

Main Street Financial Management LLC

Registered Investment Advisor

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Form ADV Part 2A Advisory Services Brochure September 17, 2012

This brochure provides information about the qualifications and business practices of Main Street Financial Management LLC. If you have any questions about the contents of this brochure, please contact David Lyon at (312) 264-6547.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or any state securities administrator. Additional information about Main Street Financial Management LLC is available on the SEC's website at www.adviserinfo.sec.gov. Click on the "Investment Adviser Search" link and then search for "Investment Adviser Firm" using the firm's IARD number, which is 164106.

While the firm may be registered with the State of Illinois, that registration does not imply an endorsement by any regulatory authority, nor imply a certain level of skill or training on the part of the firm or its associated personnel.

Item 2 - Material Changes

The firm has amended its June 1, 2012 ADV Part 2A due to its conversion filing from an SEC to a state investment advisor pursuant to industry regulation. While this conversion has resulted in an amendment to the firm's advisory brochure, there have been no other material changes.

The firm may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's Website: www.adviserinfo.sec.gov or may contact our firm at (312) 264-6547 to request a copy at any time.

As with all firm documents, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or throughout the engagement.

Important Information

Throughout this document, Main Street Financial Management LLC shall also be referred to as "Main Street Financial," the "firm," "our," "we" or "us." The client or prospective client may be also referred to as "you," "your," etc., and refers to a client engagement involving of a single *person* as well as two or more *persons*. The term "advisor" and "adviser" are used interchangeably where accuracy in identification is necessary (i.e., Internet address, etc.).

This brochure contains 30 pages and is not complete without all pages.

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Item 4 - Advisory Business

Description of the Firm

Main Street Financial Management LLC is an Illinois registered investment advisor based in Chicago, Illinois. The firm is a Delaware limited liability company, and is not a subsidiary of, nor does it control, another industry entity. In addition to its 2012 registration with the State of Illinois, the firm and its associates may register or meet certain exemptions to registration in other jurisdictions in which investment advisory business is conducted.

David Lyon is the firm's managing member, maintains majority of the firm's membership units (i.e., shares), and also serves as its supervisor. Additional information about Mr. Lyon may be found in Item 19 of this brochure.

Description of Advisory Services Offered

Main Street Financial provides a range of investment advisory solutions to its clients. For those interested in areas such as cash flow and budgeting, education funding, retirement planning, risk management and estate planning, as well as periodic investment advice, we provide our financial planning and investment consultation services. We provide investment management services through the engagement of third party institutional investment managers, as well as ongoing and continuous supervision of clients' portfolios through our own investment supervisory services offering.

To begin, an introductory interview is provided by a qualified representative of our firm to determine the scope of services for your engagement. During or prior to your first meeting, we will provide you with our current ADV Part 2A brochure that incorporates our privacy policy, and you will receive an ADV Part 2B - Brochure Supplement (Advisory Personnel) from your investment advisor representative who will be assisting you. The firm will also ensure any material conflicts of interest are disclosed regarding our firm and its associates that could be reasonably expected to impair the rendering of unbiased and objective advice.

Should you wish to engage our firm for its services, we must first enter into a written agreement; thereafter, discussion and analysis will be conducted to determine your financial needs, goals, holdings, etc. Depending on the scope of the engagement, we may require current copies of the following documents early in the process:

- Wills, codicils and trusts,
- Insurance policies,
- Mortgage information,
- Tax returns,
- Current financial specifics including W-2s or 1099s,
- Information on current retirement plans and benefits provided by your employer,
- Statements reflecting current investments in retirement and non-retirement accounts, and
- Completed risk profile questionnaires or other forms provided by our firm.

It is important that the information and financial statements you provide is accurate. We may, but are not obligated to, verify the information you have provided, which will then be used in the financial planning or investment advisory process.

Financial Planning and Investment Consultation Services

Our services may be broad-based (sometimes coined “comprehensive planning”) or more narrowly focused as you desire. If several or all of the services described are provided together through a broad-based plan, the total time needed to complete these services may be less than the time it would take to complete each service separately because of the efficiency gained by combining more than one service.

Cash Flow and Debt Management

We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

Risk Management

Our services include an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care. Advice is provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential costs of not purchasing insurance (self-insuring).

Employee Benefits

We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible in your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

Retirement Planning

Our retirement planning services typically include projections of your likelihood of achieving your financial goals, with financial independence usually the primary objective. For situations where projections show less than the desired results, we may make recommendations that include showing you the impact on those projections by making changes in certain variables (i.e., working longer, saving more, spending less, taking more risk with investments). If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

Tax Planning Strategies

While our firm does not offer tax preparation, we will work with your tax professional to assist in structuring your financial life to identify tax-saving opportunities. Our advice includes ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

Education Planning

Our college funding advisory services may include projecting the amount that will be needed to achieve post-secondary education funding goals, along with advice on ways for you to save the desired amount.

Recommendations as to savings strategies are included, and advice might also include the “pros-and-cons” of various college savings vehicles such as Section 529 college savings plans and any advantages to you (i.e., reduction of income taxes) of using a particular state’s Section 529 plan or prepaid savings plan or another plan, such as Coverdell Education Savings Accounts.

Estate Planning

This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts.

We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

Investment Consultation

Our investment consultation services may involve providing information on the types of investment vehicles available, employee stock options, investment analysis and strategies, asset selection and portfolio design, as well as assisting you in establishing your own investment account at a selected broker/dealer, custodian, or third-party investment manager (collectively, we term as “service providers”). The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

Periodic Review

We strongly urge our clients to notify us of any change in their circumstances, and to schedule a review any time there is such a change. An annual review should be considered even if there is not a substantial change, because tax laws, estate laws, and insurance and investment products are rapidly evolving.

Investment Supervisory Services

You may also engage our firm to implement investment strategies that we have recommended to you. Depending on your risk profile, needs, among other considerations, your portfolio may involve the employment of one or more investment strategies, as well as either a broad range or more narrowly focused choice of investment vehicles which is described in further detail in Item 8 of this brochure.

We generally provide our investment supervisory services only under a discretionary authority agreement (defined in Item 16), and our services may include the following:

- Investment strategy,
- Investment policy statement,
- Asset allocation,
- Asset selection,
- Risk tolerance,
- Regular portfolio monitoring, and
- Periodic rebalancing.

