

MARKET STREET WEALTH MANAGEMENT, LLC

FIRM BROCHURE

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Market Street Wealth Management, LLC
999 West Chester Pike, Suite 202
West Chester, PA 19382
Phone: 610-692-3200
Website: www.msfgonline.com

This brochure provides information about the qualifications and business practices of Market Street Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (610) 692-3200. 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.

Market Street Wealth Management, 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 Market Street Wealth Management, LLC is available on the SEC's website www.adviserinfo.sec.gov.

2. MATERIAL CHANGES

Our last amendment to this Form ADV Part 2A was on March 30, 2011, since that amendment we have no new material changes to report.

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4. ADVISORY BUSINESS

Market Street Wealth Management, LLC (“the Firm,” “we” or “the Adviser”) is a registered investment adviser. The Adviser’s services are described below.

a. DESCRIPTION OF SERVICES

The Firm provides investment supervisory services, the selection and monitoring of third party investment advisers and the creation of financial plans for clients. Prior to recommending these services, the Adviser will evaluate each individual Client's investment needs, goals and objectives. After the evaluation, the Adviser may recommend one or more of these services.

Investment Supervisory Services:

The Firm provides investment supervisory services to interested clients. It manages assets based on modern portfolio theory and also traditional asset allocation predicated on a client’s risk tolerance. These accounts are actively managed in that the Firm may shift allocations based on the current economic and market conditions.

The Firm’s investment management accounts are discretionary – the Clients will be asked to sign an investment management agreement that includes a limited power of attorney. The agreement allows the investment adviser to buy or to sell securities it has selected, within the tolerance agreed to by the Client, and in the amounts the Firm deems suited to the agreed upon portfolio structure. By the power of attorney, the Client agrees to allow the Firm to place each such trade without the Client’s prior approval.

Selection and Monitoring of Third Party Advisers:

The Adviser may recommend a third party unaffiliated investment adviser to a client. As a result, the Adviser will act as a Solicitor for the other registered investment adviser (the “third party investment adviser”). The third party investment adviser will manage individual client, trust and company accounts on a discretionary and/or non-discretionary basis for a percentage of clients' assets under management. The Adviser will monitor each client’s account held by the third party investment adviser.

Financial Planning:

Financial planning consultations are provided to interested clients to evaluate their financial situation, goals and risk tolerance. Through a series of personal interviews the Firm will collect pertinent data, identify goals, objectives, financial problems, potential solutions, prepare specific recommendations and implement recommendations. The Firm may also prepare tax returns for interested clients.

b. OWNERSHIP

Market Street Wealth Management, LLC is owned by Kevin Holt, Jeffrey Leppert and Mark Meloro. The following is information about the owners:

Kevin Holt

Born: 1978

Education: Eastern University – Bachelors of Science – 2000
Certified Financial Planner – 2008

Business Background:

Sept. 2010 – Present – *Market Street Wealth Management, LLC*
– Managing Member
– Investment Adviser Representative

Feb. 2006 – Present – *USA Financial Securities Corp.*
– Registered Representative

Mar. 2003 – Present – *Market Street Financial Group, LLC*
– Member

Nov. 2003 – Jan. 2006 – *Princor Financial Services Corp.*
– Registered Representative

Feb. 2002 – Present – *Independent Insurance Agent*
– Life & Health

June 2000 – Jan. 2001 – *Morgan Stanley Dean Witter*
– Registered Representative

Jeffrey Leppert

Born: 1968

Education: West Chester University – Bachelors of Science in Criminal Justice – 1991

Business Background:

Sept. 2010 – Present – *Market Street Wealth Management, LLC*
– Managing Member
– Investment Adviser Representative

Jan. 2007 – Present – *USA Financial Securities Corp.*
– Registered Representative

Mar. 2003 – Present – *Market Street Financial Group, LLC*
– Member

Nov. 2003 – Nov. 2006 – *Princor Financial Services Corp.*
– Registered Representative

Nov. 2000 – Present – *Dynamic Financial Services, Inc.*
– Owner

Sept. 1993 – Present – *Independent Insurance Agent*
– Life & Health

Mark Meloro

Born: 1976

Education: West Chester University – Bachelors of Science in Finance – 1999

Business Background:

