



Form ADV Part 2A – Disclosure Brochure

Effective: August 26, 2011

This Disclosure Brochure provides information about the qualifications and business practices of Main Street Financial, LLC (“Main Street”). If you have any questions about the contents of this Disclosure Brochure, please contact us at (914) 242-0553 or by email at cbenway@mainstfinancial.com.

Main Street is a Registered Investment Advisor with the State of New York. 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 Main Street to assist you in determining whether to retain the Advisor.

Additional information about Main Street and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 – Material Changes

On July 28, 2010, the U.S. Securities and Exchange Commission voted unanimously to adopt amendments to Part 2 of Form ADV and related rules under the Investment Advisers Act of 1940 (the “Advisers Act”). The amendments are designed to require a registered investment adviser to provide Clients with a clearly written and meaningful disclosure, in plain English, about the advisor’s business practices, conflicts of interest and advisory personnel. The new Form ADV 2 is divided into two parts: *Part 2A and Part 2B*.

Part 2A (the “Disclosure Brochure”) provides information about a variety of topics relating to an Advisor’s business practices and conflicts of interest. *Part 2B* (the “Brochure Supplement”) provides information about advisory personnel of Main Street.

Main Street believes that communication and transparency are the foundation of our relationship and continually strive to provide you with the complete and accurate information at all times. We encourage all current and prospective investors to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Initial Filing

Main Street is an established Registered Investment Advisor; however, this is the initial filing of the Disclosure Brochure pursuant to the new regulations.

Future Changes

From time to time, we may 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 and if a material change occurs in the business practices of Main Street.

At any time, you may view the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>.

To review the firm information for Main Street:

- Click **Investment Advisor Search** in the left navigation menu.
- Select the option for **Investment Advisor Firm** and enter **118130** (our firm’s CRD number) in the field labeled “Firm IARD/CRD Number”.
- This will provide access to Form ADV Part 1 and Part 2.
- Item 11 of the ADV Part 1 lists legal and disciplinary questions regarding the Advisor.
- In the left navigation menu, Form ADV Part 2 is located near the bottom.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (914) 242-0553 or by email at cbenway@mainstfinancial.com.

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Item 4 – Advisory Services

A. Firm Information

Main Street Financial, LLC (“Main Street” or the “Advisor”) is a Registered Investment Advisor with the State of New York, which is organized as a Limited Liability Company under the laws of the State of New York. Main Street was founded in 2001 and is owned and operated by Manager, Charles Benway. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Main Street.

B. Advisory Services Offered

Main Street offers investment advisory services to clients in New York and other states (each referred to as a “Client”).

Account Portfolio Management

Main Street provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management and consulting services. Main Street works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio allocation. Main Street will then construct a portfolio, consisting of low cost, no-load mutual funds, exchange traded funds (“ETFs”) and individual stocks to achieve the Client’s investment goals.

Main Street’s investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. Main Street 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 the acceptance by the Advisor.

Main Street evaluates and selects ETFs and mutual funds for inclusion in Client portfolios only after applying their internal due diligence process. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Main Street 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, which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

Prior to rendering investment advisory services, Main Street will ascertain, in conjunction with the Client, the Client’s financial situation, risk tolerance, and investment objective[s].

Main Street will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will Main Street accept or maintain custody of a Client’s funds or securities. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client Investment Advisory Agreement.

C. Client Account Management

Prior to engaging Main Street to provide investment advisory services, each Client is required to enter into an Investment Advisory 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 Policy Statement – Main Street, in connection with the Client, may develop a statement that summarizes the Client’s investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives. An Investment Policy Statement generally includes specific information on the Client’s stated goals, time horizon for achieving the goals, investment strategies, Client risk tolerance and any restrictions imposed by the Client.

- Asset Allocation – Main Street will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – Main Street will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Main Street will provide investment management and ongoing oversight of the Client’s portfolio and overall account.

D. Wrap Fee Programs

Main Street does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Main Street.

E. Assets Under Management

As of December 31, 2010, the most recent date for which such calculations are provided pursuant to securities regulations, Main Street manages the following assets:

Assets Under Management	Assets
Discretionary Assets	\$25,351,105
Non-Discretionary Assets	\$0
Total	\$25,351,105

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

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for investment management. Each Client shall sign an Investment Advisory Agreement that details the responsibilities of Main Street and the Client.

