

Part 2A of Form ADV: Firm Brochure



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MainLine Private Wealth, LLC

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.2050
Fax: 610.896.3410
Contact Information: Donna M. Rittershausen, Chief Compliance Officer
Email: dritter@mainlineco.com
Web Address: www.mainlineprivatewealth.com

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This brochure provides information about the qualifications and business practices of MainLine Private Wealth, LLC. If you have any questions about the contents of this brochure, please contact us at 610-896-2050 or dritter@mainlineco.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. Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.

Additional information about MainLine Private Wealth, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Various amendments have been made since our annual update in March 2017 as a result of additional advisory staff being hired, primarily to Item 4 (Advisory Business), and Item 13 (Review of Client Accounts).

Descriptions were added to several sections to clearly distinguish among Private Wealth Advisory Services and Retirement Plan Advisory Services, particularly Item 5 (Fees and Expenses), Item 12 (Brokerage Practices) and Item 13 (Review of Client Accounts).

Item 12 (Brokerage Practices) has been expanded to provide additional information about Charles Schwab & Co., Inc. and benefits and conflicts associated with their advisor platform, Schwab Advisor Services™.

From time to time MainLine Private Wealth, LLC may enter into solicitation arrangements where prospective clients are informed of the particular arrangements prior to engaging us for advisory services, and Item 14 (Client Referrals and Other Compensation) has been updated accordingly.

MainLine Private Wealth, LLC has Regulatory Assets Under Management (as defined by the SEC) of \$474.7 million as of March 2018.

Item 3 – Table of Contents

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Item 4 – Advisory Business

FIRM AND PRINCIPAL OWNERS

MainLine Private Wealth, LLC is a Delaware limited liability company. MainLine Private Wealth, LLC is sometimes called the “Firm” or “MLPW” in this brochure. The Firm was formed in September 2011 and began its investment advisory operations on January 1, 2012. MainLine Private Wealth, LLC was initially formed to acquire certain assets of Innovest Financial Management, Inc. (“Innovest”). Principals of Innovest retained similar positions with MLPW, although the primary business location, ownership structure and various other factors are substantially different for MLPW.

The Firm has two owners: MainLine Investment Partners, LLC (“MainLine”) is the majority owner and Gary P. Droz is a minority owner. MainLine is owned by three individuals: William A. Landman is the majority owner and David A. Clapper and Richard A. Mitchell are minority owners. Three other individuals hold executive officer positions for the Firm: David S. Turbiner, John T. Adams and Donna M. Rittershausen.

The principal office and place of business for MainLine Private Wealth, LLC and certain other related persons is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania.

The Firm has no subsidiaries, but is related to other businesses. For purposes of this brochure, an advisory affiliate or a related person of the Firm is considered to be a person or entity that controls the Firm, is controlled by the Firm or is under common control with the Firm. Please refer to Item 10 for more information about other financial industry activities and affiliations, including other investment advisers and broker-dealers who are related to the Firm.

MLPW’s investment policies are set by our Investment Committee who meets on a regular basis. The senior members of the Firm’s Investment Committee include William A. Landman, David A. Clapper, Gary P. Droz and David S. Turbiner. Other members of the Investment Committee currently include John Adams, Kevin Dombrowski, Blake Huber, Joyce Huffman, Earl Miller, Richard Mitchell and Donna Rittershausen.

Additional information is included in brochure supplements with respect to (i) each person who formulates investment advice for a client and has direct client contact, and (ii) each person who has discretionary authority over a client’s assets even if that person has no direct client contact. We have prepared brochure supplements for Messrs. Droz, Landman, Turbiner, Miller and Dombrowski. Also, more information is available about all Investment Committee Members listed above at the Firm’s website, as well for most members as at <https://brokercheck.finra.org/>.

ADVISORY SERVICES

MainLine Private Wealth seeks to provide individuals and families with client-centered, comprehensive wealth management services. As a registered investment adviser, we are a fiduciary. We are required to meet rigorous fiduciary standards not imposed on unregistered financial planners or broker-dealer representatives. Our Firm has been at the forefront of the industry's shift toward fee-based advisory services and open architecture investing (meaning we seek to recommend investments from the diverse universe of investment options available based on the needs of our clients, vs. for instance from a limited stall of proprietary products). Coupled with our technical expertise, state-of-the-art reporting systems and – most important – our personal commitment to our clients, MainLine Private Wealth sets itself apart from other companies not only in terms of what we promise, but also in terms of what we actually deliver.

Our advisory services are tailored to the individual needs of clients. Each client is unique, with different investment objectives, time horizons and personal needs, and there is no “one size fits all” approach to investment advice that can be successful over the long term. We meet with clients to learn about their objectives and needs, and together we build a customized investment solution that draws upon our professionals' industry knowledge and depth of experience. Our process, which sounds simple, is actually very sophisticated, and we take great care to implement it with client understanding, transparency and execution in mind. With this fundamental framework at our center, we primarily provide two separate services which will be described in more detail below – (1) Private Wealth Advisory Services and (2) Retirement Plan Advisory Services.

Private Wealth Advisory Services

MainLine Private Wealth, LLC provides a full suite of advisory services for our clients, including continuous investment advice and portfolio management services. We combine the knowledge and capability of a larger firm with the client responsiveness of a small firm.

Many of our relationships are with high net worth and ultra-high net worth families. Regardless of size, at MLPW we believe that evaluating each client's assets holistically is vital to the financial planning process. Our approach involves each element of a client's financial life to ensure that all assets and accounts are closely reviewed, discussed and monitored in order to implement a comprehensive strategy. This process is defined by:

Discovery – In a series of meetings, MLPW will gather all relevant financial information in order to comprehensively evaluate a client's financial situation, organize existing assets by entity and determine the allocation of each style and asset class across the current investment portfolio. Through these initial personal discussions, client goals and objectives are discussed.

Planning and Execution – Our team of experienced analysts and investment professionals work with each client to determine a comfortable range of investment portfolio volatility using objective metrics. Discussions include asset management and allocation, detailed

financial planning, cash flow analysis, and sometimes a more in-depth review of estate and charitable planning endeavors, as well as tax and income related conversations. Throughout this process we seek to understand our client's unique time horizon, risk tolerance, goals and long term objectives. We then prepare detailed analytics along with several allocation proposals. We work together and build consensus around a selected volatility range and the course of action that we believe offers the best opportunity to optimize our client's expectations of risk, reward and diversification. Our team will then execute on the plan with careful consideration to cost, time horizon and tax implications.

Reporting and Performance – MLPW consolidates all client assets regardless of custodian on a quarterly basis. This consolidated reporting inventories assets by entity and reports on the performance of the entire portfolio. Style-blended benchmarking is utilized at the security account and portfolio levels to create a clear view of the quality of the performance. We meet with most clients face-to-face each quarter, although we communicate with some clients via webinar or telephone based on preference or service model. A detailed review of the targets and current allocation ensues in order to reconcile and rebalance when appropriate, and at this time we introduce new investment ideas, address any current financial needs and provide personalized education on financial topics. Please refer to Item 13 below for more information about client reporting.

We promote passive investment options for most clients' core investment strategy in an open architecture environment, which may be supplemented with allocations to hedge funds, bond portfolios or other alternative asset classes as appropriate.

More specifically, accounts advised as part of this service will often include individuals, IRAs, College Savings Plans, ERISA covered 401(k) and profit sharing plans, trusts, estates, charitable organizations and corporations. (We should note, however, that we do not provide administration, custodial or recordkeeping services for any of the retirement plans for which we provide advice.) The Firm makes investment recommendations for client assets primarily through the use of a combination of exchange traded funds and hedge funds, when appropriate, but it may depending on circumstances recommend other investment vehicles including, but not limited to, fixed income instruments, private equity and real estate investments, money markets CDs, load and no-load mutual funds, separate account equity and fixed income managers. The Firm employs a long-term investment strategy that allocates account assets among several different asset classes and styles (examples include but are not limited to: cash, fixed income, large cap growth, large cap value, small cap growth, small cap value, commodities, developed international, emerging markets and private equity) with the purpose of providing the client with a well-diversified investment portfolio with particular attention to matching the volatility of the portfolio to the client's tolerance for risk, as mentioned above.

MLPW may provide access to or recommend alternative and/or private investments, or monitor client assets that are invested in private investments, such as limited partnerships, or limited liability companies which invest in securities or other private investments. We assist clients in implementation of recommendations to invest in alternative and/or private

investments when appropriate, but we do not exercise discretion with respect to these types of investments. Clients must meet certain eligibility requirements in order to invest in these products, and must complete subscription documents required by the investment.

The client may place reasonable restrictions on the nature of the investments held in the portfolio or the allocation among the various classes, and we will assist the client in understanding and evaluating the potential impact of these restrictions on the portfolio.

