

## Item 1 – Cover Page

# Form ADV Part 2A

Firm Brochure – November 11, 2020

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This brochure provides information about the qualifications and business practices of Keeler & Nadler Financial Planning and Wealth Management, LLC, d.b.a. Keeler & Nadler Family Wealth (the “Company”). If you have any questions about the contents of this brochure, please contact the Company by calling 614-791-4123, or you may send an email to the following address [info@keelernadler.com](mailto:info@keelernadler.com). The information contained in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Keeler & Nadler Family Wealth is available on the SEC’s website located at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You may search the site for registered investment advisors by an identifying number known as a CRD Number. The CRD Number for Keeler & Nadler Family Wealth is CRD No. 173079.

Please recognize that the language stated in this document as “registered investment advisor” or “registered” does not imply or guarantee that a registered advisor has achieved a certain level of skill, competency, sophistication, expertise, or training in providing advisory services to Clients.

**keeler&nadler**

FAMILY WEALTH

## Item 2 - Material Changes

Since filing our last Annual Amendment to this brochure on March 11, 2020, we have updated Part 2A and 2B of this brochure to reflect the hiring of Timothy J. Burkett and the addition of SmartAdvisor as a solicitor.

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## Item 4 - Advisory Business

### A. Description of the Advisory Firm

Keeler & Nadler Family Wealth (the “Company”) is an Ohio Limited Liability Company (“LLC”) and was formed as a Registered Investment Advisor in September 2014. The principal owner of the Company is Andrew Keeler, President, and Chief Compliance Officer. Mr. Keeler is licensed as an Investment Advisor Representative for the Company. Keeler & Nadler Family Wealth does not have a parent company or intermediate subsidiaries. The Company’s principal business is to provide investment advice and services to its Clients who are typically individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, endowments and other business entities.

### B. Types of Advisory Services

Keeler & Nadler Family Wealth provides Financial Planning and Portfolio Management Services to its Clients on a Discretionary and Non-Discretionary basis. The Company may also provide investment advisory and consulting services to retirement and pension plans, which may consist of services offered through registered broker-dealers or through appropriate general consulting services.

Three of the Company’s Investment Advisor Representatives (“IARs”) are also Registered Representatives (“RRs”) of Purshe Kaplan Sterling Investments, Inc. (“PKS”), an unaffiliated broker-dealer that provides clearing and custodial services for the Company. As RR of PKS, they may sell general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to advisory Clients and earn a commission on these sales from PKS. Some of Keeler & Nadler Financial Planning and Wealth Management’s Investment Advisor Representatives are also licensed to offer insurance products, and may do so to its advisory Clients.

### C. Client Tailored Services and Client Imposed Restrictions

Keeler & Nadler Family Wealth analyzes, constructs, and manages customized investment portfolios based on the particular goals and needs of each Client in a manner which takes into consideration facts and information such as: income needs, liquidity requirements, investment time horizons, rate of return objectives, tax considerations, risk tolerance and existing investments. The Company utilizes an array of investment vehicles including, but not limited to: equity securities, warrants, debt securities, certificates of deposit, municipal securities, investment company securities, United States government securities, options contracts, partnerships, private placements, insurance contracts, endowments and separately managed accounts.

Depending on the particular investment portfolio and/or investment strategy, Keeler & Nadler Family Wealth employs a variety of security analysis methods including charting, fundamental, technical, and cyclical analysis. We also consult a wide range of information to analyze and execute investment strategies, such as: financial newspapers and magazines, various internet services, inspection of corporate activities, third-party research materials, corporate rating services, timing services, annual reports, prospectuses, regulatory filings, and press releases.

## Financial Planning Services

Keeler & Nadler Family Wealth provides financial planning services to its Clients. If a Client decides to engage us to provide financial planning services, the Client will be required to execute an agreement setting forth deliverables and fees. Upon execution of the agreement, the Investment Advisor Representative will provide investment advisory services to the Client in the form of written financial planning and/or consulting services.

In providing Financial Planning Services, the Investment Advisor Representative will take into consideration information such as the Client's investment objectives, overall financial situation and circumstances, personal and financial goals, risk tolerance and objectives, risks that the Client is willing to undertake, investment knowledge of the Client, net worth, income, age, projected retirement, unusual or material funding requirements, inheritance possibilities, pensions, social security, children/relative funding issues, estate issues, and living expenses expressed in today's dollars requested for retirement.

When a Client elects to have Financial Planning Services provided, the Investment Advisor Representative will schedule additional time at the initial meeting to discuss the creation of the plan, how involved and complex the plan will be, and any particular issues or circumstances not included during the typical information gathering session discussed above. During the Client and Investment Advisor's conversation regarding how extensive of a plan they need, the Client may choose for the Company to consult on an individual security, a specific topic or obtain a comprehensive written plan containing their goals and objectives on an hourly or flat-fee basis. Hourly rates range from \$150 per hour to \$500 per hour and flat fees range from \$1,500 to \$25,000. Fees for financial plans will be billed and are due upon receipt of the invoice. A formal plan will better enable Keeler & Nadler to understand the complete financial picture of the Client.

Should a Client choose to have the Company prepare a comprehensive financial plan, a meeting will be scheduled to review all aspects of the Client's financial objectives, goals, priorities, risk tolerance, and finances. During the meeting, topics such as retirement, college education, gifting, purchases, paying down debt, travel, minimizing risk, lowering tax exposure, estate planning, personal goals, and time horizons may be discussed, and an inventory of current and future finances will be obtained. Upon completion of this process, the Investment Advisor Representative will review the Client's strengths and weaknesses, as well as the financial opportunities available to the Client, and prepare a written plan containing recommendations to the Client.

If face-to-face appointments are not possible due to location or other circumstances, we can hold meetings by video chat (such as GoToMeeting™), or by telephone.

During the second meeting, the Company's written plan, recommendations and strategy to accomplish the client's goals will be discussed, as well as making sure the client understands the necessary steps to accomplish their goals successfully.

Three of Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives are Registered Representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), and may sell general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to Company's advisory Clients and earn a commission on these sales from PKS. As such, Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives may suggest that advisory Clients implement investment advice by purchasing securities products through a commission-based PKS account in addition to an advisory account. In the event that the advisory Clients of Keeler & Nadler elect to purchase these products through PKS by an Investment Advisor Representative of Keeler & Nadler, in the capacity as a PKS Registered Representative, the Investment Advisor will receive the normal and customary commission

compensation in connection with the specific product purchased. This may present a conflict of interest, as it may give the PKS Registered Representative an incentive to recommend investment products based on the compensation received, rather than on the Clients' needs. Keeler & Nadler Family Wealth does not require its Clients to implement investment advice through PKS. Clients of Keeler & Nadler Family Wealth are free to implement investment advice through any broker-dealer or product sponsor they choose. However, Clients should understand that due to certain regulatory constraints Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives, in the capacity as a dually Registered Representative, must place purchases and sales of securities products in commission-based brokerage accounts through approved broker-dealers or other institutions.

### **Portfolio Management Services**

Keeler & Nadler Family Wealth provides "portfolio management services", defined as giving continuous advice to the Client about the investment of funds on the basis of the Client's individual needs and objectives. The asset allocation of the Client's assets will be structured to follow the recommended asset allocation model within their financial plan. In the case when a financial plan has not been constructed, the recommended asset allocation will be determined from an in-depth profile and conversation with the Client regarding goals, current financial condition, timeline, and risk appetite. A single investment may be enough to fulfill a Client's goals and objectives, provided that the investment is suitable and all factors that the Client has disclosed to us have been taken into consideration.

