



Market Street Wealth Management, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: March 26, 2019

This Form ADV 2A ("Disclosure Brochure") provides information about the qualifications and business practices of Market Street Wealth Management, LLC ("MSWM" or the "Advisor"). If you have any questions about the contents of this Disclosure Brochure, please contact us at (610) 692-3200.

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

Additional information about MSWM and its Advisory Persons is available on the SEC's website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 155157.

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Item 2 – Material Changes

There have been no material changes made to Market Street Wealth Management's ("MSWM") Part 2A Brochure since its prior annual Amendment filing, dated March 14, 2018. However, MSWM below has made disclosure additions and enhancements, including disclosures regarding financial planning limitations, advisory fees, fees, retirement rollovers, research and additional benefits, and conflicts of interest.

ANY QUESTIONS: MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions regarding this Part 2A, including the above-referenced disclosure additions and enhancements as described below in this Brochure.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 155157. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (610) 692-3200.

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Item 4 – Advisory Services

A. Firm Information

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

The Advisor serves as a fiduciary to Clients, as defined under applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

B. Advisory Services Offered

MSWM offers investment advisory services primarily to individuals and high net worth individuals (each referred to as a “Client”).

Investment Management Services

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

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

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

Use of Independent Managers

MSWM may recommend and refer Clients that all or a portion of their portfolio be implemented by utilizing one or more unaffiliated money managers or investment advisors (herein “Independent Manager[s]”). Through these arrangements, the Client will either enter into an advisory agreement with that Independent Manager to which that Independent Manager will assist and advise the Client in establishing investment objectives and develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments, or in other situations MSWM will oversee the assets with the Independent Manager and maintain involvement in the management of the Client’s assets. The terms and agreements with the Independent Manager[s] will differ and are set forth in the agreement[s] with those manager[s]. The Independent Manager[s] will have investment discretion over the Client’s account[s], but may allow the Client to impose reasonable investment restrictions. The Advisor will assist and advise the Client in establishing investment objectives for

their account[s], the selection of the Independent Manager[s], and defining any restrictions on the account[s].

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

Financial Planning Services

MSWM will typically provide a variety of financial planning services to Clients, pursuant to a written financial planning agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including, but not limited to investment planning, retirement planning, personal savings, education savings, insurance needs and other areas of a Client's financial situation.

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

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

Miscellaneous Disclosures

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by the client, MSWM will generally provide financial planning and related consulting services regarding non-investment related matters, such as tax and estate planning, insurance, etc. MSWM will generally provide such consulting services inclusive of its advisory fee set forth at Item 5 below (exceptions may occur based upon assets under management, special projects, etc. for which MSWM may charge a separate fee, or require a stand-alone financial planning engagement for a separate fee). **Please Note:** MSWM does not serve as an attorney or accountant, or insurance agency. Accordingly, MSWM does not prepare estate planning or any type of legal documents or tax returns, nor does it sell insurance products. To the extent requested by a client, MSWM will recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including: (1) representatives of MSWM in their separate individual capacities as representatives of USA Financial Securities ("USA Financial"), an SEC registered and FINRA member broker-dealer; (2) representatives of MSWM in their separate individual capacities as licensed insurance agents, including as agents of the MSWM's affiliated licensed insurance agency, Market Street Insurance Services, LLC ("Insurance"); and (3) MSWM's affiliated tax preparation firm, Market Street Tax Services, LLC ("Tax"). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from MSWM and/or its representatives. **Please Note:** If the client engages any professional, recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional(s), and not MSWM, shall be responsible for the quality and competency of the services provided. **Please Also Note-Conflicts of Interest:** The recommendation by a MSWM representative that a client purchase a securities or insurance commission product from a MSWM representative or Insurance, or engage Tax for tax preparation services, presents a conflict of interest, as the compensation to be received by a representative or

affiliated entity from such sale/service may provide an incentive to recommend such investment or insurance product, and/or tax preparation services. No client is under any obligation to purchase any securities, insurance, or tax preparation products or services from a MSWM representative or affiliated entity. Clients are reminded that they may purchase such products and/or services that may be recommended by MSWM through other, non-affiliated registered representatives, insurance agents, and tax preparers. **ANY QUESTIONS:** MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above conflicts of interest.

Please Note: Retirement Rollovers – No Obligation / Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If MSWM recommends that a client roll over their retirement plan assets into an account to be managed by MSWM, such a recommendation creates a conflict of interest if MSWM will earn a new (or increase its current) compensation as a result of the rollover. No client is under any obligation to roll over retirement plan assets to an account managed by MSWM. MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

Please Note-Use of Mutual and Exchange Traded Funds: Most mutual funds and exchange traded funds are available directly to the public. Thus, a prospective client can obtain many of the funds that may be utilized by MSWM independent of engaging MSWM as an investment advisor. However, if a prospective client determines to do so, he/she will not receive MSWM's initial and ongoing investment advisory services. Please Note: In addition to MSWM's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). **ANY QUESTIONS:** MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above.

Cash Positions. Depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), MSWM may maintain cash and cash equivalent positions (such as money market funds, etc.) for defensive and liquidity purposes. Unless otherwise agreed in writing, all such cash positions are included as part of assets under management for purposes of calculating MSWM's advisory fee. **ANY QUESTIONS:** MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective may have regarding the above fee billing practice.

