



Market Street Wealth Management, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: July 1, 2015

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

MSWM is a registered investment advisor located in the Commonwealth of Pennsylvania. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information through MSWM to assist you in determining whether to retain the Advisor.

Additional information about MSWM and its advisory persons are available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about advisory personnel of MSWM.

MSWM believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. MSWM encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Material Changes

MSWM has updated their website address to <http://www.marketstreetwealth.net/>

MSWM has updated the general formatting of this Disclosure Brochure.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of MSWM.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm's name or CRD# 155157.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (610) 692-3200.

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Item 4 – Advisory Services

A. Firm Information

Market Street Wealth Management, LLC (“MSWM” or the “Advisor”) is a registered investment advisor located in the Commonwealth of Pennsylvania, which is organized as a Limited Liability Company (LLC) under the laws of the Commonwealth of Pennsylvania. MSWM was founded in September 2010, and is owned and operated by its founding members, Jeffrey Leppert, Mark Meloro, and Kevin Holt. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by MSWM.

B. Advisory Services Offered

MSWM offers investment advisory services to individuals, and high net worth individuals in the Commonwealth of Pennsylvania and other states (each referred to as a “Client”).

Investment Management Services

MSWM provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary and non-discretionary investment management and consulting services. MSWM works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio allocation. MSWM will then construct a portfolio, consisting of low-cost, diversified mutual funds and/or exchange-traded funds (“ETFs”) to achieve the Client’s investment goals. The Advisor may also utilize individual stocks and bonds to meet the needs of its Clients.

MSWM’s investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. MSWM will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

MSWM evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. MSWM may recommend, on occasion, redistributing investment allocations to diversify the portfolio. MSWM may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement, which may adversely affect the portfolio. MSWM may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

Prior to rendering investment advisory services, MSWM will ascertain, in conjunction with the Client, the Client’s financial situation, risk tolerance, and investment objective[s].

MSWM will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will MSWM accept or maintain custody of a Client’s funds or securities, except for authorized deduction of the Advisor’s fees. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client Investment Advisory Agreement.

Selection of Other Advisors

MSWM may periodically recommend and refer clients to unaffiliated money managers or investment advisors at MSWM’s discretion or Client’s request. Through this arrangement, the Client will then enter into an advisory agreement with that sub-advisor to which that sub-advisor will assist and advise the Client in establishing investment objectives and develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments. In consideration for such sub-advisor services, the sub-advisor

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will receive an investment advisory fee, billed based on the fee schedule the Client establishes with the unaffiliated money manager[s] or investment advisor[s].

MSWM will receive a portion of the investment advisory fee for the solicitation and referral of the Client to the sub-advisor, and may assist the Client in completing their Client questionnaire and account opening paperwork. MSWM may also assist in the development of the initial policy recommendations and managing the ongoing Client relationship.

The Client, prior to entering into an agreement with unaffiliated money manager[s] or investment advisor[s], will be provided with the advisor's Form ADV 2 (or a brochure that makes the appropriate disclosures).

Financial Planning and Consulting Services

MSWM will typically provide a variety of financial planning services to individuals and families, pursuant to a written Financial Planning or Consulting Agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation.

Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to investment planning, retirement planning, personal savings, education savings and other areas of a Client's financial situation.

A financial plan developed for or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs. MSWM may also refer Clients to an accountant, attorney or other specialist, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a potential conflict between the interests of the Advisor and the interests of the Client. For example, a recommendation to engage the Advisor for investment management services or to increase the level of investment assets with the Advisor would pose a conflict, as it would increase the advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to effect the transaction through the Advisor.

C. Client Account Management

Prior to engaging MSWM to provide investment advisory services, each Client is required to enter into an Investment Advisory Agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Policy Statement – MSWM, in connection with the Client, may develop a statement that summarizes the Client's investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives. An Investment Policy Statement generally includes specific information on the Client's stated goals, time horizon for achieving the goals, investment strategies, Client risk tolerance and any restrictions imposed by the Client.
- Asset Allocation – MSWM will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.

- Portfolio Construction – MSWM will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – MSWM will provide investment management and ongoing oversight of the Client's portfolio and overall account.

D. Wrap Fee Programs

MSWM does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by MSWM.

E. Assets Under Management

As of December 31, 2014, the most recent date for which such calculations are provided pursuant to securities regulations, MSWM manages the following assets:

Assets Under Management	Assets
Discretionary Assets	\$101,998,900
Non-Discretionary Assets	\$1,652,199
Total	\$103,651,099

Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign an investment advisory agreement that details the responsibilities of MSWM and the Client.

A. Fees for Advisory Services

Investment Management

Investment advisory fees are paid quarterly in arrears pursuant to the terms of the investment advisory agreement.

Investment advisory fees are based on the market value of assets under management at the end of each calendar quarter. Investment advisory fees range from 1.75% to 0.60% based on the following schedule:

Assets Under Management	Annual Rate
Up to \$500,000	1.00% - 1.75%
\$500,001 to \$1,000,000	1.00% - 1.50%
\$1,000,001 to \$2,000,000	0.85% - 1.35%
\$2,000,001 to \$5,000,000	0.75% - 1.25%
\$5,000,000 and Up	0.60% - 1.00%

Investment advisory fees in the first quarter of service are prorated from the inception date of the account to the end of the first quarter. Fees may be negotiable at the discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with Advisor. All securities held in accounts managed by MSWM will be independently valued by the designated Custodian. MSWM will not have the authority or responsibility to value portfolio securities.

