

FORM ADV PART 2A DISCLOSURE BROCHURE



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This brochure provides information about the qualifications and business practices of Mainstreet RIA LLC. Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 888-801-0325. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Mainstreet RIA LLC (CRD # 309150) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since the last update on October 12, 2023, the following has changed:

- Assets under management have been updated in Item 4.
 - A new designation has been added for Richard Counts.
-

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Mainstreet RIA LLC (“Mainstreet”) was founded in 2019 and became a Registered Investment Advisor in 2020. Robert “Steve” Oldham, Richard Counts, and Nicholas “Nick” Oldham are all principal owners. Nick Oldham is the Chief Compliance Officer for the firm.

Types of Advisory Services

QUALIFIED NON-ERISA RETIREMENT PLANS

Mainstreet may provide qualified plans with the following services:

Limited Scope Fiduciary. Mainstreet may serve as a limited scope fiduciary that can advise, help and assist plan sponsors with their investment decisions. As an investment advisor Mainstreet has a fiduciary duty to act in the best interest of the plan sponsor. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Mainstreet can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide investment advice to the plan sponsor about asset classes and investment alternatives available for the Plan in accordance with the Plan’s investment policies and objectives. Plan sponsor will make the final decision regarding the initial selection, retention, removal and addition of investment options. Mainstreet acknowledges that it is a fiduciary
- Assist the plan sponsor in the development of an investment policy statement (“IPS”). The IPS establishes the investment policies and objectives for the Plan. Plan sponsor shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide investment advice to the Plan Sponsor with respect to the qualified default investment alternative (QDIA) for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The plan sponsor retains the sole responsibility to select the investment vehicle for the QDIA and to provide all notices to the Plan participants as required.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with plan sponsor on a periodic basis to discuss the reports and the investment recommendations.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Plan sponsor understands Mainstreet’s assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor’s definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Mainstreet is not providing fiduciary advice to the Plan participants. Mainstreet will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

- One-time consulting services.

Mainstreet may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Mainstreet and plan sponsor.

3. Mainstreet has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Mainstreet on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

Full Scope Manager. Mainstreet can also act as a Full Scope Manager in which it has discretionary management and control of a given retirement plan's assets. Mainstreet would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

- Fiduciary Services are:
 - Mainstreet has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
 - Assist the plan sponsor with the selection of a broad range of investment options and the regulations thereunder.
 - Assist the plan sponsor in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan.
 - Provide discretionary investment advice to the Plan Sponsor with respect to the qualified default investment alternative (QDIA) for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The plan sponsor retains the sole responsibility to select the investment vehicle for the QDIA and to provide all notices to the Plan participants as required.

Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. plan sponsor understands the Mainstreet's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Mainstreet is not providing fiduciary advice to the Plan participants. Mainstreet will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

Mainstreet may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Mainstreet and plan sponsor.

- Mainstreet has no responsibility to provide services related to the following types of assets (“Excluded Assets”):
 - Employer securities;
 - Real estate (except for real estate funds or publicly traded REITs);
 - Stock brokerage accounts or mutual fund windows;
 - Participant loans;
 - Non-publicly traded partnership interests;
 - Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to the Adviser on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

Excluded Assets will **not** be included in calculation of Fees paid to Mainstreet under this Agreement.

ERISA PLAN SERVICES

Mainstreet provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. Mainstreet may act as either a 3(21) or 3(38) advisor:

Limited Scope ERISA 3(21) Fiduciary. Mainstreet may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions. As an investment advisor Mainstreet has a fiduciary duty to act in the best interest of the plan sponsor. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Mainstreet can help the plan sponsor delegate liability by following a diligent process.

