

Registered as: **The Main Street Group, LTD**



The Main Street Group
Independent Wealth Manager

Form ADV Part 2A – Disclosure Brochure

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This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of The Main Street Group, LTD (or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact us at (804) 270-4470 or by email info@themainstreetgroup.com. The Main Street Group is a registered investment advisor located in the Commonwealth of Virginia. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about The Main Street Group to assist you in determining whether to retain the Advisor. Additional information about The Main Street Group and its advisory persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 175502.

Item 2 – Material Changes

Form ADV Part 2 is divided into two parts: Part 2A (the “Disclosure Brochure”) and Part 2B (the “Brochure Supplement”). The Disclosure Brochure provides information about a variety of topics relating to the Advisor’s business practices and conflicts of interest. The Brochure Supplement provides information about the advisory personnel of The Main Street Group, LTD.

We typically deliver our updated Form ADV Part 2A and Privacy Policy annually via electronic delivery.

- Effective 12/31/2025, The Main Street Group, LTD., no longer offers securities through Kestra Financial, Inc. This change does not alter the advisory services we provide to clients and it eliminates a previously disclosed conflict of interest.
- All references to Kestra Financial, Inc. (Broker-Dealer) have been removed from this brochure.

Future Changes

From time to time, we will amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually if a material change occurs. At any time, you may view the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 175502. You may also request a copy of this Disclosure Brochure at any time, by contacting us at 804-270-4470 or by email at info@themainstreetgroup.com.

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Item 4 – Advisory Services

A. Firm Information

The Main Street Group was formed as a corporation in 2005. In 2015, The Main Street Group was registered as an investment adviser with multiple state regulatory authorities. In 2018, the firm registered with the Securities and Exchange Commission (SEC).

- Charles Schwab & Co., Inc. (“Schwab”) serves as the qualified custodian for advisory assets.

Advisor representatives are restricted to providing services and charging fees based in accordance with the descriptions detailed in this document and the account agreement. However, the exact service and fees charged to a particular client are dependent upon the representative that is working with the client. Advisors are instructed to consider the individual needs of each client when recommending an advisory platform. Investment strategies and recommendations are tailored to the individual needs of each client.

B. Management Team

Tom Love, Managing Member, President & Chief Executive Officer

Tom began his wealth management career in 2007 with Ameriprise Financial. He came to The Main Street Group in order to provide more objective advice to his clients. He has a passion for investing and enjoys sharing that passion with his clients. Tom is a CERTIFIED FINANCIAL PLANNER™, Chartered Retirement Planning Counselor™, and Chartered Retirement Plans Specialist™. Tom uses Charles Schwab & Co., Inc. to custody assets. A SmartVestor Pro, Tom serves the Dave Ramsey community. He has helped to teach over twenty Financial Peace University classes. Tom and Emily love to volunteer with several local churches and ministries, with more details on The Main Street Group website. Tom and Emily are the loving parents of Emma, Lydia and Timmy.

Chelsea Delgado, Chief Operating Officer & Chief Compliance Officer

Chelsea Delgado has over 11 years of experience at The Main Street Group. She currently serves as Chief Operating Officer and Chief Compliance Officer. She is dedicated to providing exceptional administrative support to clients and advisors while fostering a culture of collaboration and excellence. Chelsea’s leadership focuses on integrity and transparency, guiding her team through the complexities of compliance. She holds a Virginia Life Insurance and Annuity License.

C. Advisory Services Offered

The Main Street Group provides fee-based investment advisory services for compensation primarily to individual clients and high-net worth individuals based on the individual goals, objectives, time horizon, and risk tolerance of each client. Portfolio management services include, but are not limited to, the following:

Investment Strategy	Personal Investment Policy
Asset Allocation	Asset Selection
Risk Tolerance	Regular Portfolio Monitoring

Asset Management Services

The Main Street Group provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management

and related advisory services.

The Main Street Group works closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. The Main Street Group will then construct a portfolio, consisting of low-cost, diversified mutual funds and/or exchange-traded funds (“ETFs”) as well as equities to achieve the client’s investment goals. The Advisor may also utilize individual stocks, bonds or options contracts to meet the needs of its Clients.

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

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

If the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with this investment adviser, then the client has the right to terminate the contract without penalty within five business days after entering into the contract. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract, or, in the case of an oral contract, otherwise signified their acceptance, any other provisions of this contract notwithstanding.

- Under certain circumstances, The Main Street Group may be considered to have custody of Client’s funds or securities. Please see Item 15 for more information.

Automated Investment Platform

The Main Street Group offers portfolio management services through **Institutional Intelligent Portfolios™**, an automated, online investment management platform for use by independent investment advisers and sponsored by **Schwab Wealth Investment Advisory, Inc. (“SWIA”)** (the “Program”). Through the Program, we offer clients a range of investment strategies that we have constructed and manage, each consisting of a portfolio of exchange-traded funds (“ETFs”) and a cash allocation. Clients may instruct us to exclude up to three ETFs from their portfolio.

Client assets in the Program are held in brokerage accounts opened by the client at Charles Schwab & Co., Inc. (“CS&Co”), which serves as the qualified custodian.

We are independent of and not owned by, affiliated with, or sponsored or supervised by **SWIA, CS&Co**, or their affiliates (together, “Schwab”). **The Main Street Group (not Schwab)** is the client’s investment adviser and primary point of contact with respect to the Program.

The Main Street Group (not Schwab) is solely responsible for determining the appropriateness of the Program, selecting a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. **SWIA’s role is limited** to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure. We have contracted with Schwab Wealth Investment Advisory, Inc. (“SWIA”) to provide the technology platform and related trading and account management services for the Program. The platform includes an automated system that assists us in gathering client information, recommending an appropriate investment strategy and portfolio, and managing portfolios on an ongoing basis.

Clients complete an online questionnaire to help determine investment objectives and risk tolerance. While clients may express a preference for a portfolio that is more or less conservative or aggressive than the initial recommendation, The Main Street Group retains final authority over portfolio selection based on all relevant client information.

The system also supports ongoing portfolio management, including automatic rebalancing and tax-loss harvesting, where applicable and elected.

