

**Item 1      Cover Page****Part 2A Form ADV: Firm Brochure**

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This brochure provides information about the qualifications and business practices of Midwest Investment Management LLC. If you have any questions about the contents of this brochure, please contact us at (216) 830-1110 or by email at [nfk@mimllc.com](mailto:nfk@mimllc.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Midwest Investment Management LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Midwest Investment Management LLC is registered with the Securities and Exchange Commission as an Investment Advisor. "Registered Investment Advisor" or "registered" does not imply a certain level of skill or training.

## **Item 2        Material Changes**

This item of the Brochure discusses only material changes since the last annual update of our previous Brochure.

This is an “Other-than-Annual” Amendment to the Company’s brochure (Form ADV, Part 2A) that was filed on March 9, 2017, and prepared by Midwest Investment Management LLC. Any and all changes made herein that are not identified below are either typographical or grammatical in nature. This information is being provided in a narrative format.

**Material Changes** - In December 2017, Midwest Investment Management LLC intends to file a full Form ADV-W (17 CRF 279.2) to withdraw from investment adviser registration with the Securities and Exchange Commission. Upon filing the Form ADV-W via the IARD, termination of the registration of Midwest Investment Management LLC becomes effective immediately upon acceptance by the IARD provided however that the Company’s registration will continue for a period of sixty days after acceptance solely for the purpose of commencing a proceeding under section 203(e) of the Act (15 U.S.C. 80b-3(e)). See Item 4 – Advisory Business for additional information.

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## **Item 4      Advisory Business**

### **A. Firm Description and Owners**

Midwest Investment Management LLC, founded in 2000, is a SEC- Registered Investment Advisor with its principal place of business located in Ohio. The firm's owners are: Margaret E. Halloran, Norman F. Klopp, Jr., Elmer ("Al") Meszaros, Robert J. Yaroma, and Keith A. Vargo.

On September 1, 2017, Midwest Investment Management LLC ("MIM") entered into an Asset Purchase Agreement with Carnegie Capital Asset Management, LLC, d/b/a Carnegie Investment Counsel ("CIC"), an Ohio limited liability company, which commenced operations in 1974.

MIM will cease its operations as a registered investment advisor in December 2017, by filing a full form ADV-W withdrawing its registration with the Securities and Exchange Commission. MIM has notified its clients of its acquisition by CIC. All MIM clients that choose to move their accounts to CIC will be required to read and, upon agreement, sign a written consent to assignment. For those clients who do not move their account(s) to CIC and sign and return the consent to assignment form, MIM will cease managing their accounts when the ADV-W is effective.

### **B. Services Offered**

We provide portfolio management services to individuals, trusts, estates, pension and profit sharing plans, charitable organizations and small businesses on a discretionary basis. Our advice is limited to the following types of investments:

- Our core portfolios of individual stocks
- Exchange Traded Funds ("ETFs")
- Mutual Funds
- Bonds

Our core portfolios of individual stocks are made up of the common stocks of large companies that tend to be highly profitable, have been able to grow at a sustainable rate through an economic cycle, generate high levels of cash flow and, in most cases, pay and grow their dividends.

Our initial discussion with a potential client focuses on their current and past investment experience, their long term investment goals and their tolerance for risk. Based on these discussions, and the information provided by the client, a

plan for asset allocation between stocks and bonds is created and discussed with the client.

We also determine if the use of mutual funds and Exchange Traded Funds is appropriate in addition to common stocks.

We also offer our Short Term Bond Portfolio which utilizes bond funds that we select and monitor for the investment of cash.

We also manage company 401(k) programs using our list of Preferred Mutual Funds that we have selected and monitor. We help the trustees select the specific funds to be offered in their 401(k) program. We also are available for group and individual meetings with the participants to help them with their individual asset allocation decisions.

We provide a managed mutual fund account service for 401(k) participants and other individuals in which we manage the asset allocation and mutual fund selection for the individual based upon predetermined risk parameters.

C. Client Tailored Services and Client Imposed Restrictions

We manage our client's portfolios based on the individual needs of the client. Asset allocations are created consistent with the client's stated investment goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

D. Wrap-Fee Programs

We do not participate in Wrap-Fee Programs.

E. Assets Under Management

As of December 31, 2016 the firm managed \$211,344,691 of clients' assets on a discretionary basis and \$18,135,355 on a non-discretionary basis.