4. Fiduciary Services are:

- Provide investment advice to the plan sponsor about asset classes and investment alternatives available for the Plan in accordance with the Plan’s investment policies and objectives. Plan sponsor will make the final decision regarding the initial selection, retention, removal and addition of investment options. Mainstreet acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the plan sponsor in the development of an investment policy statement (“IPS”). The IPS establishes the investment policies and objectives for the Plan. Plan sponsor shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide investment advice to the Plan Sponsor with respect to the qualified default investment alternative (QDIA) for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The plan sponsor retains the sole responsibility to select the investment vehicle for the QDIA and to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance

to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.

- Meet with plan sponsor on a periodic basis to discuss the reports and the investment recommendations.

5. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Plan sponsor understands Mainstreet's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Mainstreet is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Mainstreet will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- One-time consulting services.

Mainstreet may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Mainstreet and plan sponsor.

6. Mainstreet has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Mainstreet on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

ERISA 3(38) Investment Manager. Mainstreet can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. Mainstreet would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

• Fiduciary Services are:

- Mainstreet has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
- Assist the plan sponsor with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Assist the plan sponsor in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Plan Sponsor with respect to the qualified default investment alternative (QDIA) for participants who are automatically

enrolled in the Plan or who have otherwise failed to make investment elections. The plan sponsor retains the sole responsibility to select the investment vehicle for the QDIA and to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. plan sponsor understands the Mainstreet's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Mainstreet is not providing fiduciary advice as defined by ERISA to the Plan participants. Mainstreet will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

Mainstreet may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Mainstreet and plan sponsor.

- Mainstreet has no responsibility to provide services related to the following types of assets ("Excluded Assets"):
 - Employer securities;
 - Real estate (except for real estate funds or publicly traded REITs);
 - Stock brokerage accounts or mutual fund windows;
 - Participant loans;
 - Non-publicly traded partnership interests;
 - Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to the Adviser on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

ASSET MANAGEMENT

Mainstreet offers discretionary asset management services to advisory clients. Mainstreet will offer clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize Mainstreet discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

As part of the recommendations provided, the client may have a financial plan completed. This may include but is not limited to a thorough review of all applicable topics such as Wills, Estate Plans and Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income, Social Security, and College Planning. If a conflict of interest exists between the interests of Mainstreet and the interests of the client, the client is under no obligation to act upon Mainstreet's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through Mainstreet. This service will be provided at no additional cost to the client.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written client consent.

Wrap Fee Programs

Mainstreet does not sponsor any wrap fee programs.

Client Assets under Management

Mainstreet has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$340,971,000	\$0	12/31/2023

Mainstreet also had \$30,304,000 in assets under advisement.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule**QUALIFIED PLANS**

The annual fee for services shall be calculated as an annual investment advisory fee of no more than 1% of the total assets under management. The annual fee is negotiable and may be charged as a percentage of the Included Assets or as a flat fee. Mainstreet considers cash to be an asset class, and as such is included in fee calculations. Also, to be noted, at times fees may exceed the money market yield.

Fees are charged, as noted above, based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the last business day of the previous quarter. If the Qualified Plan Agreement is terminated prior to the end of the fee period, Mainstreet shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the fee period.

The fee schedule, which includes compensation of Mainstreet for the services is described in detail in Schedule A of the Qualified Plan Agreement. The Plan is obligated to pay the fees; however, the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Mainstreet does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Mainstreet will disclose this compensation, the services rendered, and the payer of compensation. Mainstreet will offset the compensation against the fees agreed upon under this Agreement.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1%. The annual fee is negotiable and may be charged as a percentage of the Included Assets or as a flat fee. Fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets). If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the billing cycle, Mainstreet shall be entitled to a prorated fee based on the number of

days during the fee period services were provided or client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of Mainstreet for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees; however, the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Mainstreet does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Mainstreet will disclose this compensation, the services rendered, and the payer of compensation. Mainstreet will offset the compensation against the fees agreed upon under the Agreement.