Where appropriate, we will prepare an investment policy statement (IPS) or similar document reflecting your investment objectives, time horizon, tolerance for risk, as well as any account constraints you may have

for the portfolio. Your investment policy statement will be designed to be specific enough to provide future guidance while allowing flexibility to work with changing market conditions. Since the IPS to a large extent will be a product of information and data you have provided, you will be responsible for reviewing and providing final approval of the document/plan.

Third-Party Investment Managers

Following our consultation session and plan development, we may recommend you engage a third-party investment manager to implement a portion of your investment plan. Prior to recommending a third-party investment manager, our firm will conduct what we believe to be an appropriate level of due diligence to include ensuring the firm is appropriately registered or notice-filed within your jurisdiction, if required.

At least annually thereafter, a due diligence review will be performed from both a compliance and performance perspective to determine that the selected third-party manager remains an appropriate fit. We will review each third-party investment manager's performance over an extended period of time and on a continuing basis, as well as at least quarterly to discuss any potential concerns or recommended changes of program third-party managers.

Under this type of engagement, we will gather information from you about your financial situation, investment objectives, reasonable restrictions you may want to impose on the management of the account, and we will then provide this data to the third-party investment manager to develop the portfolio. Third-party managers will invest on behalf of a client account in accordance with the strategies set forth in their own requisite documents which will be provided to you by our firm prior to your portfolio employing their strategies.

The selected third-party investment manager typically assume discretionary authority over an account (see Item 16), and some of these programs may not be available for those clients who prefer an account to be managed under a non-discretionary engagement.

Educational Workshops

We provide educational workshops at no cost to attendees and on an "as announced" basis for groups desiring general advice on investments and personal finance. Topics may include issues related to financial planning, educational and estate planning, retirement strategies, or various other economic and investment topics.

Our workshops are educational in nature and do not involve the sale of insurance or investment products. Information presented will not be based on any one person's need nor do we provide individualized investment advice to attendees during our general sessions.

Client-Tailored Services and Client-Imposed Restrictions

Broad-Based v. Modular Planning

A broad-based plan is an endeavor that requires detail, therefore, certain variables can affect the cost involved in the development of the plan: the quality of your own records, complexity and number of current investments, diversity of insurance products and employee benefits you currently hold, size of the potential estate, special needs of the client or their dependents, among others.

While certain broad-based plans may require 10 or more hours to complete; complex plans may require more than 20 hours to complete. Alternatively, we may concentrate on reviewing only a specific area (modular planning), such as college funding, portfolio allocations, or evaluating the sufficiency of your retirement plan.

Note that when these services focus only on certain areas of your interest or need, however, your overall situation or needs may not be fully addressed due to limitations you may have established. Whether a broad-based or modular plan, we will present you with a summary of our recommendations, guide you in the implementation of some or all of them, and offer periodic reviews thereafter (see Item 13).

Unless stated to the contrary in your agreement, upon completion of our presentation or delivery of advice through this form of planning service, our engagement is typically concluded. You are always encouraged to contact our firm at any time in the future to re-engage our services.

In all instances involving our financial planning and investment consultation services, our clients retain full discretion over all implementation decisions and are free to accept or reject any recommendation we make.

Investment Account Restrictions

As noted in your IPS or similar document, we will account for any reasonable restrictions you may require for the management of your portfolio. For example, a client may prefer to avoid or require certain types of holdings (e.g., "sin stocks," international or small cap stocks, etc.) in their account. We will then communicate these restrictions to the portfolio manager handling your account.

We want to note that it will remain your responsibility to promptly notify us if there is any change in your financial situation and/or investment objectives for the purpose of our reviewing, evaluating or revising previous account restrictions or firm investment recommendations.

General Information

We do not provide legal or accounting services. With your consent, we may work with your other advisors (attorneys, accountant, etc.) to assist with coordination and implementation of accepted strategies. You should be aware that these other advisors will charge you separately for their services and these fees will be in addition to our advisory fees.

Our firm will use its best judgment and good faith effort in rendering its services. Main Street Financial Management LLC cannot warrant or guarantee any particular level of account performance or that your account will be profitable over time. Past performance is not necessarily indicative of future results.

Except as may otherwise be provided by law, our firm will not be liable to the client, heirs, or assignees for any loss an account may suffer by reason of an investment decision made or other action taken or omitted in good faith by our firm with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; any loss arising from our adherence to your direction or that of your legal agent; any act or failure to act by a service provider maintaining an account.

Federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith and, therefore, nothing contained in this document shall constitute a waiver of any rights that a client may have under federal and state securities laws.

Wrap Fee Programs

Our firm does not sponsor or serve as a portfolio manager in an investment program involving wrap fees.

Client Assets Under Management

As of September 12, 2012, the firm had over \$79 million of client assets under its management; all under discretionary account authority.¹

Item 5 - Fees and Compensation²

Method of Compensation and Fee Schedule

Fixed Fees (Project)

We provide our project-based investment consultation services on a fixed-fee basis, with fees typically ranging from \$1,500 to \$15,000. The fee will take into consideration such factors as the estimated amount of time dedicated to the engagement, the complexity of your project, your financial profile, and any special requests you may require.

Fixed Fee (Retainer)

Clients who prefer an ongoing investment consultation service may also choose to engage the firm on a retainer fee basis. This fixed fee may be paid in quarterly installments, in advance, and the rate takes into consideration factors such as the complexity and amount of time dedicated to the engagement, number of accounts to be monitored, the associate with whom you are working and their experience level, other support services required (i.e., paraplanners and administrative staff), etc. The fee ranges from \$4,000 to \$20,000 per year.

Asset-Based Fees

Fees for our asset management programs include those for our investment supervisory services and any third-party investment manager that may be engaged to manage your portfolio. You will be assessed an annualized asset-based fee that will be calculated based on the reporting period ending value of your account. Fees are assessed quarterly, in advance, and are generally determined by the complexity of the portfolio strategy and investment vehicles selected.

Investment Supervisory Services

Our investment supervisory services engagements include financial planning services (described in Item 4), and advisory fees are based on the reporting period ending value of your account as described in the following table:

Investment Supervisory Services Fees

Assets Under Management	Asset-Based Fee Range
\$0 - \$150,000	2.00% (200 basis points)
First \$500,000	1.00% (100 basis points)
Next \$1,500,000	0.75% (75 basis points)
Next \$3,000,000	0.65% (65 basis points)
Next \$5,000,000	0.50% (50 basis points)
Above \$10,000,000	Negotiable

¹ The term "assets under management" and rounding to the nearest \$100,000 are as defined by the SEC's 2010 *General Instructions for Part 2 of Form ADV*.