Selection of Other Advisors

For Clients referred to the Advisor by an unaffiliated investment advisor, the Client's fee will be deducted from the Client's account[s] with the respective manager and a portion of the investment advisory fee will be provided to MSWM. Please see Item 14 for additional details.

Financial Planning and Consulting Services

MSWM offers financial planning or consulting services on an hourly basis ranging from Up to \$200 per hour, which may be negotiable depending on the nature and complexity of each Client's circumstances. An estimate for total hours will be determined prior to establishing the advisory relationship.

MSWM also offers financial planning or consulting services on a fixed fee basis ranging from up to \$10,000, which may be negotiable depending on the nature and complexity of each Client's circumstances. An estimate for total hours will be determined prior to establishing the advisory relationship.

The Advisor's fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs. The hourly fees are determined after considering many factors, such as the level and scope of the services.

B. Fee Billing

Investment Management

Investment Advisory Fees will be automatically deducted from the Client Account by the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client Account at the respective quarter end date. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with MSWM at the end of each quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting MSWM to be paid directly from their accounts held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

Financial Planning and Consulting Services

Financial planning and consulting fees are invoiced by the Advisor and are due upon receipt of the invoice. For prepaid fees of \$1,200 or more, services will be completed in less than six months of the date the fees are received.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than MSWM, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The investment advisory fee charged by MSWM is separate and distinct from these custodian and execution fees.

In addition, all fees paid to MSWM for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of MSWM, but would not receive the services provided by MSWM which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by MSWM to fully understand the total fees to be paid.

D. Advance Payment of Fees and Termination

Investment Management

MSWM is compensated for its services in advance of the quarter in which investment advisory services are rendered. Clients may request to terminate their Investment Advisory Agreement with MSWM, in whole or in part, by providing advance written notice. The Client shall be responsible for Investment Advisory Fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid Investment Advisory Fees from the effective date of termination to the end of the quarter. The Client's Investment Advisory Agreement with the Advisor is non-transferable without the Client's written approval.

Financial Planning and Consulting Services

In the event that a Client should wish to cancel the financial planning agreement under which any plan is being created, the Client shall be billed for actual hours logged on the planning project times the agreed upon hourly rate. Any surplus in the Advisor's possession as the result of collecting a deposit at the time of signing the financial planning agreement will be returned to the Client within 5 business days of cancellation.

Either party may terminate a planning or consulting agreement at any time by providing written notice to the other party. In addition, the Client may terminate the agreement within five (5) days of signing the Advisor's financial planning or consulting agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Refunds will be given on a pro rata basis.

E. Compensation for Sales of Securities

MSWM does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the Investment Advisory Fees noted above.

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

MSWM does not charge performance-based fees for its investment advisory services. The fees charged by MSWM are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

MSWM does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

MSWM provides investment advisory services to the following types of Clients:

- Individuals, Personal Trusts and Estates – private investors, investing their personal assets

The relative percentage of each type of Client is available on MSWM's Form ADV Part 1. These percentages will change over time.

MSWM generally does not impose a minimum account size for establishing a relationship.

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

A. Methods of Analysis

MSWM primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from MSWM is derived from numerous sources, including financial media companies,

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third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, MSWM generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. MSWM will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, MSWM may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. MSWM will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. These criteria are generally ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in "Item 13 – Review of Accounts".

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

MSWM may use margin in Client accounts to manage the timing of purchases and sales, as appropriate. MSWM may employ options strategies to hedge or gain additional exposure to a particular asset class or sector. MSWM's investment strategy encompasses active trading in concentrated portfolios. Following are some of the risks associated with Options, Margin and Short-Sale transactions:

Options Contracts

Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Margin Borrowings

The use of short-term margin borrowings may result in certain additional risks to a Client. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, the Client could be subject to a "margin call", pursuant to which it must either deposit additional funds with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value.

Short Sales

A short sale involves the sale of a security that the Client does not own in the hope of purchasing the same security at a later date at a lower price. To make delivery to the buyer, the Client must borrow the security and is obligated to return the security to the lender, which is accomplished by a later purchase of the security. The Client realizes a profit or a loss as a result of a short sale if the price of the security decreases or increases respectively between the date of the short sale and the date on which the Client covers its short position, i.e., purchases the security to replace the borrowed security. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Alternative Investments (Limited Partnerships)

The performance of alternative investments (limited partnerships) can be volatile and may have limited liquidity. An investor could lose all or a portion of their investment. Such investments often have concentrated positions and investments that may carry higher risks. Client should only have a portion of their assets in these investments.

Concentrated Portfolios

Concentrated portfolios are an aggressive and highly volatile approach to trading and investing and should be viewed as complementary to a stable, highly predictable investment approach. Concentrated portfolios hold fewer different stocks than a diversified portfolio and are much more likely to experience sudden dramatic price swings. In addition, the rise or drop in price of any given holding in the portfolio is likely to have a larger impact on portfolio performance, than a more broadly diversified portfolio.