ASSET MANAGEMENT

Mainstreet offers discretionary direct asset management services to advisory clients. Mainstreet charges an annual investment advisory fee based on the total assets under management as follows:

Assets Under Management	Annual Fee	Monthly Fee
Up to \$124,999	1.50%	0.1250
\$125,000 to \$249,999	1.35%	0.1125
\$250,000 to \$499,999	1.20%	0.1000
\$500,000 to \$749,999	1.05%	0.0875
\$750,000 to \$999,999	0.90%	0.0750
\$1,000,000 to \$1,999,999	0.75%	0.0625
\$2,000,000 to \$2,999,999	0.65%	0.0542
\$3,000,000 to \$3,999,999	0.60%	0.0500
\$4,000,000 to \$4,999,999	0.55%	0.0458
\$5,000,000 to \$5,999,999	0.50%	0.0417
\$6,000,000 to \$6,999,999	0.45%	0.0375
\$7,000,000 to \$7,999,999	0.40%	0.0334
\$8,000,000 to \$8,999,999	0.35%	0.0292
\$9,000,000 to \$9,999,999	0.30%	0.0250
Over \$10,000,000	Negotiable	Negotiable

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a client with \$800,000 under management would pay \$7,200 on an annual basis. $\$800,000 \times 0.90\% = \$7,200$.

The annual fee is negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.). Accounts within the same household may be combined for a reduced fee, however variable annuity and life accounts will not be aggregated with accounts held at Mainstreet's custodian. Mainstreet considers cash to be an asset class, and as such is included in fee calculations. Also, to be noted, at times fees will exceed the money market yield. Fees are billed monthly in arrears or in advance based on the amount of assets managed as of the close of business on the last business day of the previous month. Lower fees for comparable services may be available from other sources.

For self-directed accounts, fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the record keeper or custodian of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets).

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. After the initial 5 business days, the agreement may be terminated by Mainstreet with thirty (30) days written notice to client and by the client at any time with written notice to Mainstreet. For accounts opened or closed mid-billing period, fees will be prorated based on the day's services are provided during the given period. All unpaid earned fees will be due to Mainstreet and any prepaid, unearned fees will be refunded to Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Client Payment of Fees

Investment management fees are billed monthly in advance or arrears. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for Qualified Plans are billed in advance or arrears.

Investment management fees are deducted monthly in arrears by Mainstreet, meaning the amount will be deducted from the account after the one-month period has started.

Fees for ERISA 3(21) and/or 3(38) services may be billed in advance or arrears.

Mainstreet, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include mutual fund transaction fees, postage and handling and miscellaneous fees. For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Mainstreet does not require any prepayment of fees of more than \$1200 per client and six months or more in advance.

Fees for ERISA 3(21) and/or 3(38) services may be billed in advance.

If the client cancels after five (5) business days, any unearned fees will be refunded to the client, or any unpaid earned fees will be due to Mainstreet.

External Compensation for the Sale of Securities to Clients

Mainstreet does not receive any external compensation for the sale of securities to Clients, nor do any of the investment advisor representatives of Mainstreet.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Mainstreet does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for Mainstreet to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

Mainstreet generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

Mainstreet requires a minimum of \$250,000 to open an account. In certain instances, the minimum account size may be lowered or waived.

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and charting analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

The main sources of information include financial newspapers, magazines, websites, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time by providing written notice to Mainstreet. Each client executes a client profile form or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Mainstreet:

- *Market Risk:* The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or

economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted

if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which client invests.