Wrap Program-Conflict of Interest. MSWM provides services on a wrap fee basis as a wrap program sponsor. Under MSWM's wrap program, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. The terms and conditions of a wrap program engagement are more fully discussed in MSWM's Wrap Fee Program Brochure. **Conflict of Interest.** Because wrap program transaction fees and/or commissions are being paid by MSWM to the account custodian/broker-dealer, MSWM could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account. See separate Wrap Fee Program Brochure. MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the wrap fee arrangement and the corresponding conflict of interest.

Independent Managers. MSWM may allocate a portion of a client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Manager[s] shall have day-to-day responsibility for the active discretionary management of the allocated assets. MSWM shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors that MSWM shall consider in recommending Independent Manager[s] include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. Please Note: Additional Fee. The investment management fee charged by the

Independent Manager is separate from, and in addition to, MSWM's wrap advisory fee as set forth in the fee schedule at Item 5 below. Please Also Note: MSWM may also recommend that the client engage an Independent Manager on a referral fee compensation basis. By so doing, the client shall separately engage the Independent Manager, and the Independent Manager shall compensate MSWM with a portion of the advisory fee paid by the client to the Independent Manager. **ANY QUESTIONS:** MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding Independent Managers.

Portfolio Activity. MSWM has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, MSWM will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when MSWM determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by MSWM will be profitable or equal any specific performance level(s).

Client Obligations. In performing our services, MSWM shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, it remains each client's responsibility to promptly notify MSWM if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Non-Discretionary Services Limitations. Clients that determine to engage MSWM on a non-discretionary investment advisory basis must be willing to accept that MSWM cannot effect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event that MSWM would like to make a transaction for a client's account, and client is unavailable, MSWM will be unable to affect the account transaction (as it would for its discretionary clients) without first obtaining the client's consent.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by MSWM) will be profitable or equal any specific performance level(s).

C. Client Account Management

Prior to engaging MSWM to provide investment advisory services, each Client is required to enter into one or more agreements with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – MSWM, in connection with the Client, may develop a statement that summarizes the Client's investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives.
- Asset Allocation – MSWM will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance of risk for each Client.
- Portfolio Construction – MSWM will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – MSWM will provide investment management and ongoing oversight of the Client's investment portfolio.

D. Wrap Fee Programs

MSWM includes the securities transaction costs and platform fees together with its investment advisory fees. Including these fees into a single asset-based fee is considered a "wrap fee program". Depending on the level of trading required for the Client's account[s] in a particular year, the Client may pay more or less in total fees than if

the Client paid its own transaction fees. Please see Appendix I – Wrap Fee Program Brochure, which is included as a supplement to this Disclosure Brochure.

E. Assets Under Management

As of December 31, 2018, MSWM manages the following assets:

Discretionary Assets	\$235,284,003
Non-Discretionary Assets	\$2,204,512
Total Assets Under Management	\$237,488,515

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

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign one or more agreements that detail the responsibilities of MSWM and the Client.

A. Fees for Advisory Services

Investment Management Services

Investment advisory fees are paid quarterly, in advance of each calendar quarter, pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of the prior quarter. Investment advisory fees range from 1.75% to 0.60% and are based on the following schedule:

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

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

MSWM, in its sole discretion, may charge a lesser investment advisory fee and/or charge a flat fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). **Please Note:** As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

As disclosed above at Item 4, MSWM provides services on a wrap fee basis as a wrap program sponsor. Under MSWM's wrap program, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. The terms and conditions of a wrap program engagement are more fully discussed in MSWM's Wrap Fee Program Brochure. **Conflict of Interest.** Because wrap program transaction fees and/or commissions are being paid by MSWM to the account custodian/broker-dealer, MSWM could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account. See separate Wrap Fee Program Brochure.

MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding advisory fees, and the wrap fee arrangement and the corresponding conflict of interest presented by such arrangement.

Independent Manager Fees

For Clients with accounts managed by an Independent Manager and overseen by the Advisor, the Client's fee will include both the Independent Manager's fee[s] and the Advisor's fee noted above. For Independent Manager[s] where assets are referred out from the Advisor, the Advisor will collect the solicitor fee as described in Item 14 – Client Referrals and Other Compensation below.

Financial Planning Services

MSWM offers financial planning services at an hourly rate of up to \$200 per hour or based on a fixed engagement fee of up to \$10,000. Fees may be negotiable depending on the nature and complexity of each Client's circumstances. An estimate for total hours and/or costs will be provided to the Client prior to establishing the advisory relationship.

B. Fee Billing

Investment Management Services

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

Independent Managers

Clients referred to Independent Manager[s] will be billed in accordance with the agreement with each respective manager. As noted, MSWM's investment management or solicitor fee may be collected by an Independent Manager or billed separately in accordance with the agreement with the respective manager. Details are described in Item 14 – Client Referrals and Other Compensation.

Financial Planning Services

Financial planning fees are invoiced either upon receipt of the agreed upon deliverables or up to fifty percent (50%) upon execution of the financial planning agreement with the remaining balance due upon receipt of the agreed upon deliverable[s].