Retirement Plan Rollovers

An employee generally has four (4) options for their retirement plan when they leave an employer:

1. Leave the money in his/her former employer’s plan, if permitted
2. Rollover the assets to his/her new employer’s plan if one is available and permitted
3. Rollover to an Individual Retirement Account (IRA), or
4. Cash out the account value, which has significant tax considerations

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

- Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
- Employer retirement plans generally have a more limited investment menu than IRAs.
- Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
- Your current plan may have lower fees than our fees.

If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because Investment Advisor Representatives have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation,

contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of each. An employee will typically be investing only in mutual funds, you should understand the cost structure of the share classes, available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA. Clients should understand the various products and services they might take advantage of at an IRA provider and the potential costs of those products and services.

- Our strategy may have higher risk than the option(s) provided to you in your plan.
- Your current plan may also offer financial advice.
- If you keep your assets titled in a 401k or retirement account, participants could potentially delay their required minimum distribution beyond age.
- A 401(k) may offer more liability protection than a rollover IRA; each state may vary.
- Participants may be able to take out a loan on your 401k, but not from an IRA.
- IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
- If company stock is owned in a plan, participants may be able to liquidate those shares at a lower capital gains tax rate.
- Plans may allow Advisor to be hired as the manager and keep the assets titled in the plan name.

Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.

It is important to understand the differences between these types of accounts and to decide whether a rollover is the best option. Prior to proceeding, if you have questions contact your Investment Adviser Representative, or call our main number as listed on the cover page of this brochure.

When The Main Street Group provides investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);

- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

The Main Street Group also provides educational services to retirement plan participants with assets that could potentially be rolled-over to an IRA advisory account. Education is based on a particular Client's financial circumstances and best interests. Again, Advisor has an incentive to recommend such a rollover based on the compensation received, which is mitigated by the fiduciary duty to act in a Client's best interest and acting accordingly.

Financial Planning Services

As part of our financial planning services, The Main Street Group, through its investment advisor representatives, may provide personal financial planning tailored to the individual needs of the client. A particular client's financial plan will include the relevant types of planning specific to their needs and objectives such as:

- **Retirement** – Planning an investment strategy and reviewing current plans, including 401K plans, to provide inflation-adjusted income for life.
- **College / Education** – Planning to pay the future college / education expenses of a child or grandchild.
- **Major Purchase** – Evaluating the pros and cons of home ownership verses renting, as well as buying leasing or purchasing a car, for example.
- **Divorce** – Planning for the financial impact of divorce such as change in income, retirement benefits and tax considerations. Providing alternatives to collaborative divorce attorneys to reapportion joint assets
- **Insurance Needs** – Planning for the financial needs of survivors to satisfy such financial obligations as housing, dependent childcare, spousal arrangements and education.
- **Final Expenses** – Planning to leave assets to cover final expenses such as funeral, debts and potential business continuity. Assisting executors and trustees with the probate and estate settlement process.
- **Estate Planning** – Focusing on the most efficient and tax friendly option to pass on an estate to a spouse, other family members or a charity.
- **Cash Flow/ Budget Planning** – Managing expenses against current and projected income.
- **Wealth Accumulation** – Planning to build wealth within a portfolio that takes into consideration risk tolerance and time horizon.
- **Business Succession** – Planning for the continuation of a business in as smooth a transition as possible with the use of buy-sell agreements, key-person insurance, engaging independent legal counsel as needed.
- **Tax Planning** – Planning a tax-efficient investment portfolio to maximize deductions and offsetting losses.
- **Investment Planning** – Planning an investment strategy consistent with particular objectives, time horizons and risk tolerances.

- **Age Wave Planning** – Assisting with the design of long-term care plans, providing an educational resource for caregivers and assisting with downsizing, senior living arrangements, LTC insurance claims and other age-appropriate planning.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide for our firm. You should also be aware that our financial plans may contain certain assumptions with respect to interest and inflation rates, along with past trends and performance of the market and economy. Past performance is in no way an indication of future performance. You must promptly notify our firm if your financial situation, goals, objectives, or needs change. The services consider information collected from the client such as financial status, investment objectives and tax status, among other data. Financial planning services are based on information provided by the client and on assumptions believed to be reasonable at the time the plan is prepared. The Advisor does not guarantee the accuracy of projections or the achievement of any particular financial outcome. Fees for such services are negotiable and detailed in the client agreement.

The financial plan may include generic recommendations as to general types of investment products or specific securities which may be appropriate for the Client to purchase given his/her financial situation and objectives.

The Client is under no obligation to act upon the investment adviser's recommendation or purchase such securities through The Main Street Group and the IAR. However, if the Client desires to purchase securities or advisory services in order to implement his/her financial plan, The Main Street Group may make a variety of products and services available through its IARs. This may result in the payment of advisory fees to The Main Street Group. Certain investment adviser representatives may also receive insurance-related commissions in their separate capacity as licensed insurance agents, as disclosed elsewhere in this brochure

The Main Street Group may refer Clients to an accountant, attorney or other specialists, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may or may not provide a written summary. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

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

Hourly Consulting Services

The Main Street Group, through its investment advisor representatives, may provide consulting services including, as selected by the client in the consulting agreement, advice regarding tax planning, investment planning, retirement planning, estate planning, cash flow/budget planning, business planning, education planning, and personal financial planning. The services take into account information collected from the client such as financial status, investment objectives and tax status, among other data. The investment advisor representatives may or may not deliver to the client a written analysis or report as part of the services. The investment advisor

representatives tailor the hourly consulting services to the individual needs of the client based on the investment objective chosen by the client. The engagement terminates upon final consultation with the client. Fees for such services are negotiable and detailed in the client agreement.

Retirement Plan Consulting

Investment advisor representatives of The Main Street Group may assist clients who are trustees or other fiduciaries to retirement plans (“Plans”) by providing fee-based consulting and/or advisory services. Investment advisor representatives may perform one or more of the following services, as selected by the client in the client agreement:

- Assisting in the preparation or review of an investment policy statement (“IPS”) for the Plan based upon consultation with client to ascertain Plan’s investment objectives and constraints.
- Acting as a liaison between the Plan and service providers, product sponsors or vendors.
- Monitoring of investment manager(s) or investments in relation to the criteria specified in the Plan’s IPS or other written guidelines provided by the client to IAR.
- Preparing reports describing the performance of Plan investment manager(s) or investments, as well as comparing the performance to benchmarks.
- Recommending, for consideration and selection by client, specific investments to be held by the Plan or, in the case of a participant-directed defined contribution plan, to be made available as investment options under the Plan.
- Educating or training the members of the Plan investment committee with regard to various matters, including plan features, retirement readiness matters, service on the committee, and fiduciary responsibilities.
- Assisting in enrolling Plan participants in the Plan, including conducting an agreed upon number of enrollment meetings. As part of such meetings, IARs may provide participants with information about the Plan, which may include information on the benefits of Plan participation, the benefits of increasing Plan contributions, the impact of pre- retirement withdrawals on retirement income, the terms of the Plan and the operation of the Plan.