- *Derivatives Risk:* Funds in a client's portfolio may use derivative instruments. The value of these derivative instruments derives from the value of an underlying asset, currency or index. Investments by a fund in such underlying funds may involve the risk that the value of the underlying fund's derivatives may rise or fall more rapidly than other investments, and the risk that an underlying fund may lose more than the amount that it invested in the derivative instrument in the first place. Derivative instruments also involve the risk that other parties to the derivative contract may fail to meet their obligations, which could cause losses.
- *Foreign Securities Risk:* Funds in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the affect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally, there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment's return will not keep up with inflation.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.
- *Variable Annuity Risk:* A variable annuity is a form of insurance where the seller or issuer (typically an insurance company) makes a series of future payments to a

buyer (annuitant) in exchange for the immediate payment of a lump sum (single-payment annuity) or a series of regular payments (regular-payment annuity). The payment stream from the issuer to the annuitant has an unknown duration based principally upon the date of death of the annuitant. At this point, the contract will terminate, and the remainder of the funds accumulated are forfeited unless there are other annuitants or beneficiaries in the contract. Annuities can be purchased to provide an income during retirement. Unlike fixed annuities that make payments in fixed amounts or in amounts that increase by a fixed percentage, variable annuities, pay amounts that vary according to the performance of a specified set of investments, typically bond and equity mutual funds. Many variable annuities typically impose asset-based sales charges or surrender charges for withdrawals within a specified period. Variable annuities may impose a variety of fees and expenses, in addition to sales and surrender charges, such as mortality and expense risk charges; administrative fees; underlying fund expenses; and charges for special features, all of which can reduce the return. Earnings in a variable annuity do not provide all the tax advantages of 401(k)s and other before-tax retirement plans. Once the investor starts withdrawing money from their non-qualified variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a “step-up” in cost basis when the owner dies like stocks, bonds and mutual funds do. Some variable annuities offer “bonus credits.” These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges), the new variable annuity may have a lower contract value and a smaller death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

Item 9: Disciplinary Information

Criminal or Civil Actions

Mainstreet and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Mainstreet and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Mainstreet and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of Mainstreet or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Mainstreet is not registered as a broker-dealer and no affiliated representatives of Mainstreet are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither Mainstreet nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Investment Advisor Representatives of Mainstreet own Counts Oldham Properties LLC and Counts Properties for real estate property. Less than 5% of their time is spent on this activity. No services from Counts Oldham Properties LLC or Counts Properties will be offered to clients. Therefore, there should be no conflict of interest.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Mainstreet does not select or recommend other investment advisors.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of Mainstreet have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Mainstreet affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Mainstreet. The Code reflects Mainstreet and its supervised persons' responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Mainstreet's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer or director of Mainstreet may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Mainstreet's Code is based on the guiding principle that the interests of the Client are our top priority. Mainstreet's officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client's interests over the interests of either affiliated persons or the company.

The Code applies to "access" persons. "Access" persons are affiliated persons who have access to non-public information regarding any Clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

Mainstreet will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Mainstreet and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

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

Mainstreet and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide Mainstreet with copies of their brokerage statements.

The Chief Compliance Officer of Mainstreet is Nick Oldham. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

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

Mainstreet does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide Mainstreet with copies of their brokerage statements.

The Chief Compliance Officer of Mainstreet is Nick Oldham. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Mainstreet requires that Clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc.¹ ("Schwab"), a FINRA² registered broker-dealer and SIPC³ member, to maintain custody of Clients' assets and to affect trades for their accounts. Mainstreet is independently owned and operated and not affiliated with Schwab. Mainstreet has evaluated Schwab and believes that it will provide our Clients with a blend of execution services, commission costs and professionalism that will assist our firm in meeting our fiduciary obligations to Clients.

Schwab provides Mainstreet with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's Clients' assets are maintained in accounts at Charles Schwab & Co. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

¹ For information regarding Schwab, please refer to their website: <https://www.schwab.com/>.

² FINRA is the largest independent regulator for all securities firms doing business in the United States. For more information, please refer to FINRA's website: <http://www.finra.org/>.

³ For information regarding SIPC, please refer to their website: <http://www.sipc.org/>.

For our Client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Charles Schwab & Co. also makes available to Mainstreet other products and services that benefit Mainstreet but may not directly benefit our Clients' accounts. Many of these products and services may be used to service all or some substantial number of our Client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Mainstreet in managing and administering our Clients' accounts include software and other technology that:

- provide access to Client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple Client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from Clients' accounts; and
- assist with back-office functions, recordkeeping and Client reporting.

