

**FORM ADV PART 2A  
DISCLOSURE BROCHURE**

**Mainstreet RIA LLC**

**Office Address:**

1001 Boardwalk Springs Place  
Suite 111  
O'Fallon, MO 63368

Tel: 636-800-9001  
Fax: 636-723-7031

**Mail to:**

nick@mainstreet-ria.com

**Website:**

[mainstreet-ria.com](http://mainstreet-ria.com)

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 636-800-9001. 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](http://www.adviserinfo.sec.gov)

**MAY 14, 2021**

## **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 May 11, 2021, the following has changed:

- Corrections have been made regarding solutions offered through Orion Portfolio Solutions.
- 

### **Full Brochure Available**

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

## Item 3: Table of Contents

### Form ADV – Part 2A – Firm Brochure

#### Item 1: Cover Page

#### Item 2: Material Changes ..... ii

Annual Update ..... ii

Material Changes since the Last Update..... ii

Full Brochure Available..... ii

#### Item 3: Table of Contents..... iii

#### Item 4: Advisory Business ..... 1

Firm Description ..... 1

Types of Advisory Services ..... 1

Client Tailored Services and Client Imposed Restrictions..... 6

Wrap Fee Programs..... 6

Client Assets under Management ..... 6

#### Item 5: Fees and Compensation ..... 7

Method of Compensation and Fee Schedule..... 7

Client Payment of Fees ..... 10

Additional Client Fees Charged..... 10

Prepayment of Client Fees ..... 10

External Compensation for the Sale of Securities to Clients..... 10

#### Item 6: Performance-Based Fees and Side-by-Side Management..... 11

Sharing of Capital Gains ..... 11

#### Item 7: Types of Clients..... 11

Description ..... 11

Account Minimums ..... 11

#### Item 8: Methods of Analysis, Investment Strategies and Risk of Loss ..... 11

Methods of Analysis..... 11

Investment Strategy ..... 12

Security Specific Material Risks..... 12

#### Item 9: Disciplinary Information..... 14

Criminal or Civil Actions ..... 14

Administrative Enforcement Proceedings ..... 14

Self-Regulatory Organization Enforcement Proceedings ..... 14

<b>Item 10: Other Financial Industry Activities and Affiliations .....</b>	<b>14</b>
Broker-Dealer or Representative Registration .....	14
Futures or Commodity Registration .....	15
Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	15
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest.....	15
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>15</b>
Code of Ethics Description.....	15
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.	16
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest	16
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	17
<b>Item 12: Brokerage Practices .....</b>	<b>17</b>
Factors Used to Select Broker-Dealers for Client Transactions .....	17
Aggregating Securities Transactions for Client Accounts.....	19
<b>Item 13: Review of Accounts .....</b>	<b>19</b>
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved .....	19
Review of Client Accounts on Non-Periodic Basis .....	19
Content of Client Provided Reports and Frequency.....	19
<b>Item 14: Client Referrals and Other Compensation .....</b>	<b>19</b>
Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	19
Advisory Firm Payments for Client Referrals.....	19
<b>Item 15: Custody.....</b>	<b>19</b>
Account Statements.....	19
<b>Item 16: Investment Discretion .....</b>	<b>20</b>
Discretionary Authority for Trading.....	20
<b>Item 17: Voting Client Securities .....</b>	<b>20</b>
Proxy Votes .....	20
<b>Item 18: Financial Information .....</b>	<b>20</b>
Balance Sheet .....	20
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients.....	20
Bankruptcy Petitions during the Past Ten Years.....	20