C. Other Fees and Expenses

Investment advisory fees may or may not include the costs for normal securities trading costs, pursuant to the terms of the investment advisory agreement. The Client is generally responsible for all custody and securities execution fees charged by the Custodian. For services offered on a "wrap fee" basis, the investment advisory fees charged by MSWM will include securities transaction fees. Otherwise the Client shall be responsible for the investment advisory fee charged by the Custodian. See Item 4.E. above.

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

For Clients with accounts managed by an Independent Manager and overseen by MSWM, the client will pay a separate investment management fee to the engaged Independent Manager, which fee is separate from, and in addition to, MSWM's wrap advisory fee.

D. Advance Payment of Fees and Termination

Investment Management Services

MSWM is compensated for its investment management services in advance of the quarter in which investment advisory services are rendered. Either party may request to terminate their investment advisory agreement with MSWM, at any time, by providing advance written notice to the other party. The Client may terminate the investment agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client shall be responsible for investment advisory fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid investment advisory fees from the effective date of termination to the end of the quarter. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Independent Managers

In the event that a Client should wish to terminate their relationship with an Independent Manager, the terms for termination will be set forth in the respective agreements between the Client and that manager. MSWM will assist the Client with the termination and transition as appropriate.

Financial Planning Services

MSWM may be partially compensated for its planning services in advance of delivering such services or due upon completion of deliverables. Either party may terminate a planning agreement, at any time, by providing written notice to the other party. In addition, the Client may terminate the agreement within five (5) business days of signing the Advisor's financial planning or consulting agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client shall be responsible for financial planning fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid financial planning fees from the effective date of termination. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

MSWM does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above. However, advisory persons may earn additional compensation as described below.

Broker-Dealer Affiliation

Advisory Persons of MSWM are also registered representatives of USA Financial Securities Corp ("USA Financial"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In one's separate capacity as a registered representative of USA Financial, an Advisory Person may implement securities transactions under USA Financial, and not through MSWM, on a commission basis.

Insurance Agency Affiliations

Advisory Persons may also be licensed as independent insurance professionals. Implementations of insurance recommendations are separate and apart from one's role with MSWM. Insurance commissions earned by these persons are separate and in addition to our advisory fees.

The recommendation that a client purchase a commission product from a representative of MSWM presents a conflict of interest, as the receipt of commissions provides an incentive to recommend securities and/or insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from MSWM's representatives. MSWM's Chief

Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Please Note: Clients may purchase investment products recommended by MSWM or its representatives through other, non-affiliated registered representatives and/or insurance agents.

MSWM does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of investment products MSWM recommends to its clients.

When MSWM's representatives sell an insurance or securities product on a commission basis, MSWM does not charge an investment advisory fee in addition to the commissions paid by the client. When providing services on an advisory fee basis, MSWM's representatives do not also receive commission compensation. However, a client may engage MSWM to provide investment advisory services on an advisory fee basis, and separate from these advisory services, purchase an insurance and/or securities product from MSWM's representatives on a commission basis.

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

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

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

Item 7 – Types of Clients

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

MSWM, in its sole discretion, may charge a lesser investment advisory fee and/or charge a flat fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). Please Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

As disclosed above at Item 4, MSWM provides services on a wrap fee basis as a wrap program sponsor. Under MSWM's wrap program, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. Conflict of Interest: Because wrap program transaction fees and/or commissions are being paid by MSWM to the account custodian/broker-dealer, MSWM could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account. See separate Wrap Fee Program Brochure.

MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding advisory fees, and the wrap fee arrangement and the corresponding conflict of interest presented by such arrangement.

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

A. Methods of Analysis

MSWM primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from MSWM is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

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

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

B. Risk of Loss

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

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

The risks associated with a particular strategy are provided to each Client in advance of investing Client account[s]. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. The following are some of the investment risks to consider:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs has a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

MSWM may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct MSWM, in writing, not to employ any or all such strategies for their accounts.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving MSWM or any of its Supervised Persons. MSWM values the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 155157.

Item 10 – Other Financial Industry Activities and Affiliations

As indicated at Item 4 above, to the extent requested by a client, MSWM will recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including: (1) representatives of MSWM in their separate individual capacities as representatives of USA Financial Securities ("USA Financial"), an SEC registered and FINRA member broker-dealer; (2) representatives of MSWM in their separate individual capacities as licensed insurance agents, including as agents of the Firm's affiliated licensed insurance agency, Market Street Insurance Services, LLC ("Insurance"); and (3) MSWM's affiliated tax preparation firm, Market Street Tax Services, LLC ("Tax"). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from MSWM and/or its representatives. **Please Note:** If the client engages any recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note-Conflicts of Interest:** The recommendation by a MSWM representative that a client purchase a securities or insurance commission product from a MSWM representative or Insurance, or engage Tax for tax preparation services, presents a conflict of interest, as the compensation to be received by a representative or affiliated entity from such sale/service may provide an incentive to recommend such investment or insurance product, and/or tax preparation services. No client is under any obligation to purchase any securities, insurance, or tax preparation products or services from a MSWM representative or affiliated entity. Clients are reminded that they may purchase such products and/or services that may be recommended by MSWM through other, non-affiliated broker-dealers, insurance agents, and tax preparers.

In addition, certain of MSWM's representatives (the "Recipients") have received from USA Financial forgivable and repayable loans (the "Forgivable Loans"). The terms and conditions of the Forgivable Loans require that the Recipients remain affiliated with USA Financial for a specified period of time in order to qualify for loan forgiveness. In addition, the Forgivable Loans provide for the set-off of outstanding repayment obligations from earned commissions in the event that such affiliation is terminated prior to the expiration of the loan term.