Charles Schwab & Co. also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Mainstreet. Charles Schwab & Co. may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Charles Schwab & Co. may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that Clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

- *Directed Brokerage*

Clients who direct brokerage outside our recommendation may be unable to achieve the most favorable execution of client transactions as client directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices.

- *Brokerage for Client Referrals*

Mainstreet does not receive client referrals from any custodian or third party in exchange for using that broker-dealer or third party.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves

a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to affect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. Mainstreet does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

Mainstreet does not receive soft dollar benefits.

Aggregating Securities Transactions for Client Accounts

Mainstreet is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Mainstreet. All Clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

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

Account reviews are performed quarterly by the Chief Compliance Officer of Mainstreet. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target bans of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than monthly for managed accounts. Account statements are issued by Mainstreet's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

As disclosed under Item 12 above, Mainstreet receives an economic benefit from Schwab in the form of the support products and services it makes available to Mainstreet and other independent investment advisors that have their Clients maintain accounts at Schwab. These products and services, how they benefit Mainstreet, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to Mainstreet of Schwab's products and services is not based on Mainstreet giving particular investment advice, such as buying particular securities for our Clients.

On occasion product or service vendors may invite and pay the expenses for a Mainstreet Advisor to attend a conference or training seminar that they have organized. Mainstreet only authorizes attendance and reimbursement of expenses related to these events if the event provides a substantive training or educational opportunity for the Mainstreet

Advisor. The receipt of non-cash compensation from an outside vendor creates a conflict of interest when selecting investment products for clients. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the Client first.

Advisory Firm Payments for Client Referrals

Mainstreet may enter into agreements with individuals and organizations, which may be affiliated or unaffiliated with Mainstreet, that refer Clients to Mainstreet in exchange for compensation. All such agreements will be in writing and comply with the requirements of Federal or State regulation. If a Client is introduced to Mainstreet by a solicitor, Mainstreet may pay that solicitor a fee. While the specific terms of each agreement may differ, generally, the compensation will be based upon Mainstreet's engagement of new Clients and is calculated using a varying percentage of the fees paid to Mainstreet by such Clients. Any such fee shall be paid solely from Mainstreet's investment management fee, and shall not result in any additional charge to the Client.

Each prospective Client who is referred to Mainstreet under such an arrangement will receive a copy of this brochure and a separate written disclosure document disclosing the nature of the relationship between the solicitor and Mainstreet and the amount of compensation that will be paid by Mainstreet to the solicitor. The solicitor may obtain the Client's signature acknowledging receipt of Mainstreet's disclosure brochure and the solicitor's written disclosure statement.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by Mainstreet.

Mainstreet is deemed to have limited custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of Mainstreet.

Item 16: Investment Discretion

Discretionary Authority for Trading

Mainstreet requires discretionary authority to manage securities accounts on behalf of clients. Mainstreet has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Mainstreet allows clients to place certain restrictions, as outlined in the client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Mainstreet in writing.

The client approves the custodian to be used and the commission rates paid to the custodian. Mainstreet does not receive any portion of the transaction fees or commissions paid by the client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

Mainstreet does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Mainstreet will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Mainstreet does not serve as a custodian for client funds or securities and Mainstreet does not require prepayment of fees of more than \$1,200 per client and six months or more in advance.