## **Item 5 Fees and Compensation**

A. Fee Schedule

Our annual management fee is:

1.00%	of total assets for accounts up to \$2.5 million
.75%	of total assets for accounts from \$2.5 million to \$5 million
.60%	of total assets for accounts \$5 million to \$7.5 million
.50%	of total assets for accounts \$7.5 million to \$15 million
.40%	of total assets for accounts \$15 million to \$20 million
.30%	of total assets for accounts over \$20 million

Our annual management fee for 401(k) programs is:

- 1.00% of total assets for accounts up to \$1.0 million
- .75% of total assets for accounts from \$1.0 million to \$2.5 million
- .60% of total assets for accounts \$2.5 million to \$5.0 million
- .50% of total assets for accounts \$5.0 million to \$10 million
- .40% of total assets for accounts \$10 million to \$20 million
- .25% of total assets for accounts over \$20 million

*One quarter of the annual fee is payable at the end of each calendar quarter based upon the value of the account at the end of that quarter.*

Our annual management fee for the Short Term Bond Portfolio is 0.50% of total assets, up to a total of \$15 million and 0.30% of total assets for accounts in excess of \$15 million. The minimum annual fee is generally \$500.

Fees may be negotiable in certain circumstances.

We will aggregate related accounts such as multiple accounts from an individual or family and calculate the fees for each account based upon the aggregate value.

#### B. Payment Methods

Fees are due and payable in arrears when billed following the end of each calendar quarter. You can choose to be billed for your fees or to have your fees paid directly from your custodial account. The custodian must obtain consent from you in advance in order to directly debit the fees. You will receive a copy of the invoice from us, including the calculation, each quarter.

#### C. Other Costs and Expenses

In addition to the management fee paid to us, your additional expenses would include:

- A custodian fee if you choose to have your assets held at a bank trust department. We have a very competitive custody arrangement for clients at Fifth Third Bank.
- If you choose to use Charles Schwab or Fidelity as a custodian, there is no custody fee charged by Schwab or Fidelity.
- When securities are bought or sold in your account the broker handling the transaction charges a commission based upon the number of shares sold. Therefore, you will incur brokerage and other transaction costs.

Under Item 12 – Brokerage Practices (Page 14) of this Brochure, we provide more detail concerning brokerage transactions. Accounts custodied at Schwab or Fidelity pay a transaction fee that varies depending

upon a number of factors including account size, transaction size and personal client arrangements between the client and Schwab or Fidelity.

- In accounts that utilize mutual funds we use only no load (no commission) funds. Certain funds may have a transaction fee charged by the custodian. The mutual fund companies charge management and other fees that are not billed directly but are a deduction when the net asset value is calculated. This is called the expense ratio. In researching mutual funds for use in your portfolio we attempt to find funds with a highly competitive cost structure without sacrificing fund quality.
- In 401(k) programs we work with a Third Party Administrator (“TPA”) selected by the program trustees. The TPA handles all of the administrative functions for the 401(k) program and charges a fee for those services that are approved by the program trustees.

#### D. Initial and Termination Billing

We do not require the pre-payment of our management fee. It is collected at the end of each calendar quarter for the past quarter’s management. If you become a client after the start of a quarter, or terminate your relationship with us prior to the end of a quarter, your fee for that quarter will be based upon the number of days we managed your account during the quarter.

#### E. Other sources of Revenue for the Firm

It is important to note that the only compensation we receive for the management of your account is the management fee outlined in Item 5 – Fees and Compensation (Page 5). We receive no compensation from any mutual funds that we might use in your account. We receive no portion of the commissions generated in your account. And we are not compensated in any way by any of the custodian banks or brokerage firms. A portion of the transaction commissions are used to pay for certain services such as investment research and analysis that is used directly in managing all of our clients accounts. This process, called “soft dollars”, is discussed in greater detail in Item 12 – Brokerage Practices (Page 14) of this Brochure.

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

We do not charge Performance-Based Fees (fees based on a share of capital gains or capital appreciation of assets of a client).

## **Item 7      Types of Clients**

### A. Types of Clients

We manage accounts for:

- Individuals
- Trusts
- Estates
- Charitable Organizations
- Foundations
- Corporations and Other Businesses
- Pension and Profit Sharing Plans
- Company 401(k) Programs

#### B. Minimum Account Size

Our preferred minimum account size is \$500,000 for Investment Management and 401K Program Accounts. The preferred minimum account size for the Short Term Bond Portfolio is \$50,000. At our discretion, we may elect to waive the account minimum.