² Main Street Financial reserves the right to waive fees for its associates, and may offer a reduced fee for other firm related persons.

For the benefit of discounting your asset-based fee, we may aggregate investment supervisory services accounts for the same individual or two or more accounts within the same family, or accounts where a family member has power of attorney over another family member's or incompetent person's account. Should, however, investment objectives be substantially different for any two or more household accounts, requiring different investment approaches or operational requirements, we do reserve the right to apply our fee schedule separately to each account.

Third-Party Investment Managers

An annualized fee that our firm will share in part for its consultation services will be charged to your account under a third-party investment manager program. Each program has a stated fee range that will be described to you prior to your investing but will generally range from 0.70% to 2.00% depending upon the program selected, the size of the account, and the services provided. Our firm may receive up to 1.00% of the total advisory fee assessed for our assistance in the servicing of your account as well as providing financial planning services as part of the engagement.

At their discretion and as described within the selected third-party investment manager's advisory brochure, a third-party investment manager may aggregate client accounts for the purpose of discounting fees, similar to that described in the previous section.

Educational Workshops

While most webinars or educational workshops are conducted for free or paid by the workshop sponsor, such as an association or employer, we may assess a fixed fee for session materials and these costs will be announced in advance of the first session.

Negotiable Fees

The services to be provided to you and their specific fees will be detailed in your engagement agreement. Our published fees may be discounted at the firm's discretion but they are not negotiable. Third-party investment manager fees may be negotiable and normally at the third-party manager's discretion.

We strive to offer fees that are fair and reasonable in light of the experience of the firm and the services to be rendered. Similar services may be made available from other providers, and potentially at a lower fee.

Client Payment of Fees

Fixed Fees

Fees may be paid by check, cashier's check from a US-based bank, and electronic services through a qualified intermediary. Cash, money orders, or similar forms of payment for our engagements are not accepted.

Project fees are generally due upon your receipt of our invoice. Non-continuous service engagements that are greater than three months in duration may be billed quarterly, in arrears.

Retainer fees are due in quarterly installments, in advance of each period we are engaged.

Asset-Based Fees

Annualized asset-based fees for investment supervisory services and third-party investment management programs will be billed quarterly, in advance. Your first billing cycle will begin once your agreement is

executed and your account is funded; fees for a partial period will be prorated according to the number of days remaining in the reporting quarter. Fee payments will generally be assessed within 15 days of each billing cycle.

Accounts will be valued in accordance with the values disclosed on the statement the client receives from the custodian for the purpose of verifying the computation of the advisory fee. In the absence of a market value, we may seek an independent third-party opinion or a good faith determination by a qualified associate of our firm.

By signing the firm's advisory agreement, as well as the custodian and/or third-party investment manager agreements, the client will be authorizing the withdrawal of transactional (see following section), investment supervisory and third-party investment management fees from their account. The withdrawal of these fees will be accomplished by the selected custodian, not by our firm, and the custodian will remit investment supervisory services and our portion of the third-party investment management fee directly to our firm.

Should a client's investment supervisory services account be held by a custodian with whom our firm does not maintain an agreement, we will invoice either the client or their custodian for the fee payment within 15 days of each billing cycle.

All fees will be clearly noted on account statements that you will receive from the custodian of record, and we will send you written notice of the fees to be deducted from your account. The notice will include the total fee assessed, covered time period, calculation formula utilized, and the assets under management on which the fee has been based. Please note that you shall share in the responsibility to verify the accuracy of the fee calculation; the custodian may not verify the accuracy for you.

Additional Client Fees

Any custodial or transactional fees (sometimes termed *brokerage fees*) assessed by selected service providers, individual retirement account fees, or qualified retirement plan account termination fees will be borne by the accountholder and are per those provided in current, separate fee schedules of any selected service provider. Fees paid by our clients to our firm for our advisory services are separate from any transactional charges a client may pay, as well as those for mutual funds, exchange-traded funds (ETFs), exchange-traded notes (ETNs), or other investments of this type.

Further information about our fees in relationship to our business practices are noted in Items 12 and 14 of this document.

Charged Prepayment of Client Fees

Advance Payment for Certain Services

We may require an initial deposit of up to one half of your engagement fee for our fixed fee projects, which will be defined in your agreement. Fixed retainer fees as well as our asset-based fees are assessed quarterly, in advance of the period in which your accounts are serviced by our firm.

Termination of Services

Either party may terminate the agreement at any time, which will typically be in writing. Should you verbally notify our firm of the termination and, if in two business days following this notification we have not received

your notice in writing, we will make a written notice of the termination in our records and send you our own termination notice as a substitute.

If our ADV Part 2A brochure was not delivered to you at least 48 hours prior to entering into the investment advisory contract, then you have the right to terminate the engagement without penalty within five business days after entering into the agreement. Should you terminate an engagement after this date, you may be assessed fees for any time or charges incurred by our firm in the preparation of your plan or investment allocation, and/or the number of days your investment account had been under the firm and any third-party investment manager's supervision. We will promptly return any unearned amount upon receipt of a written termination notice.

For those clients who utilize our third-party investment management or investment supervisory services, our firm will not be responsible for future allocations, transactional services or investment advice upon receipt of a termination notice. Upon termination, it will be necessary that we inform the custodian and/or third-party investment manager serving the account that the relationship between the firm and the client has been terminated.

External Compensation for the Sale of Securities to Clients

Our firm and any affiliated associate are engaged for fee-only services and we attempt to recommend "no load" investments whenever appropriate. We do not charge or receive a commission or mark-up on your securities transactions, nor will the firm and our associates be paid a commission on your purchase of a securities holding that we recommend.

We do not receive "trailer" or SEC Rule 12b-1 fees from an investment company we may recommend. Fees charged by issuers are detailed in prospectuses or product descriptions and you are encouraged to read these documents before investing. Our firm and its associates receive none of these described or similar fees or charges.

You have the option to purchase recommended investments through your own selected service provider which would occur outside of our advisory services agreement (i.e., self-directed investing).

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

Our fees will not be based upon a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as "performance-based fees." Performance-based compensation creates an incentive for a firm or their representatives to recommend an investment that may carry a higher degree of risk to a client. We do not use a performance-based fee structure because of the conflict of interest this type of fee structure poses.

Our fees will not be based on side-by-side management, which refers to a firm simultaneously managing accounts that do pay performance-based fees (such as a hedge fund) and those that do not; this type of arrangement, and the conflict of interest it may pose, does not conform to our firm's practices.