The receipt of the Forgivable Loans therefore presents conflicts of interest, as receipt of the Forgivable Loans incentivizes the Recipients to maintain their affiliation with USA Financial and to recommend that clients execute commission transactions through USA Financial. Clients are therefore reminded that they are not under any obligation to purchase securities commission products through USA Financial and/or the Recipients, and that they may purchase such securities commission products through other, non-affiliated registered representatives.

ANY QUESTIONS: MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above conflicts of interest.

As indicated at Item 4 above, MSWM may recommend the services of certain Independent Manager(s) on a referral fee basis. If MSWM recommends an Independent Manager(s) on a referral fee basis, and the client engages the Independent Manager(s), MSWM shall be compensated for its services by receipt of a referral fee to be paid by Independent Manager(s) to MSWM in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities laws or requirements. Any such referral fee shall be paid solely from the Independent Manager(s) investment management fee, and shall not result in any additional charge to the client. In addition to MSWM's written disclosure statement as set forth on Part 2 of Form ADV, the client shall also receive the written disclosure statement of the recommended Independent Manager(s).

Conflict of Interest: The recommendation by MSWM that an individual or entity engage an Independent Manager(s) that shares a portion of its advisory fee with MSWM presents a conflict of interest, as MSWM's receipt of the referral fee may provide an incentive to recommend the Independent Manager(s) based on the referral fee received, rather than on a particular client's need. No person or entity is under any obligation to engage the Independent Manager(s) recommended by MSWM. Please Note: The referral fee paid by the Independent Manager(s) varies. This presents a conflict of interest, as MSWM's receipt of a greater referral fee may provide an incentive to recommend an Independent Manager(s) that pays a greater referral fee to MSWM. Please Also Note: A client may pay a higher or lower fee if the client obtains the services of the Independent Manager(s) directly, rather than through MSWM.

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

A. Code of Ethics

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

B. Personal Trading with Material Interest

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

C. Personal Trading in Same Securities as Clients

MSWM allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities that we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, Supervised Persons of MSWM may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by MSWM requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. We have also adopted written policies and procedures to detect the misuse of material, non-public information. In addition, the Code governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

D. Personal Trading at Same Time as Client

While MSWM allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards. At no time will MSWM, or any Supervised Person of MSWM, transact in any security to the detriment of any Client.

Item 12 – Brokerage Practices

In the event that the client requests that MSWM recommend a broker-dealer/custodian for execution and/or custodial services, MSWM generally recommends that investment advisory accounts be maintained at Fidelity. Prior to engaging MSWM to provide investment management services, the client will be required to enter into a formal Investment MSWM Agreement with MSWM setting forth the terms and conditions under which MSWM shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that MSWM considers in recommending Fidelity include historical relationship with MSWM, financial strength, reputation, execution capabilities, pricing, research, and service.

Non-Soft Dollar Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, MSWM can receive from Fidelity (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist MSWM to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by MSWM can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support-including client events, computer hardware and/or software and/or other products used by MSWM in furtherance of its investment advisory business operations.

MSWM's clients do not pay more for investment transactions effected and/or assets maintained at Fidelity as a result of this arrangement. There is no corresponding commitment made by MSWM to Fidelity, or any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ANY QUESTIONS: MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflict of interest presented by such arrangements.

Brokerage for Client Referrals. MSWM does not receive referrals from broker-dealers.

Directed Brokerage. MSWM recommends that its clients utilize the brokerage and custodial services provided by Fidelity. The Firm generally does not accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by MSWM. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Please Note: In the event that the client directs MSWM to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through MSWM. Higher transaction costs adversely impact account performance. Please Also Note: Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be effected independently, unless Firm decides to purchase or sell the same securities for several clients at approximately the same time. Firm may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Firm’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by the advisory personnel charged with management of the respective Client account[s]. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

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

C. Review Reports

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

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by MSWM

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

Independent Managers

MSWM may refer Clients to unaffiliated money managers as detailed in Item 4 – Advisory Services. These arrangements can be as a solicitor or a non-solicitor. In such arrangements where MSWM is acting as solicitor and referring Client assets to another advisor, MSWM has a potential conflict of interest in that MSWM will receive a portion of the investment advisory fee for the referral of the Client to the advisor, and may assist the Client in completing their Client questionnaire and account opening paperwork. To mitigate this conflict of interest, MSWM will not charge investment advisory fees on assets referred to an unaffiliated manager under such arrangements. In non-solicitor arrangements with Independent Managers where MSWM continues to provide management over the assets at the unaffiliated manager MSWM will collect its advisory fee from the Client directly and will not receive any compensation from the unaffiliated manager as detailed in Item 4 – Advisory Services.

Participation in Institutional Advisor Platform

As indicated at Item 12 above, MSWM can receive from Fidelity without cost (and/or at a discount), support services and/or products. MSWM’s clients do not pay more for investment transactions effected and/or assets maintained at Fidelity (or any other institution) as result of this arrangement. There is no corresponding

commitment made by MSWM to Fidelity, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement. **ANY QUESTIONS:** MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest presented by such arrangement.