## **Item 8      Methods of Analysis, Investment Strategies and Risk of Loss**

#### A. Investment Philosophy and Process

When we build a portfolio of individual common stocks for you, individual stocks will tend to have the following characteristics:

1. They will be the stocks of large companies, in almost every case with a total market value of at least \$5 billion.
2. The companies will have the potential to be highly profitable. One way we measure profitability is to look at how much a company earns related to the value of the shareholders investment in the company. This is referred to as Return on Equity. We examine Return on Invested Capital (ROIC) as well.
3. In almost every case the companies pay a dividend on their common stock and typically will have a record of growing that dividend over time.
4. In most cases, the companies generate higher than average levels of cash flow and free cash flow. Cash flow includes earnings and accounting items such as depreciation that do not affect cash. High levels of cash flow give management the ability to make the necessary investments to grow the business and still have sufficient cash to pay and grow the dividend, and reduce shares outstanding.
5. We also seek companies that have shown an ability to grow their business at a sustainable rate through an economic cycle.



6. We try to find companies that are executing a superior business strategy that is likely to give them a competitive advantage in their business and markets. This analysis is, in many cases, qualitative or subjective. It is based upon our experience in analyzing companies and industries and the opinions of other analysts that have expertise in the industry.

In identifying companies that meet these criteria we use a variety of sources. We have available analytical databases that enable us to do analysis of a company's financial history over many years. We utilize investment research from a number of investment firms that gives us insight into the analysis and conclusions of other investment analysts. We read financial, industry and other publications to gather further understanding of topics that might impact the company. We talk with company management and other sources we have in business and industry to gain additional understanding of current and long term trends in the business and the industry.

When we are satisfied that we have found a company that we would like to own in your and other clients' portfolios, we then determine the price we are willing to pay for the stock. We begin by calculating what we call the "fair value" for the stock. We use primarily six methods for determining "fair value."

1. Price/Earning Ratio ("P/E Ratio") - this ratio is calculated by dividing the current price of the stock by the earnings per share.
2. Price/Book Ratio ("P/B Ratio") - this is calculated by dividing the current market price of the stock by the book value at the end of the most recent fiscal year. Book Value is the total net value of all of the company's assets expressed on a per share basis.
3. Dividend Yield - determined by dividing the current dividend per share by the current stock price.
4. Price to Sales Ratio - is calculated by dividing the current price of the stock by the current annual sales per share.
5. Cash Flow Return - we use an independent analytical firm that calculates the current value of the long term projected cash flow of each company. This provides a good independent check of our own valuation.
6. Internal Rate of Return - based upon our analysis we project a 10 year growth rate of earnings and dividends for the company. And, calculate the total value of those earnings and dividends. We then calculate the current value, in our opinion, of those earnings and dividends.

We then attempt to buy the stock in client portfolios when it is selling below what we believe to be its fair value. The result of this process is a common stock

portfolio of about 30 to 40 holdings. Depending on stock market conditions it might take weeks to several months to complete the construction of a portfolio. We are long term investors. The average annual turnover in our stock portfolio is typically 20% - 25%.

We maintain this six model analysis on a current basis on every stock we own in clients portfolios. We review a larger list of companies on a regular basis searching for new potential stocks we might buy for client portfolios.

This investment process is executed on an ongoing basis by the Investment Committee consisting of our partners Meg Halloran, Norm Klopp, Al Meszaros, and Keith Vargo, and our Managing Director, Peter Vanden Broeck. The committee meets every Tuesday morning or more frequently if events or market conditions dictate. At these meetings we review, among other things, each stock owned in client portfolios, our current market exposure in economic sectors or industries, and what trends we see in the larger population of stocks that we monitor that might make additional stocks attractive for purchase. In reviewing the stocks that we own, we determine which ones are still at prices that are attractive to purchase and which ones should be sold.

Our partners, Meg Halloran and Keith Vargo, use the conclusions from these meetings to make appropriate buy and sell decisions for your portfolio and all of our client portfolios.