Depending on the particular investment portfolio and/or investment strategy, Keeler & Nadler Family Wealth will employ a variety of security analysis methods including charting, fundamental, technical, and cyclical analysis. The Company plans to also consult on a wide range of information to analyze and execute investment strategies, such as: financial newspapers and magazines, various internet services, inspection of corporate activities, third-party research materials, corporate rating services, timing services, annual reports, prospectuses, regulatory filings, and press releases.

### **Termination of Advisory Contract**

The Client Advisory Agreement for Portfolio Management Services may be terminated by the Client without penalty within the first five (5) business days of its execution. Keeler & Nadler Family Wealth will not impose start-up, closing, or penalty fees in connection with an account; however, the custodian may charge some or all of these fees. Keeler & Nadler Family Wealth's fees do not include variable life and annuity contracts. Some other types of assets would also be subject to additional advisory and other fees/expenses, which are described in the prospectuses of those investments and paid by the investments, but ultimately borne by the investor. If the investment advisory contract terminates prematurely, the Client will receive a pro-rata refund of the pre-paid fees less any expenses addressed above.

### **Retirement Plan Advisory and Pension Consulting Services**

Keeler & Nadler Family Wealth may provide investment advisory and consulting services to retirement and pension plans, which may consist of services offered through registered broker-dealers, through registered investment advisors or through appropriate general consulting services (please refer to Item 12 – Brokerage Practices). The Investment Advisor Representative and plan Sponsor will outline the services provided through the Keeler & Nadler Family Wealth in the Retirement Plan Consulting Agreement. The services that may be provided as outlined specifically in the agreement are summarized below.

## A. Description of Non-Discretionary Investment Advisory Services

1. Recommendations to establish or revise the plan's Investment Policy Statement ("IPS"):

The Investment Advisor Representative will review with the Plan Fiduciary the investment objectives, risk tolerance and goals of the Plan. If the Plan does not have an IPS, the Investment Advisor Representative will make recommendations to assist the Plan Fiduciary in establishing an appropriate IPS. If the Plan has an existing IPS, the Investment Advisor Representative will review it for consistency with the Plan's objectives. If the IPS does not represent the objectives of the Plan, the Investment Advisor Representative will recommend to the Plan Fiduciary revisions that will establish investment policies that are congruent with the Plan's objectives.

2. Recommendations to select and monitor the Designated Investment Alternatives ("DIAs"):

Based on the Plan's IPS or other guidelines established by the Plan, the Investment Advisor Representative will review the investment options available to the Plan and may make recommendations to assist the Plan Fiduciary in selecting the Designated Investment Alternatives to be offered to Plan participants. Once the Plan Fiduciary selects the Designated Investment Alternatives, the Investment Advisor Representative will assist the Plan Fiduciary by providing reports, information and recommendations to monitor the Designated Investment Alternatives on a quarterly basis. Should an investment need to be removed because it no longer meets the IPS criteria, the Investment Advisor Representative will evaluate the Designated Alternative Investments and provide information, analysis and recommendations to the Plan Fiduciary.

3. Recommendations to select and monitor qualified default investment alternatives ("QDIAs"):

Based on the Plan's IPS or other guidelines established by the Plan, the Investment Advisor Representative will review the investment options available to the Plan and will make recommendations to assist the Plan Fiduciary to select the Plan's QDIAs for Plan participants that fail to direct the investment of their accounts. Once the Plan Fiduciary selects the QDIAs, the Investment Advisor Representative will provide reports, information and recommendations, on a quarterly or upon reasonably requested basis, to assist the Plan Fiduciary to monitor the investments. If the IPS criteria require an investment to be removed, the Investment Advisor Representative will provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment alternatives.

4. Recommendations to allocate and rebalance model asset allocation portfolios:

Based on the Plan's IPS or other investment guidelines established by the Plan, the Investment Advisor Representative will review the investment options available to the Plan and will make recommendations to assist the Plan Fiduciary to create and maintain Model Portfolios. Once the Plan Fiduciary approves the Model Portfolios, the Investment Advisor Representative will provide reports information and recommendations, on a periodic basis, designed to assist the Plan Fiduciary to monitor the Plan's investments. If the IPS criteria require an investment to be removed, the Investment Advisor Representative will provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment alternatives to be included in the Model Portfolios. Upon reasonable request, the Investment Advisor Representative will make recommendations to the Plan Fiduciary to rebalance the Model Portfolio to maintain their desired allocations.

5. Recommendation to select and monitor investment managers:

Based on the Plan's IPS or other guidelines established by the Plan, the Investment Advisor Representative will review the potential investment managers available to the Plan and will make recommendations to assist the Plan Fiduciary to select one or more investment manager. Once the Plan Fiduciary approves the investment manager, the Investment Advisor Representative will provide, on a periodic basis, reports, information and recommendations to assist the Plan Fiduciary to monitor the Plan's investment managers. If the IPS criteria require an investment manager to be removed, the Investment Advisor Representative will provide information and analysis to assist the Plan Fiduciary to evaluate replacement investment managers.

## **B. Description of Non-Fiduciary Services**

The following investment education services may be provided by Keeler & Nadler Family Wealth acting in a non-fiduciary capacity:

1. Assistance with Plan Fiduciaries' governance and committee review, including:
  - a) Determining plan objectives and plan design options.
  - b) Reviewing Retirement Plan Committee structure and requirements.
  - c) Reviewing participant education and communication strategy, including ERISA 404(c) requirements.
  - d) Coordinating and reconciling participant disclosures under ERISA Rule 404(a)(5) and developing requirements for responding to participant requests for additional information.
  - e) Developing and maintaining a fiduciary audit file.
  - f) Attending Periodic Meetings with Plan Fiduciary (Upon Request by Plan Fiduciary).
2. Assistance with Plan Fiduciaries' vendor management (service provider selection/review), including:
  - a) Reviewing fees and services and identifying procedures to track the receipt and evaluation of ERISA 408(b)(2) disclosures.
  - b) Providing periodic benchmarking of fees and services to assist review for reasonableness.
  - c) Reviewing ERISA spending accounts or Plan Expense Recapture Accounts (PERAs).
  - d) Generating and evaluating service provider Requests for Proposals (RFPs) and or Requests for Information and/or Requests for Information (RFIs).
  - e) Support with contract negotiations.
  - f) Service provider transition and/or plan conversion.
3. Investment Education for Plan Fiduciaries Concerning:
  - a) Investment Policy Statements.
  - b) Assessment of overall investment structure of the Plan (i.e., types and number of asset classes, model portfolios, etc.)
  - c) Review of the Plan's investment options.
  - d) Review of Qualified Designated Investment Alternatives (QDIAs).
  - e) Search and review of investment managers.

## **C. Description of Plan Participant Non-Fiduciary Services**

The following investment education services may be provided by Keeler & Nadler Family Wealth acting in a non-fiduciary capacity to plan participants:

1. Providing group enrollment and investment education meetings.
2. Providing fee specific education and communicate the plan's requirements for requesting additional information about plan fees and expenses.
3. Supporting individual participant questions.
4. Providing periodic updates, upon request or through newsletter.
5. Assisting participants with retirement readiness.