B. Client Referrals from Solicitors

MSWM does not maintain solicitor arrangements. MSWM does not compensate unaffiliated individuals or entities for client introductions.

Item 15 – Custody

MSWM shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian (i.e., Fidelity, etc.) at least quarterly. Please Note: The account custodian does not verify the accuracy of MSWM's advisory fee calculation.

Item 16 – Investment Discretion

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

Item 17 – Voting Client Securities

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

Item 18 – Financial Information

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



Form ADV Part 2A Appendix 1 Wrap Fee Program Brochure

Effective: March 26, 2019

This Form ADV2A – Appendix 1 (“Wrap Fee Program Brochure”) provides information about the business practices and fees for Market Street Wealth Management, LLC (herein “MSWM” or the “Advisor”) when Client transaction costs are included with investment advisory fees as a single fee. This Wrap Fee Program Brochure shall always be accompanied by the MSWM Disclosure Brochure, which provides complete details on the business practices of MSWM. If you did not receive the complete MSWM Disclosure Brochure or you have any questions about the contents of this Wrap Fee Program Brochure or the MSWM Disclosure Brochure, please contact us at (610) 692-3200.

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

Additional information about MSWM and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 155157.

Item 2 – Material Changes

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

Since its prior annual Amendment filing, dated March 14, 2018, MSWM has made disclosure additions and enhancements, including disclosures regarding financial planning limitations, advisory fees, fees, retirement rollovers, research and additional benefits, and conflicts of interest.

ANY QUESTIONS: MSWM's Chief Compliance Officer, Kevin Holt, remains available to address any questions regarding this Part 2A, including the above-referenced disclosure additions and enhancements as described below in this Brochure.

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

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

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Item 4 – Services Fees and Compensation

Services

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

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

The sole purpose of this Wrap Fee Program Brochure is to provide additional disclosure relating the combination of securities transaction fees into the single investment advisory fee. This Wrap Fee Program Brochure references back to the MSWM Disclosure Brochure in which this Wrap Fee Program Brochure serves as an Appendix. **Please see Item 4 – Advisory Services of the Disclosure Brochure for details on MSWM’s investment philosophy and related services.**

Program Costs

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

As the level of trading in a Client’s account[s] may vary from year to year, the annual cost to the Client may be more or less than engaging for advisory services where the transactions costs are borne by the Client. The cost of the Wrap Fee Program varies depending on services to be provided to each Client. **Please see Item 5 – Fees and Compensation for complete details on fees.**

Fees

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

Wrap Program-Conflict of Interest. MSWM provides services on a wrap fee basis as a wrap program sponsor. Under MSWM’s wrap program, the client generally receives investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. The terms and conditions of a wrap program engagement are more fully discussed herein. **Conflict of Interest.** Because wrap program transaction fees and/or commissions are being paid by MSWM to the account custodian/broker-dealer, MSWM could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account. **MSWM’s Chief Compliance Officer, Kevin Holt, remains available to address any questions that a client or prospective client may have regarding the wrap fee arrangement and the corresponding conflict of interest.**

Compensation

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

Item 5 – Account Requirements and Types of Clients

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

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Manager Selection

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

Related Persons

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

Supervised Persons

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

Performance-Based Fees

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

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

Methods of Analysis

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

Risk of Loss

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

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

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

Voting Client Securities

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

Item 7 – Client Information Provided to Portfolio Managers

MSWM is the sponsor and portfolio manager for the Program. The Advisor does not share Client information with other portfolio managers because, should the Client engage with an unaffiliated investment manager, they will complete that manager's application and voluntarily provide the information directly. Please also see the MSWM Privacy Policy (included after this Wrap Fee Program Brochure).

Market Street Wealth Management, LLC
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Phone: (610) 692-3200 * Fax: (610) 692-3822
<http://www.marketstreetwealth.net>

Item 8 – Client Contact with Portfolio Managers

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

Item 9 – Additional Information

Disciplinary Information and Other Financial Industry Activities and Affiliations

Disciplinary Information

MSWM and its Supervised Persons value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 155157. Please see Item 9 - Disciplinary Information of the MSWM Disclosure Brochure as well as Item 3 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Program Brochure) for additional information on how to research the background of the Advisor and its Advisory Persons.

Other Financial Activities and Affiliations

Please see Item 10 – Other Financial Industry Activities and Item 14 - Client Referrals and Other Compensation of the MSWM Disclosure Brochure as well as Items 4 and 5 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Program Brochure).

Participation in Institutional Advisor Platform

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

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

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

Review of Accounts

Investments in Client accounts are monitored on a regular and continuous basis by Mr. Holt, Chief Compliance Officer and Financial Advisor of MSWM. Please see Item 13 – Review of Accounts of the Disclosure Brochure (included with this Wrap Fee Program Brochure).

Other Compensation

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

Client Referrals from Solicitors

MSWM does not engage paid solicitors for Client referrals.

Financial Information

Neither MSWM, nor its management has any adverse financial situations that would reasonably impair the

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



Form ADV Part 2B – Brochure Supplement

for

**Kevin A. Holt, CFP®
Co-Founder, Chief Compliance Officer and Financial Advisor**

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Kevin A. Holt (CRD# **4198617**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Holt is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4198617.

