

Item 1 – Cover Page

MLV WEALTH

INTEGRITY • LEGACY • EXPERIENCE

Form ADV Part 2A Brochure

December 9, 2014

MLV Wealth LLC

240 Royal Palm Way
Palm Beach, FL 33480

561-952-4500

www.mlvwealth.com

This Brochure provides information about the qualifications and business practices of MLV Wealth, LLC (“MLV Wealth” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at kwalters@mlvwealth.com. Currently, our Brochure may be requested free of charge by contacting Catherine Walters, Senior Counsel at 646-556-9219 or kwalters@mlvwealth.com. Our Brochure is also available on our web site www.mlvwealth.com, also free of charge.

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.

MLV Wealth is a registered investment adviser. Registration of MLV Wealth as an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser, such as the Form ADV, provide you with information about which you determine to hire or retain MLV Wealth. Additional information about MLV Wealth also is available on the SEC’s website at www.sec.gov.

Item 2 – Material Changes

As a new registrant, this is MLV Wealth’s first Form ADV 2A filing, therefore, this section is not applicable at this time.

MLV Wealth will deliver to you a summary of any material changes to this brochure within 120 days after the end of every calendar year. Also, if there are material changes to our brochure that could affect our client relationships, we will disclose these changes to you promptly.

Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	3
Item 7 – Types of Clients.....	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	4
Item 9 – Disciplinary Information	6
Item 10 – Other Financial Industry Activities and Affiliations	7
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading	7
Item 12 – Brokerage Practices	8
Item 13 – Review of Accounts.....	11
Item 14 – Client Referrals and Other Compensation.....	12
Item 15 – Custody	12
Item 16 – Investment Discretion	12
Item 17 – Voting Client Securities.....	12
Item 18 – Financial Information.....	13
Brochure Supplement(s)	

Item 4 – Advisory Business

MLV Wealth is a privately-owned wealth management firm, providing customized, integrated, and comprehensive wealth management solutions. We are built on an objective and independent foundation of aligning the interests of our clients, owners, and employees.

We offer services to a select audience and are focused on delivering a premium value to our clients. We pride ourselves on striving to provide a superior client relationship experience combined with thoughtful advice to develop creative and customized solutions to our client's investment, legacy planning, tax, wealth education and other specialized financial arrangements or services by request.

Our core mission is one of integrity and devotion to our clients. We endeavor to provide a high level of investment and related strategic financial advice, professional service, and customized personal attention.

We provide an ownership structure that aims to keep our interests aligned with those of our clients.

MLV Wealth manages investment advisory accounts, primarily, for high net worth individuals and, possibly, some, trusts, and estates.

MLV Wealth is owned by MLV & Co. Financial LLC, and Sands Holdings, LLC. The Firm has been providing advisory services as MLV Wealth since 2014.

At the onset of its investment advisory business, MLV Wealth plans to manage approximately \$25,000,000 on a discretionary basis.

Where MLV deems it appropriate for a client, MLV Wealth may enter into an arrangement with one or more subadvisors for the management of certain client assets. MLV Wealth intends to use Crow Point Partners as a subadvisor but may use other subadvisors. As stated in Item 10 below, our parent company has a non-voting financial interest in Crow Point Partners, which may incentivize us to use Crow Point Partners as a subadvisor when appropriate based upon a client's needs.

All advisory fees are exclusive of brokerage commissions, transactions fees and other related costs and expenses which shall typically be incurred by the client. Mutual funds, exchanged traded funds and annuities all charge internal management fees and other expenses, which are disclosed in a fund's or annuity's prospectus or equivalent disclosure document and are directly deducted from the value of such investment vehicles. Such charges, fees and commissions are exclusive of and in addition to MLV Wealth's fee. MLV

Wealth and its employees do not receive any portion of these commissions, fees and costs. MLV Wealth is not affiliated with any sub-advisors. Our financial industry affiliations are further described in Item 10 below.

For sub-advisory relationships, MLV Wealth will enter into an investment sub-advisory agreement with the subadvisor. Sub-advisory fees are described in each sub-advisory agreement and the Form ADV Brochure of the sub-advisor.

Financial Planning and Other Services

In addition to investment management, MLV Wealth offers supplemental wealth management planning such as coordination with legal counsel, tax planning, estate planning, educational planning, Wealth stewardship education, family office services, and financial concierge services.

Our financial concierge services include:

- Cash flow modeling (analysis, modeling, management, and reporting), and
- Liquid and other credit facilities

MLV does not provide legal or tax advice, but can coordinate the implementation of our strategy with your existing legal or tax professionals or qualified professions to whom we may refer you

Item 5 – Fees and Compensation

All fees are subject to negotiation.