#### **D. Description of Discretionary Investment Management Services**

In certain circumstances, services may be provided by Keeler & Nadler Family Wealth acting as a fiduciary within the meaning of section 3(38) of ERISA, if the Plan is subject to ERISA.

1. Initial selection and ongoing monitoring of the Plan's Designated Investments;
2. Review the plan's investment objectives, risk tolerance and goals with the plan committee. If the Plan does not have an IPS, the Investment Advisor Representative will recommend investment policies to assist the plan committee with establishing investment objectives. If the Plan has an existing IPS, the Investment Advisor Representative will review it for consistency with the Plan's objectives and recommend revisions to the plan committee to establish investment policies that are congruent with the Plan's objectives.
3. Review the investment options available to the Plan and will utilize qualitative and quantitative analysis to provide the Plan Sponsor with recommendations regarding the Plan's Designated Investments that meet the criteria set forth in the stated investment objectives.
4. Once the Investment Advisor Representative's initial recommendations have been implemented, monitor the Designated Investments and instruct the Platform Provider directly to remove and replace investments that no longer meet the IPS criteria or investment objective criteria. The Investment Advisor Representative will communicate any changes to the Plan sponsor reasonably in advance of the proposed change. The Plan Sponsor understands that declining any of the Investment Advisor Representative's recommendations may cause the services under the Keeler & Nadler Family Wealth Retirement Plan Consulting Agreement to terminate.
5. The Investment Advisor Representative will not be responsible for selection or monitoring, and will not make any recommendations to retain or remove, employer stock or investment options beyond the Designated Investments (i.e., stable value funds, target date portfolios, mutual fund or brokerage windows, guaranteed investment contracts, unallocated accounts, etc.). For plans that have existing unallocated accounts, those accounts will be mapped to the Plan's money market fund.
6. Qualified Default Investment Alternative Management:
  - a. If the Plan has an existing QDIA, the Investment Advisor Representative will map those participant accounts to the Investment Advisor Representative's Moderate Model Portfolio and will serve as the Plan's QDIA Manager with respect to participant accounts that are automatically defaulted into the Model Portfolios pursuant to ERISA Section 404(c)(5). For new plans or those that did not previously designate a QDIA, the Plan Sponsor authorizes the Investment Advisor Representative to designate its Moderate Model Portfolio as the Plan's QDIA, and any participant who fails to direct the investment of their accounts will automatically be invested in the Moderate Model Portfolio. The Plan Sponsor, however, retains the sole responsibility to provide all notices to participants as required under ERISA Section 404(c), including 404(c)(5).



7. Creation and Maintenance of Model Asset Allocation portfolios ("Model Portfolios"):
  - a. Keeler & Nadler Family Wealth may create risk-based Model Portfolios to be offered to the Plan participants through the Platform Provider's platform.
  - b. The Model Portfolios will be constructed so as to achieve varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income exposures offered through investment alternatives available through the Plan. The Investment Advisor Representative will diversify, reallocate and rebalance the Model Portfolios and associated risk levels over time in accordance with generally accepted investment theories and in compliance with the Plan's IPS. The Investment Advisor Representative may make changes to the underlying investments and/or the asset allocation percentages of the Model Portfolios and will communicate such instructions directly to the Platform Provider. The Investment Advisor Representative will communicate any changes to the Plan Sponsor reasonably in advance of the proposed change.

From time to time Keeler & Nadler Family Wealth and/or the Investment Advisor Representative may make the Plan or the Plan participants aware of and may offer services available from Keeler & Nadler Family Wealth and/or the Investment Advisor Representative that are separate and apart from the retirement plan advisory and consulting services described above. In offering any such services, neither Keeler & Nadler Family Wealth nor its Investment Advisor Representative providing the services are acting as a fiduciary under ERISA with respect to such offering of services. If any such separate services are offered to a client, the client will make an independent assessment of such services without reliance on the advice or judgment of Keeler & Nadler Family Wealth or the Investment Advisor Representative.

#### **General Disclosure Regarding ERISA and Qualified Accounts**

The following disclosure is directed to Clients of Keeler & Nadler Family Wealth that are (i) a pension or other qualified employee benefit plan (including a 401(k) plan) governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"); (ii) a tax-qualified retirement plan under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and not covered by ERISA; or (iii) an individual retirement account ("IRA") under Section 408 of the Code.

It is the Client's responsibility to ensure that Keeler & Nadler Family Wealth, as well as the Client's Investment Advisor Representative are furnished with complete copies of all documents that establish and govern the Plan and provide evidence of the Client's authority to retain Keeler & Nadler Family Wealth as an Investment Adviser. Clients must promptly furnish to the Company any amendments to the Plan, and if any amendment affects the rights or obligations of Keeler & Nadler Family Wealth, such amendment shall be binding on Keeler & Nadler Family Wealth and the Company's Investment Advisor Representative only when agreed to in writing by both Keeler & Nadler Family Wealth and its Investment Advisor Representative.

Clients must maintain appropriate ERISA bonding coverage for their managed account(s) and must include within the coverage of the bond Keeler & Nadler Family Wealth, the Company's Investment Advisor Representatives, and the Company's personnel as may be required by law.

Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives, in their separate capacity as Registered Representatives of Purshe Kaplan Sterling Investments, Inc., and acting in full compliance with the PKS and Keeler & Nadler Financial Planning and Wealth Management's compliance policies

and procedures, may retain a portion of the commissions charged to the Client as Registered Representatives of PKS. These commissions may include mutual fund sales loads, 12b-1 fees and surrender charges, variable annuity fees and surrender charges and IRA and qualified retirement plan fees. When managing ERISA and qualified accounts, the Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives must lower or offset the management fee by the amount of the 12b-1 fees and other commissions received in the event such types of compensation are received by the Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representative in his/her individual capacity and upon approved registration as a Registered Representative of PKS.

Three of Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives are dually licensed to sell securities in the capacity as Registered Representatives or Registered Principals of Purshe Kaplan Sterling Investments, Inc., and upon doing so, may sell general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to advisory Clients and earn commissions on these sales. In this dual capacity as the Company's IARs and RRs of PKS, they may suggest that the advisory Clients implement investment advice by purchasing securities products through a commission-based PKS account in addition to an advisory account. In the event the Company's investment advisory Clients elect to purchase these products through PKS, PKS and the Client's Investment Advisor Representative of the Company, in their capacity as a PKS Registered Representative, will receive the normal and customary commission compensation in connection with the specific product purchased. This may present a conflict of interest, as it may give the PKS Registered Representative an incentive to recommend investment products on the compensation received, rather than on the Clients' needs. Keeler & Nadler Family Wealth does not require its Investment Advisor Representatives to encourage Clients to implement investment advice through PKS. Clients of Keeler & Nadler Family Wealth are free to implement investment advice through any broker-dealer or product sponsor they may select. However, Clients should understand that, due to certain regulatory constraints, Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives, in their individual capacity as a dually Registered Representatives, must place all purchases and sales of securities products in commission-based brokerage accounts through PKS or other approved institutions.