Item 2 – Educational Background and Business Experience

Kevin A. Holt, born in 1978, is dedicated to advising Clients of MSWM in his role as a Co-Founder, Chief Compliance Officer and Financial Advisor. Mr. Holt earned a Bachelors of Science from Eastern University in 2000. Additional information regarding Mr. Holt's employment history is included below.

Employment History:

Co-Founder, Chief Compliance Officer and Financial Advisor, Market Street Wealth Management, LLC	09/2010 to Present
Registered Representative, USA Financial Securities, Inc.	02/2006 to Present
Co-Founder, Market Street Financial Group, LLC	03/2003 to Present
Co-Founder, Market Street Tax Services	02/2005 to Present
Co-Founder, Market Street Insurance Services	02/2005 to Present
Independent Insurance Agent	02/2002 to Present
Registered Representative, Pincor Financial Services Corp.	11/2004 to 01/2006

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

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

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 83,000 individuals have obtained CFP® certification in the United States.

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

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

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

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

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

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Holt on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4198617.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

In addition, Mr. Holt has received from USA Financial a forgivable and repayable loan (the "Forgivable Loan"). The terms and conditions of the Forgivable Loan require that Mr. Holt remain affiliated with USA Financial for a specified period of time in order to qualify for loan forgiveness. In addition, the Forgivable Loan provides for the set-off of outstanding repayment obligations from earned commissions in the event that Mr. Holt's affiliation with USA Financial is terminated prior to the expiration of the loan term.

The receipt of the Forgivable Loan therefore presents a conflict of interest, as receipt of the Forgivable Loan incentivizes Mr. Holt to maintain his affiliation with USA Financial and to recommend that clients execute commission transactions through USA Financial. Clients are therefore reminded that they are not under any obligation to purchase securities commission products through USA Financial and/or Mr. Holt, and that they may purchase such securities commission products through other, non-affiliated registered representatives.

Insurance Agency Affiliations

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

Insurance Companies

Mr. Holt is a Founder of the insurance agencies, Market Street Financial Group, LLC ("MSFG") and Market Street Insurance Services, LLC ("MSIS") (herein referred to as the "Agencies"). The Agencies offer annuity, life, long-term, property, casualty and medical insurance. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies.

Tax Company

Mr. Holt is a Co-Founder of Market Street Tax Services, LLC. This entity is a tax preparation service that may be recommended to the Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Item 5 – Additional Compensation

Mr. Holt has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Holt serves as a Co-Founder, Chief Compliance Officer and Financial Advisor of MSWM. Mr. Holt can be reached at (610) 692-3200.

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



Form ADV Part 2B – Brochure Supplement
for

Jeffrey W. Leppert
Co-Founder and Financial Advisor

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Jeffrey W. Leppert (CRD# **2834622**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Leppert is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2834622.

Item 2 – Educational Background and Business Experience

Jeffrey W. Leppert, born in 1968, is dedicated to advising Clients of MSWM in his role as a Co-Founder and Financial Advisor. Mr. Leppert earned a Bachelor of Science in Criminal Justice from West Chester University. Additional information regarding Mr. Leppert's employment history is included below.

Employment History:

Co-Founder and Financial Advisor, Market Street Wealth Management, LLC	10/2010 to Present
Registered Representative, USA Financial Securities, Inc.	01/2007 to Present
Founder, Market Street Financial Group, LLC	03/2005 to Present
Co-Founder, Market Street Tax Services	02/2005 to Present
Co-Founder, Market Street Insurance Services	02/2005 to Present

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Leppert on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2834622.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

In addition, Mr. Leppert has received from USA Financial a forgivable and repayable loan (the "Forgivable Loan"). The terms and conditions of the Forgivable Loan require that Mr. Leppert remain affiliated with USA Financial for a specified period of time in order to qualify for loan forgiveness. In addition, the Forgivable Loan provides for the set-off of outstanding repayment obligations from earned commissions in the event that Mr. Leppert's affiliation with USA Financial is terminated prior to the expiration of the loan term.

The receipt of the Forgivable Loan therefore presents a conflict of interest, as receipt of the Forgivable Loan incentivizes Mr. Leppert to maintain his affiliation with USA Financial and to recommend that clients execute commission transactions through USA Financial. Clients are therefore reminded that they are not under any obligation to purchase securities commission products through USA Financial and/or Mr. Leppert, and that they may purchase such securities commission products through other, non-affiliated registered representatives.

Insurance Agency Affiliations

Mr. Leppert is also a licensed insurance professional for is also a licensed insurance professional for USA Financial. Implementations of insurance recommendations are separate and apart from his role with MSWM. As

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

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

Insurance Companies

Mr. Leppert is a Founder of the insurance agencies, Market Street Financial Group, LLC ("MSFG") and Market Street Insurance Services, LLC ("MSIS") (herein referred to as the "Agencies"). The Agencies offer annuity, life, long-term, property, casualty and medical insurance. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies.

Tax Company

Mr. Leppert is also an owner of Market Street Tax Services, LLC. This entity is a tax preparation service that may be recommended to the Advisor's Clients. This may cause a conflict of interest in recommending certain products or services of the affiliated tax preparation firm. Clients are under no obligation to implement any recommendations made by the employee or the Advisor.

Item 5 – Additional Compensation

Mr. Leppert has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Leppert serves as a Co-Founder and Financial Advisor and is supervised by Kevin Holt, the Chief Compliance Officer of MSWM. Mr. Holt can be reached at (610) 692-3200.