Item 7 - Types of Clients

We provide our advisory services to individuals, trusts, estates, charitable organizations and foundations, hedge funds and other limited partnerships (e.g., pooled funds), and businesses of various scale. Our ability to provide our advisory services depends on access to important information about our clients. Accordingly, it is necessary that you provide us with an adequate level of information and supporting documentation

throughout the term of the engagement, including but not limited to source of funds, income levels, your (or your legal agent's) authority to act on behalf of the account, among other information. This helps us determine the appropriateness of our planning or investment strategy for you.

It is also very important that you keep us informed on significant changes that may call for an update to your financial and investment plans. Events such as job changes, retirement, a windfall, marriage or divorce, or the purchase or sale of a home or business can have a large impact on your circumstances and needs. We need to be aware of such events, so we can make the adjustments needed to your plan or advice in order to keep you on track toward your goals.

Our firm does not require minimum income levels, minimum level of assets or other conditions for its range of asset-based investment services, and we will inform you in advance of any account minimums or other restrictions of any third-party investment manager you may wish to engage.

Main Street Financial does require a minimum fixed fee for its project and retainer-based services (please see Item 5), which we believe may make this form of engagement impractical for certain investors.

We reserve the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, or pre-existing relationships. We also reserve the right to decline services to any prospective client for any non-discriminatory reason.

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

Methods of Analysis and Investment Strategies

Method of Analysis

When we are engaged to provide investment advice, we will first gather and consider several factors, including your:

- current financial situation,
- current and long-term needs,
- investment goals and objectives,
- level of investment knowledge,
- tolerance and appetite for risk,
- social concerns involving your investments, and
- restrictions, if any, on the management of your portfolio.

We may employ what we believe to be an appropriate blend of fundamental, technical, and cyclical analyses. For example, fundamental analysis may involve evaluating economic factors including interest rates, the current state of the economy, or the future growth of an industry sector. Technical and cyclical analysis may involve studying the historical patterns and trends of securities, markets, or economies as a whole in an effort to determine potential future behaviors, the estimation of price movement, and an evaluation of a transaction before entry into the market in terms of risk and profit potential.

In addition to our own research, the firm's recommendations may also be drawn from research sources that include corporate rating services, investment analysis and reporting software, materials from economists and other industry professionals, annual reports, prospectuses and regulatory filings.

We make asset allocation and investment policy decisions based on these and other factors. We will discuss with you how, in our best judgment, to meet your objectives while at the same time seeking a prudent level of risk exposure.

Investment Strategies

We recognize that each client's needs and goals are different; subsequently portfolio strategies and underlying investment vehicles may vary. Generally, we ascribe to a Core + Satellite investment strategy which blends passive (or index) and active investing, where passive investments are used as the basis or "core" of a portfolio and actively-managed investments are added as "satellite" positions.

With this strategy, the portfolio core holdings are indexed to potentially more efficient asset classes, while outlying selections are often limited to active holdings that are attempting to outperform a particular sector, or a selection of particular positions to increase core diversification, or to improve portfolio performance, or reduce risk during downward trends in the market and during times of uncertainty.

For example, the core of a portfolio may be built with low-cost index funds or ETFs/ETNs; satellite holdings would include active holdings with unique strategies that are believed capable of adding value beyond a stated benchmark over a full market cycle. The core may represent the majority of the total portfolio, using primarily index funds or index-based ETFs/ETNs. The remainder of the portfolio may then employ mutual funds, ETFs/ETNs, managed futures funds that take a shorter duration to assist in the over-or-under allocation to specific sectors, regions, assets classes, etc.

Investment Strategy and Method of Analysis Material Risks

Investment Strategy Risks

We believe our strategies and investment recommendations are designed to produce the appropriate potential return for the given level of risk; however, we cannot guarantee that an investment objective or planning goal will be achieved.

As an investor you must be able to bear the risk of loss that is associated with your account, which may include the loss of some or all of your principal. In general, risks regarding markets include interest rates, company, and management risk, among others. Examples include:

Company Risk – When investing in securities, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry.

Core + Satellite Strategies – Strategies involving Core + Satellite investing may have the potential to be affected by "active risk" or "tracking error risk," which might be defined as a deviation from the stated benchmark. If the core portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a "sample" or "optimized" index fund or ETF/ETN that may not as closely align the stated benchmark. In these instances, the firm may choose to reduce the weighting of a satellite holding, utilize very active satellites, or use a "replicate index" position as part of its core holdings to minimize the effects of the tracking error in relation to the overall portfolio.

Cyclical Analysis Risks – An economic cycle may not be as predictable as preferred; many fluctuations may occur between long term expansions and contractions. The length of an economic cycle may be difficult to predict with accuracy and therefore the risk of cyclical analyses is the difficulty in predicting economic trends. Consequently, the changing value of securities is affected.

Financial Risk – Excessive borrowing to finance business operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Fundamental Analysis Risks – The risk involved in employing fundamental analysis is that information obtained may be incorrect; the analysis may not provide an accurate estimate of earnings, which may be the basis for a security's value. If a security's price adjusts rapidly to new information, a fundamental analysis may result in unfavorable performance.

Management Risk – An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.

Market Risk – When the stock market as a whole or an industry as a whole falls, it can cause the prices of individual stocks to fall indiscriminately. This is also called systemic or systematic risk.

Passive Market Strategies – If your portfolio employs a passive, efficient markets approach, you will need to consider the potential risk that at times your broader allocation may generate lower-than-expected returns than that from a specific asset, and that the return on each type of asset is a deviation from the average return for the asset class. It is felt that this variance from the "expected return" is generally low under normal market conditions if the portfolio is made up of diverse, low or non-correlated assets.

Research Data – When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while our firm makes every effort to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice on or investment management of an account.

Socially Conscious Investing – If you require your portfolio to be invested according to socially conscious principles, you should note that returns on investments of this type may be limited and because of this limitation you may not be able to be as well diversified among various asset classes. The number of publicly traded companies that meet socially conscious investment parameters is also limited, and due to this limitation, there is a probability of similarity or overlap of holdings, especially among socially conscious mutual funds or ETFs. Therefore, there could be a more pronounced positive or negative impact on a socially conscious portfolio, which could be more volatile than a fully diversified portfolio.

Technical Analysis Risks - The risk of investing based on technical analyses is that there may not be a consistent prediction a future price movement, or the current price of a security may reflect all known information. Further, a particular change in the market price of a security may follow a random pattern and may not be as predictable as desired.

