Item 1 – Cover Page

McMill Wealth Inc.

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https://mcmill.info/services/wealth-mangement/

Date of Brochure: March 26, 2020

This Brochure provides information about the qualifications and business practices of McMill Wealth Inc. If you have any questions about the contents of this Brochure, please contact Nathan A. Raabe at 402-371-1160 or at nathanr@wealthfirm.info. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about McMill Wealth Inc. is also available on the Internet at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes made to McMill Wealth Inc.'s Brochure since the last update to this Brochure, which was dated March 29, 2019, through the date of this filing.

Please note that other changes were made to this Brochure, which are not discussed in this summary. Consequently, we encourage you to read this Brochure in its entirety.

Item 3 – Table of Contents

Item 4 – Advisory Business

McMill Wealth Inc. (the "firm", "we", "us" or "our") is an investment advisor registered with the United States Securities and Exchange Commission ("SEC") and is a Corporation formed in December 1978 under the laws of the State of Nebraska. We conduct our advisory services under the business name McMill Wealth Inc.

- Our firm's principal owners are President Jared Faltys and Vice President Nancy Brozek.

- McMill Wealth Inc. has been registered as an investment advisor with the SEC since April 2005.

General Description of Primary Advisory Services

The advisory services we provide are investment advisory (asset management) services, financial planning services, and qualified retirement plan services (which we refer to as "Fiduciary Services"). Following are brief descriptions of our primary services:

Financial Planning Services - We provide advisory services in the form of financial planning services. Financial planning services do not involve the active management of client accounts, but instead focus on a client's overall financial situation. Financial planning can be described as helping individuals determine and set their long-term financial goals through investments, tax planning, asset allocation, risk management, retirement planning, and other areas. The role of a financial planner is to find ways to help the client understand his/her overall financial situation and help the client set financial objectives.

Asset Management Services - We provide advisory services in the form of asset management services, which we refer to as "investment advisory services". Asset management services involve providing continuous and on-going supervision over client accounts. This means that we will continuously monitor a client's account and make trades in client accounts when necessary.

More detailed descriptions of each of our advisory services is provided in *Item 5 – Fees and Compensation* so that clients and prospective clients can review the description of services and description of fees in a side-by-side manner. Overall, the services we provide utilize no-load passively managed mutual funds and ETFs with an emphasis on fee transparency and cost minimization to our clients.

Limits Advice to Certain Types of Investments

We provide investment advice on the following types of investments:

- No-Load (i.e., no trading fee) and Load-Waived (i.e., trading fee waived) Mutual Fund Shares
- Exchange-listed securities (i.e., stocks)
- Securities traded over-the-counter (i.e., stocks)
- Fixed income securities (i.e., bonds)
- Closed-End Funds and Exchange Traded Funds (ETFs)

- Foreign Issues
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- United States government securities
- Options contracts on securities and commodities
- Futures contracts on tangibles and intangibles
- Interests in partnerships investing in real estate, oil and gas interests

We render advice on a regular basis regarding equity securities, (including exchange-listed securities and securities traded over-the-counter), variable annuities, corporate debt securities (other than commercial paper), certificates of deposit, municipal securities, investment company securities, and United States government securities. All other items listed above represent types of investments for which we do not regularly render advice; however, from time to time we may be required to evaluate investments of these types acquired by our clients prior to establishing a relationship for services with us. We generally do not recommend that clients invest in options and futures programs.

The primary vehicles we use for investing are no-load mutual funds and ETFs (exchange traded funds). Portfolios generally include funds managed by Dimensional Fund Advisors (DFA), which are passive asset class funds.

With respect to partnerships we do not recommend purchase of public programs due to their illiquidity and the fee structures. Occasionally, we recommend public real estate investment trusts (REITS) for certain clients who desire to include real estate in their asset allocation strategy.

We also evaluate insurance products such as annuities and various types of life insurance products.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Tailor Advisory Services to Individual Needs of Clients

Our services are provided based on the individual needs of each client. This means, for example, that you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with each client on a one-on-one basis through interviews and questionnaires to determine the client's investment objectives and suitability information.

Client Assets Managed by McMill Wealth Inc.

The amount of clients' assets managed by McMill Wealth Inc. were approximately $366,659,985 as of December 31, 2019. All of these assets are managed on a discretionary basis and no assets are managed on a non-discretionary basis.

Item 5 – Fees and Compensation

In addition to the information provide in *Item 4 – Advisory Business*, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements.

McMill Wealth Inc. does not receive any income in connection with acting as your investment advisor except for the fees we charge as described below. We do not receive commissions, referral fees, finder's fees or other cash compensation.

