fees for the initial quarter will be adjusted pro-rata based upon the number of calendar days in the calendar quarter that the adviser agreement goes into effect. For any deposits or withdrawal of funds or securities within a billing period, Advisor will prorate the fee due at the end of the quarter based on the number of days the assets were in the advisory account. We have the right to change any or all of its fee schedules with 30 days written notice.

A client agreement may be canceled by either party for any reason upon receipt of 30 days written notice. Upon termination of an account, any prepaid, unearned fees will be refunded. Any earned unpaid fees will be due and payable. The client has the right to terminate an agreement within five

business days after entering into it without owing us any fees.

As authorized in the Client Agreement, the account custodian withdraws advisory fees directly from the client's account according to the custodian's policies, practices and procedures. The custodian sends the client a statement, at least quarterly, indicating all the amounts disbursed from the account, including the amount of advisory fees. It is client's responsibility, not the custodian's, to verify the accuracy of the billing amount. Advisor does not hold customer funds or securities. We will not have the authority to withdraw funds or take custody of client funds or securities other than where the client has authorized the deduction of investment advisory fees via a qualified custodian.

4B You should note that the same (or similar) services as those described above may be available from other sources at a lower cost to you. You should consider that depending upon the level of the wrap fee charges, the amount of portfolio activity in your account, the value of services that are provided, and other factors, a wrap fee may exceed the aggregate cost of services if they were to be provided separately. A non-wrapped pricing arrangement may be more cost effective for accounts that do not experience frequent trading activity.

4C The wrap fee does not include mark-ups, markdowns, or payment of brokerage commissions for transactions made by a broker-dealer other than the

custodian.

In addition to our fee, you may be required to pay other charges such as:

- custodial fees,
- brokerage commissions,
- transaction fees,
- SEC fees,
- internal fees and expenses charged by mutual funds or exchange traded funds (“ETFs”), and
- other fees and taxes on brokerage accounts and securities transactions.

Mutual fund companies, ETFs, and variable annuity issuers charge internal fees and expenses for their products. These fees and expenses are in addition to any advisory fees charged by us. Complete details of these internal fees and expenses are explained in the prospectuses for each investment. You are strongly encouraged to read these explanations before investing any money. You may ask us any questions you have about fees and expenses.

While you may purchase shares of mutual funds directly from the mutual fund company without a transaction fee, those investments would not be part of our advisory relationship with you. This means that they would not be included in our investment strategies, investment performance monitoring, or portfolio reallocations.

Since our Advisory Representatives are also registered representatives and advisory representatives of FSC

Securities Corporation (“FSC”), the broker/dealer has certain supervisory and administrative duties that it is obligated to perform. As such, all advisory fees are paid to FSC as paying agent for us. FSC will retain a portion of the advisory fee to cover the cost of such supervisory responsibilities. The custodian of the account holds all customer assets. We do not hold customer funds or securities.

4D Advisory representatives may recommend our wrap program to you and, as a result of your participation in this program, will receive a portion of the fee charged by us. These payments may be made as long as you participate in the program and may be greater than other forms of compensation had you paid separately for investment advice, brokerage and other services provided to you as part of a wrap fee program. As a result, our advisory representatives may have a financial incentive to recommend this program over other programs or services that may be available to you.

Account Requirements and Types of Clients

5As a condition for starting and maintaining an advisory relationship, we generally require a minimum portfolio size of \$100,000. We, at our sole discretion, may accept clients with smaller portfolios based upon certain factors including:

- anticipated future earning capacity,
- anticipated future additional assets,

- account composition,
- related accounts, and
- pre-existing client relationships.

We may consider the portfolios of your family members to determine if your portfolio meets the minimum size requirement.

We provide advisory services primarily to high net worth individuals, including their trusts, estates and retirement accounts. We also provide services to corporations or business entities including their pension and profit sharing plans.

Portfolio Manager Selection and Evaluation

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Advisory Business

Investment Management

We offer direct asset management services. We work with you to identify your investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement your financial situation and personal circumstances. The portfolio may consist of mutual funds and exchange trade funds and, on a more limited basis, equities and fixed income securities. The investment strategies utilized depend on your investment objectives and goals. Portfolios are constructed along basic investment objective categories and focus primarily on a long-term buy and hold approach as

opposed to short-term trading. However, you have the opportunity to place reasonable restrictions on the type of investments to be held in the portfolio.

Corporate Retirement Consulting

We assist corporate retirement plan sponsors by serving as their investment and fiduciary advisor, helping them meet the needs of their employees while working within increasingly stringent guidelines put in place by ERISA. Our service model involves implementing customized processes designed to help sponsors manage their organization's plan as effectively as possible, including quarterly reporting, ERISA compliance and, when requested, assisting with employee allocations.

As part of a comprehensive corporate retirement plan management strategy, we regularly monitor plan fees and costs and review the overall performance of investment options. Significant cost savings from providers and vendors may be realized through aggressive negotiation and process improvement. Among other functions, we will design and help implement an investment policy statement, propose funds to watch and make recommendations regarding investment changes within the plan, monitor existing investment options and conduct participant education seminars.