A. Fees for Advisory Services

Account Portfolio Management

Investment Advisory Fees are paid quarterly in advance pursuant to the terms of the Investment Advisory Agreement. Investment Advisory Fees are based on the market value of assets under management at the end of each calendar quarter. Investment Advisory Fees range from 1.50% to 0.50% based on the following schedule:

Assets Under Management	Annual Rate
Up to \$200,000	1.50%
Next \$200,000	1.25%
Next \$200,000	1.00%
Next \$200,000	0.80%
Next \$450,000	0.60%
Over \$1,250,000	0.50%

Investment Advisory Fees in the first quarter of service are prorated to the inception date of the account to the end of the first quarter. Fees may be negotiable at the discretion of the Advisor. The Client’s fees will take into consideration the aggregate assets under management with Advisor. All securities held in accounts managed by Main Street will be independently valued by the designated Custodian. Main Street will not have the authority or responsibility to value portfolio securities.

B. Fee Billing

Account Portfolio Management

Investment Advisory Fees will be automatically deducted from the Client Account by the Custodian and will appear as a fee on the Client’s statement. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Main Street at the end of each quarter. Clients will be

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provided with a statement, at least quarterly, from the Custodian reflecting deduction of the Investment Advisory Fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting Main Street to be paid directly from their accounts held by the Custodian as part of the Investment Advisory Agreement and separate account forms provided by the Custodian.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third-parties, other than Main Street, in connection with investment made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Investment Advisory Fee charged by Main Street is separate and distinct from these custodian and execution fees.

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

D. Advance Payment of Fees and Termination

Account Portfolio Management

Main Street is compensated for its services in advance the quarter in which investment advisory services are rendered. Clients may request to terminate their Investment Advisory Agreement with Main Street, in whole or in part, by providing advance written notice. If the agreement is terminated in the first year, the Advisor may charge the Client the remainder of the full annual fee for that first year. If the Client terminates the agreement after the first year, the Client shall be responsible for Investment Advisory Fees up to and including the effective date of termination. The Client's Investment Advisory Agreement with the Advisor is non-transferable without Client's written approval.

E. Compensation for Sales of Securities

Main Street does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the Investment Advisory Fees noted above.

Item 6 – Performance-Based Fees

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

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

Item 7 – Types of Clients

Main Street provides investment advisory services to the following types of Clients:

- Individuals, Personal Trusts and Estates – private investors, investing their personal assets
- Pension and Profit Sharing Plans – retirement plan sponsors or company plans
- Corporations and Businesses – taxable business entities, investing cash reserves

The relative percentage each type of Client is available on Main Street's Form ADV Part 1. These percentages will change over time. Main Street generally does not impose a minimum account size for establishing a relationship,

however the Advisor does charge a minimum fee of \$1,500 per year, payable quarterly. As such, the Advisor generally discourages accounts of less than \$100,000.

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

A. Methods of Analysis

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

As noted above, Main Street generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Client Accounts will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Main Street 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. Main Street will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

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

Main Street may use margin in Client accounts for to manage the timing of purchases and sales, as appropriate. The Advisor may employ options strategies to hedge or gain additional exposure to a particular asset class or sector. Main Street's investment strategy is encompasses active trading in concentrated portfolios. While Main Street generally does not utilize options, margin, or short sales, below are some of the risks associated with each:

Options Contracts

Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Margin Borrowings

The use of short-term margin borrowings may result in certain additional risks to a Client. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, the Client could be subject to a "margin call", pursuant to which it must either deposit additional funds with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value.

Short Sales

A short sale involves the sale of a security that the Client does not own in the hope of purchasing the same security at a later date at a lower price. To make delivery to the buyer, the Client must borrow the security and is obligated to return the security to the lender, which is accomplished by a later purchase of the security. The Client realizes a profit or a loss as a result of a short sale if the price of the security decreases or increases respectively between the date of the short sale and the date on which the Client covers its short position, i.e., purchases the security to replace the borrowed security. A short sale involves the theoretically unlimited risk of an increase in the market price of the security that would result in a theoretically unlimited loss.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. For more information on our investment management services, please contact us at (914) 242-0553 or via email at cbenway@mainstfinancial.com.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Main Street or any of its employees. Main Street and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. To review the firm information contained in ADV Part 1, select the option for Investment Adviser Firm and enter 118130 in the field labeled “Firm IARD/CRD Number”. This will provide access to Form ADV Parts 1 and 2. Item 11 of the ADV Part 1 lists legal and disciplinary questions. You may also research the background of Charles Benway by selecting the Investment Adviser Representative and entering Mr. Benway’s Individual CRD# 2321404 in the field labeled “Individual CRD Number”.