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



Form ADV Part 2B – Brochure Supplement
for

Mark Meloro
Partner, Financial Advisor

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Mark Meloro (CRD# **3261100**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3261100.

Item 2 – Educational Background and Business Experience

Mark Meloro, born in 1976, is dedicated to advising Clients of MSWM in his role as a Partner and Financial Advisor. Mr. Meloro earned a Bachelor of Science in Finance from West Chester University in 1999. Additional information regarding Mr. Meloro's employment history is included below.

Employment History:

Partner, Market Street Insurance Services	07/2016 to Present
Partner and Financial Advisor, Market Street Wealth Management, LLC	09/2010 to Present
Registered Representative, USA Financial Securities, Inc.	11/2005 to Present
Partner, Market Street Financial Group, LLC	09/2009 to Present
Financial Advisor, Meloro Financial, Inc.	08/2002 to 09/2009

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Meloro on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3261100.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

In addition, Mr. Meloro has received from USA Financial a forgivable and repayable loan (the "Forgivable Loan"). The terms and conditions of the Forgivable Loan require that Mr. Meloro remain affiliated with USA Financial for a specified period of time in order to qualify for loan forgiveness. In addition, the Forgivable Loan provides for the set-off of outstanding repayment obligations from earned commissions in the event that Mr. Meloro's affiliation with USA Financial is terminated prior to the expiration of the loan term.

The receipt of the Forgivable Loan therefore presents a conflict of interest, as receipt of the Forgivable Loan incentivizes Mr. Meloro to maintain his affiliation with USA Financial and to recommend that clients execute commission transactions through USA Financial. Clients are therefore reminded that they are not under any obligation to purchase securities commission products through USA Financial and/or Mr. Meloro, and that they may purchase such securities commission products through other, non-affiliated registered representatives.

Insurance Agency Affiliations

Mr. Meloro is also a licensed insurance professional for is also a licensed insurance professional for USA Financial. Implementations of insurance recommendations are separate and apart from his role with MSWM. As

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

Insurance Companies

Mr. Meloro is a Partner of the insurance agencies, Market Street Financial Group, LLC ("MSFG") and Market Street Insurance Services, LLC ("MSIS") (herein referred to as the "Agencies"). The Agencies offer annuity, life, long-term, property, casualty and medical insurance. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies.

Market Street Financial Group, LLC

Mr. Meloro, is a Partner of the insurance agency, Market Street Financial Group, LLC. The agency pays a commission that is separate from the Client fees described above in Item 5. This may cause a conflict of interest in recommending certain products or services of the affiliated insurance agencies.

Item 5 – Additional Compensation

Mr. Meloro has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

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

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



Form ADV Part 2B – Brochure Supplement
for

Charles Meloro
Member and Financial Advisor

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Charles Meloro (CRD# **3026679**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3026679.

Item 2 – Educational Background and Business Experience

Charles Meloro, born in 1948, is dedicated to advising Clients of MSWM in his role as a Financial Advisor with MSWM. Additional information regarding Mr. Meloro's employment history is included below.

Employment History:

Financial Advisor, Market Street Wealth Management, LLC	01/2014 to Present
Registered Representative, USA Financial Securities, Inc.	01/2014 to Present
Co-Owner, Market Street Insurance Services	02/2005 to 01/2014
Prudential Annuities Distributors	11/2011 to 01/2014
AST Investment Services	08/2007 to 01/2014
Business Development Specialist and Internal Wholesaler, Prudential Insurance Co. of America	08/2007 to 01/2014

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Meloro on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3026679.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

Insurance Agency Affiliations

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

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

Item 5 – Additional Compensation

Mr. Meloro has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

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

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



Form ADV Part 2B – Brochure Supplement
for

Troy B. Vogt, CFP®
Chief Investment Officer, Financial Advisor

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Troy B. Vogt (CRD# **4690637**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Meloro is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4690637.

Item 2 – Educational Background and Business Experience

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

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

Employment History:

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

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

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

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 83,000 individuals have obtained CFP® certification in the United States.

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

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

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

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

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

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

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

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Vogt. Mr. Vogt has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Vogt. Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Vogt.*** However, we do encourage you to independently view the background of Mr. Vogt on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 4690637.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

Insurance Agency Affiliations

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

Item 5 – Additional Compensation

Mr. Vogt has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Vogt serves as a Financial Advisor with MSWM and is supervised by Kevin Holt, the Chief Compliance Officer of MSWM. Mr. Holt can be reached at (610) 692-3200. MSWM has implemented a Code of Ethics and internal compliance that guide each Supervised Person in meeting their fiduciary obligations to Clients of MSWM. Further, MSWM is subject to regulatory oversight by various agencies. These agencies require registration by MSWM and its Supervised Persons. As a registered entity, MSWM is subject to examinations by regulators, which may be announced or unannounced. MSWM is required to periodically update the information provided to

these agencies and to provide various reports regarding the business activities and assets of the Advisor.



Form ADV Part 2B – Brochure Supplement

for

**Matthew G. Eichert, ChFC®
Financial Advisor**

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Matthew G. Eichert (CRD# **3084098**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Eichert is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3084098.