While all fees are negotiable, generally, our fees for asset management services are based on the following annualized fee schedule ranges:

	Assets Managed	Fixed Income	Equities
On the 1st	\$10,000,000	0.900%	1.000%
On the next	\$25,000,000	0.800%	0.875%
On the next	\$50,000,000	0.725%	0.800%
On the next	\$100,000,000	0.625%	0.750%

The specific manner in which fees are charged by MLV Wealth is established in a client's written agreement with the Firm. MLV Wealth will generally bill its fees on a monthly basis in arrears, with 1/12th of the annual rate multiplied by the value of the client's portfolio at the end of the prior month. Clients may elect to be billed directly for fees or to authorize MLV Wealth to directly debit fees from client accounts. Management fees may be prorated for capital contributions and withdrawals made during the applicable calendar quarter. Accounts initiated or terminated during a calendar month will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

MLV Wealth's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to MLV Wealth's fee, and MLV Wealth shall not receive any portion of these commissions, fees, and costs.

As described in Item 4 above, MLV Wealth offers supplemental wealth management planning services. Fees for these supplemental wealth management services are contracted separately with clients.

Item 12 further describes the factors that MLV Wealth considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

While to date it has not done so, MLV Wealth may enter into performance fee arrangements.

Item 7 – Types of Clients

MLV Wealth provides portfolio management services primarily to high net worth individuals, trusts, and estates.

MLV Wealth generally requires a minimum account of \$25 million to open a portfolio in US Dollars, but may consider accounts of sub-minimum account value.

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

MLV Wealth invests principally in traditional equity securities (common stocks and equivalents) and fixed income securities. Our principal equity portfolio strategies focus on large cap equities, mid cap equities, and small cap equities.

In addition, the Company also invests in an array of mutual funds and exchange traded funds.

MLV Wealth offers both taxable and tax-free fixed-income strategies.

Investment Methodology and Strategy

Research Process

MLV Wealth's security analysis includes fundamental and technical research. Research information includes, but are not limited to, financial news and data providers, inspections of corporate activities, third-party research materials; annual reports, prospectuses, filings with applicable regulatory authorities; and company press releases.

With respect to equity strategies, MLV Wealth performs bottom-up, fundamentally focused analysis which seeks to identify securities that trade at attractive valuation multiples, have solid underlying business fundamentals and have "catalysts" that will likely drive both the company's business and its price. MLV Wealth attempts to identify and forecast key business drivers through an assessment of the company's business strategy, industry competitiveness, and reviewing available research.

With respect to fixed income strategies, MLV Wealth's research process is an active total return methodology which seeks to provide attractive returns while controlling risk over economic and interest rate cycles. Investment decisions are based upon an analysis of historical relationships which are used to quantify risk and potential return.

The level of inflation-adjusted long-term yields, compared to historical yield levels, provides perspective on the current attractiveness of longer maturity assets. This perspective is enhanced by an analysis of the shape and level of the short-term yield curve.

Portfolio Construction

With respect to equity strategies, portfolio construction is bottom-up. Within a particular investment strategy, MLV Wealth invests across various industry sectors and issuer capitalization with the largest weighting focused on our “highest conviction” names. MLV Wealth conducts regular reviews of portfolios to ensure allocation of capital to the most attractive perceived investments. Generally, an investment is sold when there is a change to our investment thesis, when the security is considered to be fully valued, or when a more attractive investment is identified.

With respect to fixed income strategies, portfolio construction considers a full range of investment-grade securities, with yield advantage to Treasuries being the primary determinant of portfolio weighting for corporate and mortgage securities. Maturities are diversified across the yield curve, with the final structure leaning in the direction indicated by Federal Reserve policy. Portfolios are further diversified with respect to the appropriate asset classes, and risk is addressed through the use of high quality securities that have adequate liquidity.

Risk Management

MLV Wealth regularly reviews clients’ portfolios to ensure that the portfolio composition is appropriate to the investment strategy and clients’ objectives. MLV Wealth conducts a review of securities to determine the portfolios’ risk/return attractiveness and will take appropriate action as it deems necessary.

Investing in securities involves risk of loss that clients should be prepared to bear.

Risk is inherent in any investment. Investing in securities – even the most conservative of strategies – involves a number of risks, including the risk that you may receive little or no return on your investment or even that you may lose part or all of your investment. Global turbulence in financial markets and reduced liquidity in capital markets may negatively affect a broad range of issuers, which could have an adverse effect on the strategies we employ. Therefore, before investing you should consider carefully including, but limited to, the following risks.