Frequent Trading

Frequent trading in securities can result in higher transaction costs in the Client's account[s]. For taxable accounts, frequent trading can also result in taxable transactions each year that would not be present in a buy-and-hold strategy. There are no guarantees that a frequent trading strategy will correctly time purchases and sales of any particular security.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. For more information on our investment management services, please contact us at (610) 692-3200.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving MSWM or any of its employees. MSWM and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

To review the firm information contained in Form ADV Part 1, select the option for "Investment Adviser Search", then selecting "Firm" and enter **155157** in the field labeled "Firm Name or CRD# or SEC#". This will provide access to Form ADV Parts 1 and 2. Item 11 of the Form ADV Part 1 lists legal and disciplinary disclosure questions.

Item 10 – Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

Certain employees of MSWM may also be registered representatives of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA,

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SIPC. In their separate capacity as a registered representative, they will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by the registered representative. Neither the Advisor nor the registered representative will earn investment advisory fees in connection with any services implemented in their separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by the employee in their role as an investment advisor representative, not in their role as a registered representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that a registered representative earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Certain employees of MSWM may also serve as an insurance professional. This activity is done separate and apart from their role with MSWM. As an insurance professional, they may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Insurance Companies

The Advisor'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 Advisor's investment adviser representatives may be agents of the insurance agencies. The agencies pay commissions that are separate from the Client fees described above in Item 5. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Tax Company

In addition to the insurance agencies, the Advisor'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 Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

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

A. Code of Ethics

MSWM has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with MSWM. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. MSWM and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of MSWM associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (610) 692-3200.

B. Personal Trading with Material Interest

MSWM allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. MSWM does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. MSWM does not have a material interest in any securities traded in Client accounts.

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C. Personal Trading in Same Securities as Clients

MSWM allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, employees of MSWM may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by MSWM requiring reporting of personal securities trades by its employees for review by the employee's supervisor or the CCO. We have also adopted written policies and procedures to detect the misuse of material, non-public information.

In addition the Code of Ethics governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

D. Personal Trading at Same Time as Client

While MSWM allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards.

At no time will MSWM, or any associated person of MSWM, transact in any security to the detriment of any Client.

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

MSWM does not have discretionary authority to select the broker-dealer/custodian for custodial and execution services or the administrator for defined contribution accounts. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize MSWM to direct trades to this custodian as agreed in the Investment Advisory Agreement. Further, MSWM does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where MSWM does not exercise discretion over the selection of the custodian, it may recommend the custodian[s] to Clients for execution and/or custodial services. Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by MSWM.

MSWM may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. MSWM does not receive research services, other products, or compensation as a result of recommending a particular broker that may result in the Client paying higher commissions than those obtainable through other brokers.

MSWM participates in the institutional advisor program (the "Program") offered by Fidelity Institutional Wealth Services. Fidelity Institutional Wealth Services is a division of Fidelity Investments, Inc., with brokerage services provided by Fidelity Brokerage Services LLC member FINRA/SIPC/NFA ("Fidelity"), an unaffiliated SEC-registered broker-dealer and FINRA member. Fidelity offers to independent investment advisors services, which include custody of securities, trade execution, clearance and settlement of transactions. The Advisor receives some benefits from Fidelity through its participation in the Program.

As disclosed above, MSWM participates in Fidelity's institutional customer program and the Advisor may recommend Fidelity to Clients for custody and brokerage services. There is no direct link between the Advisor's participation in the program and the investment advice it gives to its Clients, although the Advisor receives economic benefits through its participation in the program that are typically not available to Fidelity retail investors. These benefits include the following products and services (provided 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 the Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; 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 the Advisor by third party vendors. Fidelity may also have paid for business consulting and professional services received by the Advisor's related persons. Some of the products and services made available by Fidelity through the program may benefit the Advisor but may not benefit its Client accounts. These products or services may assist the Advisor in managing and administering Client accounts, including accounts not maintained at Fidelity. Other services made available by Fidelity are intended to help the Advisor manage and further develop its business enterprise. The benefits received by the Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to Fidelity. As part of its fiduciary duties to clients, MSWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MSWM or its related persons in and of itself creates a conflict of interest and may indirectly influence the Advisor's choice of Fidelity for custody and brokerage services.

MSWM may only implement its investment recommendations after the Client has arranged for and furnished the Advisor with all information and authorization[s] regarding account[s] with their financial institutions.

Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by MSWM. MSWM may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. In addition, MSWM reviews the custodians that the recommend at least annually to confirm the appropriateness of its recommendations.

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers whereby an advisor enters into an agreement to place security trades with the broker in exchange for research and other services. **MSWM does not participate in soft dollar programs sponsored or offered by any broker-dealer.**

2. Brokerage Referrals - MSWM does not receive any compensation from any third party in connection with the recommendation for establishing a brokerage account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where MSWM will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). In selecting the custodian, MSWM will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. MSWM will execute its transactions through an unaffiliated

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broker-dealer selected by the Client. MSWM may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Accounts are monitored on a regular and continuous basis by Mr. Meloro, Member and Investment Advisor Representative of MSWM. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account. The Client is encouraged to notify MSWM if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the trustee or custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 - Client Referrals and Other Compensation

A. Compensation Received by MSWM

MSWM is primarily a fee-based advisory firm, but may also receive commissions or other compensation from product sponsors, broker-dealers or an un-related third party. MSWM may refer Clients to various third parties to provide certain financial services necessary to meet the goals of its Clients. Likewise, MSWM may receive referrals of new Clients from a third-party.