### **Other Products and Services**

Keeler & Nadler Family Wealth engages in activities as an Investment Advisor registered with the Securities and Exchange Commission, as well as various State Divisions of Securities Departments. Purshe Kaplan Sterling Investments ("PKS") is a non-affiliated broker-dealer that the Company uses to provide its securities clearing and custodial services for the Company. Keeler & Nadler Family Wealth has principal executive officers, and Investment Advisor Representatives that are Registered Representatives of PKS. These individuals in their individual capacities are also licensed agents for various insurance companies. As such, these individuals receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory Clients. Clients are under no obligation to engage these individuals in their capacities as Registered Representatives or insurance agents while executing their advisory recommendation. The implementation of any or all recommendations is solely at the discretion of the Client. Keeler & Nadler Family Wealth does not offer insurance products as part of its activities as a Registered Investment Adviser.

Keeler & Nadler Family Wealth's business does not include acting as an investment company as defined by the Investment Company Act of 1940.

Keeler & Nadler Family Wealth may refer its Clients to the law firm of Resch, Root, Philipps & Graham, LLC for legal services and as a consultant in establishing and evaluating estate planning services. William K. Root is a principal owner of Resch, Root, Philipps & Graham, LLC. Mr. Root is an attorney that provides legal services to Clients including those that may be a Client of Keeler & Nadler Family Wealth. Mr. Root is an Investment Advisor Representative of the Company. Because Mr. Root is affiliated with Keeler & Nadler Family Wealth there is a conflict of interest when we recommend Resch, Root, Philipps & Graham, LLC instead of other legal firms. Because of this conflict, clients are **never** required or obligated to utilize the legal services available through Resch, Root, Philipps & Graham, LLC. Clients can select legal counsel of their choosing and are so informed.

While these individuals endeavor at all times to put the interest of the Clients first as part of Keeler & Nadler Family Wealth's fiduciary duty, Clients should be aware that the receipt of compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

### **Wrap Fee Programs**

Keeler & Nadler Family Wealth does not engage in a wrap fee program. By definition, a wrap-fee program bundles or wraps investment advice, custody and execution services under one contract for a single fee. Generally, these programs involve one or more investment advisors and a broker-dealer that provides the Client with portfolio management and asset-allocation services, maintains custody of the Client's funds and securities and executes the Client's securities transactions. The fee is a flat annual sum based on the amount of assets under management (in contrast to separate fees for each transaction), and the price includes brokerage commissions based on the amount or type of securities transactions executed for a given account.

### **Amount of Assets Under Management**

Keeler & Nadler Family Wealth manages its Client's assets on either a discretionary basis or a non-discretionary basis. This is the Company's Annual updating Amendment, and as of December 31, 2019, the Company managed \$164,808,856 of Client's assets on a discretionary basis and \$62,246,393 of Client's assets on a non-discretionary basis.

## Item 5 - Fees and Compensation

Keeler & Nadler Family Wealth charges a management fee on each account for the above outlined management services, which may be charged as a percentage of the assets under management, as a flat fee, or as an hourly rate. Fees charged on new accounts will be pro-rated based on the initial value and the number of days remaining in the quarter. Thereafter, the fee will be based on the account value on the last business day of the preceding calendar quarter, and will cover that calendar quarter. During the calendar quarter, Keeler & Nadler Family Wealth shall not be compensated on the basis of a share of capital gains, capital appreciation of the funds or any portion of the funds of the Client. No fee adjustment will be made for additional contributions or for account appreciation or depreciation within a billing period.

### A. Fee Schedule for Portfolio Management Services

Management fees will be calculated for each calendar quarter in accordance with the following schedule and paid in advance.

The maximum allowable fee that can be charged may not exceed 1.50% of client assets under management on an annual basis.

### B. Payment of Fees

The Company obtains authorization from the Client for Keeler & Nadler Family Wealth to bill the custodian for fees described above, as well as obtain authorization from the Client for the custodian to pay the Company directly. All fees will be paid as directed in the agreed upon fee schedule.

The Client shall sign a Client Advisory Agreement, and by signing this agreement, the Client hereby provides written authorization to Keeler & Nadler Family Wealth to send an invoice to the custodian for its advisory fees for the management of the Client's account(s). It is the Client's responsibility to verify the accuracy of fee calculations. The qualified custodian will not determine whether the fee has been properly calculated. Upon approval from Keeler & Nadler Family Wealth, Clients may pay fees by receipt of an invoice. For Clients paying by invoice, the fees shall be due upon the Client's receipt of the invoice. Fees are paid quarterly in advance. The Client also authorizes the custodian to pay the invoiced fees described above to Keeler & Nadler Family Wealth directly from the Client's account(s) held by the custodian. The Client agrees that the custodian will send, at least quarterly, an account statement showing all disbursements from the Client's account(s), including the amount of fees paid directly to Keeler & Nadler Family Wealth.

### C. Other Types of Fees

Clients are responsible for Third-Party Fees, including but not limited to those listed below. Some custodians of broker-dealers for the accounts of Clients in Keeler & Nadler Family Wealth may charge maintenance, or transaction fees that are separate from the advisory fees charged by Keeler & Nadler Family Wealth for its advisory services. The custodian of the Client's account, which may be a mutual fund or insurance company, may provide confirmations with each transaction and statements either monthly or quarterly. Any transfer fees, transaction fees, redemption fees, sales loads, wiring fees, etc. charged against an account are separate from the Keeler & Nadler Family Wealth's management fees, and will be deducted from the Client's account by the custodian.

### 12b-1 Fees

Keeler & Nadler Financial Planning and Wealth Management’s Investment Advisor Representatives, in their separate capacity as Registered Representatives of Purshe Kaplan Sterling Investments, Inc., and acting in full compliance with the PKS and Keeler & Nadler Financial Planning and Wealth Management’s compliance policies and procedures, may receive 12b-1 fees on mutual fund shares held in certain direct accounts or accounts held outside of Schwab. The Company does not receive a management fee based on the value of assets which produce 12b-1 fees received by the Company or its IARs.

If the Client has funds that pay 12b-1 fees and Schwab has custody, these 12b-1 fees are retained by Schwab. They do not pass through to the Company’s representative. The Company is in the process of doing share class exchanges to the class of shares that do not pay 12b-1 fees. This is being done to save the Clients money over time. In no case would the Company receive a 12b-1 fee on an account held at Schwab that the Company is also charging a fee on.

### D. Prepayment of Fees

Fees are paid quarterly in advance. Keeler & Nadler Family Wealth does not require the prepayment of more than \$1,200 in fees per Client, six months or more in advance. If the investment advisory contract terminates prematurely, the Client will receive a pro-rata refund of the pre-paid fees less any expenses described in Item 4(C) Termination of Advisory Contract.

### E. Outside Compensation for the Sale of Securities to Clients

All income Keeler & Nadler Family Wealth receives is based on the fee schedule. Keeler & Nadler Family Wealth does not accept or receive additional fees or commissions for buying or selling securities or other products on behalf of Clients. Three of Keeler & Nadler Family Wealth’s Investment Advisor Representatives are also Registered Representatives of Purshe Kaplan Sterling Investments, Inc. (“PKS”) and licensed to sell general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products. In their individual capacity as a Registered Representative of PKS, they receive commissions from PKS on securities transactions.

Fees may be discounted at the discretion of Keeler & Nadler Family Wealth.

Fees for Financial Planning Services	
Financial Planning Service	Fee Amount
Comprehensive Financial Plan:	\$1,500 - \$25,000 Flat Fee
Hourly Rate:	\$150 - \$500 Per Hour

The Company charges its fee amount for Comprehensive Financial Plans based on the complexity of the Client’s financial plan. Typically, the standard financial plan takes over six (6) hours to gather data, prepare the plan and present the plan. Those plans that take significantly less time may negotiate a lower fee while those financial plans that take significantly longer may be charged a slightly higher fee. These fees may be at a flat rate or an hourly rate and determined by the Company and the Client based upon the plan. If the Client chooses an hourly rate, the rate is \$150 - \$500 per hour and due upon the completion of the plan. The final amount will be specified in the Client Advisory Agreement.