<b>Brochure Supplement (Part 2B of Form ADV)</b> .....	<b>22</b>
Principal Executive Officer – Steve Oldham .....	22
Item 2 - Educational Background and Business Experience .....	22
Item 3 - Disciplinary Information .....	22
Item 4 - Other Business Activities.....	23
Item 5 - Additional Compensation.....	23
Item 6 - Supervision .....	23
<b>Brochure Supplement (Part 2B of Form ADV)</b> .....	<b>25</b>
Principal Executive Officer – Richard Counts, AIF®.....	25
Item 2 - Educational Background and Business Experience .....	25
Item 3 - Disciplinary Information .....	25
Item 4 - Other Business Activities.....	26
Item 5 - Additional Compensation.....	26
Item 6 - Supervision .....	26
<b>Brochure Supplement (Part 2B of Form ADV)</b> .....	<b>28</b>
Nicholas “Nick” Oldham, CFP®, CRPS® .....	28
Item 2 - Educational Background and Business Experience .....	28
Item 3 - Disciplinary Information .....	29
Item 4 - Other Business Activities.....	30
Item 5 - Additional Compensation.....	30
Item 6 - Supervision .....	31

## **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**

#### 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 effect the transaction through Mainstreet. This service will be provided at no additional cost to the client.

#### Sub-Advisor

When deemed appropriate for the client, Mainstreet may hire Sub-Advisors to manage all or a portion of the assets in the client account. Mainstreet has full discretion to hire and fire Sub-Advisors as they deem suitable. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and Mainstreet. Sub-Advisors execute trades on behalf of Mainstreet in client accounts. Mainstreet will be responsible for the overall direct relationship with the client. Mainstreet retains the authority to terminate the Sub-Advisor relationship at Mainstreet’s discretion.

#### PLAN PARTICIPANT ASSET MANAGEMENT SERVICES

Mainstreet offers the following services for plan participants as follows:

#### FPS/IPX

- Client’s will have the option of choosing discretionary advisory models managed by Mainstreet; or
- Mainstreet offers plan consulting services to individuals where Mainstreet will review the investment options available within the plan. Mainstreet will make specific fund investment recommendations to the client based on the investment options available and the client’s financial objectives.

#### Orion Portfolio Solutions

For plan participants, Mainstreet offers management services through a program sponsored by Orion Portfolio Solutions (“OPS”). The terms and conditions under which the Client shall engage Orion Portfolio Solutions shall be set forth in separate written agreements between (1) the Client and Mainstreet and (2) the Client and Orion Portfolio

Solutions. Mainstreet shall continue to render advisory services to the Client relative to the ongoing monitoring and review of account performance, for which Mainstreet shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by Orion Portfolio Solutions. Factors that Mainstreet shall consider in recommending Orion Portfolio Solutions include the Client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. In addition to Mainstreet's written disclosure statement, the Client shall also receive the written disclosure statement of Orion Portfolio Solutions. Clients should review Orion Portfolio Solutions' ADV Part 2 or Terms of Use for additional details regarding services.

#### QUALIFIED PLANS

Mainstreet will provide qualified plans with the following services:

- Provide discretionary and non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Investment options, retention, removal, addition of investment options and all other investment review duties will be assigned to an unaffiliated asset manager.
- Assist the Client in the reviewing and understanding of the investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan, provided by the asset manager. Client shall have the ultimate responsibility to ensure the asset manager continues to follow the IPS and provides the appropriate reports and investment reviews demonstrating that the policies and objectives outlined in the IPS are being followed.
- Educate the Plan Sponsor with respect to the asset manager's selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants.
- Assist the Plan Sponsor in monitoring investment options by reviewing the periodic asset manager's investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS, along with the asset manager's recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations provided by the asset manager.
- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. 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 under this agreement. Any specific recommendations to participants will be under a separate agreement between the participant and Mainstreet.
- Assist in the participant enrollments as needed, in order to increase retirement plan participation among the employees and investment and financial understanding by the employees.

- Meet with the asset manager periodically to understand their policies, procedures, objectives, processing and assist the Plan Sponsor in understanding those policies, procedures, etc. 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 Client.

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

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

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.

#### 2. 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 selection of a qualified default investment alternative 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 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.

3. 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.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

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.

4. 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.