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

Mainstreet has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Mainstreet has not had any bankruptcy petitions in the last ten years.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Robert “Steve” Oldham



Mainstreet RIA LLC

Office Address:

6700 Keaton Corporate Parkway
O’Fallon, MO 63368

Tollfree: (888) 801-0325

Email to:

steve@mainstreet-ria.com

Website:

mainstreet-ria.com

January 19, 2024

This brochure supplement provides information about Steve Oldham and supplements the Mainstreet RIA LLC brochure. You should have received a copy of that brochure. Please contact Steve Oldham if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Steve Oldham (CRD #2288379) is available on the SEC’s website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Officer – Steve Oldham

- Year of birth: 1952
-

Item 2 – Educational Background and Business Experience

Educational Background:

- University of Illinois; Bachelor of Science in Business Administration; 1980

Business Experience:

- Counts Oldham Properties LLC; Member; 03/2021-Present
 - Mainstreet RIA LLC; Investment Advisor Representative; 05/2020-Present
 - Mainstreet RIA LLC; Managing Partner; 07/2019-Present
 - Capital Management Services, Inc.; Investment Advisor Representative; 08/2019-10/2020
 - Robert Oldham – Sole-proprietor; Insurance Agent; 08/2019 – 09/2021
 - Valic Financial Advisors, Inc.; Investment Advisor Representative/Registered Representative; 04/2012 – 08/2019
 - LPL Financial LLC; Registered Representative; 12/2002-04/2012
 - Merrill Lynch, Pierce, Fenner and Smith Incorporated; Registered Representative; 08/1998 – 12/2002
-

Item 3 – Disciplinary Information

A. Mr. Oldham has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:

1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. Was found to have been involved in a violation of an investment-related statute or regulation; or
4. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.

B. Mr. Oldham never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:

1. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;
2. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority

(a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.

- C. Mr. Oldham has never been the subject of a self-regulatory organization (SRO) proceeding in which he:
1. Was found to have caused an investment-related business to lose its authorization to do business; or
 2. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
- D. Mr. Oldham has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.

Item 4 – Other Business Activities

Steve Oldham is partial owner of Counts Oldham Properties LLC a holding LLC for real estate property. Less than 5% of his time is spent on this activity. No services from Counts Oldham Properties LLC will be offered to clients. Therefore, there should be no conflict of interest.

Item 5 – Additional Compensation

Steve Oldham does not receive any performance-based fees.

Item 6 – Supervision

Steve Oldham is supervised by Nick Oldham, Chief Compliance Officer of Mainstreet. Nick Oldham reviews Steve Oldham's work through client account reviews and quarterly personal transaction reports, as well as face-to-face and phone interactions. Nick Oldham can be reached at nick@mainstreet-ria.com or 888-801-0325.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Richard Lee Counts, AIF®, C(k)P®, CPFA®



Mainstreet RIA LLC

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O'Fallon, MO 63368

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Email to:

richard@mainstreet-ria.com

Website:

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January 19, 2024

This brochure supplement provides information about Richard Counts and supplements the Mainstreet RIA LLC brochure. You should have received a copy of that brochure. Please contact Richard Counts if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Richard Counts (CRD #2428369) is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Officer – Richard Counts, AIF®, C(k)P®, CPFA®

- Year of birth: 1970
-

Item 2 - Educational Background and Business Experience

Educational Background:

- Missouri State University; Bachelor of Science in Economics; 1993

Business Experience:

- Counts Properties; Owner; 08/2021-Present
- Counts Oldham Properties LLC; Member; 03/2021-Present
- Mainstreet RIA LLC; Managing Partner/Investment Advisor Representative; 08/2020-Present
- Valic Financial Advisors, Inc.; Investment Advisor Representative/Registered Representative; 06/2007 – 08/2020

Professional Certifications

Richard Counts has earned certifications and credentials that are required to be explained in further detail.

Accredited Investment Fiduciary® (AIF®): Accredited Investment Fiduciary designation is awarded from the Center for Fiduciary Studies, LLC. AIF® certification requirements:

- Complete training curriculum.
- Pass the 60 questions AIF® exam with 75% correct answers.
- Sign and agree to abide by a Code of Ethics.
- Complete six hours of continuing professional education, four of which are fi360 Training CE.
- Maintain current contact information in fi360's designee database.
- Submit yearly renewal application with annual dues.