Security-Specific Material Risks

ETF/ETN, Mutual Fund and Managed Futures Funds Risk – ETFs/ETNs, as well as mutual funds and managed futures funds may carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. The risk of owning these types of holdings also reflects the risks of their underlying securities.

Fixed Income Risks – Various forms of fixed income instruments, such as bonds, money market funds, bond funds, and certificates of deposit, may be affected by various forms of risk, including:

Credit Risk - The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

Duration Risk - Duration is a measure of a bond’s volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

Interest Rate Risk - The risk that the value of the fixed income holding will decrease because of an increase in interest rates.

Liquidity Risk - The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading on any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

Reinvestment Risk – With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

Index Investing – ETFs/ETNs and indexed funds have the potential to be affected by “active risk” or “tracking error risk;” defined in the earlier paragraph with respect to Core + Satellite risks.

Investment Strategy Risk of Third-Party Investment Managers

We will also review with you the ADV Part 2A of any recommended third-party investment manager to ensure you are familiar with the investment strategy and types of investment vehicles they employ so that they align with your investment policy, as well as discuss the risks these may impose on the account for your consideration.

QDI Ratios – While many ETFs, ETNs, and index mutual funds are known for their potential tax-efficiency and higher “qualified dividend income” (QDI) percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies (that may be part of an ETF/ETN or mutual fund portfolio), may be considered “non-qualified” under certain tax code provisions. We consider a holding’s QDI when tax-efficiency is an important aspect of the client’s portfolio.

Item 9 - Disciplinary Information

Neither the firm nor any member of its management has been involved in a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon our firm's advisory business or the integrity of our firm.

Item 10 - Other Financial Industry Activities and Affiliations

Our policies require our firm and its associates to conduct business activities in a manner that avoids actual or potential conflicts of interest between the firm, its employees and clients, or that may be contrary to law. We will provide disclosure to each client prior to and throughout the term of an engagement regarding any conflicts of interest which might reasonably compromise our impartiality or independence.

Our firm and its associates are engaged for fee-only advisory services. As such, neither the firm, management, nor its associates are registered or have an application pending to register as a Financial Industry Regulatory Authority (FINRA) or National Futures Association (NFA) introducing broker, or as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Neither Main Street Financial nor its management is or has a material relationship with any of the following types of entities:

- municipal securities dealer, or government securities dealer or broker;
- banking or thrift institution;
- accountant or accounting firm;
- lawyer or law firm;
- pension consultant;
- real estate broker or dealer;
- sponsor or syndicator of limited partnerships; or
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund).

Upon your request, we may provide referrals to various professionals, such as an attorney or accountant. We do not have an agreement with or receive fees from these professionals for these informal referrals. Any fees charged by these other entities for their services are completely separate from fees charged by our firm.

In order to offer a broad range of products and services, associates of our advisory firm may also be licensed insurance agents offering annuities, life, health or long term care insurance through various unaffiliated insurance companies. Therefore, an associate may serve a client in one or more capacities, whether as an investment advisor representative or insurance agent. Our associates are required to disclose in advance of the transaction or service the capacity in which they are serving a client, to include how they are being compensated for their role, and the conflict of interest the role or service to be provided may incur. This will also be disclosed in the associate's ADV Part 2B. At no time will there be *tying* between business practices and/or services; a condition where a client or prospective client would be required to accept one product or service which is conditional upon the selection of a second distinctive tied product or service.

Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

As noted in Item 4 of this brochure, when appropriate we may provide recommendation to third-party investment managers (who are also required to be registered as investment advisors) to service part of or your entire portfolio and in which both firms inevitably are paid a portion of an advisory fee (see Item 5).

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

Code of Ethics Description

We have adopted a Code of Ethics that establishes policies for ethical conduct for all our personnel. Our firm accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Our policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually.

Our firm will provide a copy of its Code of Ethics to any client or prospective client upon request.

Privacy Policy Statement

We respect the privacy of all our clients and prospective clients, both past and present. We recognize that you have entrusted us with non-public personal information and it is important to us that all employees and clients of our firm know our policy concerning what we do with that information.

We collect personal information about our clients from the following sources:

- Information our clients provide to us to complete their financial plan or investment recommendation;
- Information our clients provide to us in agreements, account applications, and other documents completed in connection with the opening and maintenance of their accounts;
- Information our clients provide to us verbally; and
- Information we may receive from service providers, such as custodians, about client transactions.

We do not disclose non-public personal information about our clients to anyone, except in the following circumstances:

- When required to provide services our clients have requested;
- When our clients have specifically authorized us to do so;
- When required during the course of a firm assessment (i.e., independent audit); or
- When permitted or required by law (i.e., periodic regulatory examination).

Within our firm, we restrict access to client information to staff that need to know that information. All personnel and our service providers understand that everything handled in our offices are confidential and they are instructed to not discuss client information with someone else that may request information about an account unless they are specifically authorized in writing by the client to do so. This includes, for example, providing information about a spouse's IRA account or to adult children about parents' accounts, etc.

To ensure security and confidentiality, we maintain physical, electronic, and procedural safeguards to protect the privacy of client information.

We will provide you with our privacy policy on an annual basis per federal law and at any time, in advance, if our policy is expected to change.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm nor its associates are authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a “related person” (associates, their immediate family members, etc.) has a material financial interest, such as in the capacity as an underwriter, advisor to the issuer, etc.

Our associates are prohibited from borrowing from or lending to a client unless the client is an approved financial institution.

Our firm is able to provide a broad range of services to its clients, including financial planning, investment consultation, third-party investment management and investment supervisory services; we may be paid a fee for some or all of these services. Due to our firm and its associate’s ability to offer two or more of these services and possibly be compensated for each aspect of the engagement, a potential conflict of interest may exist. Therefore, we note that you are under no obligation to act on our recommendations and, if you elect to do so, you are under no obligation to complete all of them through our firm or a service provider whom we may recommend.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Our firm does not trade for its own account (e.g., proprietary trading). The firm’s related persons (i.e., associates, immediate family, etc.) may buy or sell securities the same as, similar to, or different from, those we recommend to clients for their accounts. A recommendation made to one client may be different in nature or in timing from a recommendation made to a different client. Clients often have different objectives and risk tolerances. At no time, however, will our firm or any related party receive preferential treatment over a client.

In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of a client’s order, etc.), our policy requires that we restrict or prohibit related parties’ transactions in specific securities. Any exceptions or trading pre-clearance must be approved by the firm’s designated principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Please see our response in the previous section termed “Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.”