Sept. 2010 – Present – ***Market Street Wealth Management, LLC***

- Managing Member
- Investment Adviser Representative

Nov. 2005 – Present – ***USA Financial Securities Corp.***

- Registered Representative

Sept. 2009 – Present – ***Market Street Financial Group, LLC***

- Member
- Financial Advisor

Aug. 2002 – Sept. 2009 – ***Meloro Financial, Inc.***

- Financial Advisor

July 2004 – Nov. 2005 – ***Princor Financial Services Corp.***

- Registered Representative

Feb. 2000 – Aug. 2002 – ***ING USA Life & Annuity***

- Registered Representative

July 1999 – Feb. 2000 – ***The Vanguard Group***

- Registered Representative

c. FIRM HISTORY

Market Street Financial Group, LLC was established in 2003. In September 2010, it established the investment adviser, Market Street Wealth Management, LLC. As of December 31, 2011, the Firm managed \$29,000,000 in discretionary assets. It also monitors \$20,000,000 in assets that it has referred to third party investment advisers.

5. FEES AND COMPENSATION

a. PORTFOLIO MANAGEMENT SERVICES

Fees for portfolio management services will be a percentage of the assets under management, and Clients pay periodic investment management fees that are tiered. Fees will be calculated, accrued and due quarterly in advance based upon the annualized rates below.

Fair Market Value of Account	Management Fee
Up to \$500,000	1.25% - 1.75%
\$500,001 to \$1,000,000	1.00% - 1.50%
\$1,000,001 to \$2,000,000	.85% - 1.35%
\$2,000,001 and \$5,000,000	.75% - 1.25%
\$5,000,001	.50% - 1.00%

The pro-rated first quarter's management fee will be calculated on the Account's initial fair market value upon investment. Thereafter, the management fee will be calculated on the Account's fair market value as of the preceding quarter-end as reported by the account's

custodian. The management fee is tiered. A tiered fee means the applicable rate will be applied to the fair market value in each applicable range of account value. For example, an account with a quarter end value of \$700,000.00 will be charged at an annual rate of \$11,750.00 annually; \$8,750.00 for the first \$500,000.00 and \$3,000.00 for the remaining \$200,000.00. Notwithstanding the Account's fair market value, the minimum annual fee table is stated in the client's Investment Management Agreement. Cash balances and investments in money market funds, demand deposit accounts, and certificates of deposit at banks or brokerage firms are covered by the Account and are included in the fee calculations.

Under some circumstances the Firm's fees may be lower than the rate schedule. Accordingly, rates may vary based on a variety of factors. For example, in determining fees, rates, and minimums, the Firm may aggregate related accounts and, for billing purposes, treat them like one account.

Fees will not be based upon a share of capital gains or capital appreciation of the funds or of any portion of the funds under advisory contract. Fees for services to be performed will not be collected six or more months in advance. Fees are billed directly to the custodian. If either party terminates the agreement prior to the end of the quarter, a pro-rata refund of unearned fees will be made to the Client.

A client may terminate the Investment Management Agreement for any reason at any time and, within the first five business days after signing the contract, without any cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice. Upon termination, fees will be prorated for the number of days that services were rendered based on the Account's valuation as of the termination date.

The Firm's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Firm's fee and it shall not receive any portion of these commissions, fees, and costs.

The Firm may from time to time unilaterally amend our fees and billing arrangements. Any change will only become effective after thirty (30) days prior written notice. The fees for these portfolios are not based on the financial performance or capital gains or losses experienced by the Account.

Item 12 further describes the factors that the Firm considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

b. FINANCIAL PLANNING SERVICES

Financial plans are provided at a fixed rate not to exceed \$10,000.00. In the event of special planning for a Client, the Firm's hourly rate will not exceed \$250 per hour. The minimum hourly planning fee is \$250 and the maximum hourly fee of \$4,000. Fees for planning services are agreed upon in advance in writing and due at that time. They vary depending upon the complexity of the financial situation, the estimate of hours involved, including preparation and research, areas to be specified and estimated in the written agreement for services. For prepaid fees in excess of \$1,200.00, services will be completed within six months of the date fees are received.

A Client may cancel the financial planning service agreement for any reason during the first 90-days from the date of signing the agreement and will receive a refund of 100% of all fees paid without cost or penalty. To cancel the agreement, a Client must notify the adviser and return any materials received to that date. After 90-days if a Client cancels, any prepaid fees will be refunded on a prorated basis based upon the number of hours worked.

Clients are not obligated to follow the Firm's recommendations or to pursue the recommendations through it.

c. SELECTION AND MONITORING OF THIRD PARTY INVESTMENT ADVISERS

The Firm does not charge a fee for Selecting and Monitoring Third Party Investment Advisers; instead it shares in a portion of the fees charged by the third party investment adviser. The shared portion will be disclosed to the Client on the Solicitor Disclosure Document. The Client will be given the recommended Company's ADV Part 2, Schedule F and Solicitor Disclosure Document. The Third Party Investment Adviser's fees are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of funds of an account.