Accounts will be monitored on an ongoing basis and, when appropriate, MLPW will suggest a reallocation of the portfolio based on changing economic conditions or changes in the client's individual circumstances. In some cases, we may recommend rebalancing account assets so that the client's assets remain invested according to the targeted ranges established by the agreed upon asset allocation strategy. As circumstances dictate, we may adjust the criteria for assigning assets to categories or add or eliminate instruments from a client's allocation strategy. Should the client's individual situation change, we will assist the client in revising the current portfolio and/or reevaluate his or her financial situation to determine if a different portfolio or allocation would be appropriate to the client's new situation.

The Firm may also assist clients in identifying their retirement needs and goals with cash flow modeling and retirement planning based on the client's income, cost of living, current account values, deferrals and assumptions regarding retirement age, inflation and future returns.

MLPW typically manages trading in client accounts under a limited power of attorney through Charles Schwab & Co., Inc. ("Schwab"), a self-clearing broker-dealer and custodian. In these cases, clients will be required to enter into separate custodial agreements with Schwab. Schwab agreements include a trading authorization so that Schwab may execute trades as directed by MLPW, the adviser.

While MainLine Private Wealth, LLC often obtains discretionary authority over its clients' advisory accounts at Schwab through its advisory agreements, most often it will not exercise discretion but instead develop an overall consensus with each client on recommendations prior to arranging for or effecting purchases or sales. We believe that having discretion to operate under limited power of attorney authority at Schwab is important as there may be cases where implementation of the client's investment strategy may require discretionary authority. Examples may include when a client instructs MLPW to (a) purchase or sell an investment in the future, and MLPW representative chooses when to effect the purchase or sale, or (b) sell account assets for tax purposes or cover a distribution without specifying the particular asset to be sold.

For various reasons, some clients maintain accounts at custodians other than Schwab. Private fund and hedge fund investments are typically not held in custody at Schwab, but at other qualified custodians. Services provided with respect to accounts not held at Schwab

will most often be non-discretionary. Please refer to Item 16 (Investment Discretion) for more information on this topic.

Clients engaging us for our advisory services will enter into an agreement with the Firm setting forth the terms and conditions of the relationship, which includes terms regarding advisory and account fees to be charged and disclosures made via the Firm's Form ADV Part 2.

Based on client needs, we may also develop customized modeling for specific issues such as asset acquisition and divestment.

Retirement Plan Advisory Services

MLPW offers professional non-discretionary investment advisory services for corporate qualified and non-qualified deferred compensation plans, including 401(k)s ("Retirement Plans") by assisting Retirement Plan Trustees in assessing and understanding their needs, and dutifully complying with their fiduciary obligation and commitment to their employee participants.

We identify potential service providers and evaluate proposals in order to recommend a tailored solution to the client's specific requirements. Since we do not promote proprietary products, MLPW is able to offer advice free of vested interests and evaluate the entire investment universe (subject to restrictions imposed at a specific third party administrator) to make recommendations that we believe may be most suitable for our Retirement Plan clients and their participants.

MLPW provides the tools and resources to aid clients in making educated investment decisions by helping to develop an investment policy statement, analyze investments and determine a blueprint for monitoring investments performance. MLPW will also make recommendations to customized model portfolios to meet the needs of individual Retirement Plan participants.

We meet with clients periodically each year to review the Retirement Plan, make recommendations for the addition or removal of investments as appropriate, and conduct employee education meetings where we will engage participants of the Retirement Plan in a risk profiling process in order to thoughtfully determine their risk tolerance.

As is also the case with the ERISA covered retirement benefit plans for which we provide Private Wealth Advisory Services, MLPW does not provide custodial, administration or recordkeeping services for Retirement Plans. Investments recommended or utilized as part of the programs described above (e.g., mutual funds or private fund investments) may be subject to initial and on-going expenses and fees (e.g., management fees, trading costs, etc.) which are usually set forth in the applicable prospectus, offering document or other disclosure materials. Any such expenses and fees would be in addition to the fees described in the Fee Schedule section below. Although it is very unlikely, to the extent that MLPW receives any compensation in connection with the recommendation or trading of such

securities in the Retirement Plan, we will offset the client's advisory fee by the amount of any other compensation we receive from the client's account so there is no special incentive for the Firm to recommend or trade certain securities.

Clients engaging MLPW for Retirement Plan Advisory Services will enter into a non-discretionary agreement with MLPW setting forth the terms and conditions of the relationship, which includes terms regarding advisory fees to be charged and disclosures made via the Firm's Form ADV Part 2 as well as "covered service provider" 408(b)(2) disclosures required by ERISA.

Other Services

Certain non-advisory services may be provided from time to time on a separately negotiated, standalone basis. For example, for a fixed annual fee, MLPW may provide consolidated reporting of client assets with respect to which MLPW provides no investment advice.

MLPW does not sponsor or participate in any wrap fee programs, and does not provide tax or legal advice.

CLIENT ASSETS MANAGED BY MAINLINE PRIVATE WEALTH, LLC

As discussed earlier in this Item, clients may retain MLPW on a discretionary or a non-discretionary basis. In fact, many client relationships contain a combination of discretionary and non-discretionary accounts. As of March 2018 the amount of client assets advised by MLPW, including only those assets that meet the SEC's definition of Regulatory Assets Under Management ("RAUM"), are as follows:

Discretionary	\$385,405,034
Non-Discretionary	<u>\$ 89,293,916</u>
Total RAUM	\$474,698,950

The Firm advises clients on approximately \$40 million in assets on a non-discretionary basis not included in the amounts listed above.

Item 5 – Fees and Compensation

Fee Schedule

MLPW is primarily a fee-based adviser and is compensated for its advisory services by one of two methods:

1. Fee based on a percentage of assets under management; or
2. Flat annual or monthly fee.

The annual fee for percentage-based advisory fees generally begins at 0.75% based on an account size of \$5 million, with an annual minimum fee of \$37,500. MLPW will negotiate an exact percentage or sliding scale with each client based on various factors, including the nature, complexity and total dollar value of that account, as well as our expenses associated with management. An alternate fee schedule is sometimes utilized for emerging wealth, family wealth and/or second generation clients and generally begins at 1% per annum based on an account size of \$1 million, with an annual minimum of \$10,000. Factors we may consider are limitations on our full suite of services, such as reporting only on assets held with Schwab, meeting with clients periodically via a web-based meeting or over the phone, or less frequent reporting.

Fees for Retirement Plan Advisory Services are unique to each Plan client and are negotiated based on services to be provided.

Fees for most Private Wealth Advisory Services clients are paid quarterly in advance, but some clients may have different terms that have been negotiated.

From time to time, MLPW may negotiate special fee arrangements with respect to non-advisory services performed by the Firm.

Fee Payment Options

As set forth in our advisory agreement a client may select one of two options for fee payment:

1. Direct debiting (preferred): At the inception of the relationship and each quarter (or other negotiated billing period) thereafter, the account custodian will automatically “deduct” the fee from the account(s) clients have designated to pay MLPW advisory fees pursuant to the terms of the fee schedule and advisory agreement between each client and MLPW. MLPW will deliver an invoice evidencing the fee calculation to each client at the same time the invoice is presented to the custodian. Also, each month clients receive a statement directly from the custodian showing all transactions, positions and credits / debits into or from their account(s); the statement(s) after each billing period will reflect the advisory fee paid to us. Retirement Plan Advisory clients typically pay their MLPW fees directly from the Third Party Administrator (“TPA”) pursuant to standing authorizations provided to the TPA by clients.

2. Pay-by-check: At the inception of the relationship and each quarter thereafter (unless another time period is negotiated), we issue clients an invoice for our services pursuant to which those clients pay us by check within 30 days of the date of the invoice.

Additional Third Party Fees and Expenses

Advisory fees payable to us do not include the fees paid when we purchase or sell securities for our clients' accounts. The following is a list of some of the fees or expenses that clients may be required to pay directly to third parties when a security is being purchased, sold or held in client account(s) under our management. We do not receive, directly or indirectly, any of these fees charged to clients. These fees are charged by and paid to the broker, custodian, mutual fund or other investments held by clients. The fees may include:

- Brokerage fees;
- Transaction fees;
- Exchange fees;
- Administrative fees charged by Mutual Funds (MF) or Exchange Traded Funds (ETFs)
- Custodial fees;
- Redemption fees;
- Deferred sales charges (on MF or annuities);
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Commissions or mark-ups / mark-downs on security transactions; and
- Sub-advisory or management fees for accounts also managed by other advisors.

Please refer to Item 12 for more information about brokerage practices.

Of course, federal, state or other taxes may be due in connection with securities transactions or investments.