If the Plan makes available publicly traded employer stock (“company stock”) as an investment option under the Plan, investment advisor representatives do not provide investment advice regarding company stock and are not responsible for the decision to offer company stock as an investment option. In addition, if participants in the Plan may invest the assets in their accounts through individual brokerage accounts, a mutual fund window, or other similar arrangement, or may obtain participant loans, investment advisor representatives do not provide any individualized advice or recommendations to the participants regarding these decisions. Furthermore, investment advisor representatives do not provide individualized investment advice to Plan participants regarding their Plan assets.

D. Client Account Management

Prior to engaging The Main Street Group to provide investment advisory services, each Client is required to enter into an agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – The Main Street Group, in connection with the Client, may establish a strategy that seeks to achieve the Client’s goals and destinations. The strategy is designed to address the Client’s personal goals, investment goals, and both long-term and short-term objectives.
- Asset Allocation – The Main Street Group will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and risk tolerance of risk for each Client.
- Portfolio Construction – The Main Street Group will develop a portfolio intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – The Main Street Group will provide investment management and ongoing oversight of the Client’s relationship’s investment portfolio.

E. Wrap Fee Programs

Certain accounts include the trading costs along with the asset management fees. Combining these costs into a single fee is considered a “Wrap Fee Program”. The Main Street Group does not sponsor or serve as portfolio manager for a wrap fee account. However, the Advisor may cover limited ticket charges on certain accounts. In such instances the advisory fee is unaffected.

F. Assets Under Management

Assets under management are updated at least annually within 90 days of the December 31st fiscal year-end.

Assets Under Management (01/09/2026)	
Discretionary	\$515,285,051.03
Non-discretionary	\$0.00
Total	\$515,285,051.03

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

G. Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by the client, The Main Street Group will generally provide financial planning and related consulting services regarding non-investment-related matters, such as tax and estate planning, insurance, etc. The Main Street Group will generally provide such consulting services per the terms and conditions of a separate fee and agreement, exclusive of its advisory fee set forth at Item 5 below. (Exceptions do occur, generally based upon assets under management and/or the representative providing the services.)

Please Note: The Main Street Group does not serve as an attorney, accountant, or insurance agent, and no portion of our services should be construed as such. Accordingly, The Main Street Group does not prepare legal documents, prepare tax returns, or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purposes (e.g., attorneys, accountants, insurance agents, etc.). Some representatives of The Main Street Group may provide certain services in their separate and individual licensed capacities. The client is under no obligation to engage the services of any recommended professional. The client retains absolute discretion over all such implementation decisions and is

free to accept or reject any recommendation from The Main Street Group and/or its representatives.

Please Also Note: If the client engages any recommended unaffiliated professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and **not** The Main Street Group, shall be responsible for the quality and competency of the services provided.

Please Further Note-Conflict of Interest: The recommendation by a Main Street Group representative that a client purchase an insurance product from a representative of The Main Street Group in his or her separate individual capacity as a licensed insurance agent presents a conflict of interest. The receipt of insurance commissions may provide an incentive to recommend insurance products based on the compensation to be received, rather than on a client's particular needs. No client is under any obligation to purchase any insurance products from a representative of The Main Street Group. Clients are reminded that they may obtain insurance products recommended by a representative of The Main Street Group through other, non-affiliated insurance agents or providers.

Custodian Charges-Additional Fees: As discussed at item 12 below, when requested to recommend a custodian for client accounts, The Main Street Group generally recommends Charles Schwab, & Co., Inc. To serve as the custodian for client investment management assets. Schwab may charge fees for certain services, including transaction processing, mutual fund fees, and mark-ups or mark-downs on fixed income transactions. The types of fees and the amounts charged can vary depending on the specific product or service.

The custodian fees are separate from and in addition to the advisory fees disclosed in item 5. The Main Street Group does not receive a portion of these custodian fees.

The Chief Compliance Officer, Chelsea Delgado, is available to answer any questions that a client or prospective client have regarding fees.

Please Note-Use of Mutual and Exchange Traded Funds: Most mutual funds and exchange traded funds are available directly to the public. Thus, a prospective client can obtain many of the funds that may be utilized by The Main Street Group independent of engaging The Main Street Group as an investment advisor. However, if a prospective client determines to do so, he/she will not receive The Main Street Group's initial and ongoing investment advisory services.

Please Also Note: In addition to The Main Street Group's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and Exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

Please Note: Use of Leverage Funds. Advisers of The Main Street Group can utilize **Leveraged** mutual funds and/or exchange traded funds. These funds use **leverage** to increase their returns, seeking to deliver multiples of the index or benchmark they track. **Leverage** seeks to magnify investment returns, shortening the time it takes to achieve a desired return. **However, leverage can also magnify investment losses.** There can be **no assurance** that a leveraged strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct the Registrant, in writing, not to employ any or all such strategies for their accounts.

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

Please Note: The investment management fee charged by the Independent Manager is separate from, and in addition to, The Main Street Group's advisory fee as set forth in the fee schedule at Item 5 below.

Please Note: Cash Positions. The Main Street Group treats cash as an asset class. As such, unless determined to the contrary, all cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating the advisory fee. At any specific point in time upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur) The Main Street Group, may maintain cash positions for defensive purposes. Assets maintained in cash amounts could miss market advances. Depending upon current yields, fees can exceed interest earned.

Please Note: Social Responsible Investing. Socially responsible investing involves the incorporation of Environmental, Social and Governance considerations into the investment due diligence process ("ESG"). There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must be willing to accept this possible limitations. Correspondingly, the number of ESG mutual funds and exchange traded funds are few when compared to those that do not maintain such a mandate. As with any type of investment there can be no assurance that investment in ESG securities will be profitable.