Item 2 – Educational Background and Business Experience

Matthew G. Eichert, ChFC®, born in 1976, is dedicated to advising Clients of MSWM in his role as a Financial Advisor of MSWM. Mr. Eichert earned a Bachelor of Arts in Communications from Pennsylvania State University. Additional information regarding Mr. Eichert's employment history is included below.

Employment History:

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

Professional Designation: Chartered Financial Consultant® (ChFC®)

The Chartered Financial Consultant® (ChFC®) program is presented by The American College in Bryn Mawr, Pennsylvania. The ChFC® coursework includes insurance, estate planning, income taxation and financial planning disciplines. This program helps prepare you to meet the advanced financial planning goals of your Clients.

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Eichert on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 3084098.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

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

Insurance Agency Affiliations

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

Item 5 – Additional Compensation

Mr. Eichert has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Eichert serves as a Financial Advisor with MSWM and is supervised by Kevin Holt, the Chief Compliance Officer of MSWM. Mr. Holt can be reached at (610) 692-3200.

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



Form ADV Part 2B – Brochure Supplement

for

**Matthew D. Dodge, CLU®
Financial Advisor**

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Matthew D. Dodge, CLU® (CRD# **6374048**) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor") (CRD # 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Dodge is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6374048.

Item 2 – Educational Background and Business Experience

Matthew D. Dodge born in 1987, is dedicated to advising Clients of MSWM in his role as a Financial Advisor with MSWM. Mr. Dodge attended Appalachian State University for one year in 2006. Mr. Dodge earned a Bachelor of Science in Construction Management, Minor in Business from East Carolina University in 2010. Additional information regarding Mr. Dodge's employment history is included below.

Employment History:

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

The Chartered Life Underwriter ("CLU®")

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

Program Learning Objectives:

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

Item 3 – Disciplinary Information

There are no civil or disciplinary events to disclose regarding Mr. Dodge. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Dodge.

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

However, we do encourage you to independently view the background of Mr. Dodge on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6374048.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Dodge is also a registered representative of USA Financial Securities Corp. ("USA Financial") of Ada, Michigan. USA Financial Securities Corp. is a registered broker-dealer (CRD No. 103857), member FINRA,

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

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

Insurance Agency Affiliations

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

Item 5 – Additional Compensation

Mr. Dodge has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Dodge serves as a Financial Advisor with MSWM and is supervised by Kevin Holt, the Chief Compliance Officer. Mr. Holt can be reached at (610) 692-3200.

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



Form ADV Part 2B – Brochure Supplement

for

**Andrew C. Thrift
Financial Advisor**

Effective: March 26, 2019

This Form ADV 2B ("Brochure Supplement") provides information about the background and qualifications of Andrew C. Thrift (CRD# 6705393) in addition to the information contained in the Market Street Wealth Management, LLC ("MSWM" or the "Advisor", CRD# 155157) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the MSWM Disclosure Brochure or this Brochure Supplement, please contact us at (610) 692-3200.

Additional information about Mr. Thrift is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6705393.

Item 2 – Educational Background and Business Experience

Andrew C. Thrift, born in 1982, is dedicated to advising Clients of MSWM as a Financial Advisor. Mr. Thrift earned a B.A. in Interactive Media Production from Bournemouth University in 2004. Mr. Thrift also earned a MA in Bible Study from Lancaster Bible College and Graduate School in 2010. Additional information regarding Mr. Thrift's employment history is included below.

Employment History:

Financial Advisor, Market Street Wealth Management, LLC	01/2017 to Present
Registered Representative, USA Financial Securities Corporation	09/2016 to Present
Back Office Assistant, Leppert Holt Consulting LLC	08/2016 to Present
Pastor of Next Generation Discipleship, Willowdale Chapel	09/2004 to 09/2016

Item 3 – Disciplinary Information

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

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

However, we do encourage you to independently view the background of Mr. Thrift on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 6705393.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Thrift is also a registered representative of USA Financial Securities Corporation. USA Financial Securities Corporation is a registered broker-dealer (CRD# 103857), member FINRA, SIPC. In Mr. Thrift's separate capacity as a registered representative, Mr. Thrift will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Thrift. Neither the Advisor nor Mr. Thrift will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Thrift's separate capacity as a registered representative.

Insurance Agency Affiliations

Mr. Thrift is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart Mr. Thrift's role with MSWM. As an insurance professional, Mr. Thrift may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Thrift is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Thrift or the Advisor.

Leppert Holt Consulting LLC

Mr. Thrift is also an independent contract for Leppert Holt Consulting, LLC, located in West Chester, PA. He spends less than 10% of his time in his role as a Back Office Assistant where he assists with data management.

Soccer Coach

Mr. Thrift is also a Soccer Coach for the Kennett Consolidated School District, located in Landenberg, PA. He spends less than 10% of his time in this role.

Item 5 – Additional Compensation

Mr. Thrift has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Thrift serves as a Financial Advisor of MSWM and is supervised by Kevin Holt, the Chief Compliance Officer. Mr. Holt can be reached at (610) 692-3200.

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

Privacy Policy

Effective Date: March 26, 2019

Our Commitment to You

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

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

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

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

Why you need to know?

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

What information do we collect from you?

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

What Information do we collect from other sources?

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

How do we protect your information?

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

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

How do we share your information?

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

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

Changes to our Privacy Policy

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

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

Any Questions?

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