Fiduciary Services

McMill Wealth Inc. offers Fiduciary Services both to defined contribution retirement plan sponsors ("Sponsors") and to investment advisers to defined contribution retirement plans ("Plans"). When we work with an investment adviser to a Plan, we refer to that investment adviser as a "Relationship Manager Advisor". Fiduciary Services typically include:

- Providing a sample investment policy statement and assisting in its preparation for a Plan based upon information provided by the Plan's Sponsor;
- Providing model investment portfolios to the Relationship Manager Advisor. The Relationship Manager Advisor offers primarily five asset allocation models and makes them available to the Plan participants. McMill Wealth Inc. monitors the asset allocation models and adjusts the holdings and weightings of each model on a discretionary basis in an effort to meet the stated investment objective of the model;
- Recommending specific mutual funds or investment vehicles to be offered as investment options under the Plan;
- Monitoring of the Plan's investment options;
- Preparing reports concerning the performance of the investment options;
- Providing recommendations regarding changes in the Plan's investment;
- Notifying the Sponsor of other relevant information regarding the investment options; and
- Providing other services as negotiated with the Sponsor or investment adviser to the Plan.

McMill Wealth Inc. consults with each Relationship Manager Advisor about the investment options to be made available under a Plan, including whether the Sponsor wishes investment vehicles to be selected from the universe available through the custodian.

Fiduciary Fees

For its Fiduciary Services, McMill Wealth Inc. charges a fee expressed as a percentage of the assets covered by its investment advice and related services (the "Co-Fiduciary Fee"). The Co-Fiduciary Fee will generally be between 0.10% to 0.15% per annum of covered assets with the right to adjust on a plan by plan basis.

Investment Advisory (Asset Management) Services

We provide investment advisory services on your behalf. These services include the following:

A. Analyze your financial condition,
B. Recommend options to achieve your financial objectives,
C. Implement investment strategies, and
D. Monitor performance of your investments.

We work with you to determine your investment objectives and investor risk profile (investment policy) and design a written investment policy statement. We use investment and portfolio allocation software to evaluate alternative portfolio designs and we assist you in selecting the investment strategies that are consistent with your investment policy. At your request we evaluate your existing investments with respect to your investment policy and their individual performance. We work with you to develop a transition plan in order to move from your existing asset allocation to the desired asset allocation. We monitor the performance of the assets as well as the asset allocation strategy, and we hold review meetings with you as requested and produce quarterly performance reports for you.

We have developed model no-load mutual fund portfolios, which we use with you if we consider a developed model to be appropriate for your investment policy.

Investment Advisory Fees

The following is our Fee Schedule:

Account Balance	Annual Fee
Up to $49,999	1.75%
$50,000 to $199,999	1.50%
$200,000 to $499,999	1.25%
$500,000 to $999,999	1.00%
$1,000,000 to $1,999,999	0.90%
$2,000,000 to $2,999,999	0.80%
$3,000,000 to $3,999,999	0.70%
$4,000,000 to $4,999,999	0.60%
$5,000,000 or more	0.50%

This schedule may be modified and fees may be negotiated with each client. The fee schedule that applies to your account(s) will be specified in your Investment Advisory Agreement (IAA). The annual fee is calculated based upon the total value of your account that is receiving investment advisory services. Our fee is calculated and billed quarterly in advance based on the market value of your account on the last day of the preceding calendar quarter as reported on your quarterly statements from the account custodian. At the firm’s option, fees may be billed annually for small accounts. If you open an account mid-quarter, the first partial quarter’s fees are prorated and charged in arrears and will be billed with the first full quarter’s fees, which are charged in advance for the first full calendar quarter that you receive investment advisory services. On a quarterly basis we provide you with an invoice showing all fees charged to your account. Upon termination, fees will be pro-rated to the effective date of termination. You will receive a refund of any fees paid but not yet earned through the effective date of termination unless your pro-rata refund would be less than $50. If the pro-rata refund due upon termination is an amount up to $50, the fee may be retained to cover administrative costs incurred to process our termination of services to your account. The "client" is defined to include all accounts considered in the billing group of accounts, and "the date of termination" is defined as the date of total withdrawal or total transfer from the account(s). If unearned fees total more than $50 per client upon termination, the fees will be refunded in total to the client. Depending on the service required, we will occasionally negotiate fees alternative to those described above, including potentially a fixed fee for services to your account. Fees may vary based on individual or family circumstances. Generally, fees are deducted from client accounts.

Individual accounts for members of the same family, which is defined as including a client's spouse and dependent children, are assessed fees based on the total account balance of all family accounts. Accounts for business entities and accounts related thereto, including those of the business owner are generally assessed fees based on the total account balances of all such related accounts.

The fee schedule may be amended from time to time by McMill Wealth Inc. We will provide clients with at least forty-five (45) days advance written notice for any amendments to our fee schedule and clients have the option to terminate services before the increased fee schedule takes effect. Generally, we require clients to provide at least thirty (30) days written notice to terminate services.