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).

7. TYPES OF CLIENTS

The Firm provides portfolio management services, selection and monitoring of other investment adviser and financial planning services to individuals and high net worth individuals. The advice may be for a variety of accounts including, but not limited to, individual, trust, individual retirement accounts, or other qualified accounts.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

With respect to the Adviser's portfolio management services, the Adviser utilizes an individualized asset allocation method for each client account. When deciding on the asset allocation for a client's account, the Adviser studies various market indicators such as financial

newspapers and magazines, research prepared by other advisers, company press releases, prospectuses, and other SEC filings. After studying the market indicators the Adviser may move all, none or a portion of the client's account assets into the market.

All investment bears different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear.** While our investment strategies are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Our investment strategies seek to balance risks and rewards to achieve investment objectives. Clients need to ask questions about risks they do not understand. We would be pleased to discuss them.

We strive to render our best judgment on behalf of our clients. Still, we cannot assure or guarantee Clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. We continuously strive to provide outstanding long-term investment performance, but many economic and market variables beyond our control can affect the performance of an investment portfolio.

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 its management. Market Street Wealth Management, LLC has no information applicable to this Item. Neither the Firm nor its investment adviser representatives have ever been the subject of any civil, criminal or regulatory proceedings.

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Firm's executive officers, Kevin Holt, Jeffrey Leppert and Mark Meloro, and its investment adviser representatives are registered representatives of USA Financial Securities Corp. and also independent insurance agents (Life and Health). They each spend approximately 10 hours a week on these activities, which are investment related. These other business activities pay fees and commissions that are separate from the fees described above. The executive officers and investment adviser representatives may recommend these services to Clients. With the ability to work as a Client's insurance agent, registered representative and investment adviser representative, this could be viewed as a conflict of interest because each service pays a separate fee or commission. However, the Firm, its executive officers and investment adviser representatives attempt to mitigate any conflicts of interest to the best of their ability by placing the Clients interests ahead of his own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

Additionally, the Firm's executive officers, Kevin Holt, Jeffrey Leppert and Mark Meloro, also own Market Street Financial Group, LLC and Market Street Insurance Services, LLC. These entities are insurance agencies and the Firm's investment adviser representatives may be agents

of the insurance agencies. The agencies pay commissions that are separate from the fees described above. With the ability to work as a Client's insurance agent and investment adviser representative, this could be viewed as a conflict of interest because of the separate fees and commissions. However, the Firm, its executive officers and investment adviser representatives attempt to mitigate any conflicts of interest to the best of their ability by placing the Clients interests ahead of his own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

In addition to the insurance agencies, the Firm's executive officers, Kevin Holt, Jeffrey Leppert and Mark Meloro, also own Market Street Tax Services, LLC. This entity is a tax preparation service that may be recommended to the Firm's clients. With the ability to work as a Client's tax preparer and investment adviser representative, this could be viewed as a conflict of interest because each service pays a separate fee. However, the Firm, its executive officers and investment adviser representatives attempt to mitigate any conflicts of interest to the best of their ability by placing the Clients interests ahead of his own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

As described above in Item 4, Advisory Business, the Firm Selects and Monitors Third Party Investment Advisers. The Firm will share in a portion of the assets under management fee charged by the Third Party Investment Adviser. The shared portion varies with each Third Party Adviser and it will be disclosed to the Client on the Solicitor Disclosure Document that is given to the Client upon recommendation. (In addition to the Solicitor Disclosure Document, the Client will be given the recommended Third Party Investment Adviser's ADV Part 2 and Schedule F.) The Firm's portion of the Third Party Investment Adviser's assets under management fee is shared with its investment adviser representatives. This could be viewed as a conflict of interest because the Firm and its investment adviser representatives are paid by the Third Party Investment Adviser. However, the Firm and its investment advisers attempt to mitigate the conflicts of interest to the best of their ability by placing the Clients interests ahead of his own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict. In all cases the Firm and its investment adviser representatives will act as a fiduciary to its Clients.

11. CODE OF ETHICS

The Firm's Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of our Code of Ethics to any client or prospective client upon request.

The Firm's Code of Ethics covers all supervised persons and it describes its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at the Firm must acknowledge the terms of the Code of Ethics annually, or as amended.