Item 12 - Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Main Street Financial Management LLC does not maintain custody of any of your assets (see Item 15). Your assets must be maintained in an account at a “qualified custodian” (generally a broker/dealer, bank or trust company) that is frequently assessed for its capabilities to serve as a custodian by their respective industry regulatory authority. Our firm is not a custodian nor do we have an affiliate that is a custodian.

When engaged to provide investment consultation services, we may recommend the service provider with whom your assets are currently maintained. Should you prefer a new service provider, our recommendation of another service provider would be based on your needs, overall cost, and ease of use.

If you have engaged our firm to provide investment management services, we will recommend the services of TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC/NFA.³ As stated earlier, our firm is independently owned and operated and is not legally affiliated with TD Ameritrade Institutional or any other firm we may recommend.

TD Ameritrade Institutional will hold your assets in an account in your name and will buy and sell securities when we instruct them. While we recommend that you use TD Ameritrade Institutional as your service provider, you must decide whether to do so and your account with TD Ameritrade Institutional will be entered into via an account agreement directly with them. We technically do not open the account for you, although we will assist you in doing so.

TD Ameritrade Institutional offers independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Our firm receives certain benefits from TD Ameritrade Institutional through participation in their programs (please see Item 14).

We periodically conduct an assessment of any service provider we recommend, including TD Ameritrade Institutional, which generally includes a review of their range of services, reasonableness of fees, among other items, and in comparison to their industry peers.

Best Execution

Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed in the previous section. We recognize our obligation in seeking "best execution" for our clients; however, it is our belief that the determinative factor is not always the lowest possible cost but whether the selected service provider's transactions represent the best "qualitative" execution while taking into consideration the full range of services provided. Therefore, we will seek services involving competitive rates but it may not necessarily result in the lowest possible rate for each transaction. We have determined that having TD Ameritrade Institutional execute our trades is consistent with our duty to seek "best execution."

We periodically review policies regarding our recommending service providers to our clients in light of our duty to seek "best execution."

Directed Brokerage

We do not require or engage in directed brokerage involving our client's accounts.

You may direct our firm to use another particular broker-dealer or custodian to execute some or all transactions for your account. In these circumstances, you will be responsible for negotiating, in advance, the terms and/or arrangements for your account with your selected service provider.

We will not be obligated to seek better execution services or prices from these other service providers or able to aggregate your transactions, should we choose to do so, for execution through other custodians with

³ Our firm is not, nor required to be, a FINRA, Securities Investor Protection Corporation (SIPC), or NFA member. You may learn more about the SIPC and how it serves member firms and the investing public by going to their website at <http://www.sipc.org>.

orders for other accounts managed by our firm. As a result, you may pay higher commissions or other transaction costs, experience greater spreads, or receive less favorable net prices, on transactions for your account than would otherwise be the case.

Pursuant to our obligation of best execution, we may decline a request to direct brokerage if we believe any directed brokerage arrangement would result in additional operational difficulties or risk to our firm.

Aggregating Securities Transactions

Whenever practical, transactions for our clients will generally be completed at the same time, often termed “aggregated” or “batched” orders. We may, but are not obligated to, aggregate orders in an attempt to obtain better execution, negotiate favorable transaction rates, or to allocate equitably among our client accounts should there be differences in prices and other transaction costs that might have been obtained had such orders been separately placed. We do not receive any additional compensation or remuneration as a result of aggregated transactions.

Commission prices may vary due to account size and/or confirmation receipt method. To the extent that the firm determines to aggregate client orders for the purchase or sale of securities, including securities in which the firm or related party may invest, the firm will generally do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.*

Client accounts where trade aggregation is not allowed or infeasible may potentially be assessed higher transaction costs than those that are batched.

We review both our trade aggregation procedures and allocation processes on a periodic basis to ensure they remain within stated policies and regulation. We will inform you, in advance, should our trade aggregation and allocation practices change at any point in the future.

Trade Errors

The firm corrects all trade errors through a Trade Error Account maintained by the firm’s custodians, and the firm will be responsible for any losses in accounts. Likewise, the firm may also receive any gains resulting from the correction of any trade errors and, therefore, may potentially receive a benefit from this process.

Item 13 - Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Investment Consultation Services

You should contact our firm for additional reviews when making decisions about changes in your financial situation (i.e., the loss of a job, retirement, receipt of a significant bonus, an inheritance, etc.).

Periodic financial check-ups or reviews are available, and we recommend that they occur at least on an annual basis whenever practical.

Reviews will be conducted by your financial advisor and normally involve analysis and possible revision of your previous plan or investment allocation. Unless provided for in your engagement agreement, reviews are generally conducted under a new or amended agreement.

A copy of revised plans or asset allocation reports will be provided to the client upon request.

Investment Supervisory Services

Investment supervisory services accounts are reviewed on a periodic basis, typically quarterly or more frequent when necessary. These reviews are completed by your financial advisor and firm supervisory personnel (i.e., our compliance staff), and a copy of revised IPS or asset allocation reports will be provided to the client upon request.

Third-Party Investment Managers

For accounts served by a recommended third-party investment manager, we will periodically review reports provided to you by your third-party investment manager and we will contact you at least annually to review your financial situation and objectives. We will communicate information to your third-party investment manager as warranted and assist you in understanding and evaluating the services provided by the third-party manager. In certain instances, you may be able to communicate with your selected third-party investment manager.

Review of Client Accounts on Non-Periodic Basis

Investment Consultation Services

You are free to contact our firm for additional reviews when there are material changes that occur in your financial situation (i.e., loss of a job, early retirement, receipt of a significant bonus, an inheritance, the birth of a new child, or other circumstances), or should you prefer to change requirements involving your account.

Non-periodic reviews are generally conducted by your financial advisor and under a new or amended agreement and will be assessed at our published rate. A copy of revised plans or asset allocation reports will be provided to the client upon request.

Investment Supervisory Services

Additional reviews by your financial advisor, our investment committee, and/or supervisory personnel may be triggered by news or research related to a specific holding, a change in our view of the investment merits of a holding, or news related to the macroeconomic climate affecting a sector or holding within that sector.

Accounts may be reviewed for an additional holding or when an increase in a current position is under consideration. Account cash levels above or below what we deem appropriate for the investment environment, given the client's stated tolerance for risk and investment objectives, may also trigger a review.

Third-Party Investment Managers

For non-periodic events, we will communicate information to your third-party investment manager as warranted and in certain circumstances you may be able to communicate directly with the selected third-party investment manager.