In addition to advisory fees paid to McMill Wealth Inc., clients pay fees to the mutual funds in the form of internal expenses at the fund level, which expenses reduce the net value of the funds. Trade fees may apply to trades placed at TD Ameritrade Institutional Services, a division of TD Ameritrade Investor Services, Inc. (TDA), Aegon, MG Trust (a subsidiary of Matrix Financial Solutions), TD Ameritrade Trust Company (a wholly owned subsidiary of TD Ameritrade Holding Corporation), or other custodians. McMill Wealth Inc. receives no portion of these internal expenses or trade fees.

Financial Planning Service and Fees

We also provide general financial planning to you if requested. Normally this service is provided to clients that are already a client McMill Wealth Inc. without any additional fees. For financial planning services that are subject to additional fees, hourly fees will be charged at a rate of up to $250 per hour and the specific rates and estimated time to complete the requested financial planning services will be discussed before such charges are incurred. The specific hourly fees for each client will be disclosed prior to any engagement undertaken for an hourly fee.

The purpose of the financial plan is to assist the client in defining personal financial planning goals and objectives to be pursued in the areas of business planning, children's education, retirement planning, estate planning, tax planning, and investments, and to supply an analysis and recommendations as to the actions and investment strategies necessary to attain these goals and objectives.

Financial planning is not an exact science and projections are prepared based upon information provided by you (the client) and assumptions made at the time. We do not attempt to verify the accuracy or completeness of information that is provided to us. The future cannot be forecast with certainty; the degree of uncertainty increases the farther into the future we attempt to forecast. Actual results will vary from projections made, and it is possible that the variation will be significant. Also, financial planning is an ongoing process. Decisions made are based on the best information available at the time and such things as changes in market conditions, tax laws, and your personal goals can all impact the outcome of your financial plan.

The client is not obliged to follow recommendations made during the financial planning process, and McMill Wealth Inc is not responsible for actual results to match the projections made during the financial planning process.

Termination

Concerning fiduciary services, the client's authorized representative, McMill Wealth Inc., or the Relationship Manager Advisor may terminate the agreement for services with sixty (60) days written notice. A copy of the termination notice must additionally be provided to the Plan Custodian (or Plan trustee), if any. Failure to pay service fees by the client will also terminate the contract. A refund of any unearned fees will be made based on the time expended by McMill Wealth Inc. and the Relationship Manager Advisor before termination. A full refund of any fees paid will be made if the agreement is terminated within five (5) business days.

You may terminate your Investment Advisory Agreement without penalty within five (5) business days after you sign your Investment Advisory Agreement. In all other situations your Investment Advisory Agreement is continuous unless terminated by either you or McMill Wealth Inc. Upon termination, advisor fees will be pro-rated to the effective date of termination. The proration of fees upon termination is further described previously in the Investment Advisory Fees section. McMill Wealth Inc. has no obligation to provide any additional further recommendations, actions, or services upon termination of any agreement for investment advisory services, financial planning services, or fiduciary services.

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

Item 6 is not applicable to McMill Wealth Inc. McMill Wealth Inc. does not charge or accept performance-based fees. Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets held within a client's account. Further, "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. As McMill Wealth, Inc. has no performance-based fee accounts, it has no side-by-side management.

Item 7 – Types of Clients

We generally provide investment advice to the following types of clients:

- Individuals
- High-Net Worth Individuals
- Pension and profit sharing plans

- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above
- State or municipal government entities

All clients are required to execute an agreement for services in order to establish a client arrangement with McMill Wealth Inc.

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing an account managed by McMill Wealth Inc.

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

We use the following methods of analysis in formulating investment advice:

> Fundamental. This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

McMill Wealth Inc.'s security analysis is based upon a number of factors including those derived by commercially available software technology, securities rating services, general market and financial information, due diligence reviews and specific investment analysis you request from time to time.

McMill Wealth Inc. uses the following investment strategies when managing client assets and/or providing investment advice:

> Long term purchases. Investments held at least a year.

> Margin transactions. When an investor buys a stock on margin, the investor pays for part of the purchase and borrows the rest from a brokerage firm. For example, an investor may buy $5,000 worth of stock in a margin account by paying for $2,500 and borrowing $2,500 from a brokerage firm. Clients cannot borrow stock or cash from McMill Wealth Inc.

> Other. Our investment strategies used to implement our investment advice include the purchase or sale of specific securities.

Our advice is based upon long-term investment strategies that incorporate the principles of modern portfolio theory. Our investment approach is firmly rooted in the belief that markets are "efficient", and that investors' returns are determined principally by asset allocation decisions, not market timing or stock picking. We develop diversified portfolios principally through the use of passively managed, asset class mutual funds that are available only to institutional investors and clients of a network of carefully selected investment advisors.

We may also recommend the use of long-term investment techniques such as dollar-cost averaging.