Financial Planning Services

We serve your financial planning needs through a five-step process. The steps

can be sequential, or occur simultaneously. It depends on your goals and priorities. As part of the financial planning process, we will gather information to assess your current situation to help you to define financial goals and investment objectives. The information gathered includes personal data such as family records, budgeting, personal liability, estate information and additional financial goals. We will then analyze the data and create a personalized, written financial plan and then assist you with implementing the plan. Should you choose to implement the recommendations contained in the plan, we suggest that you work closely with your attorney, accountant, insurance agent, and/or stockbroker.

Implementation of financial plan recommendations is entirely at your discretion.

We maintain relationships with many other professionals who can support the your personal and business needs by providing expertise in related areas such as banking, insurance, accounting and payroll, legal, pension administration and mortgage brokerage services.

We help you meet your goals by utilizing five basic wealth creation techniques:

- Income Tax Planning - explore tax strategies and investment solutions that can help you achieve your accumulation goals more efficiently;
- Investment Planning – the financial plan will detail a balanced investment plan using the asset

allocation system that considers both your objectives and risk tolerances;

- Fringe Benefit Planning – work with business owners to develop various benefit packages including various qualified retirement plans, insurance and employee stock ownership plans;
- Business Continuity Planning - assist business owners in developing plans for business succession upon retirement, death or disability; and
- Estate Planning – help you develop a plan to transfer assets to heirs.

4C In managing your investment portfolio, we consider your

- financial situation,
- risk tolerance,
- investment horizon,
- liquidity needs,
- tax considerations,
- investment objectives, and
- any other issues important to your state of affairs.

You should notify us promptly if there are any changes in your financial situation or investment objectives or if you wish to impose any reasonable restrictions upon the management of your account.

Performance-Based Fees

Performance-based fees are designed to give a portion of the returns of an investment to the investment adviser as a

reward for positive performance. The fee is generally a percentage of the profits made on the investments. We do not charge performance-based fees on any of our client accounts.

Methods of Analysis, Investment Strategies and Risk of Loss

We select specific investments for your portfolios through the use of fundamental and technical analysis, as well as, charting.

Fundamental analysis is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions as well as the financial condition and the quality of the company's management. Earnings, expenses, assets, and liabilities are all important in determining the value of a company. The value is then compared to the current price of the issuing company's security to determine whether to purchase, sell or hold the security.

Technical analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

Charting involves identifying patterns that can suggest future activity in price

movements. A chart pattern is a distinct formation on a stock chart that creates a trading signal or a sign of future price movements. Chartists use these patterns to identify current trends and trend reversals to trigger buy and sell signals. Some of the chart types are Line Charts, Bar Charts, Candlestick, Point and Figure, etc.

8B Although we manage your portfolio in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk.

8C Our investment strategies may include long-term and short-term purchases and sales, and the use of options, and trading (securities sold within 30 days). You may place reasonable restrictions on the strategies to be employed in your portfolio and the types of investments to be held in your portfolio.

You must also be aware that the use of options and short sales are higher risk strategies. It is possible to lose all of the principal you invest, and sometimes more. When you short sell, your losses can be infinite.

Voting Client Securities

We do not take any action or give any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which your accounts may be invested. In addition, we do not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. We will, however, forward to you any information received by us regarding proxies and class action legal matters involving any securities held in your accounts.

Client Information Provided to Portfolio Managers

7 We work with you to identify your investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement your financial situation and personal circumstances. We obtain this information from you initially, annually, and as you inform us of any changes.

Client Contact with Portfolio Managers

8 You have ready access to your advisory representative/portfolio manager. Advisory representative/portfolio managers are not required to be available for unscheduled or unannounced visits or calls by clients. However, advisory representative/portfolio managers are expected to periodically meet with clients and should generally be available to take

client telephone calls on advisory-related matters.

Additional Information

9A Disciplinary Information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

9A Other Financial Industry Activities and Affiliations

Our advisory representatives are also registered representatives and investment adviser representatives of FSC, a registered broker/dealer, member FINRA/SIPC, and registered investment adviser. If you choose to implement your financial plan through FSC, commissions may be earned by your financial advisor in addition to any fees paid for advisory services. In addition, the financial advisor may be entitled to a portion of the internal expense fees (such as 12b-1 fees) charged by mutual funds.

Our advisory representatives are also licensed with various insurance companies. Commissions may be earned by our financial advisors if insurance products are purchased through these insurance companies.

We may receive benefits such as assistance with conferences and educational meetings from product sponsors.

Our advisory representatives may also recommend various asset management firms. If you establish an investment advisory relationship with one of these firms, our financial advisors may share in the advisory fees you pay to these asset management firms.