Market risk: The market values of securities may decline, at times sharply and unpredictably. Under normal conditions, markets generally move in cycles over time, with periods of rising prices followed by periods of declining prices. These fluctuations could be a sustained trend or a drastic movement and the value of your investment may reflect these fluctuations.

Credit risk: Credit risk is the risk that an issuer of a debt will be unable or unwilling to make interest and principal payments when due and the related risk that the value of a security may decline because of concerns about the issuer's ability or willingness to make such payments. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect values.

Interest rate risk: Interest rate risk is the risk that the value of your portfolio will decline because of rising interest rates. Interest rate risk is generally lower for shorter-term investments and higher for longer-term investments. Duration is a common measure of interest rate risk. Duration measures a bond's expected life on a present value basis, taking into account yield, interest payments and final maturity. Duration is a reasonably accurate measure of price sensitivity to changes in interest rates. The longer the duration of a security, the greater the security's price sensitivity is to changes in interest rates.

Income risk: The income earned from your portfolio may decline because of falling market interest rates. This can result when we invest the proceeds from matured or called preferred or debt securities at market interest rates that are below the portfolio's current earnings rate.

Liquidity risk: We may invest in certain securities that have limited marketability. If the economy experiences a sudden downturn, it is possible that some securities you hold will not be able to be sold in a sufficiently timely manner. In addition, the valuation of your Portfolio may become more difficult if objective market prices are unavailable.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of MLV Wealth or the integrity of MLV Wealth's management. MLV Wealth has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

MLV Wealth LLC is partially owned by MLV & Co. Financial LLC. We are affiliated with the brokerage firm MLV & Co. LLC.

MLV & Co. Financial LLC has a minority, non-voting financial interest in Crow Point Partners. Conflicts of interest are mitigated due to the non-voting interest.

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

MLV Wealth has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at MLV Wealth must acknowledge the terms of the Code of Ethics annually, or as amended.

MLV Wealth anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which MLV Wealth has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which MLV Wealth, its affiliates and/or clients, directly or indirectly, have a position of interest. MLV Wealth's employees and persons associated with MLV Wealth are required to follow MLV Wealth's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of MLV Wealth and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for MLV Wealth's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of MLV Wealth will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between MLV Wealth

and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with MLV Wealth's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. MLV Wealth will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

MLV Wealth's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our Chief Compliance Officer.

It is MLV Wealth's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. MLV Wealth will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an MLV Wealth, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment MLV Wealth in relation to a transaction in which the investment MLV Wealth, or any person controlled by or under common control with the investment MLV Wealth, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an MLV Wealth has an affiliated broker-dealer.

Item 12 – Brokerage Practices

MLV & Co Financial will be one of the primary executing brokers for MLV Wealth. This affiliation presents a conflict of interest. We mitigate this conflict by seeking best execution at the best price available for each trade. MLV Wealth also takes into consideration several factors, which may include:

- the broker's ability to execute the trade;
- the size of the trade;
- characteristics of the security;
- the quality and reliability of brokerage services; and
- the overall direct net economic results to the account.

MLV Wealth may also consider the availability of the broker to stand ready to execute possibly difficult transactions in the future, and the financial strength and stability of the broker.

MLV Wealth aggregates orders, when possible in accordance with client guidelines, for the purchase or sale of the same security for all participating accounts. When an order is filled in its entirety, each participating account receives its full allocation at the average trade execution price for the participating accounts. When an order is partially filled, each participating account receives a pro rata allocation, at the average trade execution price for the participating accounts, subject to certain exceptions including de minimis orders. Transaction costs are shared on a pro rata basis for all participating accounts.

Client directed brokerage, if any, is subject to most favorable execution and best execution.

MLV Wealth typically recommends that advisory clients establish brokerage accounts at Pershing, LLC and use the custodial services of Pershing, LLC and Pershing Advisor Solutions, which provide custody of client assets, process orders for client accounts, prepare activity statements for client accounts, and process the payment of advisory fees to MLV Wealth and any sub-advisors. There may be circumstances where a client may maintain a brokerage account elsewhere.

If consistent with a client's investment objectives, investment restrictions, and risk tolerance, MLV Wealth may purchase securities sold in underwritten new issues, ("deal securities") for client accounts. Deal securities are allocated among participating accounts in a fair and equitable manner so as not to unfairly discriminate in favor of certain clients or types of accounts. When a portfolio manager receives a reduced allocation of deal securities, the portfolio manager will allocate the reduced allocation among accounts in accordance with the allocation percentages set forth in the initial allocation instructions for the deal securities, except where this would result in de minimis allocation to any client account.

Securities purchased in public offerings may be resold shortly after acquisition in the immediate aftermarket to take advantage of price appreciation from the public offering price or for other reasons. Short-term trading of securities acquired in public offerings, or otherwise, may result in higher portfolio turnover.