**B. Investment Risk:**

Investing in any security involves risk of loss that clients should be prepared to bear. Our investment process described above is, in our opinion, thorough and consistent. But it relies on many variables that we determine in our analysis of the companies and their stocks. If those variables prove inaccurate because of changes in economic conditions, faulty analysis, changes in market conditions, or internal changes at a company, the performance of an individual stock or group of stocks will vary from our expectations. We strive to control these risks by:

1. Closely monitoring each company and its stock performance.
2. Closely monitoring the size of the position in each stock held in your portfolio so that it does not get too large.
3. Maintaining discipline in determining the price we pay for each stock in your portfolio and the price at which we will sell the stock.
4. Being very selective in the types of companies we are willing to invest in and purchase in your portfolio.

There are, however, risks in all investments. During our initial meeting, we will have an in depth discussion with you about the risk of investing as we determine together the proper allocation between common stocks and fixed income in your portfolio. We will review that allocation together on a regular basis to determine if it is still appropriate for your current circumstances.

Fixed Income - Another way to reduce risk in your portfolio is to have a portion of the portfolio invested in Bonds (fixed income investment). Many of our client portfolios have 25% - 35% (or some other percentage) of their assets in Bonds. This is what we call a Balanced Account. We believe that we should take a very conservative approach to the Bond Market so that it does reduce the overall risk in the portfolio. As a result, we invest the Bond portion of your portfolio, if you have chosen to have a Balanced Account, primarily in high quality short to medium maturity Bond mutual funds. We may also own Government and High Quality Corporate Bonds.

Fixed income is not without risk. However, we believe by concentrating your investment in high quality bonds and bond funds and paying close attention to the length of maturities in these investments that we are investing in the lower risk portion of the bond market.

Mutual Funds - We may utilize mutual funds in the following circumstances:

1. For client portfolios - If we determine in discussions with you that it is appropriate for you to have further diversification beyond our core portfolio with a portion of your investments; we can use mutual funds to achieve that diversification. This might include funds that provide exposure to foreign markets or smaller companies.
2. We use mutual funds for smaller accounts, under \$500,000, to achieve sufficient diversification.
3. We use mutual funds in the management of company 401(k) programs.
4. We use mutual funds in the management of our Short Term Bond Portfolio and in the fixed income portion of a Balanced Account.

We maintain a list of Preferred Funds that we analyze and follow regularly. They are:

1. No-Load (commission) funds or the no-load version of a load fund.
2. Managed by proven managers.
3. Consistent in their philosophy and strategy.

4. Have outstanding performance over the long term.

As discussed in Item 5 - Fees and Compensation (Page 7), we receive no compensation from any mutual fund. We believe this makes our selection process objective.

#### Exchange Traded Funds (“ETFs”)

When appropriate, we may use Exchange Traded Funds (“ETFs”) in the management of an individual portfolio. ETF’s might be used rather than mutual funds to achieve a specific style of diversification such as smaller companies or international companies. This also might provide representation in a specific sector or industry. When selecting ETFs, we use the same type of investment process and valuation that we use in selecting individual stocks for your portfolio.

As explained above, we manage one general strategy with variance being the result of asset allocation between common stock and Bonds and perhaps some further diversification using mutual funds and Exchange Traded Funds. Our strategy does not involve frequent trading. Transaction costs have a negligible impact on performance.

As discussed above, there is no unusual material risks involved in our investment style.

### **Item 9      Disciplinary Information**

We are required, as a Registered Investment Advisor, to disclose all material facts regarding any legal or disciplinary events that are material to a client’s or prospective client’s evaluation of our advisory business or the integrity of our management. Our firm and our members and associates have no disciplinary events to disclose in any a) criminal or civil action; b) administrative proceeding before the Securities and Exchange Commission or any other federal regulatory agency, any state regulatory agency, or any foreign financial authority; c) self-regulatory organization (“SRO”) proceeding.

### **Item 10      Other Financial Industry Activities and Affiliations**

Our firm and our members and associates have no other financial industry activities or affiliations.

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

#### **A. Summary**

We have adopted a Code of Ethics pursuant to SEC Rule 204A-1

It states that:

1. We must place the clients' interests first and foremost in each and every situation.
2. All information relating to clients will be held in strictest confidence within the firm.
3. All trading of securities, other than mutual funds and government debt instruments, by members and associates will be done in a manner that avoids any real or apparent conflict with the interest of any client of the firm. Procedures are outlined to make certain this happens.
4. Each member and associate is personally responsible and liable to report to the Managing Member and Compliance Officer of the firm facts about any legal or disciplinary event that are material to an evaluation of the individual's or the firm's integrity or ability to meet the contractual commitments to the clients.