A client could invest in securities, mutual funds or ETFs directly. In that case, the client would not receive the advisory services provided by MLPW which are designed, among other things, to assist the client in determining which investments are most appropriate to their financial condition and objectives. Accordingly, the client should review both the fees charged by the funds or other investments and the fees charged by MLPW to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Refunds On Pre-Paid (paid in advance) Fees

A client agreement may be canceled at any time, by either party, for any reason upon receipt of prior written notice. As most MLPW fees are paid in advance, upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

In cases where a client terminates fewer than all of the accounts under MLPW's management, MLPW shall calculate the pro rata fee, based on the date of the account termination within the fee period or as of a date agreed upon by both parties, amount of pre-paid, unearned fees and credit the client those unearned fees on the next invoice. In cases where the client terminates all of the accounts under MLPW's management, the Firm shall calculate the pro rata fee, based on the date of the account termination within the fee period or as of a date agreed upon by both parties, amount of pre-paid, unearned fees and send the client a reimbursement check within 30 days of the agreement termination.

Any investment in a private investment fund or hedge fund is subject to the terms and conditions provided in the investment's private placement memorandum and partnership agreement, or similar governing documents.

Additional Fees and Expenses

MLPW does not receive 12b-1 fees associated with recommended products. We practice complete transparency, and our only fees are those we disclose to you in clear language. If any conflicts of interest exist, we disclose them as well so that our clients can make an informed investment decision.

Hedge Funds and Private Investment Company Fees and Expenses

Investments in hedge funds, private funds or other types of private investment companies require the delivery of a prospectus, offering circular or private placement memorandum. Subscription or other enrollment documents must be completed prior to any investment. These materials must be reviewed carefully in order to determine what fees and expenses are applicable. There may be advisory or management fees, profit participations, and other expenses charged to investors. Fund of fund investments often have two or more levels of advisory or management fees, as well as profit participations/carried interest. It is possible that advisory fees will be charged by MLPW in addition to all fees charged by the hedge fund or private investment on the same dollars under management. As always, all fees and expenses must be understood and evaluated to assess the reasonableness and suitability of including each investment product in the client's portfolio.

Advisory Fees and Expenses Charged by Affiliated Parties

MLPW is related to a broker-dealer, as well as other investment advisers, private investment vehicles or operating businesses. Any fees received by those businesses are not disclosed here. Although not common it is possible that a client of MLPW is also an investor or client of a related company.

When a MLPW client invests in a private investment opportunity related to the Firm, or purchases an investment or insurance product from a related broker-dealer, this practice presents a conflict of interest. To the extent applicable, a Firm representative will explain in detail any dual advisory fees or other compensation or incentive associated with the investment. Also, any such private investment product enrollment or subscription

documents that need to be completed prior to an investment include discussion and disclosure of any known conflicts of interest, and will also include disclosure of all applicable fees and expenses.

Retirement Plan Advisory Service clients are not currently eligible to participate in related party investments.

Please also refer to Item 10, Other Financial Industry Activities and Affiliations.

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

MLPW does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client's account (so-called performance based fees). Our advisory fee compensation is charged only as disclosed in Item 5, and more specifically in each client's investment advisory agreement.

Related general partners or managers of private funds (or other types of private investments) may receive a share of the profits generated by their private fund. This share of profits is often referred to as a carried interest. Please refer to Item 10 below, Other Financial Industry Activities and Affiliations.

Please refer to Item 5, Advisory Fees and Expenses Charged by Affiliated Parties (directly above).

Item 7 – Types of Clients

We provide our services to the following types of clients:

- Individuals (generally high net worth individuals, including various types of family accounts);
- ERISA covered employee benefit plans including 401(k) and profit sharing plans;
- Non-Qualified Deferred Compensation Plans;
- Trusts; and
- Corporations or other business entities.

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

METHODS OF ANALYSIS

MLPW regularly meets with each client to determine the details of the client's business as well as personal life. MLPW attempts to ascertain the client's view of volatility and the long-term goals of any asset repositioning or planning. A risk profile questionnaire may be completed, but in most cases suitability determinations and risk profiling is determined by personal meeting time with the client and his or her spouse.

Our holistic review of the client's portfolio begins with a pragmatic review of the current asset base. We begin by reverse engineering the current investments with particular attention paid to the allocation, styles and asset classes, investment vehicles, fees, tax implications and the quality of performance. MLPW subscribes to **Morningstar Direct™** tools to deliver advanced investment analytics, such as returns-based style analysis, historical portfolio modeling and Monte Carlo simulations. Our investment professionals analyze the pertinent current positioning by determining the volatility (standard and downside deviation) as well as historical performance for that volatility (Sharpe Ratio). Additionally, we sometimes perform detailed cash flow analysis specific to a client's income and asset base.

MLPW also uses **Morningstar Direct™** to develop alternative recommended portfolios for each client and together we compare the above mentioned volatility and performance metrics until we build consensus around a new allocation for the client with a goal towards improved performance metrics and/or lower standard deviation to better align with individual goals and objectives. We sometimes also utilize **MoneyGuidePro™**, web-based financial and retirement planning software, for goal planning, asset allocation and/or estate planning.

We perform a systematic due diligence process under the guidance of our Investment Committee on our primary stable of recommended investments, ensuring that they are fully vetted before we integrate them into our investment platform. This stable is selected from a diverse universe of investment options. Please refer to Investment Strategies below for more information.

INVESTMENT STRATEGIES

In general, we focus on low-cost passive investment and sophisticated wealth planning to help clients protect and grow wealth. We employ a long term, buy-and-hold strategy, and believe that investors should have a diversified investment portfolio with investments across the market, segmented by asset class and style. That being said, each client has different goals, objectives and views on risk. As a result, each MLPW client will potentially have different allocations as determined by both asset class and investment style. MLPW implements most allocations with similar products from our primary stable of investments that have been approved by the Firm's Investment Committee. Our recommended portfolios usually consist of a combination of fixed income, equity "long" assets and hedge fund exposure, as well as some private equity or real estate exposure in certain cases.

The portfolio's long "core" exposure is typically implemented with passive strategies involving exchange traded funds. Each exchange traded fund purchased for a client account is earmarked to represent an investment in either an asset class or a traditional or cap-weighted style within an asset class into which we segment the publicly traded domestic and international investment markets (i.e. large cap growth, large cap value, small cap growth, small cap value, commodity, developed international, emerging markets and factor-based).

When fixed income strategies are deployed, MLPW may use a combination of exchange traded funds, fixed income funds, publicly traded fixed income mutual funds as well as

individual bonds at the client's discretion. Individual bond accounts are sometimes sub-advised by Mainline West Fund Manager, LLC (prior to March 2015 this company was a related party). Depending on specific needs, we may recommend other fixed income instruments or structured certificates of deposit.

Depending on the client's individual circumstances, the core strategy may be supplemented with allocations to alternative investments such as hedge funds, real estate, private equities or other types of private funds. As discussed throughout this brochure, clients investing in hedge funds or other types of private funds need to meet certain eligibility requirements, and must complete subscription materials provided by the investment fund or other vehicle.

Overlaying the client/investment advisor relationship is MainLine Private Wealth's Investment Committee (described in more detail above in Item 4). Our Investment Committee meets regularly and has the following objectives to benefit clients:

- formulates and oversees the overall implementation of investment policies, objectives and strategies;
- approves the primary stable of recommended investments discussed above;
- monitors performance of approved investments;
- ensures that an appropriate level of due diligence is performed in order to evaluate investments prior to integration into the Firm's investment platform;
- ensures that investment policy takes into consideration long-term investment objectives, prudent levels of risk, costs/fees and diversification.

Moreover, our Investment Committee and professionals are always investigating new or different investment strategies, products and services to determine if they could add value to our clients' portfolios. When we think those investment products are appropriate, we may recommend their inclusion in our clients' accounts.

MLPW's client base is diverse and each client is unique. Many clients have outside accounts with investment limitations or restrictions, have special or unique investment needs or circumstances, or may request information or opinions about investment products that are not included in the stable of investments approved by the Investment Committee. In these situations the due diligence and Investment Committee process described above is often not fully engaged.

RISK OF LOSS

All investments in securities include a risk of loss of principal (invested amount) and any profits that have not been realized (the securities were not sold to "lock in" the profit). Of course, stock and bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have shown, the performance of most (and sometimes all) investments that we recommend are not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We will do our very best in the

management of your assets; however, we cannot guarantee any level of performance or that clients will not experience a loss of their account assets.

There are risk factors specific to each investment product or security which are disclosed in the prospectus, offering memorandum, or other similar disclosure materials specific to each investment opportunity. Clients should review such risks and determine that they are willing to bear them in making a decision to invest. Clients must be willing to bear these risks. Some specific principal risks that should be considered are:

Principal Investment Strategies – To the extent a “passive” or indexing approach is deployed to achieve our clients’ investment objectives, there is no guarantee that the funds or ETFs will achieve a high degree of correlation to the underlying index. Circumstances such as market disruptions, regulatory restrictions, high frequency trading or volume in underlying securities in an index, and problems or changes in index construction may occur from time to time and could have an adverse effect on a fund’s ability to track its index and corresponding performance. Also, to the extent hedge funds or private placement securities are deployed to achieve our clients’ objectives, there is usually liquidity risk where the assets invested may be subject to a lock-up period, or otherwise may not be available in the event of an emergency or other adverse situation with respect to the client or the fund. Finally, to the extent our investment professionals or clients have a business or other connection or relationship to a specific fund family, investment firm or other security, although we do our very best in the management of our clients’ assets this situation could create a conflict, affect our judgement and adversely impact a portfolio’s performance. Known conflicts are disclosed to clients at the time of or prior to our Firm making investment recommendations.

