

Item 1: Cover Page

**FORM ADV PART 2A
DISCLOSURE BROCHURE**



NORA WEALTH

Office Address:

1201 Peachtree Street NE
Building 400, Suite 100
Atlanta, GA 30361

Tel: 404-475-4870

Fax: 404-475-4875

Email: rweese@norawealth.com

Web: www.norawealth.com

MARCH 27, 2024

This brochure provides information about the qualifications and business practices of Nora Wealth Advisors, LLC Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 404-475-4870. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Nora Wealth Advisors, LLC (CRD #285098) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the annual filing requirements for Investment Advisors. Since the last update on March 9, 2023, the following has been updated:

- Item 4 has been updated with the firm's most recent assets under management calculation.
 - Items 12 and 14 have been updated regarding the transition of TD Ameritrade to Charles Schwab & Co., Inc.
 - Entire document updated to replace the term 'solicitor' with 'referring party'.
 - The firm's logo has been updated on the cover page of the ADV Part 2A and ADV Part 2B.
-

Full Brochure Available

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

Item 3: Table of Contents

Form ADV – Part 2A – Firm Brochure

Item 1: Cover Page	i
Item 2: Material Changes	ii
Annual Update	ii
Material Changes since the Last Update.....	ii
Full Brochure Available.....	ii
Item 3: Table of Contents	iii
Item 4: Advisory Business	1
Firm Description	1
Types of Advisory Services.....	1
Client Tailored Services and Client Imposed Restrictions.....	4
Wrap Fee Programs.....	4
Client Assets under Management	4
Item 5: Fees and Compensation	4
Method of Compensation and Fee Schedule.....	4
Client Payment of Fees	6
Additional Client Fees Charged.....	6
Prepayment of Client Fees	6
External Compensation for the Sale of Securities to Clients.....	6
Item 6: Performance-Based Fees and Side-by-Side Management	7
Sharing of Capital Gains	7
Item 7: Types of Clients	7
Description	7
Account Minimums	7
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	7
Methods of Analysis.....	7
Investment Strategy	7
Security Specific Material Risks.....	7
Item 9: Disciplinary Information	8
Criminal or Civil Actions	8
Administrative Enforcement Proceedings	8
Self-Regulatory Organization Enforcement Proceedings	8

Item 10: Other Financial Industry Activities and Affiliations	9
Broker-Dealer or Representative Registration	9
Futures or Commodity Registration	9
Material Relationships Maintained by this Advisory Business and Conflicts of Interest	9
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest	9
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
Code of Ethics Description	9
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.	10
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest	10
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest	10
Item 12: Brokerage Practices	10
Factors Used to Select Broker-Dealers for Client Transactions	10
Aggregating Securities Transactions for Client Accounts	11
Item 13: Review of Accounts	11
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved	11
Review of Client Accounts on Non-Periodic Basis	11
Content of Client Provided Reports and Frequency	11
Item 14: Client Referrals and Other Compensation	12
Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest	12
Advisory Firm Payments for Client Referrals	12
Item 15: Custody	12
Account Statements	12
Item 16: Investment Discretion	12
Discretionary Authority for Trading	12
Item 17: Voting Client Securities	13
Proxy Votes	13
Item 18: Financial Information	13
Balance Sheet	13
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients	13
Bankruptcy Petitions during the Past Ten Years	13

Item 19: Requirements for State Registered Advisors	13
Education and business background, including any outside business activities and disclosable events for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).....	13
Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities.....	13
Brochure Supplement (Part 2B of Form ADV)	15
Renée Weese, CFP®	15
Item 2 Educational Background and Business Experience	15
Professional Certifications.....	15
Item 3 Disciplinary Information.....	15
Item 4 Other Business Activities	15
Item 5 Additional Compensation	15
Item 6 Supervision	15
Item 7 Requirements for State-Registered Advisors	16

Item 4: Advisory Business

Firm Description

Nora Wealth Advisors, LLC dba Nora Wealth, (“NWA”) was founded in February 2016 and was registered with the State of Georgia in October 2016. K. Renée Weese (Renée Weese) is 100% owner.