Content of Client Provided Reports and Frequency

If you have opened and maintained an investment account on your own or with our assistance, you will receive account statements sent directly from mutual fund companies, transfer agents, custodians or brokerage companies where your investments are held. We urge you to carefully review these statements for accuracy and clarity, and to ask questions when something is not clear.

We may provide portfolio reports if we are engaged to provide periodic asset allocation or investment advice; however, we do not provide ongoing performance reporting under a financial planning or investment consultation services engagement.

For our investment supervisory services accounts, our firm may provide quarterly reports or position performance summary reports, and annual realized gains/loss reports for taxable accounts. Some of our clients may receive additional reports depending on their specific requirements. A client may also receive quarterly portfolio or performance reports directly from their selected third-party investment manager.

All firm performance reports (if any are provided) will be in prepared in accordance with appropriate jurisdictional guidance. Clients are urged to carefully review and compare account statements that they have received directly from their service provider with any report received from our firm.

Item 14 - Client Referrals and Other Compensation

Economic Benefit From External Sources and Potential Conflicts of Interest

We may receive an economic benefit from external sources in the form of the support products and services they make available to us and other independent investment advisors. As disclosed under Item 12, our firm participates in the TD Ameritrade Institutional customer program and we may recommend TD Ameritrade Institutional to our clients for custody and brokerage services.

There is no direct link between our participation in the program and the investment advice we give our clients, although our firm receives economic benefit through its participation in the program that are typically not available to "retail investors." These benefits include the following products and services (provided either without cost or at a discount):

- receipt of duplicate client statements and confirmations;
- research related products and tools;
- consulting services;
- access to a trading desk serving our clients;
- access to block trading (which provides our ability to aggregate securities transactions for execution and then allocate the appropriate shares to our client's accounts);
- the ability to have advisory fees deducted directly from our client's accounts per our written agreement;
- access to an electronic communications network for client order entry and account information;
- access to mutual funds with no transaction fees, and to certain institutional money managers; and
- discounts on compliance, marketing, research, technology, and practice management products or services provided to our firm by third party vendors.

Some of the noted products and services made available by TD Ameritrade Institutional may benefit our firm but may not directly benefit a client account, and certain research and other previously referenced services may qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934. The availability of these services from TD Ameritrade Institutional benefits our firm because it does not have to produce or purchase them as long as our clients maintain assets in accounts at TD Ameritrade Institutional. Therefore, there is an appearance of a conflict of interest since our firm may have an incentive to select or recommend TD Ameritrade Institutional as its custodian based on our firm's interest in receiving these benefits rather than on our clients' interest in receiving favorable trade execution.

As part of our fiduciary duty, Main Street Financial endeavors at all times to put the interests of our clients first. We believe it is important to mention that the benefit received by our firm through participation in a custodian's program does not depend on the amount of brokerage transactions directed to TD Ameritrade Institutional, and our selection of TD Ameritrade Institutional as custodian is in the best interests of our clients since the selection is primarily supported by the scope, quality, and price of their services -- not just those services that benefit only our firm.

Advisory Firm Payments for Client Referrals

We do not engage in solicitation activities as defined by statute.

Investment advisor representatives of our firm may hold individual membership or serve on boards or committees of professional industry associations. Generally, participation in any of these entities require membership fees to be paid, adherence to ethical guidelines, as well as in meeting experiential and educational requirements.

A benefit these entities may provide to the investing public is the availability of online search tools that allow interested parties (prospective clients) to search for individual participants within a selected state or region. These passive websites may provide means for interested persons to contact a participant via electronic mail, telephone number, or other contact information, in order to interview the participating member. The public may also choose to telephone association staff to inquire about an individual within their area, and would receive the same or similar information. A portion of these participant's membership fees may be used so that their name will be listed in some or all of these entities' websites (or other listings).

Prospective clients locating our firm or one of our associates via these methods are not actively marketed by the noted associations. Clients who find us in this way do not pay more for their services than clients referred to us in another fashion, such as by another client. We do not pay these entities for prospective client referrals, nor is there a fee-sharing arrangement reflective of a solicitor engagement.

Item 15 - Custody

Your funds and securities will be maintained by an unaffiliated, qualified custodian, such as a bank, broker/dealer, mutual fund companies, or transfer agent. Your assets are not held by our firm or any of our associates. In keeping with our policy of not having custody of our client funds or securities, we:

- Restrict our firm and associates from serving as trustee or having full power of attorney over a client account;
- Are prohibited from having authority to withdraw securities or cash assets from a client account. Advisory fees will only be withdrawn from a client investment account through a qualified custodian maintaining your account assets, per your prior written approval;
- Do not accept or forward client securities (i.e., stock certificates) erroneously delivered to our firm;
- Will not collect advance fees of \$500 or more for services that are to be performed six months or more into the future; and
- Will not authorize any associate to have knowledge of a client's account access information (i.e., online 401(k), brokerage or bank accounts).

You will be provided with transaction confirmations and summary account statements provided directly to you by your selected service provider. Typically, these statements are provided on at least a quarterly basis or as transactions occur. We will not create a statement for you nor be the sole recipient of account statements.

Should you receive periodic reports from our firm that includes investment performance information, you are urged to carefully review and compare your account statements that you have received directly from your service provider with any report from our firm.

Item 16 - Investment Discretion

We provide our various forms of investment advisory services (as described in Item 4) under either *discretionary* or *non-discretionary* account authority, and as determined by your written engagement agreement. We generally provide our investment supervisory services under a *discretionary* agreement.

Similar to a limited power of attorney, *discretionary authority* allows our firm to implement investment decisions, such as the purchase or sale of a security on behalf of your account, without requiring your prior authorization for each transaction in order to meet your stated account objectives. The service provider maintaining your account will specifically limit our firm's authority to the placement of trade orders and the request for the deduction of advisory our fees.

We recommend you review the advisory brochure for any prospective third-party investment manager to determine their account authority. Generally, a third-party investment manager requires accounts to be supervised under a *discretionary* engagement agreement. Should an investor prefer their third-party investment management account to be managed under a non-discretionary agreement, it is not uncommon for the third-party manager to retain the right to assess a higher investment management fee for their services or to reject or terminate the agreement.

Should you prefer your account to be managed in a *non-discretionary* manner, your prior approval must be made for each transaction with regard to the investment and reinvestment of account assets or for the firm to give instructions to the service provider maintaining your account. In light of the requirement for your pre-approval, you must make yourself available and keep us updated on your contact information so that instructions can be efficiently effected on your behalf.

Our firm will retain information about all client account directions, limitations and rescissions that are reviewed and approved by our firm designated principal.