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

Keeler & Nadler Family Wealth does not accept nor charge performance-based fees, which are fees based on a share of capital gains or capital appreciation of the assets in a Client's account or any portion thereof. All fees charged by the Keeler & Nadler Family Wealth are asset-based, flat or hourly.

## Item 7 - Types of Clients

Keeler & Nadler Family Wealth provides Financial Planning, Portfolio Management, and Retirement Plan Advisory and Pension Consulting Services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, endowments and other business entities.

## Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

### Item 8(a) Investment Policy and Implementation Procedures and Methods

While each Client situation is different, wherever possible Investment Advisor Representatives (IAR's) will take certain steps to ensure a uniform process for creating investment recommendations, implementing and monitoring those recommendations. Keeler and Nadler believes that over the long-term Clients should invest in equities where their risk tolerance would allow it. Over the long term, equities have proven to have had a higher risk-adjusted real return than bonds or cash. But each situation is unique, and requires special attention to the creation of each Client's portfolio.

Keeler & Nadler will construct portfolios consisting primarily of mutual funds and exchange traded funds. Keeler & Nadler does not follow or recommend individual stocks, but will work around them if the Client already holds them, the Client specifically requests it, or their situation necessitates it. In general, Keeler & Nadler does not recommend individual stocks to its Clients.

From time to time, the Client's situation may indicate the use of some other type of product. This could include, for example, a variable annuity contract with an income rider. Due to the higher expenses of these types of products, Keeler & Nadler does not typically recommend these contracts. Clients that are looking for income guarantees in retirement and are unwilling to except investment risk may have the desire to pay the insurance company to shoulder this risk. If, after explaining the higher cost of these contracts to the Client, and the Client is willing to accept the higher cost in exchange for the insurance company taking the risk, Keeler and Nadler may implement various types of annuity products.

If the products or vehicles available through Keeler & Nadler's custodian/broker-dealer, Purshe Kaplan Sterling ("PKS") are found to have advantages over those available through Charles Schwab, the IAR may choose to purchase these vehicles for the Client though PKS. In most cases, however, investment business is directed through the custodian Charles Schwab.

Before creating a Client's portfolio, careful consideration is given to the asset allocation. Factors that determine a Client's asset allocation include the following variables:

- The Client's time horizon;
- The Client's investment objectives;
- The Client's liquidity needs

- The Client’s risk tolerance and capacity to take risk, and.
- The tax treatment of the account that the investments will be held.

### **Item 8(b) Process and Investment Strategy**

The investment process begins by gathering data from the Client. Data gathering is generally documented on the Keeler & Nadler Personal Information Form. Ancillary documents may include tax returns, investment statements for current investments, estate planning documents, life insurance contracts and bank statements. The purpose of this data gathering is to assess the Client’s current financial situation.

In addition to assessing the Client’s current financial situation, it is important to understand the goals or intent for a particular investment. Identifying the purpose, time horizon and liquidity needs of a particular portfolio are of utmost importance.

Once the purpose and time horizon is identified, it is important to understand the Client’s investment experience and attitude towards risk. This can be accomplished in a number of ways including the Client completing a risk tolerance questionnaire or by the Client completing a suitability or investment experience form. Conversations with the Client can also be used to gather qualitative information that can be considered when providing recommendations to the Client.

Factors to consider include:

- Age
- Investment Objectives
- Investment Knowledge and Experience
- Risk Tolerance
- Income
- Net Worth
- Tax Rate
- Annual Expenses
- Liquidity Needs

Once this information is gathered, Keeler & Nadler will provide recommendations to the Client. The IAR will explain the risk factors of the portfolio, any liquidity limitations, fees and expenses, and the overall allocation to cash, bonds and stocks. Risk factors may include beta, standard deviation, Sharpe ratio and interest-rate risk. With respect to investment rate of return, it is important that the IAR stress that past performance is no guarantee of future results and that investment returns reflected on various reports are historical in nature and not implied to continue in the future.

### **Due Diligence**

Keeler & Nadler has an Investment Committee that meets regularly. The Investment Committee performs due diligence on the funds that are recommended to Clients and uses this due diligence to create an “Approved List” of investments that an IAR may recommend to Clients. This due diligence generally begins with analytics provided by third parties such as Morningstar. The Investment Committee may screen investments based on the following criteria:

- Investment objective
- Equity or fixed income style box
- Expense ratio
- Manager tenure
- Performance versus benchmark
- Standard deviation
- Beta
- Sharpe ratio
- Upside/Downside Capture
- Portfolio turnover
- Number of securities held in the portfolio
- Morningstar stewardship rating
- Manager(s) Investment in the Fund
- Other qualitative analysis

After the initial screening process and group discussion is complete, the Company may conduct interviews with managers or representatives of the Investment Company or ETF.

### **Monitoring**

Keeler & Nadler reviews the investments it recommends to Clients on a regular basis. On a regular basis, various investments are selected to review. Depending on the outcome of the review, investments may be placed in a buy, watch or sell category.

While changes to Client's investment portfolios typically occur in face-to-face meetings, Keeler & Nadler may make changes to investment portfolios between meetings.

Keeler & Nadler meets with Clients regularly. The frequency depends on the needs of the Client. Telephone conversations can take the place of in-person meetings. Keeler & Nadler will contact Clients to schedule a review of their portfolio and any changes in goals, objectives, time frame, risk tolerance and the Client's personal situation. Financial planning issues such as investments, income taxes, retirement or education planning, estate planning and others are ongoing.

From time to time, however, Clients may not feel the need to have a meeting to review their account. For those Clients that do not feel the need to come in for a review, Keeler & Nadler can handle a review by phone or internet. If a Client is unresponsive to our telephone calls to review their account, Keeler & Nadler will do an in-house review to determine if any changes need to be made to the Client's portfolio. While it is the Client's responsibility to schedule an appointment, Keeler & Nadler cannot force clients to come in. If Clients are persistently unavailable to communicate with us about their account, investments and planning, Keeler & Nadler may review the nature of the relationship to determine if the relationship should be terminated.

Please refer to Item 13 for more information.



## Item 8(c) Material Risks

### Investment Strategies and Risk of Loss

#### Risk of Loss

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

**Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

**Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

**Currency Risk:** Companies typically have substantial foreign investments which are subject to fluctuations in the value of the dollar against the currency of the investment's originating country causing exchange rate risk.

**Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

**Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

**Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

**Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

#### Risks of Specific Securities Utilized

Keeler & Nadler Financial and Wealth Management, LLC generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. As with most products, there are risks associated with investing.

### **1) Real Estate Pooled Instruments**

Any real estate or real property purchased and owned by a pooled investment vehicle is subject to certain market forces in the local, regional and macro areas where such properties are located. Many of these properties are located in western U.S. states which continue to experience depressed valuations. While there has been a generally positive trend since 2009, continued price stabilization and appreciation could easily be reversed. The financial and demand metrics could easily be interrupted or reversed by such events as a national or international financial crisis such as that which began in 2007 – 2008, runaway inflation or other unforeseen economic circumstances. If any of these were to occur, the value of the properties may be significantly diminished, with negative results for us and the Debenture Holders.