NWA is a fee-only financial planning and investment advisory firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis, similar document or conversation. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. For example, tax preparation and to the extent the client’s estate plan needs to be updated, the tax preparer and/or attorney will bill the client separately. Conflicts of interest will be disclosed to the client in the event they should occur.

Types of Advisory Services

NWA furnishes financial planning and investment advice through consultations.

ASSET MANAGEMENT

NWA offers discretionary direct asset management services to advisory clients. NWA will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize NWA discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

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

401(k)/403(b) CONSULTING SERVICES

NWA offers 401(k)/403(b) consulting services to individual participants. NWA will review the investment options available within the plan and will make investment recommendations to the client based on the investment options available and the client’s financial objectives. NWA will work with the client to set up data access, generally from ByAllAccounts, or will receive statements from the client, to monitor the individual participant’s account. NWA will either meet with the client to assist the client with the transactions or provide the client with the recommendations for the client to implement. It is at the client’s sole discretion to act upon recommendations by NWA. At no time will NWA have access to client login credentials.

ERISA PLAN SERVICES

NWA provides service to qualified and non-qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. NWA may act as a 3(38) advisor.

3(38) Investment Manager. NWA can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. NWA would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

1. Fiduciary Services are:

- NWA has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Client with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands NWA's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, NWA is not providing fiduciary advice as defined by ERISA to the Plan participants. NWA will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

NWA may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between NWA and Client.

3. NWA has no responsibility to provide services related to the following types of assets (“Excluded Assets”):
 - a. Employer securities;
 - b. Real estate (except for real estate funds or publicly traded REITs);
 - c. Stock brokerage accounts or mutual fund windows;
 - d. Participant loans;
 - e. Non-publicly traded partnership interests;
 - f. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - g. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to NWA under this Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

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

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate NWA on either a negotiable fixed fee for comprehensive planning or an hourly rate for special projects as described in detail under “Fees and Compensation” section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income, Social Security and College Planning. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor’s recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction(s) through NWA. Financial plans will be completed inside of six (6) months from the time the client has provided all the required documents and/or information.

ONGOING FINANCIAL PLANNING

After the financial plan has been completed and presented to the client, the client may elect to hire NWA for ongoing financial planning services. Clients will typically have three or more scheduled meetings during the year, depending on the client’s individual needs. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income, Social Security and College Planning as well as review of financial goals or changes in client needs and objectives.

SEMINARS AND WORKSHOPS

NWA holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given. NWA does not charge a fee for attendance to these seminars.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

NWA does not sponsor any wrap fee programs.

Client Assets under Management

NWA has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$47,032,556	\$0	December 31, 2023

In addition, NWA had approximately \$2,734,570 of assets under advisement.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

NWA bases its fees on a percentage of assets under management and hourly fees.

ASSET MANAGEMENT and 401(k)/403(b) CONSULTING SERVICES

The fees for these services will be based on a percentage of Assets Under Management as follows:

Assets Under Management and 401(k)/403(b)	Annual Fee	Quarterly Fee
Under \$500,000	\$5,000	\$1,250
If assets are \$500,000 or over the fees are as follows:		
First \$1,000,000	1.00%	.25%
Next \$2,000,000	.75%	.1875%
Next \$2,000,000	.60%	.15%
Above \$5,000,000	.50%	.1250%

This is a blended schedule, the portfolio management fee is calculated by applying different rates to different portions of the portfolio. Advisor may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last day of the previous quarter. Quarterly advisory fees deducted from the clients' account by the custodian will be reflected in the client's statement provided by the custodian. (Fees for 401(k)/403(b) consulting services will either be withdrawn from an account managed by NWA or billed directly to the client.) Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30) days written notice. The Client will be entitled to a pro rata refund for the days service was not provided in the final quarter.

Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

From time to time, NWA may also utilize the services of a sub-adviser to manage clients' investment portfolios. NWA will enter into sub-advisor agreements with other registered investment advisor firms. When using sub-advisors, the client will not pay additional fees. The sub-advisors fees are included in the fees charged by NWA.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will be according to the following fee schedule:

Assets Under Management and 401(k)/403(b)	Annual Fee	Quarterly Fee
Under \$500,000	\$5,000	\$1,250
If assets are \$500,000 or over the fees are as follows:		
First \$1,000,000	1.00%	.25%
Next \$2,000,000	.75%	.1875%
Next \$2,000,000	.60%	.15%
Above \$5,000,000	.50%	.1250%

This is a blended schedule. The portfolio management fee is calculated by applying different rates to different portions of the portfolio. Advisor may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the last business day of the previous quarter. If the services to be provided start any time other than the first day of a quarter, the fee will be prorated based on the number of days remaining in the quarter. If this Agreement is terminated prior to the end of the fee period, NWA shall be entitled to a prorated fee based on the number of days during the fee period services were provided.

The fee schedule, which includes compensation of NWA for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. NWA does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, NWA will disclose this compensation, the services rendered, and the payer of compensation. NWA will offset the compensation against the fees agreed upon under this Agreement.

FINANCIAL PLANNING AND CONSULTING SERVICES

Financial plans are priced according to the degree of complexity associated with the client's situation. Comprehensive Financial Planning Services are available to all clients for a flat fee ranging from \$1,800 to \$6,500 depending on the client's unique situation and the specific services required. Limited Scope Financial Planning Services are available to all clients on an hourly basis of \$250 per hour. The hourly financial planning fee is not negotiable.

Prior to the planning process the client is provided an estimated plan fee. The payments are payable ½ upon signing the Agreement and ½ upon delivery of the plan. Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If Client cancels services after five (5) business days of signing the financial planning agreement, NWA will consider fees collected as fees earned. NWA reserves the right to waive financial planning fee if plan is implemented with NWA.

ONGOING FINANCIAL PLANNING

Ongoing financial plans are priced according to the degree of complexity associated with the client's situation for an annual fee ranging from \$1,800 to \$20,000 depending on the client's unique situation and the specific services required. For clients who have a separate Wealth Advisory Agreement with us, the ongoing financial planning fee is waived.

Prior to the commencement of the ongoing financial planning process the client is provided an estimated plan fee. The payments are billed in 4 equal payments at the beginning of each quarter. Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If Client cancels services after five (5) business days of signing the financial planning agreement, NWA will consider fees collected as fees earned.

SEMINARS AND WORKSHOPS

NWA does not charge a fee for attendance to these seminars.

Client Payment of Fees

Investment management fees are billed quarterly in advance, meaning that we invoice the client at the beginning of the three-month billing period. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Financial planning services fees are due ½ upon signing of the Agreement with the balance due upon delivery of the plan.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations).

NWA, in its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

NWA collects investment advisory fees in advance. The client will receive a pro rata refund if the agreement is terminated during the billing period.

NWA requires the client to pay ½ of the financial planning fee at the time of engaging NWA.

External Compensation for the Sale of Securities to Clients

NWA does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of NWA.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

NWA does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

NWA generally provides investment advice to individuals, high net worth individuals, pension and profit-sharing plans, trusts and businesses.

Client relationships vary in scope and length of service.

Account Minimums

NWA requires a minimum of \$250,000 to open an account.

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

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

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with NWA:

- *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 buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *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.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

NWA has no representatives or employees who are registered representatives of a broker dealer.