1. 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 selection of a qualified default investment alternative 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 provide all notices to the Plan participants required under ERISA Section 404(c) (5).
  - Plan participants will have the option of choosing discretionary advisory models managed by Mainstreet;
2. Mainstreet offers plan consulting services to plan participants where Mainstreet will review the investment options available within the plan. Mainstreet will make specific fund investment recommendations to the plan participants based on the investment options available and the plan participant’s financial objectives. 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, the 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.
  - Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

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 the Adviser on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

#### FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, a comprehensive evaluation of an investor’s current and future financial state will be provided by using currently known variables to predict future cash flows, asset values and withdrawal plans. Mainstreet will use current

net worth, tax liabilities, asset allocation, and future retirement and estate plans in developing financial plans.

Typical topics reviewed in a financial plan may include but are not limited to:

- **Financial goals:** Based on an individual's or a family's clearly defined financial goals, including funding a college education for the children, buying a larger home, starting a business, retiring on time or leaving a legacy. Financial goals should be quantified and set to milestones for tracking.
- **Personal net worth statement:** A snapshot of assets and liabilities serves as a benchmark for measuring progress towards financial goals.
- **Cash flow analysis:** An income and spending plan determines how much can be set aside for debt repayment, savings and investing each month.
- **Retirement strategy:** A strategy for achieving retirement independent of other financial priorities. Including a strategy for accumulating the required retirement capital and its planned lifetime distribution.
- **Comprehensive risk management plan:** Identify all risk exposures and provide the necessary coverage to protect the family and its assets against financial loss. The risk management plan includes a full review of life and disability insurance, personal liability coverage, property and casualty coverage, and catastrophic coverage.
- **Long-term investment plan:** Include a customized asset allocation strategy based on specific investment objectives and a risk profile. This investment plan sets guidelines for selecting, buying and selling investments and establishing benchmarks for performance review.
- **Tax reduction strategy:** Identify ways to minimize taxes on personal income to the extent permissible by the tax code. The strategy should include identification of tax-favored investment vehicles that can reduce taxation of investment income.
- **Estate preservation:** Help update accounts, review beneficiaries for retirement accounts and life insurance, provide a second look at your current estate planning documents, and prompt you to update your plan when the legal environment changes or you have major life events such as a marriage, death, or births.

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 effect the transaction through Mainstreet. Financial plans will be completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation.

---

### **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**

As of May 4, 2021, Mainstreet had \$257,800,000 of client assets under management on a discretionary basis, \$0 on a non-discretionary basis and \$21,000,000 in assets under advisement.

## Item 5: Fees and Compensation

### Method of Compensation and Fee Schedule

#### 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.). Fees are billed monthly in arrears 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. 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 days services are provided during the given period. All unpaid earned fees will be due to Mainstreet. 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.

Mainstreet may also utilize the services of a Sub-Advisor to manage Clients' investment portfolios. Mainstreet will enter into Sub-Advisor agreements with other registered investment advisor firms. When using Sub-Advisors, the Client will not pay additional fees. The Sub-Advisors fees are inclusive of the fees charged by Mainstreet.

## PLAN PARTICIPANT ASSET MANAGEMENT SERVICES

### FPS/IPS

Plan Participant services are offered as an annual investment advisory fee of no more than 1% annually of the total assets under management.

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.). Fees are billed according to FPS/IPS terms and conditions. Specific fees will be disclosed to the client in an agreement provided by FPS/IPS. Lower fees for comparable services may be available from other sources. 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 five 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 days services are provided during the given period. All unpaid earned fees will be due to Mainstreet. 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.

### Orion Portfolio Solutions

For plan participants, Mainstreet charges an annual investment advisory fee based on the total assets under management of no more than 1% annually. The annual fee may be negotiable. Lower fees for comparable services may be available from other sources. OPS does not receive any portion of the advisory fee charged by Mainstreet. The investment management fees charged by Orion Portfolio Solutions are exclusive of, and in addition to, Advisor's investment advisory fee set forth above. The total annual fees for the Orion Portfolio Solutions Program may not exceed 2% of assets under management. The fees are charged monthly in arrears and are based on the average daily account balance for the period for the prior month.