Please Note: Scope of Services to be Provided. The scope of investment advisory, financial planning and consulting services to be provided and the corresponding fees to be charged depends upon the terms of the engagement, the specific requests and needs of the client and the individual professional providing the services.

Portfolio Activity. The Main Street Group has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, The Main Street Group will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, market conditions, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when The Main Street Group determines that changes to a client's portfolio are neither necessary nor prudent. Clients are still subject to the fees described in Item 5 below, even during periods of account inactivity. Of course, as indicated below, there can be no assurance that investment decisions made by The Main Street Group will be profitable or equal any specific performance level(s).

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

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

Artificial Intelligence. Artificial Intelligence (AI) refers to the simulation of human intelligence in machines designed to think and learn like humans. AI encompasses a range of technologies that enable systems to perform tasks such as recognizing speech, making decisions, and understanding complex ideas. AI tools can be used to enhance services, improve operational efficiency, and deliver overall better outcomes. By integrating AI, we aim to stay at the forefront of technological innovation while maintaining a strong commitment to ethical practices and data privacy. Advisor can use AI for real-time note-taking to enhance accuracy, efficiency, and productivity. AI transcribes spoken content, generates summaries, and identifies key takeaways. Participants are informed of AI usage and have the right to opt out of AI-generated note-taking. Should a client have any questions or concerns, please contact us at our email address, phone number, or through our website. AI can also be used to analyze large volumes of data and identifying patterns to help us develop preliminary concepts, streamline research processes, and enhance decision making. The use of AI is supervised and managed by a human.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into a written agreement with the Advisor.

A. Fees for Advisory Services

Asset Management

The asset management fee to be paid will depend upon the amount of assets placed under management per the fee schedule attached to the Investment Advisory Agreement between Main Street and the client. Generally, the more assets, the lower the percentage fee. The Investment Advisory Agreement shall set forth the terms and conditions of the engagement.

Fee Dispersion. The Main Street Group and its representative, in their discretion, may charge a lesser investment advisory fee, charge a flat fee, waive its fee entirely, or charge fees on a different interval, based upon certain criteria (i.e. the professional providing the services, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, complexity of the engagement, historical relationship, anticipated services to be rendered, grandfathered fee schedules, employees and family members, courtesy accounts, competition, negotiations with the client, etc.).

Mutual Fund Share Class Disclosure (12b-1 Fees)

Some mutual funds available for client accounts may include 12b-1 fees as part of the fund's internal expenses,

which are disclosed in the fund's prospectus and are paid by the mutual fund company, not by the client directly. The Main Street Group does not receive 12b-1 fees. To the extent any 12b-1 fees are credited to the Advisor by a custodian or fund sponsor, such amounts are fully rebated to the client's account. When selecting mutual funds for client accounts, the Advisor seeks to utilize lower-cost share classes available to clients, consistent with the client's investment objectives, account size, and custodial availability. Clients should understand that internal mutual fund expenses, including any 12b-1 fees, are separate from and in addition to the advisory fees charged by the Advisor.

Automated Investment Platform

Clients do not pay fees directly, but clients are charged a fee for services which are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees as part of the Program. Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure.

The Main Street Group does not pay SWIA fees for its services in the Program so long as we maintain \$100 million in client assets in CS&Co accounts that are not enrolled in the Program. If The Main Street Group does not meet this condition, then we pay SWIA an annual fee of 0.10% (10 basis points) on the value of our clients' asset in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with CS&Co.

Financial Planning Services

Fees for financial planning are charged on an hourly or fixed fee basis. The fee will be based on the type of services to be provided, investment experience, complexity and expertise required. The maximum hourly fee to be charged any client will not exceed \$400 without extenuating circumstances and approval by the Chief Compliance Officer. Fixed fees generally range from \$500 to \$5,000. Depending on the complexity of a plan fees may exceed \$5,000.

Retirement Plan Consulting

The fee for Retirement Plan Consulting will not exceed 2% of plan assets under management. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. The fee-paying arrangement for Retirement Plan Consulting will be outlined in a separate agreement and generally based on the percentage of assets under management at the end of the previous quarter end, billed in advance.

Please Note: Conflict of Interest. The Main Street Group generally shall compensate its representatives based upon the revenues derived from accounts that they service. The representative generally maintains the authority to determine the fees that it will charge. Thus, a conflict of interest is presented because the higher the advisory fees, the greater the compensation.

Please Also Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

B. Fee Billing

Investment Management Services

Investment advisory fees are calculated by the Advisor or its delegate and deducted from the Client's account[s] at the Custodian.

- $90 \text{ days} \times [\text{Average Daily Value} \times \text{Advisory Fee}] / 360 = \text{QUARTERLY arrears billing}$

- $30 \text{ days} \times [\text{Average Daily Value} \times \text{Advisory Fee}] / 360 = \text{MONTHLY arrears billing}$

The investment advisory fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. All securities held in accounts managed by The Main Street Group will be independently valued by the designated Custodian. The Main Street Group will not have the authority or responsibility to value portfolio securities.

- An independent custodian sends statements to clients at least quarterly showing the market values for each security included in the Assets and all disbursements in an account including the amount of the advisory fees paid to The Main Street Group. Clients provide authorization permitting The Main Street Group to be directly paid by these terms.
- The independent custodian is responsible for calculating and deducting advisory fees from client accounts. Client will provide the independent custodian with written authorization to deduct fees and pay the advisory fees to The Main Street Group. The advisory fee is paid directly by the independent custodian to The Main Street Group (not the individual). The Main Street Group will then share the advisory fee with its advisors/associated persons.

Financial Planning Services

Fees are generally charged 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

C. Other Fees and Expenses

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm through which the trades are placed. Also, clients will pay the following separately incurred expenses, of which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

The Main Street Group and investment adviser representatives have an incentive to recommend investment products based on the compensation received, rather than on client's needs. The Main Street Group and investment adviser representatives also have a fiduciary duty to act in the best interest of clients. In addition, all fees paid to The Main Street Group for investment advisory services or part of The Main Street Group Wrap Fee Program are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses generally will be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of The Main Street Group, but would not receive the services provided by The Main Street Group which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by The Main Street Group to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

D. Advance Payment of Fees and Termination

Investment Management Services

The Main Street Group is compensated for its services at the end of the quarter or month before or after investment advisory services are rendered as indicated on the Asset Management Agreement. Either party may terminate the investment advisory agreement by providing advance written notice to the other party. The Client may terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior approval.