Cyber Security – Failures or breaches of electronic systems (such as stealing or corrupting data maintained online or digitally, or denial of service attacks on websites) affecting our Firm and service providers or funds or securities our clients hold or their investments and service providers, could cause losses in value or information, market or sector disruptions and negatively impact some or all levels of business operations depending on the severity of failure or breach. While there are business continuity plans and risk management procedures and systems in place seeking to preempt, respond and/or address cyber threats, there are inherent limitations in these plans and systems.

Please also refer to Item 11 below where certain conflicts of interest are discussed.

Item 9 – Disciplinary Information

MainLine Private Wealth, LLC and its employees have not been involved in any legal or disciplinary events that would be material to the evaluation of the Firm or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

As mentioned throughout this brochure, there are various investment-related businesses described below. MainLine Investment Partners, LLC (“MainLine”, as defined above) is a majority member and the manager of MLPW. MainLine also makes direct (typically private) investments in operating businesses and real estate. A list of these investments will be provided upon request. In addition, MainLine Investment Partners, LLC is a member of the following companies, which are further described below:

MainLine Investment Advisers, LLC, an investment adviser
Merion Realty Advisers, LLC, an investment adviser
MainLine Securities LLC, a broker-dealer

More specific information about these affiliates is provided below, as well as other financial industry activities and affiliations. Please don’t hesitate to contact us with questions.

Other Investment Advisory Activities

MainLine Investment Advisers, LLC (“MLIA”) is registered with the SEC as an investment adviser. MLIA is wholly owned by MainLine. MLIA acts as a sub-adviser or adviser to various private equity and real estate-oriented private funds that are advised by CMS Fund Advisers, LLC. It is also an adviser to private funds sponsored by the professionals at MainLine.

Merion Realty Advisers, LLC (“Merion”) is registered with the SEC as an investment adviser. MainLine, David A. Clapper, William A. Landman, Richard A. Mitchell and Richard T. Aljian are control persons with Merion. Mssrs. Clapper, Landman and Mitchell are also control persons of the Firm. Merion acts as a sub-adviser or adviser to various real estate-oriented private funds that are advised by CMS Fund Advisers, LLC or MLIA. It is also an adviser to private funds sponsored by Merion.

CMS Fund Advisers, LLC (“CMSFA”) is registered with the SEC as an investment adviser. CMS Holdco, LLC is the sole member and manager of CMSFA, and David A. Clapper, William A. Landman and Richard A. Mitchell are some of CMS Holdco, LLC’s owners, control persons and executive officers (not in equal percentages). CMSFA is an adviser for various private funds.

Since MLIA, Merion and CMSFA are investment advisers registered with the SEC, more information about these advisory affiliates is available on the SEC’s website at <http://www.adviserinfo.sec.gov>, including information about the private funds they advise.

Broker-Dealer Activities

MainLine Securities LLC (MLS) is a registered broker-dealer with the SEC and FINRA, as well as with certain states where it conducts business. MainLine (described above in more detail), is the sole member of MLS. John T. Adams, Donna M. Rittershausen, David A. Clapper and Richard A. Mitchell are Managers (although in different capacities). It is anticipated that MLS will receive sales commissions and placement fees for the sale of securities and insurance products (see below). Certain employees or supervised persons of the Firm are also registered representatives of MLS.

Charles Schwab & Co., Inc. ("Schwab") is a custodian and self-clearing, FINRA-registered broker-dealer, as well as a member of SIPC. MLPW manages certain clients' accounts through Schwab. We are independently owned and operated and are not affiliated with Schwab.

Insurance Activities

Gary Droz is a licensed insurance producer and has written annuities as well as life insurance policies on behalf of various insurance companies in the past. At this time, the insurance services provided by Mr. Droz are provided through a related insurance producer organization, MainLine Securities LLC (also a broker-dealer as described above). As such, Mr. Droz and/or MainLine Securities LLC (as well as other individuals who may be licensed insurance producers with MainLine Securities LLC) may receive separate compensation for acting as an insurance producer with respect to the purchase of insurance and insurance-related products for clients of MLPW as well as other clients.

Real Estate Management

Merion Realty Services, LLC and MRM Residential Management, LLC ("Merion Property Managers") are property management companies that perform property management services and maintain either themselves or through their principals or officers various real estate related licenses. These companies manage real estate properties owned by certain clients of advisory affiliates. Merion RM, Inc. is the sole member of Merion Realty Management LLC, which is the sole member of Merion Realty Services, LLC. Merion RM, Inc. is affiliated with the Firm due to common ownership and control. Certain owners of the Firm or MainLine own shares of Merion RM, Inc. MRM Residential Holdings, LLC is the sole member and manager of MRM Residential Management, LLC, and managers of the Firm also control MRM Residential Holdings, LLC.

General Partners or Managers of Related Private Funds, Securities or Real Estate Investments

Generally MainLine Investment Advisers, LLC, Merion Realty Advisers, LLC and CMS Fund Advisers, LLC's private fund clients' general partners or managers are under common control with those advisory affiliates, and therefore the Firm. In some cases affiliates of

those general partners or managers, and affiliates of the Firm may form separate investment partnerships for related party investments.

Other Non-Advisory Activities (not already listed above)

The professionals of MainLine Investment Partners or the Firm may from time to time form special-purpose entities that are not advised clients and are not part of the organizational structure of an investment client of for various reasons. Such special-purpose entities may include limited partnerships or limited liability companies that own the fee interest in real property. Other examples may include employee partnerships or single member limited liability companies that own or control such real property owners. Merion Realty Investment Partners, LLC, which is under common control with certain principals of the Firm, was formed to act as the controlling party to several such special-purpose entities. In some cases, principals of the Firm participate in such SPEs in a non-controlling capacity alongside one or more third-party investors. Sometimes Firm clients are solicited to invest in real property investments. When this situation arises, all fees are disclosed prior to any investment being made.

Also refer to Item 4 – Advisory Business, Firm and Principal Owners.

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

CODE OF ETHICS

The Firm has adopted a Code of Ethics that sets forth certain standards of conduct with respect to important matters. The Code of Ethics applies to all members of the Firm's Investment Committee and associated persons that have access to nonpublic information about our clients and their securities or asset holdings (collectively, called access persons). All access persons must sign the Code of Ethics when hired, and then annually thereafter.

The Code of Ethics addresses the Firm's ethical standards in the following areas:

- Fiduciary duties
- Compliance with securities laws
- Compliance with Firm supervisory policies and procedures
- Insider trading and handling of nonpublic information regarding Firm clients and their investments
- Requirements of access persons to report securities holdings, transactions, board affiliations and outside business activities
- Requirements of access persons to obtain prior approval of certain investments and outside business activities
- Confidentiality requirements
- Restrictions on accepting gifts or gratuities from clients

These matters are designed to set forth a standard of business conduct that the Firm requires of its supervised persons which reflects the fiduciary obligation of the Firm and its

professionals, as well as compliance with the federal securities laws. Upon request, a copy of our Code of Ethics will be provided to any client or investor, or to any prospective client or investor.

In summary, the Firm's Code of Ethics requires each access person to acknowledge certain matters such as: (i) the requirement to comply with the Firm's policies and procedures; (ii) the Firm's fiduciary duties; (iii) the requirement to disclose securities holdings, transactions, board affiliations and outside business activities; (iv) the requirement for pre-approval of certain security purchases and outside business activities; (v) confidentiality requirements; and (vi) restrictions on accepting gifts or gratuities from clients or on making or accepting loans from clients.

CERTAIN CONFLICTS OF INTEREST

The Firm is related to persons that are in the advisory business, broker-dealer business, insurance business, real estate management and other businesses. The Firm is also related to certain private funds. As a result of these relationships, various conflicts of interest arise from time to time. The Firm attempts to resolve conflicts of interest in a fair and equitable way to all parties consistent with its fiduciary duties. However, it is not always possible for the outcome to be equally favorable to all parties.

This section describes certain conflicts of interest that may arise.

Securities Recommendations

Although not common, from time to time we may recommend to clients, when appropriate, securities in which we or a related party has a direct or indirect financial interest. Such financial interest presents a conflict of interest. At the time we make any such recommendations, the conflicts of interest will be disclosed including all fee arrangements. MLPW does not exercise discretion for related party investments.