Futures or Commodity Registration

Neither NWA nor its employees are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Managing Member, Renée Weese has no material relationships to disclose.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

From time to time, NWA may also utilize the services of a sub-advisor to manage clients' investment portfolios. Sub-advisors will maintain the models or investment strategies agreed upon between Sub-advisor and NWA. Sub-advisors execute all trades on behalf of NWA in client accounts. NWA will be responsible for the overall direct relationship with the client. NWA retains the authority to terminate the Sub-advisor relationship at NWA's discretion.

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

This practice represents a conflict of interest as NWA may select sub-advisors who charge a lower fee for their services than other sub-advisors. This conflict is mitigated by the fact that NWA has a fiduciary duty to place the best interest of the client first and will adhere to their code of ethics.

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

Code of Ethics Description

The employees of NWA have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of NWA employees and to address conflicts that may arise. The Code defines acceptable behavior for employees of NWA. The Code reflects NWA and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

NWA's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of NWA may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

NWA's Code is based on the guiding principle that the interests of the client are our top priority. NWA's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

NWA and its employees do not recommend securities to clients in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

NWA and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide NWA with copies of their brokerage statements.

The Chief Compliance Officer of NWA is Renée Weese. She reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

NWA does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide NWA with copies of their brokerage statements.

The Chief Compliance Officer of NWA is Renée Weese. She reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

NWA may recommend the use of a particular broker-dealer dealer such as Charles Schwab & Co., Inc., or may utilize a broker-dealer of the client's choosing. NWA will select appropriate brokers based on a number of factors including but not limited to their relatively low

transaction fees and reporting ability. NWA relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by NWA.

- *Directed Brokerage*
NWA does not allow directed brokerage.
- *Best Execution*
Investment advisors who manage or supervise client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*
The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by NWA from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. NWA does not receive soft dollar benefits.

Aggregating Securities Transactions for Client Accounts

NWA is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of NWA. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed semi-annually by Renée Weese, Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the Custodian at which the client's account is held. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. Performance reports will be made available on a quarterly basis.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

NWA does not receive any economic benefits from external sources.

Advisory Firm Payments for Client Referrals

NWA may, from time to time, enter into agreements with individuals and organizations, which may be agreements will be in writing and comply with the requirements of Federal or State regulation. If a Client is affiliated or unaffiliated with NWA, that refer Clients to NWA in exchange for compensation. All such introduced to NWA by a referring party, NWA may pay that referring party a fee. While the specific terms of each agreement may differ, generally, the compensation will be based upon NWA's engagement of new Clients and is calculated using a varying percentage of the fees paid to NWA by such Clients. Any such fee shall be paid solely from NWA's investment management fee, and shall not result in any additional charge to the Client. NWA ensures that under the Securities Act of Washington, NWA will ensure that referring parties are registered or exempt from registration as investment advisers or investment adviser representatives.

Each prospective Client who is referred to NWA under such an arrangement will receive a copy of this brochure and a separate written disclosure document disclosing the nature of the relationship between the referring party and NWA and the amount of compensation that will be paid by NWA to the referring party. The referring party is required to obtain the Client's signature acknowledging receipt of NWA's disclosure brochure and the referring party's written disclosure statement.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any performance report statements prepared by NWA or the Third Party Money Managers.

NWA is deemed to have constructive custody solely because advisory fees are directly deducted from client's account by the custodian on behalf of NWA.

Item 16: Investment Discretion

Discretionary Authority for Trading

NWA accepts discretionary authority to manage securities accounts on behalf of clients. NWA has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The client approves the custodian to be used and the commission rates paid to the custodian. NWA does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

NWA does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, NWA will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because NWA does not serve as a custodian for client funds or securities and NWA does not require prepayment of fees of more than \$500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

NWA has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither NWA nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Education and business background, including any outside business activities and disclosable events for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

None to report.