Selection of Other Advisors

MSWM may refer Clients to unaffiliated money managers, as detailed in Item 4. In such arrangements, MSWM has a potential conflict of interest in that MSWM will receive a portion of the unaffiliated money manager's fee collected from the Client for the referral of the Client and the ongoing relationship management support provided by MSWM. To mitigate this conflict of interest, MSWM will not charge investment advisory fees on assets referred to an unaffiliated manager under such arrangements.

Participation in Institutional Advisor Platform

MSWM has established an institutional relationship with Fidelity Institutional Wealth Services ("Fidelity IWS") to assist the Advisor in managing Client account[s]. Access to the Fidelity IWS institutional platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Fidelity IWS. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may

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influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Additionally, the Advisor may receive the following benefits from Fidelity IWS: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; and access to an electronic communication network for Client order entry and account information.

B. Client Referrals from Solicitors

MSWM does not engage paid solicitors for Client referrals.

Item 15 – Custody

MSWM does not accept or maintain custody of any Client accounts, except for the authorized deduction of the advisor's fee. All Clients must place their assets with a qualified custodian. Clients are required to select their own custodian to retain their funds and securities and direct MSWM to utilize that custodian for the Client's security transactions. MSWM encourages Clients to review statements provided by the account custodian. For more information about custodians and brokerage practices, see "Item 12 - Brokerage Practices".

Item 16 – Investment Discretion

MSWM generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by MSWM. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by MSWM will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

MSWM does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither MSWM, nor its management, have any adverse financial situations that would reasonably impair the ability of MSWM to meet all obligations to its Clients. Neither MSWM, nor any of its advisory persons, has been subject to a bankruptcy or financial compromise. MSWM is not required to deliver a balance sheet along with this Disclosure Brochure, as the Advisor does not collect fees of \$1,200 or more for services to be performed six months or more in advance.



Form ADV Part 2B – Brochure Supplement

for

**Kevin Holt, CFP®
Member and Investment Advisor Representative**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Kevin Holt (CRD# **4198617**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Holt is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Kevin Holt, born in 1978, is dedicated to advising Clients of MSWM in his role as a Member and Investment Advisor Representative of MSWM. Mr. Holt earned a Bachelors of Science from Eastern University in 2000.

Additional information regarding Mr. Holt's employment history is included below.

Employment History:

Member and Investment Advisor Representative, Market Street Wealth Management, LLC	09/2010 to Present
Registered Representative and Investment Advisor Representative, USA Financial Securities, Inc.	02/2006 to Present
Member, Market Street Financial Group, LLC	03/2003 to Present
Independent Insurance Agent	02/2002 to Present
Registered Representative, Pincor Financial Services Corp.	11/2004 to 01/2006

Professional Designation: Certified Financial Planner ("CFP®")

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- *Education* – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- *Examination* – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- *Experience* – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- *Ethics* – Agree to be bound by CFP® Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- *Continuing Education* – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Holt. Mr. Holt has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Holt.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Holt.***

However, we do encourage you to independently view the background of Mr. Holt on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **4198617** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Holt is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Holt will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Holt. Neither the Advisor nor Mr. Holt will earn investment advisory fees in connection with any services implemented in Mr. Holt's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Holt in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Holt earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Holt, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Holt may receive customary commissions and other related revenues from the various

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insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Holt or the Advisor.

Insurance Companies

The Advisor'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 Advisor's investment adviser representatives may be agents of the insurance agencies. The agencies pay commissions that are separate from the Client fees described above in Item 5. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Tax Company

In addition to the insurance agencies, the Advisor'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 Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Item 5 – Additional Compensation

Mr. Holt has additional business activities where compensation is received. These business activities are detailed above and also in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Holt serves as the Member and Investment Advisor Representative and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Jeffrey W. Leppert
Investment Advisor Representative**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Jeffrey Leppert (CRD# **2834622**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Leppert is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Jeffrey W. Leppert, born in 1968, is dedicated to advising Clients of MSWM in his role as an Investment Advisor Representative of MSWM. Mr. Leppert earned a Bachelor of Science in Criminal Justice from West Chester University.

Additional information regarding Mr. Leppert's employment history is included below.

Employment History:

Investment Advisor Representative, Market Street Wealth Management, LLC	10/2010 to Present
Registered Representative and Investment Advisor Representative, USA Financial Securities, Inc.	01/2007 to Present
Financial Advisor, Market Street Financial Group, LLC	03/2005 to Present

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Leppert. Mr. Leppert has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Leppert.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Leppert.***

However, we do encourage you to independently view the background of Mr. Leppert on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **2834622** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Leppert is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Leppert will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Leppert. Neither the Advisor nor Mr. Leppert will earn investment advisory fees in connection with any services implemented in Mr. Leppert's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Leppert in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Leppert earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Leppert, Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Leppert may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular

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advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Leppert or the Advisor.