Use of Primary Method of Analysis or Strategy

McMill Wealth Inc.'s primary method of analysis or strategy is based on the principles of Modern Portfolio Theory (MPT). The tenets of MPT provide for a passive long-term buy-and-hold strategy implemented through globally diversified portfolios. Mutual funds representing asset classes where academic research has demonstrated higher expected returns for the level of risk taken are combined in a single portfolio. Portfolios are constructed in a manner to provide diversification for the purpose of reducing the risk caused by volatility. Portfolios are rebalanced to maintain agreed upon asset allocations.

Some of the risks involved with using this method include: market risk, small companies risk, risk of concentrating in the real estate industry, foreign securities and currencies risk, emerging markets risk, banking concentration risk, interest rate risk, risk of investing for inflation protection, risk of municipal securities, and /or fund of funds risk.

Investments in foreign issuers are subject to certain considerations that are not associated with investments in US public companies. Investments of the International Equity, Emerging Markets Equity and the Global Fixed Income portfolios will be denominated in foreign currencies. Changes in the relative values of these foreign currencies and the US dollar, therefore, will affect the value of investments in the portfolios. Forward currency contracts will be utilized to attempt to minimize these changes. Foreign issuers are not generally subject to uniform accounting, auditing and financial reporting standards comparable to those of US public corporations and there may be less publicly available information about such companies than comparable US companies. Also, legal, political, or diplomatic actions of foreign governments, including expropriation, confiscatory taxation, and limitations on the removal of securities, property, or other assets of the portfolios, could adversely affect the value of the assets of these portfolios.

Securities of small companies are often less liquid than those of large companies. As a result, small company stock and the funds which invest in them may fluctuate relatively more in price. Although securities of larger firms fluctuate relatively less, economic, political and issuer specific events will cause the value of all securities and the funds which invest in them to fluctuate as well.

Additionally, investments in Real Estate Securities Portfolios are concentrated in the real estate industry. This exclusive focus on the real estate industry may cause its risk to approximate the general risks of direct real estate ownership. Its performance may be materially different from the broad US equity market.

The net asset value of a fund that invests in fixed income securities will fluctuate when interest rates rise. An investor can lose principal value investing in a fixed income fund during a rising interest rate environment.

Focus on the banking industry would link the performance of certain Fund Portfolios to changes in performance of the banking industry generally. For example, a change in the market's perception of the riskiness of banks compared to non-banks would cause the Portfolio's values to fluctuate.

Inflation Protected Securities and Portfolios invested in them are expected to be protected from long-term inflationary trends; however, short-term increases in inflation may lead to a decline in the Portfolio's value. If interest rates rise due to reasons other than inflation, the Portfolio's investment in these securities may not be protected to the extent that the increase is not reflected in the securities' inflation measures. The Portfolio may also suffer a loss during periods of sustained deflation.

Risk of Loss

All investing and trading activities risk the loss of capital. Although we will attempt to moderate these risks, no assurance can be given that the investment activities of an account we advise will achieve the investment objectives of such account or avoid losses. Direct and indirect investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance. It is important that you understand the risks associated with investing in the types of investments and strategies listed above.

Except as may otherwise be provided by law, we are not liable to clients for:

- Any loss that you may suffer by reason of any investment decision made or other action taken or omitted by us in good faith;
- Any loss arising from our adherence to your instructions or the disregard of our recommendations made to you; or
- Any act or failure to act by a custodian or other third party to your account.

The information included in this Brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular client account. You are encouraged to ask questions regarding risks applicable to a particular strategy or investment product and read all product-specific risk disclosures. It is your responsibility to give us complete information and to notify us of any changes in financial circumstances or goals.

There are certain additional risks associated when investing in securities; including, but not limited to:

- Market Risk: Either the stock market as a whole, or the value of an individual company or fund, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

- Legal and Regulatory Risks: The regulation of the U.S. and non-U.S. securities and futures markets investment funds has undergone substantial change in recent years and such change may continue. In particular, in light of the recent market turmoil there have been numerous proposals, including bills that have been introduced in the U.S. Congress, for substantial revisions to the regulation of financial institutions generally. Some of the additional regulation includes requirements that private fund managers register as investment advisers under the Advisers Act and disclose various information to regulators about the positions, counterparties and other exposures of the private funds managed by such managers. Further, the practice of short selling has been the subject of numerous temporary restrictions, and similar restrictions may be promulgated at any time. Such restrictions may adversely affect the returns of Underlying Investment Funds that utilize short selling. The effect of such regulatory change on the accounts and/or the underlying investment funds, while impossible to predict, could be substantial and adverse.

- Inflation Risk: When 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. The firm's portfolios face inflation risk, which results from the variation in the value of cash flows from a financial instrument due to inflation, as measured in terms of purchasing power.

- Market or Interest Rate Risk: The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the prices of fixed income securities fall. If the firm holds a fixed income security to maturity, the change in its price before maturity may have little impact on the firm portfolios' performance. However, if the firm determines to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss.