In summary it states:

Midwest Investment Management LLC, its members, and its associates have a fiduciary responsibility to our clients to make certain that everything we do places the clients' needs first and foremost. All of our actions must be guided by sound moral and ethical principles that constantly focus on this fiduciary responsibility.

We will provide a copy of our Code of Ethics to any client or prospective client upon request and without charge.

#### B. Interest in Client Investments

We or a related person do not recommend or buy or sell for clients accounts, securities in which we have a material financial interest.

#### C. Interest in Client Transactions

We or a related person may invest in the same securities that are bought or sold in client portfolios. This may present a conflict of interest with the clients depending upon the timing of each investment. The Personal Trading Restrictions discussed in the following section (D) are designed to deal with this issue.

#### D. Personal Trading Restrictions

Any member or associate of our firm who desires to buy or sell any security other than mutual funds and government debt instruments must follow the firm's Personal Trading Policy and Procedures.

1. Prior to initiating any transaction for the purchase or sale of a security not specifically exempted by SEC Regulations, a Personal Transaction Authorization must be pre-approved.
2. The pre-approval must indicate the following:
  - a) Account Name
  - b) Date
  - c) Security
  - d) Number of Shares
  - e) Action (Buy or Sell)
3. Prior to authorizing the trade, the Director of Portfolio Management or designee, must make certain that no activity in the specific security is taking place or is, to the best of their knowledge, contemplated in the immediate future in any client portfolio that we manage.
4. Any member or associate of the firm who maintains a brokerage account is required to supply quarterly account statements to the Compliance Officer, or designee of Midwest Investment Management LLC. These records will be maintained by Midwest Investment Management LLC as prescribed by SEC regulations.
5. Every member and associate of the firm must complete, sign and return an annual securities holding report to the Compliance Officer, or designee of Midwest Investment Management LLC. The information must be current as of a date no more than 45 days prior to the date the report is submitted.
6. Following the end of each calendar quarter each member or associate must complete, sign and return to the Compliance Officer, or designee, the Quarterly Personal Trading Report confirming that all personal transactions have been reported to the firm.

Failure to comply with this Policy and Procedure will require the reversal of any non-approved transaction with the financial implications the responsibility of the member or associate.

Persistent failure to comply with this policy may be grounds for termination of employment.

## Item 12 Brokerage Practices

We strive to do the best for our clients. Our primary consideration when trading in your account is to do what is in your best interest. We seek the best execution for transactions in your account. This does not necessarily mean the lowest commission, but the best overall qualitative execution. Other factors we consider include:

- Benefit to you of the product or service provided by the broker.
- Financial stability of the broker.
- Timeliness and accuracy of order execution.
- Ability to confirm and settle promptly.

It is our policy to negotiate the same commission rate for all clients when a broker we recommend is selected.

### A. Research and Other Soft Dollar Benefits

We do execute transactions with brokers who pay for research services provided to us. This practice is referred to as soft dollar benefits.

1. When we use client brokerage commissions to obtain research or other products or services, we receive benefit because we do not have to produce or pay for the research products or services. This may cause a conflict of interest.
2. We may have an incentive to select or recommend a broker-dealer based upon our interest in receiving the research on other products or service, rather than our clients' interest in receiving most favorable execution. Any broker we use to execute transactions must, however, meet the standards listed above and meet our goal of achieving the best overall qualitative execution for your account.
3. As a matter of policy we negotiate the same commission rate for all of our client transactions. The commissions paid for soft dollar transactions are at this same rate.
4. We believe that all of our clients benefit from the products and services received through soft dollar arrangements because of the nature of these services and products. We therefore do not allocate soft dollar commissions to specific accounts.
5. During the last year we used soft dollar commission to pay for the following products and services:

- A research database used in our stock selection process.
- An economic consultant.
- One source of in-depth company and industry research.

6. We have identified Brokers who meet all of the criteria we set to obtain what we believe are best execution for transactions in your account. We use these Brokers for our soft dollar transactions. The commissions charged are the same for every trade whether it is being used for soft dollars or not.

#### B. Brokerage for Client Referrals

We receive no client referrals from any broker-dealers. As a result this is not a consideration in the selection of brokers we use.

#### C. Directed Brokerage

We do not routinely recommend, request, or require that a client direct us to execute transactions through a specified broker-dealer.