Insurance Companies

The Advisor'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 Advisor's investment adviser representatives may be agents of the insurance agencies. The agencies pay commissions that are separate from the Client fees described above in Item 5. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Tax Company

In addition to the insurance agencies, the Advisor'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 Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Item 5 – Additional Compensation

Mr. Leppert has additional business activities where compensation is received. These business activities are detailed above and also in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Leppert serves as an Investment Advisor Representative and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Mark Meloro
Member and Investment Advisor Representative**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Mark Meloro (CRD# **3261100**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Mark Meloro, born in 1976, is dedicated to advising Clients of MSWM in his role as a Member and Investment Advisor Representative of MSWM. Mr. Meloro earned a Bachelor of Science in Finance from West Chester University in 1999.

Additional information regarding Mr. Meloro's employment history is included below.

Employment History:

Member and Investment Advisor Representative, Market Street Wealth Management, LLC	09/2010 to Present
Registered Representative and Investment Advisor Representative, USA Financial Securities, Inc.	11/2005 to Present
Member and Financial Advisor, Market Street Financial Group, LLC	09/2009 to Present
Financial Advisor, Meloro Financial, Inc.	08/2002 to 09/2009

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Meloro. Mr. Meloro has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Meloro.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Meloro.***

However, we do encourage you to independently view the background of Mr. Meloro on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **3261100** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Meloro is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Meloro will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Meloro. Neither the Advisor nor Mr. Meloro will earn investment advisory fees in connection with any services implemented in Mr. Meloro's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Meloro in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Meloro earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Meloro, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an

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insurance professional, Mr. Meloro may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Meloro or the Advisor.

Market Street Financial Group, LLC and Market Street Insurance Services, LLC

The Advisor'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 Advisor's investment adviser representatives may be agents of the insurance agencies. The agencies pay commissions that are separate from the Client fees described above in Item 5. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Market Street Tax Services, LLC

In addition to the insurance agencies, the Advisor'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 Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Item 5 – Additional Compensation

Mr. Meloro has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Meloro serves as the Member and Investment Advisor Representative and Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement
for

Charles Meloro
Member and Investment Advisor Representative

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Charles Meloro (CRD# **3026679**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Charles Meloro, born in 1948, is dedicated to advising Clients of MSWM in his role as an Investment Advisor Representative of MSWM.

Additional information regarding Mr. Meloro's employment history is included below.

Employment History:

Investment Advisor Representative, Market Street Wealth Management, LLC	01/2014 to Present
Registered Representative and Investment Advisor Representative, USA Financial Securities, Inc.	01/2014 to Present
Prudential Annuities Distributors	11/2011 to 01/2014
AST Investment Services	08/2007 to 01/2014
Business Development Specialist and Internal Wholesaler, Prudential Insurance Co. of America	08/2007 to 01/2014

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Meloro. Mr. Meloro has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Meloro.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Meloro.***

However, we do encourage you to independently view the background of Mr. Meloro on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **3026679** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Meloro is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Meloro will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Meloro. Neither the Advisor nor Mr. Meloro will earn investment advisory fees in connection with any services implemented in Mr. Meloro's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Meloro in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Meloro earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Meloro, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Meloro may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Meloro or the Advisor.

Mr. Meloro also owns Per4mance Custom Golf Clubs, a custom golf club maker. He spends approximately 20 hours per month on this activity.

Item 5 – Additional Compensation

Mr. Meloro has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A “Item 10 - Other Financial Activities and Affiliations”.

Item 6 – Supervision

Mr. Meloro serves as an Investment Advisor Representative and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mark Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Troy B. Vogt, CFP®
Chief Investment Officer**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Troy B. Vogt (CRD# **4690637**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Market Street Wealth Management, LLC
999 West Chester Pike, Suite 202 * West Chester, PA 19382
Phone: (610) 692-3200 * Fax: (610) 692-3822
<http://www.marketstreetwealth.net>

Item 2 – Educational Background and Business Experience

Troy B. Vogt, born in 1979, is dedicated to advising Clients of MSWM in his role as Chief Investment Officer of MSWM. Mr. Vogt earned a Bachelor of Science from West Chester University.

Additional information regarding Mr. Vogt's employment history is included below.

Employment History:

Chief Investment Officer and Investment Advisor Representative, Market Street Wealth Management, LLC	10/2010 to Present
Registered Representative and Investment Advisory Representative, USA Financial Securities, Inc.	10/2010 to Present
Financial Advisor, Market Street Financial Group, LLC	09/2010 to Present
Portfolio Manager, First National Bank of Chester County	01/2001 to 09/2010

Professional Designation: Certified Financial Planner ("CFP®")

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- **Education** – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- **Examination** – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- **Experience** – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- **Ethics** – Agree to be bound by CFP® Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- **Continuing Education** – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and

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- *Ethics* – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Professional Designation: Certified Trust and Financial Advisor ("CTFA")

The CTFA certification is a voluntary certification given by the Institute of Certified Bankers ("ICB"), where an individual has met the minimum education, ethical, testing and experience required for this designation, which is centered on Trusts. Prerequisites for the CTFA is 3 years of wealth management experience and an ICB-approved wealth management training program, 5 years of wealth management experience and a bachelors degree, or 10 years of wealth management experience. Other requirements include a professional recommendation from a manager attesting to the qualifications, wealth management experience, and ethical character of the individual. Also, each candidate must sign an ICB's Professional Code of Ethics statement.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Meloro. Mr. Vogt has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Vogt.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Vogt.***

However, we do encourage you to independently view the background of Mr. Vogt on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **4690637** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Vogt is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Vogt will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Vogt. Neither the Advisor nor Mr. Vogt will earn investment advisory fees in connection with any services implemented in Mr. Vogt's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Vogt in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Vogt earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Vogt, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Vogt may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Vogt or the Advisor.