Financial Planning Services

The Main Street Group requires an advance deposit as described above. Either party may terminate the financial planning agreement by providing advance written notice to the other party. The Client may terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be billed for actual hours logged on the planning project times the contractual hourly rate or in the case of a fixed fee engage, the percentage of the engagement scope completed by The Main Street Group. The Main Street Group will refund any unearned, prepaid planning fees from the effective date of termination. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior approval.

F. Compensation for Sales of Insurance Products

Insurance planning is an integral component of financial planning and is designed to help clients identify and manage risks related to events such as illness, disability, death, or property loss. Insurance products may be used as part of a broader financial plan to help address these risks, depending on a client's individual circumstances and objectives.

Certain investment adviser representatives of The Main Street Group are also licensed as independent insurance agents. When acting in their separate capacity as insurance agents, these representatives receive commission-based compensation for the sale of insurance products. Insurance commissions are separate from and in addition to the advisory fees paid to The Main Street Group, and this compensation arrangement presents a conflict of interest because it creates an incentive to recommend insurance products.

Life insurance and annuity recommendations involve inherent conflicts of interest when made by investment adviser representatives acting as insurance agents, because such representatives receive commission-based compensation. These products may involve higher costs, liquidity limitations, and contractual restrictions relative to traditional investment vehicles.

Clients are under no obligation to purchase insurance products through The Main Street Group or through any of its investment adviser representatives acting in their separate capacity as insurance agents. Clients are free to purchase insurance products through any insurance agent or broker of their choosing.

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

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. The Main Street Group does not charge performance-based fees.

The Main Street Group does not participate in side-by-side management, where an advisor manages accounts that are both charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or fixed fee or an asset-based fee.

Item 7 – Types of Clients

The advisory services offered by The Main Street Group are available for individuals, individual retirement accounts (“IRAs”), banks and thrift institutions, pension and profit sharing plans, including plans subject to Employee Retirement Income Security Act of 1974 (“ERISA”), trusts, estates, charitable organizations, state and municipal government entities, corporations and other business entities. However, the firm generally provides investment advice to individuals and high net worth individuals. The firm is currently not working with other types of clients or pursuing them as prospects but would not turn away any opportunities that may arise.

Fee Dispersion. The Main Street Group (in conjunction with its representatives), can (at its discretion) charge a lesser or higher investment advisory fee, charge a flat fee, or waive its fee entirely based upon certain criteria (i.e. the representative providing the services, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, scope of the services to be provided, complexity of the engagement, grandfathered fee schedules, The Main Street Group’s employees and family members, courtesy accounts, large cash positions not intended for investment, competition, negotiations with client, etc.).

Please Note: Conflict of Interest. The Main Street Group generally shall compensate its representatives based upon the revenues derived from accounts that they service. The representative generally maintains the authority to determine the fee percentage.

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

A. Methods of Analysis

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio consisting of individual stocks or bonds, exchange traded funds (“ETFs”), options, mutual funds and other public and private securities or investments. The client’s individual investment strategy is tailored to his/her specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client’s circumstances. Once the appropriate portfolio has been determined, it is subject to review and rebalancing based upon the client’s individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

The firm uses a combination of multiple forms of analysis in order to formulate investment advice when managing

assets. Depending on the analysis, the firm will implement a long- or short-term trading strategy based on the particular objectives and risk tolerance the client.

- **Fundamental Analysis** involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. 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** involves the analysis of past market data, primarily price and volume. 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.
- **Cyclical Analysis** involves the analysis of business cycles to find favorable conditions for buying and/or selling a security. Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.
- **Charting Analysis** involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which are used to predict future price movements based on price patterns and trends.
- **Long-Term Purchases** are securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- **Short-Term Purchases** are securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- **Options Trading/Writing** is a securities transaction that involves buying or selling (writing) an option. If you write an option and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price regardless of the market value. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value. Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

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

B. Risk of Loss

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

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. The firms' methods of analysis and investment strategies do not represent any significant or unusual risks however all strategies have inherent risks and performance limitations. A comprehensive list of risks to consider include:

- **Market Risk** – the risk that the value of securities may go up or down, sometimes rapidly or unpredictably, due to factors affecting securities markets generally, or particular industries.
- **Interest Rate Risk** – the risk that fixed income securities will decline in value because of an increase in interest rates; a bond or a fixed income fund with a longer duration will be more sensitive to changes in interest rates than a bond or bond fund with a shorter duration.
- **Credit Risk** – the risk that an investor could lose money if the issuer or guarantor of a fixed income security is unable or unwilling to meet its financial obligations.
- **Business Risk** – the measure of risk associated with a particular security. It is also known as unsystematic risk and refers to the risk associated with a specific issuer of a security. Generally speaking, all businesses in the same industry have similar types of business risk. More specifically, business risk refers to the possibility that the issuer of a particular company stock or a bond may go bankrupt or be unable to pay the interest or principal in the case of bonds.
- **Taxability Risk** – the risk that a security that was issued with tax-exempt status could potentially lose that status prior to maturity. Since municipal bonds carry a lower interest rate than fully taxable bonds, the bond holders would end up with a lower after-tax yield than originally planned.

- **Call Risk** – the risk specific to bond issues and refers to the possibility that a debt security will be called prior to maturity. Call risk usually goes hand in hand with reinvestment risk because the bondholder must find an investment that provides the same level of income for equal risk. Call risk is most prevalent when interest rates are falling, as companies trying to save money will usually redeem bond issues with higher coupons and replace them on the bond market with issues with lower interest rates.
- **Inflationary Risk** – the risk that future inflation will cause the purchasing power of cash flow from an investment to decline.
- **Liquidity Risk** – the possibility that an investor may not be able to buy or sell an investment as and when desired or in sufficient quantities because opportunities are limited.
- **Reinvestment Risk** – the risk that falling interest rates will lead to a decline in cash flow from an investment when its principal and interest payments are reinvested at lower rates.
- **Social/Political** – the possibility of nationalization, unfavorable government action or social changes resulting in a loss of value.
- **Legislative Risk** – the risk of a legislative ruling resulting in adverse consequences.
- **Currency/Exchange Rate Risk** – the risk of a change in the price of one currency against another.
- **Artificial Intelligence** – Advisor utilizes Artificial Intelligence (AI) and/or Machine Learning (ML) technologies in certain aspects of its advisory services. While these technologies aim to enhance efficiency, accuracy, and investment outcomes, their use introduces specific risks that clients should consider. The use of AI in decision-making can result in overreliance on technology, potentially reducing human oversight. Unexpected system malfunctions, algorithmic errors, or misinterpretations of AI-generated insights could adversely affect investment outcomes. Advisor requires human oversight of AI tools. Clients are encouraged to discuss any concerns about AI-related risks.