MLV Wealth values all equity and fixed income securities at least once a month on the last business day of the month, using custodial pricing as the primary source for all asset

classes (excluding derivative security types such as options, futures and foreign currency contracts).

MLV Wealth verifies that all prices are uploaded correctly and reviews for the reasonableness of security prices. In the event custodial pricing is unavailable or if MLV Wealth determines that custodial prices are not reasonable, MLV Wealth may value the particular assets pursuant to its defined Valuation Policy.

Research and Other Soft-Dollar Benefits

Consistent with obtaining best execution, brokerage commissions on accounts' portfolio transactions may be directed by MLV Wealth to a broker or dealer in recognition of research services furnished by the broker or dealer or a designated third party (also referred to as "soft dollar benefits"), as well as for services rendered in the execution of orders by such broker or dealer. In considering such research, MLV Wealth first determines that the product or service will provide lawful and appropriate assistance in the performance of its investment decision-making responsibilities. A determination is then made that the amount of commissions paid is reasonable in light of the value of the brokerage and research services provided. MLV Wealth does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research received is, in the aggregate, of assistance to MLV Wealth in fulfilling its overall duty to its clients. MLV Wealth notes that each and every research service may not be used to service each and every account managed by MLV Wealth and MLV Wealth may use research services to service accounts that did not pay commissions to the broker-dealers providing such research services. Moreover, MLV Wealth may benefit from these services as it may not have to pay for such research services and products out of its own resources.

The receipt of investment research and information and related services permits MLV Wealth to supplement its own research and analysis and makes available to MLV Wealth the views and information of individuals and research staffs of other firms. The views and information include written materials on certain companies, industries, areas of the economy or market factors and other areas which might affect the economy or securities prices. Research services may also include statistical information; accounting and tax law interpretations that relate to an investment; political developments that may affect investments and the markets in which MLV Wealth invests; legal developments affecting portfolio securities; technical market actions; pricing and appraisal services; credit, risk measurement and performance analysis; analysis of corporate responsibility issues; portfolio strategy; and analytic computer software. They may also include advice from

broker or dealers as to the value of securities, availability of securities, availability of buyers, and availability of sellers. In addition, they may include recommendations as to the purchase and sale of individual securities and timing of transactions.

These research services may be received through on-line information services provided by the broker or dealer or a designated third party. Due to the receipt of various research materials through on-line services, products may include software used in connection with gaining access to the information and may be considered a mixed-use item, having both research and non-research functions. When products or services, including on-line services, are used for both research and other purposes, MLV Wealth makes a good faith allocation of the cost of the product or service between the research and non-research functions. The non-research portion will be paid in cash by MLV Wealth, while the portion attributable to research will be paid through brokerage commissions. Brokers or dealers selected by MLV Wealth may be paid commissions for effecting transactions for MLV Wealth's clients in excess of the amounts other brokers or dealers would have charged for effecting these transactions if MLV Wealth determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by such brokers or dealers, viewed either in terms of a particular transaction or MLV Wealth's overall duty to its discretionary accounts.

MLV Wealth may enter into referral arrangements with third parties as disclosed in Item 14 below.

Where it deems appropriate based upon client needs, MLV Wealth may refer clients to third parties for legal, tax, or other services. We have no affiliation with any of these legal or tax professionals. We describe these supplemental services in Item 4 above.

Item 13 – Review of Accounts

Managed accounts are monitored on a regular basis and reviewed on at least a quarterly basis by the client's Adviser. Accounts are reviewed for consistency with the client's objectives. More frequent reviews may be triggered by changes in the client's needs and circumstances, the client's risk tolerance, by events related to the issuer of a security, or by market, economic or political events.

Item 14 – Client Referrals and Other Compensation

MLV Wealth currently has no solicitor arrangements.

While to date it has not done so, MLV Wealth may compensate, either directly or indirectly, persons who make client referrals. In making such referral payments, MLV Wealth will comply with all federal and state laws including, with respect to cash solicitation fees, the requirements of Rule 206(4)-3 under the Advisers Act.

Item 15 – Custody

MLV Wealth generally recommends the custodial services of Pershing, LLC.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. MLV Wealth urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

MLV Wealth receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, MLV Wealth observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to MLV Wealth in writing.

Item 17 – Voting Client Securities

Clients may obtain a copy of MLV Wealth's complete proxy voting policies and procedures upon request. Clients may also obtain information from MLV Wealth about how MLV Wealth voted any proxies on behalf of their account(s).

Item 18 – Financial Information

MLV Wealth has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.