Certified 401(k) Professional (C(k)P®): One of the objectives of the C(k)P® Designation is to make it simple for Plan Sponsors to identify, contact and work with Retirement Plan Advisors who have made a strong commitment to the Retirement Plan Industry.

To attain the right to use the C(k)P® designation, an individual must satisfactorily fulfill the following requirements:

- Education - 57 hours (32 online hours and 25 on-campus/in-person hours)
- Examination Type - Final exam for each online course, online Mastery Curriculum Exam, online proctored Candidate Designation Exam
- Experience - To earn the C(k)P® designation, in addition to completing the education requirements, a candidate must meet one of the following requirements:
 - Have 3 years' experience in financial services.
 - Have 10 defined contribution plans under management.
 - Have \$30,000,000 in assets under management.
- Continuing Education – 12 hours annually.

- Ethics - The C(k)P® Standards & Certification Committee advocates high standards of ethics for Retirement Plan Professionals, current students of TRAU The Retirement Advisor University and all individuals granted the use of the C(K)P® marks. All individuals granted the use of the C(k)P® marks are required to adhere to and agree to the statement of ethics, guided by the core values of Integrity, Diligence, Professionalism, and Objectivity.

Certified Plan Fiduciary Advisor (CPFA): A designation currently offered and recognized by the National Association of Plan Advisors. The following requirements are to be completed by each designee:

- Pass the **NAPA CPFA Examination** which consists of 75 multiple-choice questions.
- The CPFA Coursework covers four key areas: ERISA Fiduciary Roles and Responsibilities, ERISA Fiduciary Oversight, ERISA Plan Investment Management and ERISA Plan Management.
- No specific experience level or education requirements.
- Must earn 20 CE credits every two-year cycle with two of the 20 CE credits being on ethics/professionalism topics.

Item 3 - Disciplinary Information

- A. Mr. Counts has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:
 1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
 2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 3. Was found to have been involved in a violation of an investment-related statute or regulation; or
 4. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.
- B. Mr. Counts never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:
 1. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;
 2. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority
 - (a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.
- C. Mr. Counts has never been the subject of a self-regulatory organization (SRO) proceeding in which he:

1. Was found to have caused an investment-related business to lose its authorization to do business; or
 2. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
- D. Mr. Counts has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.
-

Item 4 - Other Business Activities

Richard Counts owns RLC LLC and Counts Properties, real estate holding companies. Less than 1% of his time is spent on this activity. Additionally, Richard Counts is partial owner of Counts Oldham Properties LLC a holding LLC for real estate property. Less than 5% of his time is spent on this activity. No services from RLC LLC, Counts Properties or Counts Oldham Properties LLC will be offered to clients. Therefore, there should be no conflict of interest.

Item 5 - Additional Compensation

Richard Counts does not receive any additional compensation or any performance-based fees.

Item 6 - Supervision

Nick Oldham is the Chief Compliance Officer of Mainstreet. Nick Oldham reviews Mr. Counts' work through client account reviews and quarterly personal transaction reports, as well as face-to-face and phone interactions. Nick Oldham can be reached at nick@mainstreet-ria.com or 888-801-0325.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Nicholas S. Oldham, CFP®, CRPS®, AIF®, CPFA™, NQPA™



Mainstreet RIA LLC

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January 19, 2024

This brochure supplement provides information about Steve Oldham and supplements the Mainstreet RIA LLC brochure. You should have received a copy of that brochure. Please contact Nick Oldham if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Nicholas Oldham (CRD #5379115) is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV)
Supervised Person Brochure

Principal Executive Officer - Nicholas “Nick” Oldham, CFP®, CRPS®, AIF® CPFA™, NQPA™

- Year of birth: 1981

Item 2 - Educational Background and Business Experience

Educational Background:

- Southeast Missouri State University; Bachelor’s Degree-Finance; 2004

Business Experience:

- Mainstreet RIA LLC; Chief Compliance Officer/Investment Advisor Representative; 03/2021-Present
- Nicholas Oldham-Sole Proprietor; Insurance Agent; 02/2008-10/2023
- Brayton Klaus; Associate Agent; 01/2021-02/2021
- Scott Niekamp; Associate Agent; 02/2018-02/2021
- Northwestern Mutual Wealth Management Company; Investment Advisor Representative; 02/2018-02/2021
- Northwestern Mutual Investment Services, LLC; Registered Representative; 02/2018-02/2021
- Robert Half Accountemps; Staffing Manager; 01/2017-01/2018
- Valic Financial Advisors, Inc.; Registered Representative/Investment Advisor Representative; 04/2012-01/2017
- LPL Financial LLC; Registered Representative/Investment Advisor Representative; 07/2008-01/2012

Professional Certifications

Nick Oldham has earned certifications and credentials that are required to be explained in further detail.

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.

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 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.

Chartered Retirement Plans Specialist (CRPS®): Chartered Retirement Plans Specialist is a designation granted by the College for Financial Planning. CRPS®: requirements:

- Successfully complete the program encompassing pre-and-post retirement needs, asset management, estate planning and the entire retirement planning process.
- Pass the final exam.
- Comply with the Code of Ethics.
- When you achieve your CRPS® designation, you must complete 16 hours of continuing education.
- Reaffirm to abide by the Standards of Professional Conduct and comply with self-disclosure requirements.
- Pay a biennial renewal fee.

Accredited Investment Fiduciary® (AIF®): Accredited Investment Fiduciary designation is awarded from the Center for Fiduciary Studies, LLC. AIF® certification requirements:

- Complete training curriculum.
- Pass the 60 questions AIF® exam with 75% correct answers.
- Sign and agree to abide by a Code of Ethics.
- Complete six hours of continuing professional education, four of which are fi360 Training CE.
- Maintain current contact information in fi360's designee database.

Submit yearly renewal application with annual dues.

Certified Plan Fiduciary Advisor™ (CPFA): A designation currently offered and recognized by the National Association of Plan Advisors. The following requirements are to be completed by each designee:

- Pass the **NAPA CPFA Examination** which consists of 75 multiple-choice questions

- The CPFA Coursework covers four key areas: ERISA Fiduciary Roles and Responsibilities, ERISA Fiduciary Oversight, ERISA Plan Investment Management and ERISA Plan Management
- No specific experience level or education requirements
- Must earn 20 CE credits every two-year cycle with 2 of the 20 CE credits being on ethics/professionalism topics.

Nonqualified Plan Advisor (NQPA™): A designation currently offered and recognized by the National Association of Plan Advisors. The following requirements are to be completed by each designee:

- The course is comprised of 5 modules that each take approximately 2 hours to complete.
- The NQPA™ Coursework covers key areas of nonqualified plans including: rules, fundamentals, advantages, documentation, reporting and disclosure requirements, plan design and setup, deferrals and timing, distribution triggers, prohibitions and restrictions, tax issues, financing, trusts and guarantees, errors, corrections and audits.
- No specific experience level or education requirements.

Item 3 - Disciplinary Information

- A. Mr. Oldham has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:
 1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
 2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 3. Was found to have been involved in a violation of an investment-related statute or regulation; or
 4. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.
- A. Mr. Oldham never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:
 1. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;
 2. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority
 - (a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.
- B. Mr. Oldham has never been the subject of a self-regulatory organization (SRO) proceeding in which he:

1. Was found to have caused an investment-related business to lose its authorization to do business; or
 2. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
- C. Mr. Oldham has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.
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Item 4 - Other Business Activities

Nick Oldham does not have any other business activities to disclose.

Item 5 - Additional Compensation

Nick Oldham does not receive any performance-based fees.

Item 6 - Supervision

Nick Oldham is Chief Compliance Officer of Mainstreet. He is responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Nick Oldham can be reached at nick@mainstreet-ria.com or 888-801-0325.