Item 10 – Other Financial Activities and Affiliations

Accounting Firm Affiliation

Mr. Benway also owns an accounting firm called Charles Benway, CPA (“CPA Firm”). In most instances investment management clients of Main Street Financial are also tax clients of the CPA Firm. The CPA Firm may also provide financial planning and consulting services to Clients. Clients are not obligated to use any of the services provided by the CPA Firm. Neither the Advisor nor Mr. Benway will earn investment advisory fees in connection with any services implemented in Mr. Benway’s separate capacity as a CPA.

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

A. Code of Ethics

Main Street has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with Main Street. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Main Street and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Main Street associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that may include; general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code of Ethics, review and enforcement processes, amendments to Form ADV and supervisory procedures. Main Street has written its Code of Ethics to meet and exceed regulatory standards. To request a copy of our Code of Ethics, please contact us at (914) 242-0553 or via email at cbenway@mainstfinancial.com.

B. Personal Trading and Conflicts of Interest

Main Street allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. We have also adopted written policies and procedures to detect the misuse of material, non-public information. We may have an interest or position in certain securities, which may also be recommended to you.

At no time, will Main Street or any associated person of Main Street, transact in any security to the detriment of any Client.

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Main Street does not have discretionary authority to select the broker-dealer / custodian for custodial and execution services or the administrator for defined contribution accounts. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize Main Street to direct trades to this custodian as agreed in the Investment Advisory Agreement. Further, Main Street does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where Main Street does not exercise discretion over the selection of the custodian, it may recommend the custodian[s] to Clients for execution and / or custodial services. Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by Main Street. Main Street may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. Main Street does not receive research services, other products, or compensation as a result of recommending a particular broker that may result in the Client paying higher commissions than those obtainable through other brokers.

Main Street typically recommends to Clients that they established their brokerage account[s] at Fidelity Institutional Wealth Services ("Fidelity"). Fidelity is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. Fidelity offers independent investment Advisors services, which include custody of securities, trade execution, clearance and settlement of transactions. Main Street receives some benefits from the Fidelity through its participation in the program. Main Street considers a number of factors in selecting and / or recommending brokers and custodians for its Clients' accounts, including, but not limited to, execution capability, experience and financial stability, reputation and the quality of services provided. Main Street is not affiliated with, or related to, Fidelity.

Following are additional details regarding the brokerage practices of the Advisor:

- 1. Soft Dollars** - Soft dollars are revenue programs offered by broker-dealers whereby an advisor enters into an agreement to place security trades with the broker in exchange for research and other services. **Main Street does not participate in soft dollar programs sponsored or offered by any broker-dealer.**
- 2. Brokerage Referrals** - **Main Street does not receive any compensation from any third party in connection with the recommendation for establishing a brokerage account.**
- 3. Directed Brokerage** - All Clients are serviced on a "directed brokerage basis", where Main Street will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). In selecting the custodian, Main Street will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated custodian.

B. Aggregating and Allocating Trades

Main Street may aggregate orders in a block trade or trades when securities are purchased or sold for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Accounts are monitored on a regular and continuous basis by Charles Benway, Manager of the Advisor. Formal reviews are generally conducted at least quarterly or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

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

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the 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 their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 - Client Referrals and Other Compensation

A. Compensation Received by Main Street

Participation in Institutional Advisor Platform

Main Street has established an institutional relationship with Fidelity Investments ("Fidelity") to assist the Advisor in managing Client account[s]. Access to the Fidelity Institutional platform is provided at no charge to the Advisor. The Advisor receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Fidelity. The software and related systems support may benefit the Advisor, but not its Clients directly. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a potential conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Additionally, the Advisor may receive the following benefits from Fidelity: receipt of duplicate Client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to Client accounts; and access to an electronic communication network for Client order entry and account information.

B. Client Referrals from Solicitors

Main Street does not engage paid solicitors for Client referrals.

Item 15 - Custody

Main Street does not accept or maintain custody of any Client accounts. All Clients must place their assets in a qualified custodian. Clients are required to select their own custodian to retain their funds and securities and direct Main Street to utilize that custodian for the Client's security transactions. For more information about custodians and brokerage practices, see Item 12 - Brokerage Practices.

Item 16 - Investment Discretion

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

Item 17 – Voting Client Securities

Main Street does not accept proxy-voting responsibility for any Client.