Item 5 – Additional Compensation

Mr. Vogt has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A “Item 10 - Other Financial Activities and Affiliations”.

Item 6 – Supervision

Mr. Vogt serves as an Investment Advisor Representative and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Jeffrey Kropp
Financial Advisor**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Jeffrey Kropp (CRD# **5107430**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Kropp is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Jeffrey Kropp, born in 1974, is dedicated to advising Clients of MSWM in his role as a Financial Advisor of MSWM. Mr. Kropp earned a Bachelor of Science in Business Management from West Chester University of Pennsylvania in 2000.

Additional information regarding Mr. Kropp's employment history is included below.

Employment History:

Financial Advisor, Market Street Wealth Management, LLC	01/2005 to Present
Registered Representative, USA Financial Securities, Inc.	05/2006 to Present
Financial Advisor, Market Street Financial Group, LLC	01/2001 to Present
Insurance Agent, Patriot Financial Group	09/2004 to Present

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Kropp. Mr. Kropp has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Kropp.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Kropp.***

However, we do encourage you to independently view the background of Mr. Kropp on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **5107430** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Kropp is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Kropp will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Kropp. Neither the Advisor nor Mr. Kropp will earn investment advisory fees in connection with any services implemented in Mr. Kropp's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Kropp in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Kropp earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Kropp, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Kropp may receive customary commissions and other related revenues from the

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various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Kropp or the Advisor.

Item 5 – Additional Compensation

Mr. Kropp has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A “Item 10 - Other Financial Activities and Affiliations”.

Item 6 – Supervision

Mr. Kropp serves as an Investment Advisor Representative of MSWM and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Matthew G. Eichert
Investment Advisor Representative**

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Matthew G. Eichert (CRD# **3084098**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Eichert is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Matthew G. Eichert, born in 1976, is dedicated to advising Clients of MSWM in his role as an Investment Advisor Representative of MSWM. Mr. Eichert earned a Bachelor of Arts in Communications from Pennsylvania State University.

Additional information regarding Mr. Eichert's employment history is included below.

Employment History:

Investment Advisor Representative, Market Street Wealth Management, LLC	10/2010 to Present
Registered Representative and Investment Advisory Representative, USA Financial Securities, Inc.	11/2005 to Present
Financial Advisor, Freedom Financial Investments, LLC	11/2005 to Present

Professional Designation: Chartered Financial Consultant® (ChFC®)

The Chartered Financial Consultant® (ChFC®) program prepares you to meet the advanced financial planning needs of individuals, professionals and small business owners. You'll gain a sustainable advantage in this competitive field with in-depth coverage of the key financial planning disciplines, including insurance, income taxation, retirement planning, investments and estate planning.

Program Objectives

- Function as an ethical, competent and articulate practitioner in the field of financial planning
- Demonstrate mastery of the core financial planning knowledge required of a CERTIFIED FINANCIAL PLANNER™ by passing the CFP® certification exam
- Utilize the intellectual tools and framework needed to maintain relevant and current financial planning knowledge and strategies.
- Apply financial planning theory and techniques through the development of case studies and solutions
- Apply in-depth knowledge in a holistic manner from a variety of disciplines; namely, estate planning, retirement planning or non-qualified deferred compensation.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Eichert. Mr. Eichert has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Eichert.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Eichert.***

However, we do encourage you to independently view the background of Mr. Eichert on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **3084098** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Eichert is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Eichert will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Eichert. Neither the Advisor nor Mr. Eichert will earn investment advisory fees in connection with any services implemented in Mr. Eichert's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Eichert in his role as an Member and Investment Advisor Representative, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Eichert earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Eichert, Member and Investment Advisor Representative of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Eichert may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Eichert or the Advisor.

Item 5 – Additional Compensation

Mr. Eichert has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Eichert serves as an Investment Advisor Representative of MSWM and is supervised by Mark Meloro, Chief Compliance Officer of MSWM. Mr. Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement
for

Matthew D. Dodge, CLU[®]
Financial Advisor

Effective: July 1, 2015

This Brochure Supplement provides information about the background and qualifications of Matthew D. Dodge, CLU[®] (CRD# **6374048**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Dodge is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Matthew Dodge is a Financial Advisor of MSWM. Matthew Dodge, born in 1987, is dedicated to advising Clients of MSWM. Mr. Dodge for one year attended Appalachian State University in 2006. Mr. Dodge earned a Bachelor of Science in Construction Management, Minor in Business from East Carolina University in 2010.

Additional information regarding Mr. Dodge's employment history is included below.

Employment History:

Financial Advisor, Market Street Wealth Management, LLC	02/2015 to Present
Insurance Agent & Financial Advisor, The Estate Planning Center - USA Financial Securities	09/2013 to 01/2015
Insurance Agent, National Agents Alliance	04/2013 to 09/2013
Agent, Hwy Surfers LLC- Jones Motor Company	01/2013 to 04/2013
Personal Trainer, Professional Fitness	10/2012 to 01/2013
Was a free agent in the NFL, Unemployed	10/2011 to 10/2012
Professional Athlete, New York Football Giants	04/2010 to 09/2011

The Chartered Life Underwriter ("CLU®")

The Chartered Life Underwriter® (CLU®) is a designation of insurance expertise, helping gain a significant advantage in a competitive market. This course of study helps by providing in-depth knowledge on the insurance needs of individuals, business owners and professional clients.