Investing in the Same Securities

Our Code does not prohibit personal trading by employees. As a professional investment adviser, clients and prospects should expect that we follow our own advice. As a result, we may purchase or sell the same or similar securities (or securities that are suitable for an employee or related account but not suitable for any client) for our own accounts.

Timing of Personal Trading

It is our expressed policy that when trades have been designated for execution for both client and related party accounts, no person employed by MLPW (or employed by a related company that has access to MLPW's client trades) may purchase or sell securities for related accounts prior to a transaction being placed on the same or similar security for client accounts. Security trades are reviewed and supervised to ensure that this policy is followed. This policy eliminates any conflict of interest posed as the result of market timing between our clients and our employees.

Schwab Advisor Services™

The Firm does not have to pay for Schwab's services as long as we keep more than approximately \$10 million of client assets in accounts at Schwab (See Item 12 below – Brokerage Practices for more information about Schwab platform services and how they are compensated). Although this minimum gives us an incentive to recommend that you maintain your account(s) at Schwab based on our interest in receiving Schwab services that in part benefit our business, we believe that our selection of Schwab as custodian and broker is in the best interests of our clients at this time. Also, given that our clients have well over \$10 million in accounts at Schwab we do not believe this presents a material conflict of interest.

Broker-Dealer Activities

Certain employees or supervised persons of the Firm are also registered representatives of broker-dealer MainLine Securities LLC. Sometimes when clients of MLPW have an identified insurance need, they are often looking for a trusted representative to assist in finding the right agent, carrier or product. MLS's licensed and registered personnel may be in a position to help clients meet those needs as their broker. MLS does not align itself with a single product provider, but instead works on the client's behalf to obtain an appropriate product and price to fit a specific need. This affiliation presents a conflict of interest, and to address this conflict the Firm anticipates that in no case will an MLPW client be charged both a commission on the sale of an insurance product payable to MLS, as well as an MLPW advisory fee on the very same MLPW asset under management. MLS may also be a placement agent with respect to related private investments discussed below under "Advisory Affiliate Activities".

Advisory Affiliate Activities

CMS Fund Advisers, LLC, MainLine Investment Advisers, LLC and Merion Realty Advisers, LLC advise private funds whose general partners or managers are related to MLPW ("Private Funds" or "Funds"). Other general partners or managers of real estate or operating business private placements are also related to MLPW. Certain clients of MLPW may invest in securities issued by these Funds or related businesses. MLPW may occasionally recommend that the client invest in a product sponsored by or managed by a related person, and in some cases advised by CMS Fund Advisers, LLC, MainLine Investment Advisers, LLC or Merion Realty Advisers, LLC as referenced above. At the time we make any such recommendations, conflicts of interest will be thoroughly disclosed including all fee arrangements. MLPW does not exercise discretion with respect to these purchases.

Transactions between the Firm's clients and the clients of advisory affiliates and/or related businesses typically create conflicts of interest. When applicable, disclosure of potential conflicts of interest are contained in the Form ADV Part 2 for CMS Fund Advisers, LLC, MainLine Investment Advisers, LLC and Merion Realty Advisers, LLC. Also detailed disclosure of any material conflicts of interest that are known and applicable to clients will be made in offering materials for related Funds, securities or products.

In rare instances, a related advisory affiliate may buy securities for itself from, or sell securities it owns to, a Fund or client. It is also possible that the Firm (or a related party) may have a direct or indirect interest in an investment that a client or Fund buys or sells. In all cases, MLPW or the related adviser will attempt to structure the transaction so that it is fair to all clients involved in the transaction and is on terms that are comparable to an arm's length transaction between unrelated parties. In many cases, the related adviser will obtain an independent third party valuation of the security involved in the transaction.

When conflicts of interest arise, it may not be possible to be fair to all clients or Funds involved in all cases. A transaction structure, performance or outcome may turn out to be more favorable to one client over another.

Our investment professionals, clients and investors in related businesses have many business connections or relationships in the securities industry, or to a specific fund family, platform, manager, investment firm or security. Although we consider these relationships to be of benefit to our clients generally, there may be cases where conflicts exist that may affect our judgement as to whether or not to recommend the purchase or sale of any security, resulting in an adverse impact on a portfolio's performance. Conflicts of interest that are known and applicable to a particular client will be disclosed to that client prior to or at the time a recommendation is made regarding such security.

Growth and Acquisition Risks

The Firm is actively seeking opportunities to grow by either acquiring other companies in the private wealth business or hiring new investment professionals. To the extent our business changes in any material way that affects our Clients, those changes will be disclosed more specifically as changes are identified.

Item 12 – Brokerage Practices

General Considerations

Unless we otherwise agree to use a different broker-dealer or custodian, or are required by law to do so, we use Charles Schwab & Co., Inc. ("Schwab") as our self-clearing broker-dealer and qualified custodian for many of our clients' advisory accounts. MLPW is independently owned and operated and not affiliated with Schwab. MLPW's policy is to seek the best price and most favorable execution of client transactions. On a continuing basis, MLPW reviews data provided by Schwab as well as aggregated trade information to ensure that any commissions paid are reasonable in relation to the value of the brokerage, clearing and custodial services provided. More information about Schwab is provided below.

With respect to Retirement Plan Advisory Services, MLPW works with Plan Trustees to employ an independent Third Party Administrator to maintain records and effect transactions.

Charles Schwab & Co., Inc. and Schwab Advisor Services™

Schwab holds certain client assets in a brokerage account and buys and sells securities when we or our clients instruct them to. While we may recommend that clients use Schwab as custodian/broker, clients open their accounts with Schwab by entering into an account agreement directly with them, meaning that we do not independently open Schwab accounts for clients. Schwab generally does not charge our clients separately for custody services, but is compensated by charging commissions or other fees on trades that it executes or that settle in client accounts at Schwab. Schwab commission rates and fees applicable to our client accounts are based on our commitment to maintain \$10 million of our clients' assets in accounts at Schwab through their Schwab Advisor Services™ platform. Also, Schwab charges clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the Schwab account. As these fees are in addition to the commissions or other expenses paid to the executing broker-dealer, in order to minimize trading costs it often makes sense to have Schwab execute trades.

Schwab Advisor Services™ is Schwab's business servicing independent investment advisory firms like MLPW. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of the services they offer help us manage or administer our clients' accounts, while others help us manage and further develop our business enterprise (including for instance educational conferences and events). Schwab may periodically offer discounts for Schwab events or conferences in the form of credits, refunds or waivers under a Client Benefit Agreement. For more information about potential conflicts of interest related to Schwab, please refer to Item 11.

Some of the factors that we considered when selecting Schwab include the types of services they provide (for example a combination of transaction execution services along with asset custody services, as well as capabilities to execute, clear and settle trades and facilitate clients' transfers and payments to and from accounts), practices for providing best execution for trades, commission rates, transaction costs, availability of investment research, their trading platform, compliance and investment adviser support, and overall level of customer support.

Research and Other Soft Dollar Benefits

We do not have any formal or informal arrangements or commitments to utilize research, research-based products and other services obtained from a broker-dealer, Schwab, or other third party on a soft dollar commission basis. A soft dollar arrangement is one where higher commissions may be charged in exchange for products, research or services other than services directly related to the trade itself.

Brokerage for Client Referrals

We do not consider the practice of a broker-dealer providing referrals in return for using their brokerage services when selecting or recommending a broker-dealer.

Directed Brokerage/Principal/Agency Cross Transactions

We currently do not have any clients who direct their brokerage or execute specific transactions to a firm other than Schwab. We do, however, have many clients who for various reasons have determined to maintain certain accounts with broker-dealers other than Schwab, where MLPW does not have an existing relationship. We are not responsible for negotiating the terms and arrangements for accounts with broker-dealers other than Schwab. In these cases, the client may incur higher commissions or other transaction costs than would otherwise be the case had the client determined to effect transactions through the brokerage relationship recommended by MLPW.

MLPW has an established business relationship with professionals in the municipal bond space, including registered broker-dealer Mainline West Municipal Securities LLC (MLW) in Denver, CO, where we may recommend that clients utilize the services of MLW. Please note that MLW was related to the Firm, although independently operated, until early 2015. Certain MLPW clients may choose to purchase specific bonds from MLW inventory upon presentation of security details. MLPW does not exercise discretion with respect to these purchases.

We generally do not participate in principal or agency cross transactions, however to the extent securities bought or sold through a related broker-dealer are structured as principal transactions or agency transactions under which that broker-dealer receives a commission or other fee, appropriate disclosures will be made and, when applicable consents obtained.