We do permit a client to direct brokerage but, as a matter of policy, we discourage this practice. If a client wants to direct brokerage we require that they sign a letter prepared by us that details the risks for the client. These include:

- We may not be able to achieve the most favorable execution of transaction.
- It may cost the client more money.
- We will not be able to aggregate the transaction with other client transactions to get a more favorable commission or execution price.

#### D. Order Aggregation

When we are taking an initial or other significant position in a stock, or selling a complete position, the size of the order may make it beneficial to aggregate or group the orders into one transaction. If we do aggregate the purchase or sale of securities, we have specific procedures to make certain all clients are treated equally. Also, each client participating receives the average price for the days' transactions if there were multiple transactions.



## **Item 13      Review of Accounts**

### **A. Periodic Review**

Meg Halloran and Keith Vargo, both of whom are partners and members of the Investment Committee, work with our Portfolio Administrators to review accounts on an ongoing basis, not less than at least once a year.

### **B. Other Causes for Review**

In addition to regular reviews, your account would be reviewed:

- To determine if a new buy idea was appropriate for your account.
- To implement a sale of a stock that we determined should be sold.
- To invest cash generated by the sale of a stock or maturity of a Bond.
- To invest new cash deposited to your account or raise cash, if needed, in the case of a withdrawal.

### **C. Reports to Clients**

We report to our clients in writing, usually within two weeks, following the end of each calendar quarter. The report you receive will include:

- A letter written by us summarizing the market and economic developments in the quarter.
- Timely comments on specific new purchases, or sales and investments that warrant further comment.
- A table and chart showing the performance of your account Quarter to Date, Year to Date and Since Inception compared to the Standard & Poor's 500 Index and other appropriate indices.
- A pie chart showing asset allocation between stocks, bonds and cash.
- A list of the Purchases and Sales made in the account in the quarter.
- A list of the holdings in the portfolio, including your cost basis.
- A copy of the Statement of Management Fees for the quarter.

## **Item 14      Client Referrals and Other Compensation**

We receive no compensation other than the fees paid by our clients for the management of their assets.

The firm currently has agreements with several non-affiliated organizations or individuals who refer potential clients to our firm. Every Solicitor must sign an agreement with the firm and every prospective client must sign a Written Disclosure Statement acknowledging the agreement between the Solicitor and our

firm. The Solicitor's Agreement describes the nature of our relationship with the independent solicitor and details the compensation we pay to the Solicitor for referrals. This compensation paid to the Solicitor does not impact the fee the client pays to the firm.

## **Item 15 Custody**

We do not custody any client securities or assets. You will receive quarterly (or monthly) account statements directly from your custodian. We urge you to carefully review and compare these statements with statements you receive from us.

## **Item 16 Investment Discretion**

We manage clients' portfolios on a discretionary and non-discretionary basis. If we manage your account on a discretionary basis, it means that you have given us discretionary authority to manage your accounts and we have authority to buy and sell securities in your account without specific prior approval for each transaction. When you establish a management relationship with us, one of the documents executed by both parties is a Discretionary Investment Manager's Agreement outlining this authority and any restrictions or limitations.

## **Item 17 Voting Client Securities**

When you open an account with us, you sign a Discretionary Investment Manager's Agreement that gives us discretionary authority, as described in Item 16 – Investment Discretion (Page 17) of this Brochure, to vote proxies received on your behalf in accordance with our Policies and Procedures. In the Custody Agreements with the bank or brokerage firm that holds your account you may direct the proxy materials to be delivered to our firm or directly to you. Unless otherwise instructed, we will vote any proxies received from the custodian on your behalf. We cannot assume responsibility for voting proxies delivered to you.

In exercising discretionary authority to vote proxies on your behalf, the firm will act in your best economic interests, not the firm's interest, based on the information made available to us. Since we have no business relationships with any of the companies that we own in client accounts, there are no business related conflicts of interest. Our vote is based upon what we believe is in your best interest, which is what is best for the future performance of the company, and this is in line with shareholder interest. Should any possible conflicts of interest arise between the firm and our clients, we will disclose them.

We retain copies of all proxy voting records. A copy of the firm's proxy voting policies and procedures, as well as how we voted your proxies is available to you upon request, and free of charge. You may request this information by telephone, fax, mail or email (located on the Cover Page of this brochure).

By written instruction directed to us, you may elect to vote proxies for your own account. If you would like to limit or define the scope of authority to vote proxies on your behalf, please discuss this with us so that it may be documented in the objectives for your account.