There are different types of investments that involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific performance level(s). Past performance is not indicative of future results.

Types of Investments (Examples, not limitations)

- **Mutual Funds** – a pool of funds collected from many investors for the purpose of investing in securities such as stocks, bonds, money market instruments and similar assets.
 - **Open-End Mutual Funds** – a type of mutual fund that does not have restrictions on the amount of shares the fund will issue and will buy back shares when investors wish to sell. Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

- **Closed-End Mutual Funds** – a type of mutual fund that raises a fixed amount of capital through an initial public offering (IPO). The fund is then structured, listed and traded like a stock on a stock exchange. Clients should be aware that closed-end funds available within the program are not readily marketable. In an effort to provide investor liquidity, the funds may offer to repurchase a certain percentage of shares at net asset value on a periodic basis. Thus, clients may be unable to liquidate all or a portion of their shares in these types of funds.
- **Alternative Strategy Mutual Funds** – Certain mutual funds available in the program invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund’s concentration in the real estate industry.
- **Unit Investment Trust (UIT)** – An investment company that offers a fixed, unmanaged portfolio, generally of stocks and bonds, as redeemable "units" to investors for a specific period of time. It is designed to provide capital appreciation and/or dividend income. UITs can be resold in the secondary market. A UIT may be either a regulated investment corporation (RIC) or a grantor trust. The former is a corporation in which the investors are joint owners; the latter grants investors proportional ownership in the UIT's underlying securities.
- **Equity** – investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environment.
- **Exchange Traded Funds (ETFs)** – an ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.
- **Exchange-Traded Notes (ETNs)** – An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets, for example, commodity futures, foreign currency and equities. ETNs are similar to ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. However, an ETN is not a mutual fund and does not have a net asset value; the ETN trades at the prevailing market price.

Some of the more common risks of an ETN are as follows. The repayment of the principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay. In addition, the trading price of the ETN in the secondary market may be adversely impacted if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and may therefore carry specific risks.

- **Fixed Income** – Fixed investments generally pay a return on a fixed schedule, though the amount of the payments can vary. They can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities. Individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer- term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risks described below.
- **Options** – Certain types of option trading are permitted in order to generate income or hedge a security held in the program account; namely, the selling (writing) of covered call options or the purchasing of put options on a security held in the program account. Client should be aware that the use of options involves additional risks. The risks of covered call writing include the potential for the market to rise sharply. In such case, the security may be called away and the program account will no longer hold the security. The risk of buying long puts is limited to the loss of the premium paid for the purchase of the put if the option is not exercised or otherwise sold by the program account.
- **Options Trading/Writing** – is a securities transaction that involves buying or selling (writing) an option. If you write an option and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at that time. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value. Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.
- **Structured Products** – Structured products are securities derived from another asset, such as a security or a basket of securities, an index, a commodity, a debt issuance, or a foreign currency. Structured products frequently limit the upside participation in the reference asset. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. The creditworthiness of the

issuer does not affect or enhance the likely performance of the investment other than the ability of the issuer to meet its obligations. Any payments due at maturity are dependent on the issuer's ability to pay. In addition, the trading price of the security in the secondary market, if there is one, may be adversely impacted if the issuer's credit rating is downgraded. Some structured products offer full protection of the principal invested, others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment, whether a security, zero coupon bond, or option. There may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be limited. This is true even if the product has a ticker symbol or has been approved for listing on an exchange. Tax treatment of structured products may be different from other investments held in the account (e.g., income may be taxed as ordinary income even though payment is not received until maturity). Structured CDs that are insured by the FDIC are subject to applicable FDIC limits.

- **Hedge Funds and Managed Futures** – Hedge and managed futures funds are available for purchase in the program by clients meeting certain qualification standards. Investing in these funds involves additional risks including, but not limited to, the risk of investment loss due to the use of leveraging and other speculative investment practices and the lack of liquidity and performance volatility. In addition, these funds are not required to provide periodic pricing or valuation information to investors and may involve complex tax structures and delays in distributing important tax information. Client should be aware that these funds are not liquid as there is no secondary trading market available. At the absolute discretion of the issuer of the fund, there may be certain repurchase offers made from time to time. However, there is no guarantee that client will be able to redeem the fund during the repurchase offer.
- **Annuities** – are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.
- **Variable Annuities** – If client purchases a variable annuity that is part of the program, client will receive a prospectus and should rely solely on the disclosure contained in the prospectus with respect to the terms and conditions of the variable annuity. Client should also be aware that certain riders purchased with a variable annuity may limit the investment options and the ability to manage the subaccounts.
- **Non-U.S. Securities** – present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.
- **Margin Accounts** – Client should be aware that margin borrowing involves additional risks. Margin borrowing will result in increased gain if the value of the securities in the account go up but will result in

increased losses if the value of the securities in the account goes down. The custodian, acting as the client's creditor, will have the authority to liquidate all or part of the account to repay any portion of the margin loan, even if the timing would be disadvantageous to the client. For performance illustration purposes, the margin interest charge will be treated as a withdrawal and will, therefore, not negatively impact the performance figures reflected on the quarterly advisory reports.

- **Long-Term Purchases** – are securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

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

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of an advisory firm or the integrity of a firm's management. Any such disciplinary information for the company and the company's investment advisor representatives would be provided herein and publicly accessible by selecting the Investment Advisor Search option at <http://www.adviserinfo.sec.gov>.

- There are no legal or disciplinary events to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Main Street Life, Inc. - Insurance Agency Affiliation

As noted in Item 5, Certain investment advisor representatives are also licensed as independent insurance professionals. Main Street Life, Inc. is an affiliated insurance company that is under common control.