Item 1 Cover Page

SUPERVISED PERSON BROCHURE

FORM ADV PART 2B

K. Renée Weese, CFP®



NORA WEALTH

Office Address:

1201 Peachtree Street NE
Building 400, Suite 100
Atlanta, GA 30361

Tel: 404-475-4870

Fax: 404-475-4875

Email: rweese@norawealth.com

Web: www.norawealth.com

MARCH 27, 2024

This brochure supplement provides information about Renée Weese and supplements the Nora Wealth Advisors, LLC's brochure. You

should have received a copy of that brochure. Please contact Renée Weese if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional Information about Kathy Renée Weese (CRD #5240260) is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV) Supervised Person Brochure

Renée Weese, CFP®

- Year of birth: 1955
-

Item 2 Educational Background and Business Experience

Educational Background:

- Emory University- Goizueta Business School; Masters of Business Administration; 2002

Business Experience:

- Nora Wealth Advisors, LLC dba Nora Wealth; Managing Member/Investment Advisor Representative; 01/2017 to Present
 - Minerva Planning Group; Investment Advisor Representative/Financial Planning Consultant; 06/2007 to 01/2017
 - Minerva Planning Group; Associate Planner; 10/2006 to 06/2007
 - Hartford Financial Services Group; Vice President; 08/1986 to 08/2006
-

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation by the CFP® Board. CFP® designation requirements:

- Minimum of a Bachelor's degree from an accredited college or university.
 - Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).
 - Successful completion of the 10-hour CFP® Certification Exam.
 - Three-year qualifying full-time work experience.
 - Successfully pass the Candidate Fitness Standards and background check.
 - When you achieve your CFP® designation, you must renew your certification every year, pay \$360 certification fee and complete 30 hours of continuing education.
-

Item 3 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 Other Business Activities

Managing Member, Renée Weese has no other business activities to report.

Item 5 Additional Compensation

Renée Weese does not receive any additional compensation and does not receive any performance-based fees.

Item 6 Supervision

Renée Weese is the sole owner of Nora Wealth Advisors, LLC and therefore she is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. She will adhere to the policies and procedures as described in the firm's Compliance Manual.

Item 7 Requirements for State-Registered Advisors

Arbitration Claims: None to report.

Self-Regulatory Organization or Administrative Proceeding: None to report.

Bankruptcy Petition: None to report.

Summary of Material Changes to Form ADV Part 2

Each year, Buckingham Strategic Partners is required to provide a list of material changes to our Form ADV Part 2. The most recent update of our brochure was on March 20, 2024, and contained the following material changes:

- On Aug. 31, 2023, investment vehicles affiliated with Clayton, Dubilier & Rice LLC (“CD&R”) and Stone Point Capital LLC (“Stone Point”) indirectly acquired Focus Financial Partners Inc. (“Focus Inc.”). This transaction resulted in investment vehicles affiliated with CD&R collectively becoming majority owners of Focus Financial Partners LLC (“Focus LLC”) and investment vehicles affiliated with Stone Point collectively becoming owners of Focus LLC. Because BSP is an indirect, wholly owned subsidiary of Focus LLC, the CD&R and Stone Point investment vehicles are indirect owners of BSP. Items 4 and 10 have been revised to reflect this new ownership structure.
- All client accounts at TD Ameritrade Inc. have been transitioned to Charles Schwab & Company Inc. effective Sept. 4, 2023, as a result of the merger between TD Ameritrade Inc. and Charles Schwab & Company Inc. Any references to TD Ameritrade Inc. have been removed.
- Our affiliate, Focus Treasury & Credit Solutions LLC (“FTCS”), was acquired by UPTIQ Inc. and has been renamed UPTIQ Treasury & Credit Solutions LLC (together with UPTIQ Inc. and its affiliates, “UPTIQ”). We have revised the information concerning FTCS to describe our new arrangement with UPTIQ. Further information on this conflict of interest is available in Item 4.

Our Form ADV Part 2 is made available in our offices and upon request free of charge. Please contact us if you would like a copy. If you have any questions about our Privacy Policy or ADV, please call Buckingham’s Compliance Department at 314-725-0455.