- Market Volatility: The profitability of the portfolios substantially depends upon the firm correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The firm cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

- Material Non-Public Information: By reason of their responsibilities in connection with other activities of the firm and/or its principals or employees, certain principals or employees of the firm and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The firm will not be free to act upon any such information. Due to these restrictions, the firm may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

- <u>Accuracy of Public Information</u>: The firm selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the firm by the issuers or through sources other than the issuers. Although the firm evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the firm is not in a position to confirm the completeness, genuineness, or accuracy of such information and data. In some cases, complete and accurate information is not available.

- <u>Trading Limitations</u>*:* For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the account to loss. Also, such a suspension could render it impossible for the firm to liquidate positions and thereby expose the Client account to potential losses.

- <u>Recommendation of Particular Types of Securities</u>: In some cases, the firm recommends mutual funds. There are several risks involved with these funds. These funds have portfolio managers that trade the fund's investments in agreement with the fund's objective and in line with the fund prospectus. While these investments generally provide diversification there are some risks involved especially if the fund is concentrated in a particular sector of the market, uses leverage, or concentrates in a certain type of security (i.e. foreign equities). The returns on mutual funds can be reduced by the costs to manage the funds. And the shares rise and fall in value according to the supply and demand. Open end funds may have a diluted effect on other investors' interest due to the structure of the fund while closed end funds have limited shares which rise and fall in value according to supply and demand in the market. In addition, closed end funds are priced daily and as a result they may trade differently than the daily net asset value (NAV).

- <u>Firm's Investment Activities</u>: The firm's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the firm. Such factors include a wide range of economic, political, competitive and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The markets may be volatile, which may adversely affect the ability of the firm to realize profits on behalf of its Clients. As a result of the nature of the firm's investing activities, it is possible that the firm's results may fluctuate substantially from period to period.

- <u>Equity (Stock) Market Risk</u>: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

- <u>Company Risk</u>: When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- Risks Associated with Fixed Income: When investing in fixed income instruments such as bonds or notes, the issuer may default on the bond and be unable to make payments. Further, interest rates may increase and the principal value of your investment may decrease. Individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power.

- ETF and Mutual Fund Risk: When investing in an Exchange-Traded Fund (ETF) or mutual fund, a client will bear additional expenses based on the client's pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing or selling ETFs.

- Options Risk: Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.

- Liquidity Risk: Certain assets may not be readily converted into cash or may have a very limited market in which they trade. Thus, you may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment before the price drops significantly) a particular investment and therefore, can have a negative impact on investment returns.

- Management Risk: Your investments will vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If you implement our financial planning recommendations and our investment strategies do not produce the expected results, you may not achieve your objectives.

- 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 bonds.

- Call Risk: Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.

- Credit Risk: The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.

- Speculation Risk: The securities markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of securities.

- Geopolitical Risk: The risk an investment's returns could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers or military control.

- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- Foreign Market Risk: The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets of the United States, and securities of some foreign companies are less liquid and more volatile than securities of comparable United States companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of securities, or by large dispositions of securities, than as it is in the United States. The limited liquidity of some foreign markets may affect our ability to acquire or dispose of securities at a price and time it believes is advisable. Further, many foreign governments are less stable than that of the United States. There can be no assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries.

- Counterparty and Broker Credit Risk: Certain assets will be exposed to the credit risk of the counterparties when engaging in exchange-traded or off-exchange transactions. There may be a risk of loss of assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions, or the bankruptcy of an exchange clearinghouse.

- Leverage Risk: McMill Wealth Inc. does employ leverage in the implementation of its investment strategies. In addition, some ETFs and CEFs also employ leverage. Leverage increases returns to investors if the investment strategy earns a greater return on leveraged investments than the strategy's cost of such leverage. Although it is not McMill Wealth Inc.'s strategy to incur margin, McMill Wealth Inc. will do so when directed by a client; however, the use of leverage exposes investors to additional levels of risk and loss that could be substantial.

Item 9 – Disciplinary Information

McMill Wealth Inc is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management. We have no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

We are **not** and do **not** have a related company that is a (1) broker/dealer, municipal securities dealer, government securities dealer or broker, (2) 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), (3) futures commission merchant, commodity pool operator, or commodity trading advisor, (4) banking or thrift institution, (5) lawyer or law firm, (6) insurance company, (7) real estate broker or dealer, or (8) sponsor or syndicator of limited partnerships.