Program Learning Objectives

- Provide guidance to clients on types and amounts of life insurance needed
- Make recommendations on aspects of risk management, including personal and business uses of a variety of insurance solutions
- Provide guidance to clients on legal aspects of life insurance contracts and beneficiaries
- Assist clients in making decisions about estate planning, including proper holding of assets and title to assets, as well as the implications of various wills and trust arrangements on financial, retirement and succession planning issues
- Provide a holistic and comprehensive approach to addressing the insurance planning needs of their clients

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Dodge. Mr. Dodge has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Dodge.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Dodge.***

However, we do encourage you to independently view the background of Mr. Dodge on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select "Investment Adviser Search" from the left navigation menu. Then select the option for "Individual" and enter **6374048** in the field labeled "Individual Name or CRD#".

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Dodge is also a registered representative of USA Financial Securities Corp. of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA, SIPC. In his separate capacity as a registered representative, Mr. Dodge will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Dodge. Neither the Advisor nor Mr. Dodge will earn investment advisory fees in connection with any services implemented in Mr. Dodge's separate capacity as a registered representative where commissions are earned.

Generally, recommendations made by MSWM to its Clients are implemented by Mr. Dodge in his role as an Financial Advisor, not in his role as a Registered Representative. As such, Clients of MSWM will only pay advisory fees as described above. In no circumstances will MSWM earn an advisory fee and a commission on the same investment. In the event that Mr. Dodge earns a commission on an investment, the advisory fee will be waived by MSWM.

Insurance Agency Affiliations

Mr. Dodge, Financial Advisor of MSWM, may serve as an insurance professional for various insurance companies. This activity is done separate and apart from his role with MSWM. As an insurance professional, Mr. Dodge may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Dodge or the Advisor.

Item 5 – Additional Compensation

Mr. Dodge has additional business activities where compensation is received. These business activities are detailed above in Form ADV Part 2A "Item 10 - Other Financial Activities and Affiliations".

Item 6 – Supervision

Mr. Dodge serves as the Financial Advisor of MSWM and is supervised by Mark Meloro, the Chief Compliance Officer. Mark Meloro can be reached at (610) 692-3200.

MSWM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its employees. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2A Appendix 1 Wrap Fee Brochure

Effective: July 1, 2015

This Wrap Fee Brochure provides information about the business practices and fees for Market Street Wealth Management, LLC (herein "MSWM" or the "Advisor") when Client transaction costs are included with investment advisory fees as a single fee. This Wrap Fee Brochure shall always be accompanied by the MSWM Disclosure Brochure, which provides complete details on the business practices of MSWM. If you did not receive the complete MSWM Disclosure Brochure or you have any questions about the contents of this Wrap Fee Brochure or the MSWM Disclosure Brochure, please contact us at (610) 692-3200.

MSWM is a registered investment advisor located in the Commonwealth of Pennsylvania. The information in this Wrap Fee Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Wrap Fee Brochure provides information about MSWM to assist you in determining whether to retain the Advisor.

Additional information about MSWM and its advisory persons are available on the SEC's website at www.adviserinfo.sec.gov by using the MSWM CRD Number **155157**.

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Item 2 – Material Changes

Form ADV 2 Appendix 1 provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. In particular, this Wrap Fee Brochure discusses the fee billing practices of the Advisor as a supplement to the Disclosure Brochure.

Material Changes

There have been no material changes to this Wrap Fee Brochure since the last distribution to Clients.

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Item 4 – Services Fees and Compensation

Services

Market Street Wealth Management, LLC (“MSWM”) provides customized wealth advisory services for its Clients. This Wrap Fee Brochure is provided as a supplement to the MSWM Disclosure Brochure (Form ADV2A). This Wrap Fee Brochure is provided along with the complete Disclosure Brochure to provide full details of the business practices and fees when selecting MSWM as your investment advisor.

As part of the investment advisory fees noted in Item 5 of the Disclosure Brochure, MSWM may include normal securities transaction fees as part of the overall investment advisory fee. Securities regulations often refer to this combined fee structure as a “Wrap Fee Program”.

The sole purpose of this Wrap Fee Brochure is to provide additional disclosure relating the combination of securities transaction fees into the single investment advisory fee. This Wrap Fee Brochure references back to the MSWM Disclosure Brochure in which this Wrap Fee Brochure serves as an Appendix.

Please see Item 4 – Advisory Services of the Disclosure Brochure for details on MSWM’s investment philosophy and related services.

Program Costs

Advisory services provided by MSWM may be offered in a wrap fee structure whereby normal securities transaction costs are included in the overall investment advisory fee paid to MSWM.

As the level of trading in a Client’s account[s] may vary from year to year, the annual cost to the Client may be more or less than engaging for advisory services where the transactions costs are borne by the Client. The cost of the Wrap Fee Program varies depending on services to be provided to each Client.

Please see Item 5 – Fees and Compensation for complete details on fees.