Item 18 – Financial Information

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

Item 19 – Requirements for State Registered Advisors

A. Background of Principal Officer

The Manager of Main Street is Charles Benway. Mr. Benway born in 1952, is a dedicated Portfolio Manager for Client accounts of Main Street.

Mr. Benway earned Masters of Business and Administration from New York University in Finance. Mr. Benway earned a Bachelors of Science from the U.S. Naval Academy in Economics.

Additional information regarding Mr. Benway’s employment history is included below.

Employment History:

Manager, Main Street	2001 to Present
Self Employed, Charles Benway, CPA	1988 to Present

B. Other Business Activities of Principal Officer

Mr. Benway has additional business activities that are detailed in Item 10 - Other Financial Activities and Affiliations.

C. Performance Fee Calculations

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

D. Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Main Street or Charles Benway Neither Main Street nor Mr. Benway has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Main Street or Mr. Benway.

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

However, we do encourage you to independently view the background of Charles Benway on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter 2321404 in the field labeled “Individual CRD Number”.

E. Material Relationships with Issuers of Securities

Neither Main Street nor Mr. Benway has any relationships or arrangements with issuers of securities.

Privacy Policy

Effective: August 26, 2011

Our Commitment to You

Main Street Financial, LLC ("Main Street") is committed to safeguarding the use of your personal information that we have as your Investment Advisor. Main Street (referred to as "we", "our" and "us" throughout this notice) protects the security and confidentiality of the personal information we have and make efforts to ensure that such information is used for proper business purposes in connection with the management or servicing of your account. Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything we can to maintain that trust.

We do not sell your non-public personal information to anyone. Nor does Main Street provide such information to others except for discrete and proper business purposes in connection with the servicing and management of your account as discussed below.

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

The Information We Collect About You

You typically provide personal information when you complete the paperwork required to become our Client. This information may include your:

• Name and address	• Assets
• E-mail address	• Income
• Phone number	• Account balance
• Social security or taxpayer identification number	• Investment activity
	• Accounts at other institutions

In addition, we may collect non-public information about you from the following sources:

- Information we receive on Brokerage Agreements, Managed Account Agreements and other Subscription and Account Opening Documents;
- Information we receive in the course of establishing a customer relationship including, but not limited to, applications, forms, and questionnaires;
- Information about your transactions with us or others

Information About You That Main Street Shares

Main Street works to provide products and services that benefit our customers. We may share non-public personal information with non-affiliated third parties (such as brokers and custodians) as necessary for us to provide agreed services and products to you consistent with applicable law. We may also disclose non-public personal information to other financial institutions with whom we have joint business arrangements for proper business purposes in connection with the management or servicing of your account. In addition, your non-public personal information may also be disclosed to you, persons we believe to be your authorized agent or representative, regulators in order to satisfy Main Street's regulatory obligations, and is otherwise required or permitted by law. Lastly, we may disclose your non-public personal information to companies we hire to help administrate our business. Companies we hire to provide services of this kind are not allowed to use your personal information for their own purposes and are contractually obligated to maintain strict confidentiality. We limit their use of your personal information to the performance of the specific service we have requested.

To repeat, we do not sell your non-public personal information to anyone.

Information About Former Clients

Main Street does not disclose, and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our clients.

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www.mainstfinancial.com

Confidentiality and Security

Our employees are advised about the firm's need to respect the confidentiality of our customers' non-public personal information. Additionally, we maintain physical, procedural and electronic safeguards in an effort to protect the information from access by unauthorized parties.

We'll Keep You Informed

We will send you notice of our privacy policy annually for as long as you maintain an ongoing relationship with us. Periodically we may revise our privacy policy, and will provide you with a revised policy if the changes materially alter the previous privacy policy. We will not, however, revise our privacy policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing. You may obtain a copy of our current privacy policy by contacting us at (914) 242-0553 or via email at cbenway@mainstfinancial.com.



Form ADV Part 2B – Individual Disclosure Brochure

for

Advisor Charles Joseph Benway

Effective: August 26, 2011

This Brochure Supplement provides information about the background and qualifications of Charles Joseph Benway (CRD # **2321404**) in addition to the information contained in the Main Street Financial, LLC (“Main Street” or the “Advisor”) Brochure. If you have not received a copy of this Brochure or if you any questions about the contents of the Main Street Brochure or this Brochure Supplement, please contact us at (914) 242-0553 or by email at cbenway@mainstfinancial.com.

Additional information about Mr. Benway is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

The Manager of Main Street is Charles Benway. Mr. Benway born in 1952, is a dedicated Portfolio Manager for Client accounts of Main Street.