Fees for OPS services include:

- Administration Fees (reporting and accounting services – ranging from 0.08% - 0.45%),
- Account Maintenance Fees (\$25 or \$50 per account annually),
- Termination Fees (\$75 per account for full outgoing distributions), and
- Strategist Fees (range from 0.0% to 0.50%).

Fees are automatically deducted from the Client's account monthly in arrears by OPS; OPS will pay Mainstreet their portion of the fees. Unless indicated, fees are based on the average daily account balance for the previous month. If an account was not open for the entire month, the fee will be pro-rated. Mainstreet does not have the ability to directly deduct their advisory fee from the Client account.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation. For accounts closed mid-month, Mainstreet will be entitled to a pro rata fee for the days service was provided in the final month. 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.

### 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. 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. Initial fees for partial quarters are waived. If this 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.

### FINANCIAL PLANNING AND CONSULTING

Mainstreet charges an hourly fee of \$200 for financial planning. financial planning. Prior to the planning process the client will be provided an estimated plan fee. Services are completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation.

Fees for financial plans are due upon delivery of the completed plan.

Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. 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. Mainstreet reserves the right to waive the fee should the client implement the plan through Mainstreet.

---

**Client Payment of Fees**

Investment management fees are billed monthly in arrears, meaning that we invoice you after the billing period. 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.

Plan Participant Fees are billed according the fee schedule enacted by FPS/IPS.

Fees for Qualified Plans are billed

Investment management fees are deducted monthly in arrears by OPS, 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.

Fees for financial plans are due upon delivery of the completed plan.

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 \$500 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**

Investment Advisor Representatives of Mainstreet receive external compensation sales of investment related products such as insurance as licensed insurance agents. From time to time, they will offer clients services from those activities. Less than 10% of Mr. Oldham's compensation is from external compensation.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. This conflict is mitigated by disclosures, procedures, and Mainstreet's fiduciary obligation to place the best interest of the client first and clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance agent of their choosing.

## **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.

In developing a financial plan for a client, Mainstreet's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include financial newspapers and magazines, 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 effect 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.

The risks associated with utilizing Sub-Advisors include:

- Manager Risk
  - Sub-Advisor fails to execute the stated investment strategy
- Business Risk
  - Sub-Advisor has financial or regulatory problems
- The specific risks associated with the portfolios of the Sub-Advisor’s which is disclosed in the Sub-Advisor’s Form ADV Part 2.

## **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**

Steve Oldham has a financial affiliated business as an independent insurance agent. Less than 5% of his time is spent on this activity. He will offer clients services from this activity. As an insurance agent, he may receive separate yet typical compensation. Nick Oldham has a financial affiliated business as an independent insurance agent. Less than 5% of his time is spent on this activity. He will offer clients services from this activity. As an insurance agent, he may receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

---

**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

Mainstreet may also utilize the services of a Sub-Advisor to manage Clients' investment portfolios. Sub-Advisors will maintain the models or investment strategies agreed upon between Sub-Advisor and Mainstreet. Sub-Advisors execute all trades on behalf of Mainstreet in Client accounts. Mainstreet will be responsible for the overall direct relationship with the Client. Mainstreet retains the authority to terminate the Sub-Advisor relationship at Mainstreet's discretion.

In addition to the authority granted to Mainstreet, Clients will grant Mainstreet full discretionary authority and authorizes Mainstreet to select and appoint one or more independent investment advisors ("Advisors") to provide investment advisory services to Client without prior consultation with or the prior consent of Client. Such Advisors shall have all of the same authority relating to the management of Client's investment accounts as is granted to Mainstreet in the Agreement. In addition, at Mainstreet's discretion, Mainstreet may grant such Advisors full authority to further delegate such discretionary investment authority to additional Advisors.

This practice represents a conflict of interest as Mainstreet may select Sub-Advisors who charge a lower fee for their services than other Sub-Advisors. This conflict is mitigated by disclosures, procedures, and by the fact that Mainstreet has a fiduciary duty to place the best interest of the Client first and will adhere to their code of ethics.