On occasion, the Firm's managers and investment adviser representatives may buy or sell for their own accounts securities that are the same as, similar to, or the opposite of those that they recommend to their clients for purchase or sale. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. The Firm attempts to mitigate the conflict of interest to the best of its ability through the enactment of the Firm's code of ethics, trading policies, and its fiduciary responsibilities. Nonetheless, the Firm generally attempts to place client transactions ahead of proprietary trades. In all situations the Firm will act as a fiduciary. The associates of the Firm are aware of their fiduciary duty to their Clients and the prohibitions against the use of any insider information. Records of all associates' proprietary trading activities will be kept by the firm, available to regulators to review on the premises.

It is the Firm's policy to not affect any principal or agency cross securities transactions for client accounts. The Firm will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

12. BROKERAGE PRACTICES

Recommended Brokerage

When the Firm and its representatives are conducting business as an investment adviser or an investment adviser representative, it will recommend a separate custodian to hold client assets. The recommendation will be based upon custodians who offer competitive fees and costs together with reliable services. The Firm and its investment adviser representatives have and continue to recommend Fidelity for its investment adviser transaction execution. The Firm and its investment adviser representatives recognize their fiduciary responsibility in obtaining competitive fees, negotiating brokerage commissions, assuring best execution practices and assuring adequate investment availability/inventory on behalf of their clients. The Firm and its investment adviser representatives do not receive any compensation with respect to the execution of trades by Fidelity. They only receive the portfolio management fees disclosed in Item 4. In some instances, a client may incur a ticket charge for the sale or purchase of securities.

Several of the Firm's investment adviser representatives are also registered representatives of USA Financial Securities Corp. Accordingly, all brokerage transactions conducted by those individuals registered with USA Financial must be executed through USA Financial Securities Corp. USA Financial Securities Corp. clears all brokerage transactions through Pershing, LLC ("Pershing"). The use of USA Financial Securities Corp. and/or Pershing may result in additional compensation to the Firm's investment adviser representatives in the form of commissions or 12b-1 fees. PLEASE NOTE: Clients should be aware that the additional

compensation results in a conflict between interests of the Firm, its investment advisers and the interests of the Clients. The Firm and its investment advisers attempt to mitigate the conflicts of interest to the best of their ability by placing the Clients interests ahead of his own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

Directed Brokerage

Direct brokerage refers to the arrangement whereby you, as a client, direct our firm to use a specific broker-dealer to conduct your brokerage transactions. Because several of our Firm's investment adviser representatives are also registered representatives of USA Financial Securities Corp., as referenced above, those individuals will not be able to engage in directed brokerage transactions.. USA Financial Securities Corp. does not permit its registered representatives to conduct brokerage transactions with other broker-dealers. Accordingly, all brokerage transactions executed by our Firm's investment adviser representatives when acting in their registered representative capacity must be executed through USA Financial Securities Corp.

13. REVIEW OF ACCOUNTS

The Firm's investment adviser representatives review the general holdings of the Client accounts on an annual basis.

Financial Planning Services Clients receive a written report upon completion of the financial planning process. Portfolio Management Service Clients receive monthly or quarterly statements from their custodian. Selection and Monitoring of Third Party Investment Adviser Clients receive monthly or quarterly statements from their custodian or the third party manager itself.

14. CLIENT REFERRALS AND OTHER COMPENSATION

The Firm does not pay for client referrals and does not receive extra compensation other than what was discussed above.

15. CUSTODY

This Section is not applicable to the Firm. All Client funds, securities and accounts are held at third-party custodians. The Firm does not and cannot have custody of client funds, securities or accounts.

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.

16. INVESTMENT DISCRETION

The Firm's Portfolio Management Services are discretionary. The discretionary authority is only over the funds in the Portfolio Management Services' account. All other accounts are nondiscretionary (financial planning services and selection and monitoring of third party

investment advisers). The Firm's discretionary authority is obtained when a Client signs an investment management agreement. The Firm's discretionary authority is limited to selecting and identifying securities and their amounts 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, and any other investment policies, limitation or restrictions.

17. VOTING CLIENT SECURITIES

Unless otherwise mutually agreed in writing, the Firm will not be responsible for responding to proxies that are solicited with respect to annual or special meetings of shareholders of securities held in Clients' accounts. Proxy solicitation materials will be forwarded to Clients for response and voting. In the event a client has a question about a proxy solicitation, the client should contact his/her investment adviser representative.

18. FINANCIAL INFORMATION

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.