Fees

The Wrap Fee Program includes normal securities trading costs incurred in connection with the discretionary investment management services provided by MSWM. Securities transaction fees for Client directed trades are borne by the Client. Please see Item 5.C. – Other Fees and Expenses in the Disclosure Brochure (included with this Wrap Fee Brochure).

Compensation

MSWM is the sponsor and portfolio manager of this Wrap Fee Program. MSWM receives investment advisory fees paid by Clients for investment advisory services covered under this Wrap Fee Program.

Item 5 – Account Requirements and Types of Clients

MSWM offers investment advisory services to individuals and high net worth individuals. MSWM generally does not impose a minimum account size for establishing a relationship.

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Manager Selection

MSWM acts as sponsor and as portfolio manager for this Wrap Fee Program. Advisory services are detailed in Item 4 of the Disclosure Brochure.

Related Persons

MSWM's Supervised Person[s], serves as portfolio manager for services under this Wrap Fee Program. MSWM does not act as portfolio manager for any third-party wrap fee programs.

Supervised Persons

As noted above, certain Supervised Person[s] serves as the portfolio manager for the Wrap Fee Program. Please refer to the complete Disclosure Brochure (included with this Wrap Fee Brochure) for details on the services provided by MSWM and the Brochure Supplement for the background of the Supervised Person[s] of MSWM.

Performance-Based Fees

MSWM does not charge performance-based fees for its investment advisory services. The fees charged by MSWM are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

MSWM does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Methods of Analysis

Please see Item 8 of the Disclosure Brochure (included with this Wrap Fee Brochure) for details on the research and analysis methods employed by the Advisor.

Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. MSWM will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account[s]. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. Please see Item 8.B. – Risk of Loss in the Disclosure Brochure for details on investment risks.

Voting Client Securities

MSWM does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 7 – Client Information Provided to Portfolio Managers

MSWM is the sponsor and sole portfolio manager for the Program. The Advisor does not share Client information with other portfolio managers because it is the sole portfolio manager for this Wrap Fee Program. Please also see the MSWM Privacy Policy (included after this Wrap Fee Brochure).

Item 8 – Client Contact with Portfolio Managers

MSWM is a full-service wealth advisory firm. Clients always have direct access to the Portfolio Managers at MSWM.

Item 9 – Additional Information

Disciplinary Information and Other Financial Industry Activities and Affiliations

Disciplinary Information

There are no legal, regulatory or disciplinary events involving MSWM or any of its Supervised Persons. MSWM and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Please see Item 9 of the MSWM Disclosure Brochure as well as Item 3 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Brochure) for additional information on how to research the background of the Advisor and its Advisory Persons.

Other Financial Activities and Affiliations

Please see Items 10 and 14 of the MSWM Disclosure Brochure as well as Items 4 and 5 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Brochure).

Participation in Institutional Advisor Platform

As disclosed in Item 12 of the Disclosure Brochure, MSWM, as a registered investment advisor, participates in institutional programs at various custodians and typically recommends these custodians to Clients for custody and brokerage services. There is no direct link between MSWM's participation in these institutional programs and the investment advice it gives to its Clients, although MSWM receives economic benefits through its participation in the institutional programs that are typically not available to retail investors. Please see Items 12 and 14.

Code of Ethics, Review of Accounts, Client Referrals, and Financial Information

MSWM has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with MSWM. Complete details on the MSWM Code of Ethics can be found under Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading in the Disclosure Brochure (included with this Wrap Fee Brochure).

Review of Accounts

Securities in Client accounts are monitored on a regular and continuous basis by Mr. Meloro, Member and Investment Advisor Representative of MSWM. Please see Item 13 of the Disclosure Brochure (included with this Wrap Fee Brochure).

Other Compensation

Please see Item 14 – Other Compensation in the Disclosure Brochure (included with this Wrap Fee Brochure) for details on additional compensation that may be received by MSWM or its Supervised Person[s]. The Brochure Supplement (also included with this Wrap Fee Brochure) provides details on outside business activities and the associated compensation, for all Supervised Person[s] with MSWM.

Client Referrals from Solicitors

MSWM does not engage paid solicitors for Client referrals.

Financial Information

Neither MSWM, nor its management has any adverse financial situations that would reasonably impair the ability of MSWM to meet all obligations to its Clients. Neither MSWM, nor any of its advisory persons, has been

subject to a bankruptcy or financial compromise. MSWM is not required to deliver a balance sheet along with this Disclosure Brochure, as the firm does not collect advance fees of \$1,200 or more for services to be performed six months or more in advance.



Market Street Wealth Management, LLC

Privacy Policy

Effective: July 1, 2015

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<http://www.marketstreetwealth.net>

Privacy Policy

Our Commitment to You

Market Street Wealth Management, LLC ("MSWM" or the "Advisor") is committed to safeguarding the use of personal information of our Clients (also referred to as "you" and "your") that we obtain as your Investment Advisor, as described here in our Privacy Policy ("Policy").

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. MSWM (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

MSWM does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered investment advisors ("RIAs") must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number(s)	Income and expenses
E-mail address(es)	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client's personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting.	Yes	No
Marketing Purposes MSWM does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where MSWM or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent(s) or representative(s).	Yes	Yes
Information About Former Clients MSWM does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy, and will provide you with a revised policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (610) 692-3200.