Other Professionals

As indicated in Item 4, to the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purposes (e.g., attorneys, accountants, insurance agents, etc.). Some representatives of The Main Street Group may provide certain services in their separate individual capacities as licensed insurance agents. The client is under no obligation to engage the services of any recommended professional.

The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from The Main Street Group and/or its representatives

Please Also Note: If the client engages any recommended unaffiliated professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and **not** The Main Street Group, shall be responsible for the quality and competency of the services provided.

Please Further Note-Conflict of Interest:

The recommendation by a representative of The Main Street Group that a client purchase an insurance product from a representative of The Main Street Group in his or her separate individual capacity as a licensed insurance agent presents a conflict of interest. The receipt of insurance-related compensation may provide an incentive to recommend insurance products based on the compensation to be received, rather than on a particular client's needs. No client is under any obligation to purchase any insurance products from a representative of The Main Street Group. Clients are reminded that they may obtain any recommended insurance products through other, non-affiliated insurance agents or providers.

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

A. Code of Ethics

The Main Street Group has adopted a Code of Ethics (the “Code”) that reflects our fiduciary duty to act in the best interests of our Clients. The Code applies to all persons associated with The Main Street Group (“Supervised Persons”) and establishes standards of conduct, including the obligation to comply with applicable federal securities laws. The Code addresses, among other things, personal securities trading, insider trading (material non-public information controls), gifts and entertainment, and outside business activities. The Main Street Group and its Supervised Persons owe a duty of loyalty, fairness, and good faith to each Client. Clients may request a copy of our Code of Ethics by contacting us at **804-270-4470**, via email at **info@themainstreetgroup.com**, or by contacting the firm’s **Chief Compliance Officer (“CCO”)**.

B. Personal Trading with Material Interest

The Main Street Group permits its Supervised Persons to buy or sell securities for their personal accounts that may also be recommended to Clients, subject to the firm’s policies and procedures. The Main Street Group does not act as principal in any transactions, does not serve as a general partner of a fund, and does not advise a registered investment company. The Main Street Group does **not** have a material financial interest in securities traded in Client account.

Personal Trading in Same Securities as Clients

Supervised Persons owning or trading in the same securities that are recommended to Clients presents a potential conflict of interest. As fiduciaries, we disclose this conflict and seek to mitigate it through the adoption and enforcement of our Code of Ethics and related policies and procedures.

Supervised Persons are required to report personal securities transactions, which are reviewed by the **Chief Compliance Officer or a designated delegate**. These procedures are designed to ensure that personal trading does not disadvantage Clients and that Supervised Persons do not trade on the basis of material non-public information. The firm has also adopted written policies and procedures reasonably designed to detect and prevent the misuse of material, non-public information.

C. Personal Trading at Same Time as Client

No Supervised Person may purchase or sell securities for a personal account prior to the execution of a similar transaction for a client account, where such action would result in a conflict of interest or disadvantage to the client. These restrictions are intended to prevent Supervised Persons from benefiting from transactions placed on behalf of clients.

Item 12 – Brokerage Practices

Brokerage Practices

In the event that a client requests that The Main Street Group recommend a custodian for execution and/or custodial services, The Main Street Group generally recommends that advisory accounts be maintained at Charles Schwab & Co., Inc. (“CS&Co”). Prior to engaging The Main Street Group to provide investment management services, clients are required to enter into a written Investment Advisory Agreement with The Main Street Group, as well as a separate custodial agreement with CS&Co. Factors considered in recommending CS&Co (or any other custodian) include the custodian’s financial strength, reputation, execution capabilities, pricing, research, technology, and overall quality of service. Although fees and transaction costs paid by clients are subject to The Main Street Group’s duty to seek best execution, clients may pay higher transaction costs than would be available through another custodian where The Main Street Group determines, in good faith, that the execution and services provided are reasonable in light of the overall value received. In seeking best execution, the determinative factor is not solely the lowest cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of services provided, including execution capability, pricing, responsiveness, and available resources. Accordingly, while The Main Street Group seeks competitive rates, it may not always obtain the lowest possible transaction costs for client account transactions.

Non-Soft Dollar Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular custodian, The Main Street Group can receive from Schwab without cost (and/or at a discount) support services and/or products, certain of which assist The Main Street Group to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by The Main Street Group can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support—including client events, computer hardware and/or software and/or other products used by The Main Street Group in furtherance of its investment advisory business operations. There is no corresponding commitment made by The Main Street Group to Schwab, or any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as a result of the above arrangement.

Directed Brokerage. The Main Street Group recommends that clients utilize the custodial services provided by Schwab. The Main Street Group generally will not accept directed custody arrangements (when a client requires that account transactions be affected through a specific custodian). In such client-directed arrangements, the client will negotiate terms and arrangements for their account with that custodian, and The Main Street Group will not seek better execution services or prices from other custodians or be able to "batch" the client’s transactions for execution with orders for other accounts managed by The Main Street Group. As a result, a client may incur higher transaction costs or receive less favorable net prices on transactions for the account than would otherwise be the case.

Please Also Note: Transactions for directed accounts generally will be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be affected independently, unless the

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

Cash Sweep Program. Investment portfolios often include a cash allocation to maintain liquidity, manage risk, and provide funds for opportunistic investments. Cash allocations can serve as a buffer against market volatility and ensure that funds are readily available for future investment opportunities or withdrawals. Sweep programs automatically transfer uninvested cash from a brokerage account into a money market fund or other short-term investment vehicle at the custodian. This process is automated and occurs regularly, often at the end of each business day. While the cash is held in the sweep account, it earns interest. This ensures that even idle cash is generating some return, albeit typically lower than other investment options. By automating the movement of cash, sweep programs reduce the need for manual transfers, saving time and minimizing the risk of human error in managing cash balances. Sweep accounts provide quick access to cash for reinvestment or withdrawals, enhancing liquidity management within the portfolio. Minimizing manual cash management tasks reduces administrative burdens for both the investor and the advisor, allowing them to focus on strategic investment decisions. Sweep programs often offer lower interest rates compared to other short-term investments like high-yield savings accounts or CDs. This is due to the liquidity and convenience they provide. While convenient, the lower interest rates mean that investors can miss out on higher returns if cash is kept in the sweep account for extended periods. Advisor uses sweep programs strategically to manage cash flows within a portfolio, ensuring that cash is readily available for investment opportunities without sacrificing significant returns. Sweep accounts can also be used to facilitate regular transactions, such as automatic withdrawals for living expenses or periodic investments in other asset classes. While sweep programs offer convenience and liquidity, they require careful consideration as part of an overall investment strategy. Advisors and clients should weigh the benefits of liquidity and automation against the potential for higher returns through alternative cash management strategies.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by the Chief Compliance Officer of The Main Street Group. Formal reviews are generally conducted at least annually or more frequently by an investment advisor representative depending on the needs of the Client.