As stated above, McMill CPA, P.C. offers wealth management and investment advisory services under the business name McMill Wealth Inc. Our affiliate McMill CPA & Advisors offers a full range of services including: Tax Planning and Preparation, Financial Statements, Computer/Accounting/Bookkeeping Services, Payroll Services, Accounting Systems, Computer Programs & Advice, Benefit Plans, Business Valuations, Business Consulting & Controllership, Estate and Retirement Planning, Personal Financial Planning, Like-Kind Exchanges, Health & Life, Long Term Care, Disability, and Medicare Supplement insurance, Fixed Annuities and Elder Care. McMill Wealth Inc. receives referrals and provides investment advisory services for clients of McMill CPA, P.C. (conducting advisory services under the name McMill Wealth Inc.) and McMill CPA PC have a management arrangement and share revenues. McMill CPA PC is also an insurance agency licensed in Nebraska. Larry E. Hilkemann, Nathan Raabe, Michael Carlson and Jared Faltys are licensed Insurance Producers in the State of Nebraska.

McMill CPA, P.C. is affiliated with Wealth Management LLC. Wealth Management LLC is a single member LLC which was wholly owned and managed by McMill CPA, P.C. through December 31, 2013. Effective January 1, 2014 Wealth Management LLC is owned by a newly formed (holding company) corporation named Wealth Management Holdings, Inc. Wealth Management Holdings, Inc. is incorporated under the laws of the State of Nebraska. Wealth Management Holdings, Inc. is owned by Nancy Brozek, Jared Faltys, and Nathan Raabe. Wealth Management Holdings, Inc. is merely a holding company and is not registered as an investment advisor with the SEC. Wealth Management LLC is a Registered Investment Advisor. McMill CPA, P.C. is registered as a public accounting firm. All managers of Wealth Management LLC are Certified Public Accountants except for Nathan Raabe and are Investment Advisor Representatives.

Wealth Management LLC has investment advisor representatives who are independent contractors with Wealth Management LLC and who are affiliated with their own accounting firms and law firms.

McMill CPA, P.C. and Wealth Management LLC are affiliated with Retirement Plan Consultants LLC. Retirement Plan Consultants LLC is owned and managed by Nancy Brozek and Jared Faltys, who are the owners of McMill CPA, P.C. Retirement Plan Consultants LLC acts as a Third Party Administrator (TPA) and recordkeeper and offers Independent Fiduciary services. Investment advisory services and the aforementioned fiduciary services are provided through McMill Wealth Inc. and Wealth Management LLC.

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

We recognize the fiduciary responsibility that we owe clients, including the avoidance of activities, interests, and relationships that run contrary, or appear to run contrary, to your best interests. We also believe that our firm's good name and reputation is a direct reflection on the conduct of each employee.

Accordingly, McMIll Wealth, Inc. has adopted a *Code of Ethics ("Code")* for all supervised persons of the firm. All supervised persons must acknowledge and accept the terms of the *Code of Ethics* annually, or as amended.

Our *Code* includes the following:

- Requirements related to the confidentiality of your information
- Prohibitions on:
    - Insider trading (if we are in possession of material, non-public information)
    - The acceptance of gifts and entertainment that exceed our policy standards
- Any actual or potential conflicts of interest or any abuse of an employee's position of trust and responsibility
- Reporting of gifts and business entertainment
- Pre-clearance of employee and firm securities transactions
- Reporting on a quarterly basis all personal securities transactions
- On an annual basis, we require all employees to re-certify to our *Code*, identify members of their household and any account in which they have a beneficial ownership, securities held in certificate form and all securities they own at that time

McMill Wealth Inc. or individuals associated with McMill Wealth Inc. may buy or sell securities identical to those recommended to clients for their personal accounts. McMill Wealth Inc. and its associated persons invest on behalf of our individual retirement plans, excess working capital, (in Money Market Type Funds) and personal funds.

We only recommend mutual funds and ETFs for our clients and not individual stocks or bonds. We may purchase or hold individual stocks or bonds upon a client's request, but we do not make recommendations about individual stocks and bonds for purchases in client's accounts. McMill Wealth Inc. may also make recommendations or take action with respect to investments for its clients, which may differ in nature or timing from recommendations made to or actions taken for other clients or its employees.

As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1) A director, officer, employee, or investment advisor representative of McMill Wealth Inc. shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of McMill Wealth Inc. shall prefer his or her own interest to that of the advisory client, and client transactions always take precedence. Disclosure of transactions and/or the nature of transactions are required to be reported on a quarterly basis to determine and confirm that conflicts of interest in trading do not exist.

2) McMill Wealth Inc. emphasizes the unrestricted right of the client to decline to implement any advice rendered.

3) McMill Wealth Inc. requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.

The *Code* sets forth policies and procedures to monitor and review to monitor and review the personal trading activities of our supervised persons. From time to time our supervised persons or associated persons may invest in the same securities recommended to clients. Under the Code, we have adopted procedures designed to prevent the conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limiting the personal securities transactions of supervised persons and associated persons, requiring the reporting and review of such trading, and requiring the pre-clearance of certain types of personal trading activities for employees, associated persons and members of their household. For example, if an employee or associated person wishes to participate in an initial public offering or invest in a private placement, he or she must submit a pre-clearance request and obtain McMill Wealth Inc.'s approval.