## **Item 18      Financial Information**

- A. We do not require or solicit prepayment of fees six months or more in advance.
- B. We have no financial conditions that would impair our ability to meet contractual commitments to you.
- C. We have not been the subject of a bankruptcy petition at any time during the past ten years.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Norman F. Klopp, Jr., CFA  
Managing Partner**

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This brochure supplement provides information about Norman F. Klopp, Jr. that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Norman F. Klopp, Jr. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Norman F. Klopp, Jr., CFA**

### **Item 2: Educational Background and Business Experience:**

Year of Birth: 1938

Education: Yale University, BA, 1960

Business Experience:

Midwest Investment Management LLC; Managing Partner; 2009-Present

Midwest Investment Management LLC; Partner; 2000-Present

Roulston & Company, Inc.; Analyst; 1964-1999

Designations: Chartered Financial Analyst, CFA Institute; 1977

The Chartered Financial Analyst (“CFA”) credential is the most respected and recognized investment designation in the world that is awarded by the CFA Institute. To earn a CFA charter, a candidate must:

1. Pass three comprehensive six-hour exams
2. Have four years of qualified professional work experience in investment decision making
3. Become a member of the CFA Institute and apply for membership in the CFA member Society
4. Agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct.

**Item 3: Disciplinary Information:** None

**Item 4: Other Business Activities:** None

**Item 5: Additional Compensation:** None

**Item 6: Supervision:**

Norman F. Klopp, Jr. is supervised by Margaret E. Halloran, Partner and Elmer L. (“Al”) Meszaros, Partner. They review Norman F. Klopp, Jr.’s work through frequent office interactions.

Margaret E. Halloran and Elmer L. (“Al”) Meszaros may be reached at 216-830-1110.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Robert J. Yaroma**  
**Partner**

Midwest Investment Management LLC  
1301 E. 9<sup>th</sup> Street, Suite 1110  
Cleveland, Ohio 44114  
216-830-1110

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This brochure supplement provides information about Robert J. Yaroma that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Robert J. Yaroma is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Robert J. Yaroma****Item 2: Educational Background and Business Experience:**

Year of Birth: 1933

Education: Western Reserve University, BBA, 1956

Business Experience:

Midwest Investment Management LLC; Partner; 2000-Present

Roulston & Company, Inc.; VP of Sales; 1964-1999

**Item 3: Disciplinary Information:** None

**Item 4: Other Business Activities:** None

**Item 5: Additional Compensation:** None

**Item 6: Supervision:**

Robert J. Yaroma is supervised by Norman F. Klopp, Jr., Managing Partner. He reviews Robert J. Yaroma's work through frequent office interactions.

Norman F. Klopp, Jr. may be reached at 216-830-1110.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Margaret E. Halloran**  
**Partner**

Midwest Investment Management LLC  
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Cleveland, Ohio 44114  
216-830-1110

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This brochure supplement provides information about Margaret E. Halloran that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Margaret E. Halloran is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## **Margaret E. Halloran**

### **Item 2: Educational Background and Business Experience:**

Year of Birth: 1970

Education: University of Dayton, BS, 1992  
Weatherhead School of Management,  
Case Western Reserve University, MBA, 1996

Business Experience:

Midwest Investment Management LLC; Partner; 2005-Present  
Midwest Investment Management LLC; Director of Portfolio  
Management; 2000-Present  
Key Bank; Relationship Manager; 1993-2000

**Item 3: Disciplinary Information:** None

**Item 4: Other Business Activities:** None

**Item 5: Additional Compensation:** None

**Item 6: Supervision:**

Margaret E. Halloran is supervised by Norman F. Klopp, Jr., Managing Partner.  
He reviews Margaret E. Halloran's work through frequent office interactions.

Norman F. Klopp, Jr. may be reached at 216-830-1110.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Elmer L. (“Al”) Meszaros, CFA  
Partner**

Midwest Investment Management LLC  
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216-830-1110

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This brochure supplement provides information about Elmer L. (“Al”) Meszaros that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC’s brochure or if you have any questions about the contents of this supplement.