Aggregation of Client Transactions

Generally, purchases or sales of securities for our clients are done based upon their individual allocations or needs, which makes the aggregation or blocking of MLPW client transactions impractical. However, sometimes it may be appropriate for MLPW or Schwab to aggregate transaction orders for more than one account. If any such order is executed in more than one transaction, a weighted average of the prices at which all of such transactions were executed will be applied, pursuant to Schwab's trading practices. In connection with Retirement Plan Advisory Service clients or other clients with retirement plans such as a 401k, third party service providers may aggregate transactions (at the close of each day, for instance) pursuant to their trading practices and procedures. Trade aggregation in these cases is not subject to our Firm's control.

Also refer to Item 11 above (Certain Conflicts of Interest - Broker Dealer Activities).

Item 13 – Review of Client Accounts

Periodic Review of Client Accounts

We review our client accounts on a regular and continuous basis. In connection with services provided under our Private Wealth Advisory Services, this review is conducted during the preparation of the quarterly reports we produce and present to our clients (described below), as well as throughout each quarter. In connection with services provided under our Retirement Plan Advisory Services, this review is conducted at least annually. Reviews may include, but are not limited to, reconciling account values, positions, securities transactions and cash contributions or withdrawals. Reviews are conducted or supervised by Gary Droz, David Turbiner, Earl Miller and/or Kevin Dombrowski.

Non-Periodic Review of Client Accounts

A more extensive review of a client account may also be triggered at a client's request or if a discrepancy in an account value becomes evident during routine activities associated with our advisory practice.

Client Reporting

On a quarterly basis MainLine Private Wealth, LLC will produce a copy of a consolidated portfolio review report for each of its Private Wealth Advisory Services clients. MLPW uses **Black Diamond Performance Reporting™** to produce these reports. The quarterly report includes the following:

- A Portfolio Overview – this section of the quarterly report will include the following:
 - ✓ A Portfolio Value Summary showing beginning and ending market value of the portfolio. The summary will also include net additions, gains / losses, returns, and appropriate benchmark returns;
 - ✓ Top ten holdings in the portfolio;
 - ✓ Net Additions and Market Value Since Inception;
 - ✓ 10-year Standard Deviation for the Current and Target Portfolios, Equity Index Composite and U.S. Aggregate Bond Index;
 - ✓ Portfolio Performance Since Inception;
 - ✓ Portfolio Returns net of fees for multiple time periods; and
 - ✓ Summary of Portfolio Accounts, including account values and return data over multiple time periods.
- Target vs. Actual Class Allocation Summary – this section of the report shows the client's asset allocation at the time of the report compared to the client's pre-established target asset allocation.

- Portfolio Holdings and Performance Detail outlining the valuation as of the report date of each account and individual security and performance over multiple time periods.

In addition to the quarterly report, MainLine Private Wealth, LLC may at times provide supplementary reports to the client including, but not limited to, the following:

- Unrealized Gain/Loss Summary showing account-level detail for the portfolio;
- Detailed Income Report illustrating account level income received through dividend disbursements;
- Fixed Income Report;
- Realized Gain/Loss Report;
- Projected Income Report;
- MPT Statistics including Sharpe Ratio and Standard Deviation over a selected time period;
- Risk-Adjusted Analysis Report illustrating portfolio returns measured against Standard Deviation and compared to various static benchmarks; or
- Return Analysis: Up / Down Capture chart to illustrate how well the portfolio is capturing market upturns and downturns.

Some of the reporting features or options listed above may be enhanced, or may not be available at all times.

The Firm utilizes the services of ByAllAccounts and/or Quovo in order to collect and aggregate certain client data for reporting purposes, particularly for non-discretionary accounts. Please refer to Item 8 and discussion of Cyber Security as there is possibly a heightened risk when data aggregation services are utilized. Although there are security risks associated with “screen scraping” which you must be prepared to bear, risks are to some extent mitigated by regular oversight and availability of client investment data and reporting. Clients may upon request forego the use of these services, possibly resulting in limitations of our reporting abilities with respect to certain accounts.

MLPW is offers clients secure online access to their quarterly reports as well as summarized updated values of their portfolio. If available, the online report portal will show activity up to the previous days’ market values. Although access is available to client information more often than quarterly, we remind clients that the Firm is not reviewing data and valuations in real time as electronic feeds are updating values automatically. We take great care in reviewing client information, accounts and valuations before our regularly scheduled meetings to ensure that information is as accurate and understandable as possible. If in the interim a client discovers any discrepancy in their information they are encouraged to contact us.

Item 14 – Client Referrals and Other Compensation

The Firm does not receive economic benefits from any party who is not a client for providing investment advice or other advisory services to our clients.

The Firm may directly compensate non-employee (outside) consultants, individuals and/or entities (Solicitors) for client referrals. If you were referred to our Firm by a Solicitor, you should receive a Solicitor disclosure statement along with a copy of this Disclosure Brochure. Specific compensation arrangements, for instance a percentage of first-year advisory fees, are disclosed in writing prior to entering into an advisory relationship with MLPW. Clients do not pay additional advisory fees or expenses because of our existing referral arrangements, and referral fees paid to a Solicitor are contingent upon clients entering into an advisory agreement with our Firm. A Solicitor, therefore, has a financial incentive to recommend our Firm for advisory services. Although this conflict of interest exists, clients are not obligated to retain our Firm for advisory services. Comparable services and/or lower fees may be available from other firms.

As described in Item 10 (Other Financial Industry Activities and Affiliations), individuals associated with MLPW may receive compensation from related businesses. Please refer to Items 5, 8 and 10 for additional information.

Item 15 – Custody

Private Wealth Advisory Services

As discussed previously, at our clients' elections we request direct debiting of our advisory fees from client brokerage accounts from the custodian (Schwab). This type of fee payment may be deemed as custody, but it does not require any additional activity on our part since the client receives statements directly from the custodian, and concurrently with debiting any account a copy of the invoice presented to the custodian is also delivered to the client. Also, we generally would have custody when we act pursuant to a standing letter of authorization ("SLOA") that allows our Firm to disburse funds from one or more third parties specifically designated by our client. This type of custody also does not require any additional activity (other than ADV reporting) as long as we act pursuant to certain specific circumstances and conditions. For instance all SLOAs must be in writing, be appropriately signed along with all pertinent facts, utilize a third party unrelated to the Firm, grant the client the right to change or terminate the instruction authority, and forbid the Firm from modifying the third party instruction provided by the client. Clients will be required to periodically verify SLOA instructions.

Most of our advised accounts are maintained with qualified custodians which directly provide our clients with statements on at least a quarterly basis. Many of our client accounts are maintained at Schwab. Clients receive custodian statements at their addresses of record in hard-copy form through the U.S. mail, unless clients specifically request electronic delivery. We urge our clients to review these statements carefully.

While we do not produce duplicate account statements, we do present our clients with a significant amount of account information in our quarterly review reports. Since we use **Black Diamond Performance Reporting™** to create our quarterly client reports, there may be discrepancies in the prices of securities between the values we illustrate in our report and those on the statements from the qualified custodian(s).

Our clients should always keep in mind that for tax and other purposes, the statements that they receive from the custodian are the official records for their accounts and assets.

Retirement Plan Advisory Services

MLPW does not maintain custody for Retirement Plan clients. Our advisory fees may, however, be paid directly from the independent Third Party Administrator (“TPA”) pursuant to standing authorizations on file at the TPA.

Item 16 – Investment Discretion

Private Wealth Advisory Services

MLPW clients select discretionary authority on an account-by-account basis in our Advisory Agreement (or other notification). Generally only those accounts at Schwab are discretionary accounts. Discretionary authority allows us to determine which securities and the quantity of securities that are bought or sold, and the broker-dealer to be used. Many of our client relationships contain a combination of accounts for which discretionary or non-discretionary services are provided.

MainLine Private Wealth, LLC often obtains discretionary authority over its clients’ advisory accounts at Schwab through its advisory agreements and a limited power of attorney delegation at Schwab, however in practice MLPW discretion is usually very limited. We generally seek to develop an overall consensus with each client on specific recommendations prior to arranging for or effecting purchases or sales. However, we believe that having discretion at Schwab is important as there may be cases where implementation of the client’s investment strategy may require discretionary authority. Examples of cases when the Firm may exercise discretionary authority include: (a) when a client instructs the Firm to purchase or sell a specific security in the future, and we choose the time, price and amount of the security to trade, or (b) when a client instructs the Firm to sell assets for tax purposes or to make a cash distribution without specifying the particular security to be sold. These examples are not an exhaustive list of cases when discretion may be exercised.

In cases where client accounts are designated as non-discretionary in a client agreement (or other notification), MLPW makes recommendations to clients about their investment holdings, but has no authority to effect securities trades or to obtain custody of assets in those accounts.

With respect to the investment or redemption of any hedge fund or private investment company funds, we offer our recommendations and assist clients in implementing those recommendation when appropriate. Additional authorization is required by the client.

Retirement Plan Advisory Services

Our 401(k) and Deferred Compensation Plan clients authorize by signing our Investment Advisory Agreement non-discretionary authority over clients' investment assets. MLPW acknowledges that it serves as a "fiduciary" as defined in Section 3(21) of ERISA with respect to Plan clients in connection with the scope of its advisory services.