Mr. Benway earned Masters of Business and Administration from New York University in Finance. Mr. Benway earned a Bachelors of Science from the U.S. Naval Academy in Economics.

Mr. Benway is a Certified Public Account (“CPA”) and a CERTIFIED FINANCIAL PLANNER™ (“CFP®”) practitioner.

Additional information regarding Mr. Benway’s employment history is included below.

Employment History:

Manager, Main Street	2001 to Present
Self Employed, Charles Benway, CPA	1988 to Present

About the CFP® Designation

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

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

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

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

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

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

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

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Main Street or Mr. Benway. Neither Main Street nor Mr. Benway has ever been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Main Street or Mr. Benway.

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

However, we do encourage you to independently view the background of Charles Joseph Benway on the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter 2321404 in the field labeled “Individual CRD Number”.

Item 4 – Other Business Activities

Accounting Firm Affiliation

Mr. Benway also owns an accounting firm called Charles Benway, CPA (“CPA Firm”). In most instances investment management clients of Main Street Financial are also tax clients of the CPA Firm. The CPA Firm may also provide financial planning and consulting services to Clients. Clients are not obligated to use any of the services provided by the CPA Firm. Neither the Advisor nor Mr. Benway will earn investment advisory fees in connection with any services implemented in Mr. Benway’s separate capacity as a CPA.

Item 5 – Additional Compensation

Mr. Benway does not receive commissions, referral fees or any other compensation other than Investment Advisory Fees paid by Clients. Mr. Benway does receive compensation through his CPA practice referred to in Item 4.

Item 6 – Supervision

Mr. Benway serves as the Manager of Main Street. Mr. Benway’s contact information is included on the cover of this Brochure Supplement.

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



Form ADV Part 2B – Individual Disclosure Brochure

for

**Leo L. Cunningham
Investment Advisor Representative**

Effective: August 26, 2011

This Brochure Supplement provides information about the background and qualifications of Leo L. Cunningham (CRD# 4702201) in addition to the information contained in the Main Street Financial, LLC ("Main Street" or the "Advisor" CRD #118130) Disclosure Brochure. If you have not received a copy of this Brochure Supplement or if you any questions about the contents of this Brochure Supplement or Main Street's Disclosure Brochure, please contact us at (914) 242-0553 or by email at cbenway@mainstfinancial.com.

Additional information about Leo L. Cunningham is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

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Item 2 – Educational Background and Business Experience

Leo L. Cunningham is an Investment Advisor Representative of Main Street Financial, LLC.. Mr. Cunningham, born in 1967, is dedicated to serving the Clients of Main Street Financial, LLC.

Mr. Cunningham earned a Master of Business Administration from Midwestern State University in 1998. Mr. Cunningham earned a Bachelor of Science in Civil Engineering from United States Air Force Academy in 1989.

Additional information regarding Mr. Cunningham’s employment history is included below.

Employment History:

CERTIFIED FINANCIAL PLANNER™ professional, Main Street Financial, LLC	08/2011 to Present
Financial Advisor, Morgan Stanley Smith Barney	11/2008 to 08/2011
Financial Advisor, Citi Group Capital Markets	03/2005 to 11/2008
Financial Advisor, Merrill Lynch	08/2003 to 03/2005
Admissions Liaison Officer, U.S. Air Force Reserve	01/1999 to Present

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Cunningham.

Mr. Cunningham has never been involved in any regulatory, civil or criminal action. There have been no Client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Cunningham.

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

However, we do encourage you to independently view the background of Mr. Cunningham on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter 4702201 in the field labeled “Individual CRD Number”.

Item 4 – Other Business Activities

Mr. Cunningham is an Admissions Liason Officer in the U.S. Air Force Reserve.

Item 5 – Additional Compensation

Mr. Cunningham is an Admissions Liason Officer in the U.S. Air Force Reserve. He is compensated for his service.

Item 6 – Supervision

Mr. Cunningham serves as the Investment Advisor Representative of Main Street and is supervised by Charles Benway, the Chief Compliance Officer. Mr. Benway can be reached at (914) 242-0553.

Main Street has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of Main Street. Further, Main Street is subject to regulatory oversight by various agencies. These agencies require registration by Main Street and its employees. As a registered entity,

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Main Street is subject to examinations by regulators, which may be announced or unannounced. Main Street is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Item 7 – Requirements for State Registered Advisors

Mr. Cunningham does not have any additional information to disclose.