Additional information about Elmer L. (“Al”) Meszaros is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Elmer L. (“Al”) Meszaros, CFA**

### **Item 2: Educational Background and Business Experience:**

Year of Birth: 1946

Education: Cleveland State University, BA, 1971  
Weatherhead School of Management,  
Case Western Reserve University, MBA, 1975

Business Experience:

Midwest Investment Management LLC; Partner; 2000-Present  
Roulston & Company, Inc.; Analyst; 1975-1999

Designations: Chartered Financial Analyst, CFA Institute; 1977

The Chartered Financial Analyst (“CFA”) credential is the most respected and recognized investment designation in the world that is awarded by the CFA Institute. To earn a CFA charter, a candidate must:

1. Pass three comprehensive six-hour exams
2. Have four years of qualified professional work experience in investment decision making
3. Become a member of the CFA Institute and apply for membership in the CFA member Society
4. Agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct.

**Item 3: Disciplinary Information:** None

**Item 4: Other Business Activities:** None

**Item 5: Additional Compensation:** None

**Item 6: Supervision:**

Elmer L. (“Al”) Meszaros is supervised by Norman F. Klopp, Jr., Managing Partner. He reviews Elmer L. (“Al”) Meszaros’ work through frequent office interactions.

Norman F. Klopp, Jr. may be reached at 216-830-1110.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Keith A Vargo, CFA**  
**Partner**

Midwest Investment Management LLC  
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Cleveland, Ohio 44114  
216-830-1110

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This brochure supplement provides information about Keith A Vargo that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Keith A Vargo is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Keith A Vargo, CFA**

### **Item 2: Educational Background and Business Experience:**

Year of Birth: 1964

Education: Dyke College, BS, 1990

#### **Business Experience:**

Midwest Investment Management LLC; Partner; 2013-Present

Midwest Investment Management LLC; Managing Director; 2011-2013

Fairport Asset Management, LLC (formerly Roulston & Company, Inc.);

Portfolio Manager, Partner; 2000-2009

Roulston & Company, Inc.; Portfolio Manager; 1985-2000

Designations: Chartered Financial Analyst, CFA Institute; 1999

The Chartered Financial Analyst (“CFA”) credential is the most respected and recognized investment designation in the world that is awarded by the CFA Institute. To earn a CFA charter, a candidate must:

1. Pass three comprehensive six-hour exams
2. Have four years of qualified professional work experience in investment decision making
3. Become a member of the CFA Institute and apply for membership in the CFA member Society
4. Agree to follow the CFA Institute Code of Ethics and Standards of Professional Conduct.

**Item 3: Disciplinary Information:** None

**Item 4: Other Business Activities:** None

**Item 5: Additional Compensation:** None

### **Item 6: Supervision:**

Keith A Vargo is supervised by Norman F. Klopp, Jr., Managing Partner. He reviews Keith A Vargo’s work through frequent office interactions.

Norman F. Klopp, Jr. may be reached at 216-830-1110.

**Item 1      Cover Page****Brochure Supplement (Part 2B of Form ADV)****Peter A. Vanden Broeck  
Managing Director**

Midwest Investment Management LLC  
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Cleveland, Ohio 44114  
216-830-1110

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This brochure supplement provides information about Peter A. Vanden Broeck that supplements the Midwest Investment Management LLC brochure. You should have received a copy of that brochure. Please contact us at 216-830-1110 or by email at: [nfk@mimllc.com](mailto:nfk@mimllc.com) if you did not receive Midwest Investment Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Peter A. Vanden Broeck is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Peter A. Vanden Broeck****Item 2: Educational Background and Business Experience:**

Year of Birth: 1960

Education: Macalester College, BA, 1983  
University of Paris-Sorbonne

**Business Experience:**

Midwest Investment Management LLC; Managing Director; 2013-Present

Raymond James & Associates, Inc.; VP of Investments; 2006-2013

Fairport Asset Management, LLC; Partner; 1998-2006

BT Alex. Brown Inc.; VP of Investments; 1997-1998

Alex. Brown & Sons Inc.; VP of Investments; 1995-1997

Deutsche Morgan Grenfell/C.J. Lawrence Inc.;

VP of Investments; 1992-1995

Prescott, Ball & Turben, Inc.; VP of Investments; 1985-1992

**Item 3: Disciplinary Information:** None**Item 4: Other Business Activities:** None**Item 5: Additional Compensation:** None**Item 6: Supervision:**

Peter A. Vanden Broeck is supervised by Norman F. Klopp, Jr., Managing Partner. He reviews Peter A. Vanden Broeck's work through frequent office interactions.

Norman F. Klopp, Jr. may be reached at 216-830-1110.