The above arrangements present a conflict of interest because they create an incentive to make recommendations based upon the amount of compensation we receive rather than based upon your needs. We will explain the specific costs associated with any recommended investments with you upon request. We also recommend no-load and load-waived mutual funds to further reduce conflicts of interest. Additionally, you have the option to purchase investment and insurance products through other brokers or agents who are not affiliated with us.

9B Code of Ethics; Participation or Interest in Client Transactions and Personal Trading

We have adopted a *Code of Ethics* (“*Code*”) to address the securities-related conduct of our advisory representatives and employees. The *Code* includes our policies and procedures developed to protect your interests in relation to the following:

- the duty at all times to place your interests ahead of ours;
- that all personal securities transactions of our advisory

representatives and employees be conducted in a manner consistent with the *Code* and avoid any actual or potential conflict of interest, or any abuse of an advisory representative’s or employee’s position of trust and responsibility;

- that advisory representatives may not take inappropriate advantage of their positions;
- that information concerning the identity of your security holdings and financial circumstances are confidential; and
- that independence in the investment decision-making process is paramount.

We will provide a copy of the *Code* to you or any prospective client upon request.

We do not buy or sell securities for our firm that we also recommend to clients. Our advisory representatives and employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for your account(s). The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by you or
- considered for purchase or sale for you.

We have adopted policies and procedures that are intended to address

these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in your best interest,
- prohibit favoring one client over another, and
- provide for the review of transactions to discover and correct any same-day trades that result in an advisory representative or employee receiving a better price than a client.

Advisory representatives and employees must follow our procedures when purchasing or selling the same securities purchased or sold for you.

9BReview of Accounts

Investment Advisory Supervisory Services client assets will be reviewed on an ongoing basis. Individual accounts are analyzed on at least a quarterly basis.

We will conduct client meetings at least annually. These reviews focus on consistency of portfolio investments with investment objectives and risk tolerances.

More frequent reviews may be triggered by such variables as market and economic conditions, political circumstances and your individual needs and goals.

All reviews will be performed by the investment advisory representative responsible for the individual account.

You will receive statements from the custodian/broker-dealer at least quarterly. These statements identify your current investment holdings, the cost of each of those investments, and their current market values.

9BClient Referrals and Other Compensation

We do not directly or indirectly compensate any person who is not one of our advisory representatives or employees for client referrals.

We may recommend that the broker-dealer/custodian for your account be either Schwab Institutional ® division of Charles Schwab & Company, Inc., or TD Ameritrade, Inc. through its TD Ameritrade Institutional program (collectively “the Broker /Dealer”). Broker/Dealer will assist us in servicing your accounts. We are independently owned and operated and not affiliated with Broker/Dealer. Our use of Broker/Dealer is, however, a beneficial business arrangement for us and for Broker/Dealer. Information regarding the benefits of this relationship is described below:

Broker/Dealer provides us with access to its institutional trading and custody services, which includes:

- brokerage,
- custody,
- research, and
- access to mutual funds and other investments that are otherwise generally available only to institutional

investors or would require a significantly higher minimum initial investment.

Broker/Dealer also makes available to us other products and services that benefit us but may not benefit you directly. Some of these products and services assist us in managing and administering our client accounts, such as software and other technology that:

- provide access to account data such as:
 - duplicate trade confirmations,
 - bundled duplicate account statements, and
 - access to an electronic communication network for client order entry and account information;
- facilitate trade execution, including:
 - access to a trading desk serving advisory participants exclusively and
 - access to block trading which provides the ability to combine securities transactions and then allocate the appropriate number of shares to each individual account;
- provide research, pricing information and other market data;
- facilitate payment of our fees from client accounts; and
- assist with back-office functions, record keeping and client reporting; and
- receipt of compliance publications.

Additionally, Broker/Dealer makes available to us other services intended to help us manage and further develop our business. These services may include:

- consulting,
- publications and conferences on practice management,
- information technology,
- business succession,
- regulatory compliance, and
- marketing.

Broker/Dealer may also make available or arrange for these types of services to be provided to us by independent third parties. Broker/Dealer may discount or waive the fees it would otherwise charge for some of the services it makes available to us. It may also pay all or a part of the fees of a third party providing these services to us. Thus, we receive economic benefits as a result of our relationship with Fidelity, because we do not have to produce or purchase the products and services listed above.

Because the amount of our compensation or the products or services we receive may vary depending on the custodian/broker-dealer we recommend to be used by our clients, we may have a conflict of interest in making that recommendation. Our recommendation of specific custodian/broker-dealers may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. We nonetheless strive to act in your best interests at all times.

Commissions and other fees for transactions executed through Broker/Dealer may be higher than commissions and other fees available if you use another custodian/broker-dealer firm to execute transactions and maintain custody of your account. We believe, however, that the overall level of services and support provided to our clients by Broker/Dealer outweighs the benefit of possibly lower transactions cost which may be available under other brokerage arrangements.

Many of the services described above may be used to benefit all or a substantial number of our accounts, including accounts not maintained through Broker/Dealer. We do not attempt to allocate these benefits to specific clients.

9B Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you and we have not been the subject of a bankruptcy proceeding.