Further, McMill Wealth Inc.'s policy requires that client transactions generally be completed first unless the associated person's trade is bundled or aggregated with clients if associated persons trade the same security on the same day alongside our clients. In that situation, if the trade is not filled in its entirety, the associated person's shares will be removed from the block and the balance of shares will be allocated among client accounts in accordance with our written policy. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations to this policy. McMill Wealth, Inc. also reserves the right to disapprove any proposed transaction that may have the appearance of improper conduct.

McMill Wealth Inc. will provide you with a full copy of our Code of Ethics upon request. We will comply with all applicable federal and state regulations governing registered investment advisory practices. We have established standards of conduct for all associated persons to protect our clients and ensure our fiduciary responsibilities.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning recommendations of McMill Wealth Inc. If we assist in the implementation of any recommendations, we are responsible to ensure that you receive proper trade execution.

We maintain relationships, compensatory or otherwise with TD Ameritrade (TDA), Aegon, MG Trust Company (a subsidiary of Matrix Financial Solutions), and TD Ameritrade Trust Company (a wholly owned subsidiary of TD Ameritrade Holding Corporation).

Generally, clients will be required to place their assets that we are to manage with TD Ameritrade Institutional Services, a division of TD Ameritrade Investor Services, Inc. Member NYSE/SIPC. (TDA), which is a national discount brokerage firm, as custodian. TDA will permit you to purchase no-load mutual funds through the account as well as individual securities at discounted transaction costs. This arrangement allows all of your investments to be maintained at one place.

The recommendation of TD Ameritrade and TD Ameritrade Clearing, Inc. are based on past experiences, minimizing trade fees and other costs as well as offerings or services the custodian provides that McMill Wealth Inc or the client may require or find valuable such as online access.

Clients may pay higher trade fees at one custodian over another based upon the variance in offerings and services available among different custodians. Fee structures of various custodians are periodically reviewed by McMill Wealth Inc. to ensure clients are receiving best execution. Accordingly, while McMill Wealth Inc will consider competitive rates, we may not necessarily obtain the lowest possible trade fees for client account transactions. Therefore, the overall services provided by the custodian are evaluated to determine best execution.

While McMill Wealth Inc. does recommend the use of TD Ameritrade, clients are free to select any custodian with which McMill Wealth Inc. has a relationship. When a client directs the use of a particular custodian, McMill Wealth Inc. may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular custodian.

While there will not be a direct linkage between the investment advice provided by McMill Wealth Inc. and TD Ameritrade, economic benefits may be received that would not be received if McMill Wealth Inc. did not use these services to implement the investment advice provided. These benefits may include, but not necessarily be limited to: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk; the ability to have investment advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; receipt of compliance publications; and access to mutual funds that generally require significantly higher minimum initial investments or are generally only available to institutional investors.

TD Ameritrade Institutional Services, a division of TD Ameritrade Investor Services, Inc. extends various discounts for services and products to us that may not be offered to other investment advisory firms. These discounts apply to such products and services as software, mutual fund transaction costs, and seminar and conference fees. McMill Wealth Inc. receives free software from various sources, including Dimensional Fund Advisors (DFA), which we utilize as part of our considerations in forming asset allocation strategies.

McMill Wealth Inc. participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. McMill Wealth Inc. receives some benefits from TD Ameritrade through its participation in the Program. (Please see the disclosure under Item 14 below.)

Handling of Trade Errors.

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and any loss resulting from the trade error will be absorbed by McMill Wealth Inc. if the error was caused by us. If the error is caused by the broker-dealer, the broker-dealer will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated by McMill Wealth Inc. to a charitable organization selected by McMill Wealth Inc.'s owners.

McMill Wealth Inc. will never benefit or profit from trade errors.

Block Trading Policy

Transactions implemented by McMill Wealth Inc. for client accounts are generally effected independently. McMill Wealth Inc. utilizes trading methodology through its custodians that result in either low or no trading costs to individual clients. One such methodology is dollar-cost averaging which provides trades at no cost to the client.

Item 13 – Review of Accounts

Account Reviews and Reviewers

In accordance with your investment policy statement, we review your portfolio, quarterly and annually, but we will conduct a special review of your account either upon request, or if McMill Wealth, Inc. deem it necessary or advisable or should unusual market occurrences prevail. The portfolio review is made by the investment advisor representative assigned to service your account or other investment advisor representative designated to do so. The number of accounts reviewed by each investment advisor representative will vary. Reviews are conducted for the purpose of evaluating, reporting and implementing the investment objective of each client. The assets may be reallocated to keep the portfolio allocation consistent with the client's investment objective. Market conditions and certain economic and/or financial conditions may necessitate a more frequent review. Accounts are managed on a discretionary basis.
To better serve you in attaining your investment goals, we remind you that it is very important to advise us of any changes in your investment objectives or your financial situation. Based upon this information, we can better determine if your portfolio requires modification.