See also Item 4 – Advisory Business.

Item 17 – Voting of Client Securities

As a matter of policy and practice, we do not vote proxies on behalf of our advisory clients.

Item 18 – Financial Information

Balance Sheet - We are not required to include a copy of our balance sheet, as we do not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance.

Financial Condition Relating to Meeting Contractual Obligations - There is no financial condition which is reasonably likely to impact our ability to meet our contracted commitments to clients.

Bankruptcy - We have never been the subject of a bankruptcy petition.

Part 2B of Form ADV: Brochure Supplement



GARY PAUL DROZ

March 28, 2018

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.2055
Fax: 610.896.3410

Year of Birth: 1952
CRD Number: 1081511

This brochure supplement provides information about Gary Paul Droz that supplements the MainLine Private Wealth, LLC brochure. You should have received a copy of that brochure. Please contact us at 610-896-2050 if you did not receive MainLine Private Wealth, LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about Gary Paul Droz is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Formal Education after High School:

University of Pittsburgh (Pittsburgh, PA)
Bachelor of Arts in Communications - 1986

Business Background for Past 5 Years:

<u>Current Positions</u>	<u>Company</u>
Managing Director	MainLine Private Wealth, LLC (the “Firm”)
Registered Representative and Producer	MainLine Securities LLC (a registered broker-dealer and FINRA member)
President, Managing Director	Innovest Financial Management, Inc. (since June 1994)

Mr. Droz has worked in financial services for over 30 years and is responsible for overseeing many of the Firm’s client relationships and investment advisory activities. He is also a Senior Member on the Firm’s Investment Committee, responsible for the investment strategy and due diligence of investments recommended by the Firm.

In connection with Mr. Droz’s Innovest activities, he was a registered representative of National Financial Partners Securities, Inc., a registered broker-dealer and FINRA member, until his registration was terminated and transferred to CMS Investment Resources, LLC, a registered broker-dealer related to the Firm (from 2012 to 2013 when CMS ceased business activities). Innovest Financial Management, Inc. was also the general partner of Long Short Fund I, L.P., which has wound down.

Mr. Droz co-founded the Senior Insurance Institute. The Institute presented educational symposia throughout southeast Florida with the goal of educating seniors and addressing advanced life insurance issues. Mr. Droz was the primary lecturer during these programs, through which he instructed hundreds of seniors on sophisticated insurance strategies over the course of 2007 and 2008. He has also been a guest lecturer at the Tepper School of Business at Carnegie Mellon University where he covers topics such as the discipline of investment management.

Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Droz.

Item 4 – Other Business Activities

See Item 2 above.

Mr. Droz is a registered representative of MainLine Securities LLC (“MLS”). MLS is a new business registered as a broker-dealer, and is engaged in the sale of private placement securities and life and annuity insurance products.

Item 5 – Additional Compensation

Mr. Droz may receive separate compensation for acting as a registered representative of a broker-dealer and as an insurance producer and purchasing insurance and insurance-related products for clients of the Firm (independently prior to 2015 and as an agent of MainLine Securities LLC beginning in March 2015). The brokerage and insurance services provided by Mr. Droz may be provided to the Firm’s clients and are separate from the advisory services provided by MainLine Private Wealth, LLC.

Mr. Droz will not receive compensation from any source outside of MainLine Private Wealth, LLC for providing advisory services.

Item 6 – Supervision

Mr. Droz’s activities on behalf of the Firm are supervised by certain executive officers of MainLine Private Wealth, LLC: David A. Clapper, William A. Landman and Richard A. Mitchell. Any one of these individuals can be reached at 610.896.3000.

Part 2B of Form ADV: Brochure Supplement



WILLIAM ALAN LANDMAN

March 28, 2018

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.3010
Fax: 610.896.3349

Year of Birth: 1952
CRD Number: 4342118

This brochure supplement provides information about William A. Landman that supplements the MainLine Private Wealth, LLC brochure. You should have received a copy of that brochure. Please contact us at 610-896-2050 if you did not receive MainLine Private Wealth, LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about William Alan Landman is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Formal Education after High School:

University of Pittsburgh (Pittsburgh, PA), B.A. 1974

University of Pittsburgh School of Law (Pittsburgh, PA), J.D. 1977

Business Background for Past 5 Years:

<u>Current Positions</u>	<u>Company</u>
Manager/Member/ Executive Officer	MainLine Private Wealth, LLC (the “Firm”) MainLine Investment Partners, LLC (1) MainLine Investment Advisers, LLC Merion Realty Advisers, LLC Merion Realty Investment Partners, LLC
Senior Managing Director Owner/Member/Manager	CMS Fund Advisers, LLC CMS Holdco, LLC (2)
Shareholder/Executive Officer/ Director/Member and/or Manager	Various affiliated general partner, limited partner or manager investment-related entities

- (1) MainLine Investment Partners, LLC is the sole owner and member of MainLine Investment Advisers, LLC, the majority owner/member of MainLine Private Wealth, LLC, and a minority owner/member of Merion Realty Advisers, LLC. It is also the sole member of MainLine Securities LLC.
- (2) CMS Holdco LLC is the sole owner, member and manager of CMS Fund Advisers, LLC, CMS Investment Resources, LLC and Capital Management Systems, LLC. Mr. Landman holds executive officer positions at each company.

Mr. Landman has been employed with the Firm or an advisory affiliate since 1987. As the Firm’s Manager he is responsible for overseeing the Firm’s investment professionals and business operations. He is also a Senior Member on the Firm’s Investment Committee, responsible for the investment strategy and due diligence of investments recommended by the Firm.

He also manages MainLine Investment Advisers, LLC (“MLIA”), Merion Realty Advisers, LLC (“MRA”) and CMS Fund Advisers, LLC’s (“CMS”), all related

private fund advisers responsible for over \$500 million in aggregated equity investments (as of March 2018), as well as more than \$50 million in direct real estate acquisitions. This includes managing all private equity and real estate investments made by each company on behalf of their clients, research and due diligence, investment business plans, financing and exit strategies. MLIA, MRA and CMS are SEC-registered investment advisers.

His other direct responsibilities include:

- 1) serving as a member of the Firm's, MRA's and CMS's Investment Committees;
- 2) serving as head of the CMS's private equity and real estate subcommittees and supervising employees who represent the private equity and real estate investment divisions;
- 3) serving as member of the board of directors or investment committees of several companies in which MLIA, MRA or CMS clients have substantial investments;
- 4) identifying joint venture relationships and opportunities.

Previous Business Experience:

Prior to joining CMS, Mr. Landman was a partner at Reich & Landman, with expertise in transactional corporate practice and the representation of professional athletes (1977 to 1987).

Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Landman.

Item 4 – Other Business Activities

See Item 2 above.

Mr. Landman is a director and shareholder of Merion RM, Inc. which is the sole member of Merion Realty Management LLC. He is also a member of MRM Residential Holdings, LLC which is the sole member of MRM Residential Management, LLC. These businesses are involved in property management.

Mr. Landman is a director, shareholder and executive officer of Affiliated JV, Inc., which until March 2015 owned a 45%-50% equity interest in (i) MainLine West Municipal Securities LLC, a registered broker-dealer and (ii) MainLine West LLC, which in turn controls MainLine West Fund Manager, LLC, a registered investment adviser. MainLine West entities are located in Denver Colorado.

The address of the Firm's related and affiliated entities, including Affiliated JV, Inc., Merion RM, Inc. and MRM Residential Holding, LLC is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania 19096.

Mr. Landman is a managing member of Renovus GP, LLC, general partner of Renovus Capital Partners, L.P. Mr. Landman is also a managing member of Renovus GP II, LLC, general partner of Renovus Capital Partners II, L.P. CMS Investment Resources, LLC, was engaged as placement agent for Renovus Capital Partners, L.P. Renovus is an education-focused private equity firm. Renovus principals are located in Wayne, PA.

Mr. Landman serves on numerous boards and/or committees of private equity firms and portfolio companies in connection with his advisory activities with MainLine Investment Advisers, LLC, Merion Realty Advisers, LLC or CMS Fund Advisers, LLC. He may also serve on the board of companies where MainLine Investment Partners, LLC or a related party has a direct investment.

Mr. Landman has served the Thomas Jefferson University System in various capacities for more than eight years. He is currently a Board Member.

Item 5 – Additional Compensation

Except with respect to Renovus activities described in Item 4 above, any compensation Mr. Landman receives in connection with his outside business activities is assigned to the Firm or a related party under an agreement with his business partners.

Item 6 – Supervision

Mr. Landman's activities on behalf of the Firm are supervised by certain executive officers of MainLine Private Wealth, LLC: David A. Clapper, Gary P. Droz and Richard A. Mitchell. Any one of these individuals can be reached at either 610.896.2050 or 610.896.3000.