Mainstreet utilizes the services of OPS as described in Items 4 and 5 above. Fees for these services will be based on a percentage of assets under management not to exceed any limit imposed by any regulatory agency. The final fee schedule will be attached to Exhibit D in Mainstreet's Investment Advisory Agreement.

---

**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.<sup>1</sup> ("Schwab"), a FINRA<sup>2</sup> registered broker-dealer and SIPC<sup>3</sup> member, to maintain custody of Clients' assets and to effect 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.

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.

---

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

<sup>2</sup> 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/>.

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

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*  
Mainstreet does not allow directed brokerage accounts.
- *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 effected, 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.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, Mainstreet suggests updating at least annually.

---

**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.

---

**Advisory Firm Payments for Client Referrals**

Mainstreet does not compensate for Client referrals.

---

**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 client's 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:**

1001 Boardwalk Springs Place  
Suite 111  
O’Fallon, MO 63368

Tel: 636-800-9001

Fax: 636-723-7031

steve@mainstreet-ria.com

**Website:**

[mainstreet-ria.com](http://mainstreet-ria.com)

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](http://www.adviserinfo.sec.gov).

**MAY 11, 2021**

## **Brochure Supplement (Part 2B of Form ADV)**

### **Supervised Person Brochure**

---

#### **Principal Executive 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:**

- 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 - Present
  - 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 has a financial affiliated business as an independent insurance agent. Less than 5% of his time is spent on this activity. He will offer clients services from this activity. As an insurance agent, he may receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing. See Item 10 for more details.

---

**Item 5 - Additional Compensation**

Steve Oldham receives commissions on the insurance he sells and the fees as an investment advisor representative with Capital Management Services. He 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](mailto:nick@mainstreet-ria.com) or 636-699-8657.

Item 1 Cover Page

**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

Richard Lee Counts, AIF®

**Mainstreet RIA LLC**

**Office Address:**

1001 Boardwalk Springs Place  
Suite 111  
O'Fallon, MO 63368

Tel: 636-800-9001

Fax: 636-723-7031

[richard@mainstreet-ria.com](mailto:richard@mainstreet-ria.com)

**Website:**

[mainstreet-ria.com](http://mainstreet-ria.com)

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](http://www.adviserinfo.sec.gov).

**MAY 11, 2021**

## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

---

#### Principal Executive Officer – Richard Counts, AIF®

- Year of birth: 1970
- 

#### Item 2 - Educational Background and Business Experience

##### Educational Background:

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

##### Business Experience:

- 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.
- 

#### 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, which is a real estate holding company. Less than 5% of his time is spent on this activity. This is not a conflict of interest as there will not be any client involvement.

---

**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](mailto:nick@mainstreet-ria.com) or 636-699-8657.

Item 1 Cover Page

**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B

Nicholas S. Oldham, CFP®, CRPS®

**Mainstreet RIA LLC**

**Office Address:**

1001 Boardwalk Springs Place  
Suite 111  
O'Fallon, MO 63368

Tel: 636-800-9001

Fax: 636-723-7031

nick@mainstreet-ria.com

**Website:**

[mainstreet-ria.com](http://mainstreet-ria.com)

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](http://www.adviserinfo.sec.gov).

**MAY 11, 2021**



## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

---

**Nicholas “Nick” Oldham, CFP®, CRPS®**

- 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; 01/2018-Present
- 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.

---

### **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.

---

**Item 4 - Other Business Activities**

Nick Oldham has a financial affiliated business as an independent insurance agent. Less than 5% of his time is spent on this activity. He will offer clients services from this activity. As an insurance agent, he may receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing. See Item 10 for more details.

---

**Item 5 - Additional Compensation**

Nick Oldham receives commissions on the insurance he sells and the fees as an investment advisor representative with Capital Management Services. He 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](mailto:nick@mainstreet-ria.com) or 636-699-8657.