Item 17 - Voting Client Securities

Proxy Voting

Our firm does not vote proxies on your behalf nor do we offer guidance on how to vote proxies. You will maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities that are beneficially owned by you shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other events pertaining to your holdings.

Accounts managed by a selected third-party investment manager may have proxy voting executed by the portfolio manager or a qualified proxy voting service of the third-party manager's choice. It is important for you to review the selected third-party investment manager's ADV Part 2A to determine their proxy voting policies. You may also obtain copies of their written proxy voting policies and procedures as well as

information on how proxies were voted for an account by requesting such information directly from that entity. Also note that third-party investment managers will typically not disclose how proxies were voted unless requested in writing by you or your legal representative.

Other Corporate Actions

We will not offer guidance on or have the power, authority, responsibility, or obligation to take any action with regard to any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets.

Receipt of Materials

You may receive proxies or other similar solicitations sent directly from your selected custodian or transfer agent. Should we receive a duplicate copy, note that we do not generally forward these or any correspondence relating to the voting of your securities, class action litigation, or other corporate actions.

Item 18 - Financial Information

Balance Sheet

Our firm will not take physical custody of your assets. We do not directly withdraw our fees from your account; fee withdrawals must be done through a qualified intermediary (e.g., custodian of record) and following your receipt of our written notice.

Our engagements do not require that we will collect fees from you of \$500 or more for our advisory services we will perform six months or more in advance.

Neither Main Street Financial Management LLC nor its management serve as general partner for a partnership or trustee for a trust in which the firm's advisory clients are either partners of the partnership or beneficiaries of the trust.

Due to the nature of our firm's services and operational practices, an audited balance sheet is not required nor included in this brochure.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

The firm and its management do not have a financial condition likely to impair our ability to meet our commitment to our clients.

Bankruptcy Petitions during the Past 10 Years

The firm and its management have not been the subject of a bankruptcy petition at any time during the past 10 years.

Item 19 - Requirements for State-Registered Advisers

Regulatory guidance requires the firm to disclose relevant post-secondary education and professional training for each principal executive and associate of the firm through Form ADV Part 2B (Brochure Supplement), as well as their business experience for at least the previous five years.

Principal Executive Officers and Management Persons

Designated Principal (Supervisor)/Managing Member/Investment Advisor Representative

David Justin Lyon

Year of Birth CRD #

1975 5694691

Educational Background

Bachelor of Arts in Journalism, Ohio Wesleyan University; Delaware, OH
Investment Company Products/Variable Contracts Representative Examination/FINRA Series 6 (Inactive)
Uniform Securities State Agent Law Exam/NASAA Series 63
Uniform Investment Adviser Law Exam/NASAA Series 65⁴

Business Experience

Main Street Financial Management LLC (2012-Present)
Chicago, IL
Designated Principal/Managing Member/Investment Advisor Representative

Sagepoint Financial (2011-2012)
Chicago, IL
Investment Advisor Representative

Northwestern Mutual Investment Services, LLC (2010-2011)
Northwestern Mutual Life Insurance Company (2009-2011)
Chicago, IL
Registered Representative/Agent

Generation Anthem (2008-2009)
Chicago, IL
Vice President/Co-Founder

Live Nation (2000-2008)
Chicago, IL
Senior Director

Chicago Bulls (1998-2000)
Chicago, IL
Account Executive

Other Business Activities

Mr. Lyon is the owner of, and receives passive income from, the real estate entity Big Empty LLC. This activity involves less than one percent of his time each month.

⁴ The NASAA Series 65 exam is a "criterion based" examination; candidates who pass the exam are considered to have met the minimum competency level. The completion of a securities industry examination does not constitute or imply a person is "approved" as an investment advisor representative by a securities regulatory organization or state securities commissioner.

Mr. Lyon is a licensed insurance agent and he is able to sell annuities, life, health or long term care insurance offered through various unaffiliated insurance companies where he may receive a commission on a client's purchase of the insurance contract. This activity involves 10 % of his time during business hours each month. Mr. Lyon may therefore perform in a role as licensed insurance agent and/or investment advisor representative and will disclose in advance of a transaction or agreement the capacity in which he is serving a client, to include the potential or actual conflict of interest the role or service to be provided may incur. Clients are reminded that they are not required to accept services or advice of each of these businesses, nor are tying relationships authorized (see Item 10).

Mr. Lyon is not registered, nor has an application pending to register, as a registered representative of a broker/dealer or associated person of a futures commission merchant, commodity pool operator, or commodity trading advisor. Therefore, he does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products, including that as a registered representative of a broker/dealer, and including distribution or service ("trail") fees from the sale of mutual funds.

Additional Compensation

Mr. Lyon is not compensated for advisory services involving performance-based fees. He is not a senior executive of or insider to an issuer of a security. Our firm prohibits employees from accepting or receiving additional economic benefit, such as sales awards or other prizes, for providing advisory services to its clients.

Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this section. There are no reportable criminal or civil actions, administrative enforcement proceedings, self regulatory organization enforcement proceedings or any other proceedings applicable to Mr. Lyon.

Supervision

Mr. Lyon serves in multiple capacities for Main Street Financial Management LLC: managing member, designated principal (supervisor), investment advisor representative, etc. We recognize the inability to segregate certain duties may potentially create conflicts of interest; policies and procedures are employed to ensure appropriate recordkeeping and supervision.

We supervise our associates by requiring that each of them adhere to industry regulation, as well as our requirements as described in our firm's Code of Ethics and procedural guidelines. We will monitor the advice that they may provide you by performing the following ongoing review:

- Account opening documentation when the relationship is established,
- Review of account transactions,
- Assessment of your financial situation, objectives, and investment needs,
- A review of correspondence on an as-needed basis, and
- Periodic office reviews.

Questions relative to our firm, its services, this ADV Part 2A, or one of our associates ADV Part 2Bs may be made to the attention of Mr. Lyon at (312) 264-6547. Additional information about the firm, other advisory firms, or an associated investment advisor representative, is available on the Internet at www.adviserinfo.sec.gov.

A search of this site for firms may be accomplished by firm name or a unique firm identifier, known as an IARD number. The IARD number for Main Street Financial Management LLC is 164106.

The business and disciplinary history, if any, of an investment advisory firm and its representatives may also be obtained by calling the Illinois Securities Department at (217) 782-2256.

Business Continuity Plan

Our firm maintains a business continuity plan that is integrated into the entirety of our organization to ensure we appropriately respond to events that pose a significant disruption to its operations. A statement concerning our current plan is available under separate cover.