B. Causes for Reviews

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

Review Reports

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

Item 14 - Client Referrals and Other Compensation

A. Participation in Institutional Advisor Platform

Schwab Advisor Services provides The Main Street Group with access to its institutional trading and custody services, which typically are not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$100 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services related to the execution of securities transactions, custody, research, including advice, analyses and reports, and access to mutual funds and other investments otherwise generally available only to institutional investors or which would require a significantly higher minimum initial investment. For The Main Street Group client accounts maintained in its custody, Schwab generally does not charge separately for custody services, but is compensated by account holders through commissions or other transaction- related or asset-based fees for securities trades executed through Schwab or settled into Schwab accounts. As a fiduciary, The Main Street Group must act in clients' best interests. The recommendation to maintain assets at Schwab may be based partly on the benefit to The Main Street Group and the availability of products and services for clients of The Main Street Group.

B. Doing Business with Clients

From time to time, our firm or its representatives will purchase services from advisory clients (e.g., professional services such as photography, accounting, or legal work). These arrangements create a conflict of interest because we have an incentive to maintain the advisory relationship regardless of whether it is in the client's best interest. We mitigate this conflict by ensuring services are contracted at fair market value, disclosing the arrangement to the client, and supervising investment decisions to remain objective.

C. Client Referrals

We can establish arrangements whereby we compensate individuals and outside entities for client referrals. When a client is introduced to us by either an unaffiliated or an affiliated person or company, we pay the referring party a portion of the client's total investment management fee in accordance with the requirements of applicable federal and state rules. For example, employees of the Firm or one of our affiliates can refer clients to us. In these cases, we compensate the referring individual by paying a percentage of the total fee charged by the Firm to the client. Outside entities are compensated by either a percentage of the revenue earned by the Firm on the client relationship or a flat fee. The Main Street Group may also enter agreements whereby both The Main Street Group and the other entity refer clients to one another in a manner consistent with their respective fiduciary duties. When a prospective client is introduced to us by an unaffiliated referring party, the referring party, at the time of initially introducing The Main Street Group, is required to disclose the nature of the referral arrangement and must provide

the prospective client with a copy of their specific promoter disclosure statement which explains the terms of the arrangement between The Main Street Group and the referring party, including the compensation to be received by the referring party from The Main Street Group. Affiliates and employees of The Main Street Group that refer clients and receive compensation from our Firm must disclose the nature of their relationship with Main Street to prospective clients at the time of the referral.

D. Referrals to Third Parties

The Main Street Group may enter a promoter arrangement whereby we may refer a client to a third party for services The Main Street Group is not engaged in. In scenarios where the referred clients elect to engage the third party, The Main Street Group will receive a portion of the fee paid to the third party. This creates a conflict of interest as there is an incentive for The Main Street Group to refer to a particular third party. All necessary disclosure documents will be delivered to the client at the time of the recommendation.

E. Brokerage Accounts

The Main Street Group has a financial incentive to recommend that clients open brokerage accounts through Schwab based on bonus payments, & other benefits. The receipt of such compensation creates a financial incentive or conflict of interest, which is mitigated by a fiduciary duty to act in a client's best interest.

F. Support Services and/or Products

As indicated in Item 12 above, The Main Street Group can receive from Schwab without cost (and/or at a discount) support services and/or products. There is no corresponding commitment made by The Main Street Group to Schwab, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, insurance products, or other investments as a result of the above arrangements.

Item 15 – Custody

The Main Street Group shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian (i.e., Schwab, etc.) at least quarterly.

Please Note: To the extent that The Main Street Group provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by The Main Street Group with the account statements received from the account custodian.

Please Also Note: The account custodian does not verify the accuracy of The Main Street Group's advisory fee calculation.

In addition, certain clients have established asset transfer authorizations that permit the qualified custodian to rely upon instructions from Advisor to transfer client funds or securities to third parties. These arrangements are disclosed at Item 9 of Part 1 of Form ADV. In accordance with the guidance provided in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subject to an annual surprise CPA examination.

Item 16 – Investment Discretion

Clients can determine to engage The Main Street Group to provide investment advisory services on a discretionary or non- discretionary basis. Prior to The Main Street Group assuming discretionary authority, the client shall be required to execute an agreement, naming The Main Street Group as the client’s attorney and agent in fact, granting full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client’s name found in the discretionary account. The Main Street Group will contact the client and obtain approval prior to executing trades or allocating investment assets for any accounts where discretionary authority has not been granted.

Item 17 – Voting Client Securities

The Main Street Group does not vote client proxies but third-party money managers selected or recommended by our firm may vote proxies for clients. Clients will otherwise receive their proxies or other solicitations directly from their custodian. Clients may contact The Main Street Group at (804) 270-4470 to discuss any questions they may have with a particular solicitation. However, third party money managers selected or recommended by our firm may vote proxies for clients. Otherwise, clients maintain exclusive responsibility for:

1. directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted; and,
2. making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets.

Therefore (except for proxies that may be voted by a third-party money manager), our firm and/or you shall instruct your qualified custodian to forward to you copies of all proxies and shareholder communications relating to your investment assets.

Item 18 – Financial Information

Neither The Main Street Group, nor its management, have any adverse financial situations that would reasonably impair the ability of The Main Street Group to meet all obligations to its Clients. There are no financial conditions that are reasonably likely to impair the firm’s ability to meet contractual commitments to clients. At no time has The Main Street Group been the subject of a bankruptcy petition. The Main Street Group is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect fees of \$1,200 or more for services to be performed six months or more in advance.

ANY QUESTIONS: The Main Street Group’s Chief Compliance Officer, Chelsea Delgado, remains available to address any questions regarding this Part 2A.