Statements and Reports

You will receive quarterly reports from McMill Wealth Inc., which summarize your asset management account performance. You will also receive monthly statements from your account custodian who outlines your current positions, cost basis of securities and current market values. You should carefully compare reports received from McMill Wealth Inc. against the statements received from the account custodian and should immediately report any discrepancies to McMill Wealth Inc. and/or the account custodian.

Item 14 – Client Referrals and Other Compensation

McMill Wealth Inc. receives referrals from attorneys, accountants, and others. We do not pay a referral fee for these referrals. We do not have any formal solicitation arrangements in place where compensation is paid.

TD Ameritrade extends various discounts for services and products to us that may not be offered to other investment advisory firms. These discounts apply to such products and services as software, mutual fund transaction costs and seminar and conference fees.

As disclosed under Item 12 above, McMill Wealth Inc. participates in TD Ameritrade's institutional customer program and McMill Wealth Inc. may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between McMill Wealth Inc.'s participation in the program and the investment advice it gives to its Clients, although McMill Wealth Inc. receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving McMill Wealth Inc. participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to McMill Wealth Inc. by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by McMill Wealth Inc.'s related persons. Some of the products and services made available by TD Ameritrade through the program may benefit McMill Wealth Inc. but may not benefit its Client accounts. These products or services may assist McMill Wealth Inc. in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help McMill Wealth Inc. manage and further develop its business enterprise. The benefits received by McMill Wealth Inc. or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, McMill Wealth Inc. endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by McMill Wealth Inc. or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

McMill Wealth Inc. may receive coaching services referrals from TD Ameritrade through its participation in TD Ameritrade Institutional Coaching Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Coaching Program, McMill Wealth Inc. may have been selected to participate in the TD Ameritrade Institutional Coaching Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with McMill Wealth Inc. and there is no employee or agency relationship between them. TD Ameritrade has established the TD Ameritrade Institutional Coaching Program as a means of assisting independent unaffiliated Advisors to grow and maintain their respective investment advisor business. TD Ameritrade does not supervise McMill Wealth Inc. and has no responsibility for McMill Wealth Inc.'s management of client portfolios or McMill Wealth Inc.'s other advice or services.

McMill Wealth Inc.'s participation in the TD Ameritrade Institutional coaching Program raises potential conflicts of interest. McMill Wealth Inc. will encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Coaching Program, McMill Wealth Inc. may have an incentive to recommend to clients that the assets under management by McMill Wealth Inc. be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. McMill Wealth Inc.'s participation in the TD Ameritrade Institutional coaching Program does not diminish its duty to seek best execution of trades for client accounts.

We receive free software from various sources, including Dimensional Fund Advisors, which we utilize as part of our considerations in forming asset allocation strategies.

The only form of other compensation received from advisory services is the fees charged for providing investment advisory services as described in Item 5 of this brochure. We receive no other forms of compensation in connection with providing investment advice.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

McMill Wealth Inc. is deemed to have custody of client funds and securities whenever we are given the authority to have fees deducted directly from client accounts and because some clients accounts have standing letters of instruction or other similar asset transfer authorization agreements. However, these are the only forms of custody McMill Wealth Inc. will ever maintain. McMill maintains procedures to ensure these standing letter of authorizations are signed by the client and give us the authority to transfer funds to a third party as directed by the client.

For accounts in which McMill Wealth Inc. is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against any reports received from McMill Wealth Inc. When clients have questions about their account statements, they should contact McMill Wealth Inc. or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

Through its investment advisory (asset management) services and upon receiving written authorization from a client, McMill Wealth Inc. maintains trading authorization over client accounts. Upon receiving written authorization from the client, we may implement trades on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities and the amount of securities that can be bought or sold for the client's portfolio without obtaining the client's consent for each transaction. We will maintain the asset allocation selected with you and provided in your Investment Policy Statement to the best of our ability with expected variances in market fluctuation. Clients who have contracted for our asset management advisory services are required to grant us discretionary trading authority. We do not provide asset management services on a non-discretionary basis.

All clients have the ability to place reasonable restrictions on the types of investments that may be purchased in an account. Clients may also place reasonable limitations on the discretionary power granted to our firm so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

McMill Wealth Inc. will not vote proxies on behalf of your account. While there are some investment advisors that will vote proxies and other corporate decisions on behalf of their clients, we have determined that taking on the responsibility for voting client securities does not add enough value to the services provided to clients to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in accounts managed by us.

You will receive proxies directly from your custodian or transfer agent and such documents will not be delivered to you from McMill Wealth Inc. Although we do not vote client proxies, you may contact us if you have a question about a particular proxy.

Item 18 – Financial Information

This item is not applicable to this brochure. McMill Wealth Inc. does not require or solicit prepayment of more than $1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.