### **2) Equity Securities**

The price of an equity security may drop in reaction to tangible and intangible events and conditions. This type of risk can be caused by external factors independent of a security's particular underlying circumstances.

### **3) Debt Securities**

Debt Securities are subject to a number of risks including the credit worthiness of the issuer, the interest rate which can fluctuate in the market place, the price of the security which is impacted by interest rate fluctuations and liquidity risk which could occur when the security cannot be resold without incurring a loss.

### **4) Certificates of Deposit**

Certificates of Deposit are guaranteed by the issuing bank and in the case of federally chartered banks, they are protected up to \$250,000 by the FDIC.

### **5) Investment Company Securities**

Investment company securities are commonly referred to as Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds because they fluctuate with the general market. All mutual funds have internal costs that lower your investment returns. Investment companies are subject to the same risks as equity and debt investments since investment companies invest in those types of securities.

### **6) U.S. Government Securities**

U.S. Government Securities are considered to have very low credit risk, they are affected by other types of risk, mainly interest-rate risk and inflation risk. While investors are effectively guaranteed to receive interest and principal payments as promised, the underlying value of the bond itself may change depending on the direction of interest rates.

## Item 9 - Disciplinary Information

### A. Criminal or Civil Actions

There are no criminal actions, or civil actions against Keeler & Nadler Family Wealth, its management or any of the Company's employees or Investment Adviser Representatives to report.

### B. Administrative Proceedings

There are no administrative proceedings against Keeler & Nadler Family Wealth, its management, or any of the Company's employees or Investment Adviser Representatives to report.

### C. Self-Regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings against Keeler & Nadler Family Wealth, its management or any of the Company's employees or Investment Adviser Representatives to report.

## Item 10 - Other Financial Industry Activities and Affiliations

### A. Registration as a Broker-Dealer or Broker-Dealer Representative

Keeler & Nadler Family Wealth is not a registered Broker-Dealer, nor does it have a pending application to become a broker-dealer. Neither the Company's management, its Investment Adviser Representatives nor its employees are registered as a broker-dealer nor do they have a pending application to become a broker-dealer.

Keeler & Nadler Family Wealth does have management personnel and Investment Adviser Representatives that are also dually registered as Registered Representatives of the unaffiliated Broker-Dealer, Purshe Kaplan Sterling Investments, Inc.

### B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Keeler & Nadler Family Wealth, its management, employees nor its Investment Adviser Representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

### C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interest

Neither Keeler & Nadler Family Wealth nor its management personnel have any material relationships or arrangements with any related person listed below:

- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund);
- Futures commission merchant, commodity pool operator, or commodity trading advisor;
- Banking or thrift institution;
- Accountant or accounting firm;
- Insurance company or agency;
- Pension consultant;
- Real estate broker or dealer;

- Sponsor or syndicate of limited partnerships
- Securities exchange, securities association, or alternative trading system
- Broker-dealer, municipal securities dealer, or government securities dealer or broker, and
- Investment advisor or financial planner.

Keeler & Nadler Family Wealth, and its management personnel do have a material relationship with the related persons listed below:

- Lawyer or law firm.

Resch, Root, Philipps & Graham, LLC is a law firm which specializes in Estate Planning and Tax Minimization. William Root is an attorney and owner of Resch, Root, Philipps & Graham, LLC. Mr. Root is an Investment Advisor Representative for Keeler & Nadler Family Wealth. There may be times when a Client of the law firm or a Client from the Company is referred to the other depending upon the Client's needs. While these individuals endeavor at all times to put the interests of the Clients first, Clients should be aware that the receipt of compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Purshe Kaplan Sterling Investments, Inc. ("PKS"), an unaffiliated broker-dealer, provides securities clearing and custodial services to Keeler & Nadler Family Wealth's advisory Clients.

As of November 2014, the following individuals became Registered Representatives of Purshe Kaplan Sterling Investments, an unaffiliated Broker-Dealer: (1) Andrew P. Keeler, the Company's Owner, President, Chief Compliance Officer, and Investment Advisor Representative; (2) Richard D. Nadler, Investment Advisor Representative; and (3) Mark D. Beaver, an Investment Advisor Representative of the Company.

As Registered Representatives of PKS, conflicts of interest may arise in selling general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuities and variable life products to the Company's advisory Clients. Keeler & Nadler Family Wealth does not intend to pay brokerage commissions higher than those obtainable from other broker-dealers in return for research and brokerage products or services. Clients of Keeler & Nadler Family Wealth are free to implement investment advice through PKS. However, Clients should understand that, due to certain regulatory constraints, Keeler & Nadler Financial Planning and Wealth Management's Investment Advisor Representatives, in their capacity as a dually Registered Representatives of PKS, must place all purchases and sales of securities products in commission-based brokerage accounts through PKS or other approved institutions.

Keeler & Nadler Family Wealth has principal executive officers, and Investment Advisor Representatives that are also in their individual capacities licensed as insurance agents for various insurance companies. As such, these individuals will receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of the Company's advisory Clients.

**D. Selection of Other Advisers or Managers and How This Adviser is Compensated for those Selections.**

Keeler & Nadler Family Wealth does not utilize nor select other advisers or third-party managers. All assets are managed by the Company's personnel.

## **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **A. Code of Ethics**

Keeler & Nadler Family Wealth has adopted a Code of Ethics, a copy of which is provided to all Clients or prospective Clients upon request free of charge. Keeler & Nadler Family Wealth has a duty to exercise its authority and responsibility for the benefit of its Clients, to place the interest of its Clients first, and to refrain from having outside interests that conflict with the interests of its Clients and to disclose any conflicts that may exist. Keeler & Nadler Family Wealth will disclose to each Client any material conflict of interest regarding the Company, any representative or employees of the Company in writing before entering or renewing a Client Advisory Agreement either Discretionary or Non-Discretionary with the Client.

Keeler & Nadler Family Wealth may maintain its own accounts and may buy and sell securities for its own account or the accounts of its principals. The advice given and the actions taken with respect to a Client and the Company's own account may differ from advice given or the timing and nature of actions taken with respect to other Client accounts.

### **B. Recommendations Involving Material Financial Interests**

An Investment Advisor Representative or management of Keeler & Nadler Family Wealth may have a financial interest in those recommended transactions that involve the purchase of securities. The Company, its management and Investment Advisor Representatives may personally invest in the same securities recommended to advisory Clients. These transactions may involve a conflict of interest.

To address this conflict of interest, should this occur, the Company's Investment Advisor Representatives, and Management, will adhere to the following procedures regarding their personal trading:

1. The Company will maintain a list of its Access/Related Persons;
2. Access persons are required to submit Initial and Annual holdings reports to the Chief Compliance Officer;
3. Access persons are required to submit quarterly transaction reports;
4. Personnel must receive approval from the Chief Compliance Officer regarding the purchase of IPO's and Limited Offerings;
5. Clients' orders will always take precedence over orders placed for the Company, its Investment Advisor Representatives or the Company's Management, and
6. Neither Advisory Clients, Investment Advisor Representatives nor the management of Keeler & Nadler Family Wealth will have enough funds invested in any given security to move the market in that particular security.

### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, Keeler & Nadler Family Wealth may invest in the same security as those that are recommended to its Clients. This may cause a conflict of interest. To address this issue, the Company has established the above-referenced procedure. Additionally, Keeler & Nadler Family Wealth will always process the Client's transactions before their own when similar or the same securities are being bought or sold, and no transactions by Keeler & Nadler Family Wealth will be permitted to disadvantage Clients.

#### **D. Trading Securities At or Around the Same Time as Clients' Securities**

Our supervised persons are not permitted to recommend securities to Clients at or about the same time that the Investment Advisor Representative (or another supervised person associated with the Investment Advisor Representative) buys or sells the same securities for their own account(s). In addition, Investment Advisor Representatives are not permitted to use discretionary trading authority on behalf of Clients to buy or sell securities at or about the same time that the Investment Advisor Representative (or another supervised person associated with the Investment Advisor Representative) buys or sells the same securities for their own account(s).

#### **E. Trades with Clients**

Keeler & Nadler Family Wealth does not engage in agency cross or principal transactions with its Clients, however, if a situation occurs where they do, the Company will only do so with a written confirmation at or before the completion of each such transaction containing the following:

1. A statement and/or document describing the nature of the transaction and the conflict of interest;
2. The date and time of the transaction;
3. The source and amount of remuneration received by or to be received by the Company; and
4. That the Client's authorization may be revoked at any time prior to completion of the transaction.

Keeler & Nadler Family Wealth may maintain its own accounts and may buy and sell securities for its own account or the accounts of its principals. The advice given and the actions taken with respect to a Client and to Keeler & Nadler Family Wealth's own accounts may differ from advice given or the timing and nature of actions taken with respect to other Client accounts.

## **Item 12 - Brokerage Practices**

#### **A. Recommendation of Charles Schwab & Company, Inc.**

For Clients that wish to establish a managed account or implement our financial planning advice through our Company, we will recommend, and in some cases it may be necessary, for the Client to establish an account with Charles Schwab & Company, Inc. ("Charles Schwab"). Therefore, when Clients sign an agreement with our Company, they will need to establish a brokerage account with Charles Schwab if they do not already have an account at Charles Schwab. Charles Schwab is a registered broker-dealer, member SIPC, and will maintain custody of Clients' assets and provide execution of securities transactions. Keeler & Nadler Family Wealth is independently owned and operated and not affiliated with Charles Schwab.

Not all investment advisors recommend or require the use of a specific broker-dealer. Some investment advisors allow Clients to select the broker-dealer. Please note we do **not** receive any Client referrals from Charles Schwab. However, for compliance and operational efficiency purposes, we have decided to utilize the services of Schwab Advisor Services, and therefore, strongly encourage all Clients to open accounts with Charles Schwab when participating in the Company's Investment Management Services.

On an annual basis, Keeler & Nadler will review alternative custodians in the marketplace for comparison to the currently used custodian, evaluating criteria such as overall expertise, cost competitiveness and financial condition. Quality of execution for custodians will be reviewed through methods such as trade journal evaluations, blogs, chat

rooms, advisor to advisor conversations, and study groups. No single criteria will validate nor invalidate a custodian, but rather, all criteria taken together will be used in evaluating the currently utilized custodian.

The decision to strongly recommend Charles Schwab is largely based on the Company's participation in Schwab Advisor Services and not solely based on our Clients' interest in receiving most favorable execution. However, Keeler & Nadler certainly consider the overall execution services of Charles Schwab when recommending them over other brokerage platforms.

Through the Schwab Advisor Services platform, Keeler & Nadler Family Wealth is provided with access to Charles Schwab's institutional trading and custodial services, which are typically not available to Charles Schwab retail investors. By receiving benefits and services from Charles Schwab, Keeler & Nadler does not have to produce or pay for these benefits directly. 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: \$10 million of the Company's Clients' assets are maintained in accounts at Schwab Advisor Services and are not otherwise contingent upon Keeler & Nadler Family Wealth committing to Charles Schwab any specific amount of business (assets in custody or trading). Charles Schwab's services include brokerage, custodial, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Keeler & Nadler Family Wealth Clients' accounts maintained in Charles Schwab's custody, Charles Schwab does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Charles Schwab or that settle into Charles Schwab accounts. The commission and/or transaction fees charged by Charles Schwab may be higher than those charged by other broker-dealers. Charles Schwab enables our Company to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. By establishing the bulk of our Client accounts at Charles Schwab, Keeler & Nadler is in a better position to negotiate commission and transaction fees they charge to Clients.

Charles Schwab also makes available to Keeler & Nadler Family Wealth other products and services that benefit Keeler & Nadler Family Wealth but may not benefit each Clients' account directly. Some of these other products and services assist Keeler & Nadler Family Wealth in managing and administering Clients' accounts as a whole. These products and services include software and other technology that provide access to Client account data (such as trade confirmation and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple Client accounts); provide research, pricing information and other market data; facilitate payment of advisory fees from its Clients' accounts; and assist with back-office functions; recordkeeping and Client reporting. Many of these services generally may be used to service all or a substantial number of Keeler & Nadler Family Wealth accounts.

Schwab Advisor Services also makes available to Keeler & Nadler Family Wealth other services intended to help Keeler & Nadler Family Wealth manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Charles Schwab may make available, arrange and/or pay for these types of services rendered to Keeler & Nadler Family Wealth by independent third parties providing these services to Keeler & Nadler Family Wealth. While as a fiduciary, Keeler & Nadler Family Wealth endeavors to act in its Clients' best interests, and while the recommendation that Clients maintain their assets in accounts at Charles Schwab, this may be based in part on the benefit to Keeler & Nadler Family Wealth of the availability of some of the foregoing products and services; nevertheless, these products and services by facilitating the Company's workload are also effectively benefiting our Clients as well.

## **B. Recommendation of Other Custodians and Client-Directed Custodians**

While Keeler & Nadler generally recommends, and in some cases it may be necessary, for the Client to open an account with Charles Schwab, a client may be allowed to select a broker-dealer of their own choosing and still participate in our Investment Management Services program and Retirement Plan Advisory and Pension Consulting Services.

When rendering Retirement Plan Advisory and Pension Consulting Services to clients, advice is provided regarding their individual employer-sponsored retirement plans and other retirement plans. For such services, client assets shall be maintained at the custodian designated by the sponsor of the client's retirement plan or custodian selected by the retirement plan administrator. For clients that do not have a plan sponsor or custodian, we will recommend and help the client select one appropriate for their needs.

Although we recommend these platforms, please understand that we do not represent or guarantee that we will achieve the most favorable execution of client transactions and the platforms we recommend may be more expensive than other platforms offering the same or similar services. Clients are never required or obligated to utilize sponsors recommended by Keeler & Nadler and may use any plan/product sponsor they choose.

When a Client directs the use of a particular broker-dealer or other custodian, Keeler & Nadler may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular broker-dealer or custodian may receive less favorable prices than would otherwise be the case if the Clients had not designated a particular broker-dealer or custodian. Further, Clients with directed brokerage arrangements will not be able to participate in aggregate trades (i.e. block trades) and directed trades may be placed by the Investment Advisor after effecting non-directed trades.

## **C. Aggregating (Block) Trading for Multiple Client Accounts**

Keeler & Nadler Family Wealth maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of Clients by providing the Company the ability to purchase larger blocks resulting in smaller transaction costs to the Client. Declining to block trade can cause more expensive trades for Clients.