Part 2B of Form ADV: Brochure Supplement



DAVID SAUL TURBINER

March 28, 2018

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.2052
Fax: 610.896.3410

Year of Birth: 1971
CRD Number: 5316506

This brochure supplement provides information about David S. Turbiner that supplements the MainLine Private Wealth, LLC brochure. You should have received a copy of that brochure. Please contact us at 610-896-2050 if you did not receive MainLine Private Wealth, LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about David S. Turbiner is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Formal Education after High School:

Carnegie Mellon University/Tepper School of Business (Pittsburgh, PA),
MBA/Marketing, Information Systems and Behavioral Organization in 2002

University of Pittsburgh (Pittsburgh, PA), Juris Doctorate (Active in PA since
1996/Active in DC since 1998)

University of Michigan (Ann Arbor, MI), Bachelor of Arts in History in 1993

Business Background for Past 5 Years:

Current Positions

Company

Director of Advisory Services/ Vice President and Senior Investment Committee Member and Committee Chairman	MainLine Private Wealth, LLC (the “Firm”) (since November 2011)
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Registered Representative	MainLine Securities LLC (a registered broker-dealer and FINRA member) (since March 2016)
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Mr. Turbiner’s role at the Firm involves him in nearly every aspect related to the operations and implementation of personal advisory services. Mr. Turbiner serves as a Senior Member of the Firm’s Investment Committee as well as its Chairman, responsible for the investment strategy and due diligence of investments recommended to clients. He also conducts financial asset and portfolio analysis, performs security trading and supervises certain members of the staff. Due to his extensive knowledge of clients’ assets and accounts, as well as company strategies and procedures, Mr. Turbiner is often the first point of contact for client inquiries and requests.

Prior to joining the Firm, Mr. Turbiner’s was Director of Marketing with Innovest Financial Management, Inc. (“Innovest”) from March 2003 to April 2006, and he was a Senior Analyst and Chief Compliance Officer for Innovest from April 2007 to August 2013. His activities for Innovest since joining MainLine Private Wealth, LLC in 2011 were limited to serving as the general partner of Long Short Fund I, L.P. (of which Innovest was the general partner). Also, in connection with Mr. Turbiner’s Innovest activities, he was a registered representative of National Financial Partners Securities, Inc., a registered broker-dealer and FINRA member, until his registration was terminated and transferred to CMS Investment Resources,

LLC, a registered broker-dealer related to the Firm (from 2012 to 2013 when CMS ceased new business operations).

Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Turbiner.

Item 4 – Other Business Activities

See Item 2 above.

Mr. Turbiner is licensed to practice law in Pennsylvania and Washington DC, although he does not provide any type of legal advice or legal services to clients of MainLine Private Wealth, LLC.

As mentioned above, Mr. Turbiner is a registered representative of MainLine Securities LLC (“MLS”). MLS is a new business registered as a broker-dealer, and is engaged in the sale of private placement securities and life and annuity insurance products.

Item 5 – Additional Compensation

Mr. Turbiner may receive separate compensation for acting as a registered representative of MainLine Securities LLC. The brokerage services provided by Mr. Turbiner may be provided to the Firm’s clients and are separate from the advisory services provided by MainLine Private Wealth, LLC.

Mr. Turbiner will not receive compensation from any source outside of MainLine Private Wealth, LLC for providing advisory services.

Item 6 – Supervision

Mr. Turbiner’s activities on behalf of the Firm are supervised by certain executive officers of MainLine Private Wealth, LLC: David A. Clapper, Gary P. Droz, William A. Landman and Richard A. Mitchell. Any one of these individuals can be reached at either 610.896.2050 or 610.896.3000.

Part 2B of Form ADV: Brochure Supplement



EARL R. MILLER

March 28, 2018

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.2057
Fax: 610.896.3410

Year of Birth: 1968
CRD Number: 5938949

This brochure supplement provides information about Earl Miller that supplements the MainLine Private Wealth, LLC brochure. You should have received a copy of that brochure. Please contact us at 610-896-2050 if you did not receive MainLine Private Wealth, LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about Earl Miller is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Formal Education after High School:

Northeastern University – MBA, 2011

Saint Leo University – Bachelor of Arts in Business, 1992

Business Background for Past 5 Years:

<u>Current Positions</u>	<u>Company</u>
Director, Client Development/ Advisory Representative	MainLine Private Wealth, LLC (the “Firm”)
Director, Client Development	MainLine Investment Partners, LLC
Registered Representative	MainLine Securities LLC (a registered broker-dealer and FINRA member) (since March 2016)

Mr. Miller has worked in financial services since 2011 and is currently responsible for overseeing certain client relationships with the Firm. He also serves as a Member of MainLine Private Wealth’s Investment Committee, responsible for the investment strategy and due diligence of investments recommended to clients.

His prior financial services experience involves PNC Investments LLC as a Vice President and Senior Relationship Manager (May 2013 to October 2014) and Sanford C. Bernstein, the Private Wealth Management Division of Alliance Bernstein as a Vice President and Financial Advisor (June 2011 to May 2013).

Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Miller.

Item 4 – Other Business Activities

See Item 2 above.

As mentioned above, Mr. Miller is a registered representative of MainLine Securities LLC (“MLS”). MLS is a new business registered as a broker-dealer, and is engaged in the sale of private placement securities and life and annuity insurance products.

Item 5 – Additional Compensation

Mr. Miller may receive separate compensation for acting as a registered representative of MainLine Securities LLC. The brokerage services provided by Mr. Miller may be provided to the Firm’s clients and are separate from the advisory services provided by MainLine Private Wealth, LLC, although it is anticipated that brokerage services will most often be provided to customers who are not clients of the Firm.

Mr. Miller does not receive compensation separate from his activities with and on behalf of the Firm, MainLine Investment Partners, LLC or MLS. He does not receive compensation from any source other than the Firm or MainLine Investment Partners, LLC for providing advisory services.

Item 6 – Supervision

Mr. Miller’s activities on behalf of the Firm are supervised by David A. Clapper, William A. Landman and Richard A. Mitchell. Any one of these individuals can be reached at 610.896.3000.

Part 2B of Form ADV: Brochure Supplement



KEVIN J. DOMBROWSKI

March 28, 2018

308 E. Lancaster Avenue
Suite 300
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.2058
Fax: 610.896.3410

Year of Birth: 1985
CRD Number: 6873509

This brochure supplement provides information about Kevin J. Dombrowski that supplements the MainLine Private Wealth, LLC brochure. You should have received a copy of that brochure. Please contact us at 610-896-2050 if you did not receive MainLine Private Wealth, LLC's brochure, or if you have any questions about the contents of this supplement.

Additional information about Kevin J. Dombrowski is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Formal Education after High School:

Northwestern University, Kellogg School of Management (Chicago, IL),
MBA/Finance, Management Organizational Studies in 2013

University of Michigan (Ann Arbor, MI), Bachelor of Arts in Economics in 2007

Chartered Financial Analyst (CFA)® Level I in 2014

(See information at the end of this Brochure about the CFA designation.)

Business Background for Past 5 Years:

Current Positions

Company

Director of Client Development and Investment Committee Member	MainLine Private Wealth, LLC (the “Firm”) (beginning October 2017)
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Previous Positions:

Morningstar, Inc.	Senior Vice President (2014-2017) Vice President/Regional Sales Director (2010-2014)
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Mr. Dombrowski has worked in the financial services industry since 2007 and is currently responsible for overseeing certain client relationships with the Firm. He also serves as a Member of MainLine Private Wealth’s Investment Committee, responsible for the investment strategy and due diligence of investments recommended to clients.

Prior to joining the Firm, Mr. Dombrowski was Senior Vice President of Global Business Development with Morningstar, Inc. He was responsible for overseeing several of Morningstar’s largest business relationships with outside firms.

Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Dombrowski.

Item 4 – Other Business Activities

Mr. Dombrowski is currently not engaged in any business activities outside of his responsibilities with the Firm for which he is compensated.

In 2017 Mr. Dombrowski founded Revitalize Delaware, a non-profit group focused on improving the present and future of the First State by promoting policies based on the principles of limited government, fiscal responsibility and political accountability.

Item 5 – Additional Compensation

Mr. Dombrowski will not receive compensation from any source outside of MainLine Private Wealth, LLC for providing advisory services.

Item 6 – Supervision

Mr. Dombrowski's activities on behalf of the Firm are supervised by Gary P. Droz, as well as other members of executive management including David A. Clapper, William A. Landman and Richard A. Mitchell. Any one of these individuals can be reached at either 610.896.2050 or 610.896.3000.

Chartered Financial Analyst (CFA)®

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals. There is a 250 hour study program for each of the three levels, and successful pass of an examination required at each level. Mr. Dombrowski has completed Level I and is a candidate for Levels II and III.

To learn more about the CFA charter, visit www.cfainstitute.org.