# **Item 13 - Review of Accounts**

## **A. Frequency and Nature of Periodic Reviews and Who Makes those Reviews**

Keeler & Nadler Family Wealth reviews Client accounts periodically throughout the calendar year, upon request of the Client, in response to a material change in the Client's investment situation and/or when specific investment recommendations change for a given asset class. These reviews are completed by one or more of the Investment Advisor Representatives familiar with the Client's situation.

## **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Factors that will trigger a non-periodic review of a Client's account would be a material market, economic or political event, or if there is a change in the Client's financial circumstances.

## **C. Content and Frequency of Regular Reports Provided to Clients**

Keeler & Nadler Family Wealth does not currently, but may at its discretion, issue regular reports to Clients. The Custodian issues periodic statements and reports of accounts activity directly to Clients.



## Item 14 - Client Referrals and Other Compensation

### A. Economic Benefits Provided by Third-Parties for Advice Rendered to Clients

Keeler & Nadler Family Wealth does not receive or accept any economic benefit directly or indirectly from any third-party for advice rendered to the Company's Clients.

### B. Compensation to Non-Advisory Personnel for Client Referrals

Keeler & Nadler Family Wealth may offer remuneration to individuals or organizations that make referrals of potential Clients under the following circumstances:

1. Keeler & Nadler Family Wealth has a written agreement with the person making the referral;
2. A separate written disclosure document is furnished to the referral Client disclosing the relationship between the person making the referral and Keeler & Nadler Family Wealth, the terms of the compensation arrangement between the person making the referral and Keeler & Nadler Family Wealth and any additional charges the Client will incur as a result of the referral.

Keeler & Nadler Family Wealth has entered into an agreement with SmartAdvisor to receive referrals generated from SmartAdvisor's online marketing efforts. This is a paid arrangement whereby we have agreed to pay SmartAdvisor a fee for each individual referred to us in geographical areas where Keeler & Nadler Family Wealth maintains physical office locations. Individuals that contact SmartAdvisor either directly or online will be connected with up to three advisors in their local area and will then decide which financial services provider to work with.

SmartAdvisor does not proactively call or speak to individuals about Keeler & Nadler Family Wealth but if an individual contacts SmartAdvisor for a recommended financial provider in geographical locations in which Keeler & Nadler Family Wealth maintains a physical office location, the individual may be connected to Keeler & Nadler Family Wealth. At that time, SmartAdvisor will provide the individual a Solicitor Disclosure Statement (detailing among other things, the fee we pay to SmartAdvisor) along with a copy of our Form ADV brochures.

Keeler & Nadler Family Wealth is given the individual's name and contact information that they provide and that have expressed interest in hearing from a qualified investing professional. Keeler & Nadler Family Wealth will attempt to contact them directly to answer any question they have and if necessary, schedule an appointment with an Investment Advisor Representative.

Our payment to SmartAdvisor is based on the number and asset level of referrals provided and not based on the number of new clients attained. We simply pay a per referral fee for the service.

Individuals referred to Keeler & Nadler Family Wealth by SmartAdvisor are not required or obligated in any way to work with Keeler & Nadler Family Wealth. The selection of an investment adviser is important and should not be based solely on marketing or referrals, including referrals from SmartAdvisor. Individuals that find us through SmartAdvisor are free to work with any investment adviser or financial professional of their own choosing.

## Item 15 - Custody

Each Client appoints, or will appoint, a separate custodian (the “Custodian”) to take possession of the cash, securities, and other assets in the Client’s account. As a result, Keeler & Nadler Family Wealth does not have access to the assets in the account or to the income produced and will not be responsible for any acts or omissions of the custodian. The custodian sends to the Client, at least quarterly, a statement indicating all amounts disbursed from the account (including the amount of any fees paid to Keeler & Nadler Family Wealth pursuant to the Client’s authorization), all transactions occurring in the account during the period covered by the statement, and a summary of the account positions and portfolio values at the end of the period. The custodian will be directed to send copies of the account statements to Keeler & Nadler Family Wealth along with an indication that the statements have been sent to the Client.

In the event that the Client directs Keeler & Nadler Family Wealth to use a particular custodian or broker-dealer, the Client will be responsible for all costs associated with this relationship. Keeler & Nadler Family Wealth may not be authorized under those circumstances to negotiate commission and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commission charged to Clients who direct Keeler & Nadler Family Wealth to use a particular broker-dealer and other Clients who do not direct Keeler & Nadler Family Wealth to use a particular broker-dealer.

## Item 16 - Investment Discretion

By signing the “Client Advisory Agreement – Discretionary”, the Client grants Keeler & Nadler Family Wealth the authority to invest/reinvest the assets under Keeler & Nadler Family Wealth’s management on the Client’s behalf without prior consultation from the Client (discretionary basis), subject to the Client’s stated investment objectives and any other Client instructions. Keeler & Nadler Family Wealth will invest in the investment types listed in this brochure which include, but are not limited to: cash, cash equivalents, U.S. Government securities, equities, options, mutual funds and alternative investments, which include, but are not limited to direct participation programs. See Item 8(C) regarding risks associated with these investments.

The Client also authorizes Keeler & Nadler Family Wealth to take any other necessary action in connection with the opening and maintenance of the Client’s account, as well as for the completion and payment of transactions for the account. Keeler & Nadler Family Wealth will make investment decisions for the Client’s account according to the Client’s investment objectives and financial circumstances as described by the Client. The Client agrees to promptly inform Keeler & Nadler Family Wealth if the information provided by the Client in their information and investor profile becomes materially inaccurate and to consult with Keeler & Nadler Family Wealth or their Investment Advisor Representative to provide updated information on an annual basis.

### **Electronic Delivery of Form ADV Part 2A, Firm Brochure, and Part 2B, Supplemental Brochure(s)**

Pursuant to the Investment Advisor’s Act of 1940, Investment Advisors are required on an annual basis to send Clients a copy of the Company’s Form ADV Part 2, or a summary of material changes made under Item 2 of Form ADV Part 2 with an offer to send the Client a complete copy of the Company’s brochure free of charge upon request. Should the Client prefer to go “paperless” and receive a copy of the Company’s brochure electronically, Clients may do so by signing an Electronic Communication Acknowledgement and Consent Agreement, and identifying the time frame that it covers or the Client may sign the designated section in the “Client Advisory Agreement”.

## Item 17 - Voting Client Securities (Proxy Voting)

Unless the parties have otherwise agreed in writing (and such writing, in the case of an account subject to the provisions of ERISA, is consistent with plan documents), Keeler & Nadler Family Wealth shall have no authority or obligation to take any action or render any advice with respect to, issuers of securities in which assets of the Client's account may be invested from time to time. The Client (or the plan fiduciary in the case of an account subject to the provisions of ERISA) expressly retains the authority and responsibility for the voting of such proxies.

## Item 18 - Financial Information

### A. Balance Sheet

No disclosure of financial information (a balance sheet) is required because Keeler & Nadler Family Wealth does not have custody of Client funds and does not require prepayment of more than \$1,200 in fees per Client, six months or more in advance. Therefore, no balance sheet is included with this brochure.

### B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients.

Neither Keeler & Nadler Family Wealth nor its management have any financial conditions that is likely to reasonably impair the ability to meet contractual commitments to Clients.

### C. Bankruptcy Petitions in Previous Ten Years

Neither Keeler & Nadler Family Wealth, its management, nor its personnel have been the subject of a bankruptcy petition at any time during the past ten (10) years.