

Item 1 – Cover Page

Randall Wealth Advisors, LLC

Private Residence

La Vista, NE 68128

402-709-9374

www.randallwa.com

Date of Disclosure Brochure: January 2024

This disclosure brochure provides information about the qualifications and business practices of Randall Wealth Advisors, LLC. (also referred to as we, us and Randall Wealth Advisors) throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Nicholas J. Randall at 402-709-9374 or nick@randallwa.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Randall Wealth Advisors is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for Randall Wealth Advisors, LLC. or our firm's CRD number 283254.

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

**Although Randall Wealth Advisors is referred to as we or us throughout this brochure for your convenience please understand that any engagement described under this brochure will be made with the legal entity of Randall Wealth Advisors, LLC.

Item 2 – Material Changes

Since the last annual amendment to this disclosure was filed in January 2023, there have been no material change have been made to this disclosure brochure.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes, as necessary.

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Item 4 – Advisory Business

Randall Wealth Advisors is an investment adviser registered with the State of Nebraska and is an LLC formed under the laws of the State of Nebraska.

- Nicholas J. Randall is the President, 100% Owner and Chief Compliance Officer (CCO) of Randall Wealth Advisors. Full details of his education and business background are provided at *Item 19* of this Disclosure Brochure.
- Randall Wealth Advisors became approved as a registered investment adviser in June 2016.

Introduction

The investment advisory services of Randall Wealth Advisors are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of Randall Wealth Advisors (referred to as your investment adviser representative throughout this brochure).

Description of Advisory Services

The following are descriptions of the primary advisory services of Randall Wealth Advisors. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and Randall Wealth Advisors before we can provide you the services described below.

Referral of Third-Party Money Managers - Randall Wealth Advisors offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. Randall Wealth Advisors has a fiduciary duty to always act in our clients' best interest and only refer clients to third party managers that meet the clients' investment objectives and risk tolerance. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. As a result of the referral, we are paid a portion of the fee charged and collected by the third-party money managers in the form of solicitor fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement and is in compliance with the securities rules and regulations of the state of Nebraska.

Under this program, we assist you with identifying your risk tolerance and investment objectives. We recommend third-party money managers in relation to your stated investment objectives and risk tolerance, and you may select a recommended third-party money manager or model portfolio based upon your needs. You must enter into an agreement directly with the third-party money manager who provides your designated account with asset management services.

We are available to answer questions that you may have regarding your account and act as the communication conduit between you and the third-party money manager. The third-party money manager may take discretionary authority to determine the securities to be purchased and sold for your account. We do not have any trading authority with respect to your designated account managed by the third-party money manager.

Although we review the performance of numerous third-party investment adviser firms, we enter into only a select number of relationships with third-party investment adviser firms that have agreed to pay us a portion of the overall fee charged to our clients. Therefore, Randall Wealth Advisors has a conflict of interest in that it will only recommend third-party investment advisors that will agree to compensate us for referrals of our clients.

Clients are advised that there may be other third-party managed programs not recommended by our firm, that are suitable for the client and that may be more or less costly than arrangements recommended by our firm. No guarantees can be made that a client's financial goals or objectives will be achieved by a third-party investment adviser recommended by our firm. Further, no guarantees of performance can ever be offered by our firm (*Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more details.*)

Randall Wealth Advisors will only refer clients to third-party money managers that are appropriately registered or exempt from registration in the residence state of the client.

Limits Advice to Certain Types of Investments

Randall Wealth Advisors does not provide investment advice on individual investments.

(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

Randall Wealth Advisors' advisory services are always provided based on your individual needs.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Client Assets Managed by Randall Wealth Advisors

Randall Wealth Advisors exclusively offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services therefore will not have any regulatory assets under management to report.

Item 5 – Fees and Compensation

In addition to the information provided 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. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Randall Wealth Advisors.

Third-Party Money Managers

Third-party managers generally have account minimum requirements that will vary among third-party money managers. Account minimums are generally higher on fixed income accounts than for equity based accounts. A complete description of the third-party money manager's services, fee schedules and account minimums will be disclosed in the third-party money manager's disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and the account is established.

The actual fee charged to you will vary depending on the third-party money manager and are negotiable depending upon the relationship of the advisor to the client, the investment advisor representative referring the client and the amount of regulatory assets under management. The fees charged may range up to a total of 2% being charged on your assets placed under their management. Of that fee amount Randall Wealth Advisors will receive approximately between 40% and 60% of the fees charged. The fees that will be charged to your account will be specified in the client agreement you will sign with the third-party money manager chosen to manage your assets. All fees are calculated and collected by the third-party money manager who will be responsible for delivering our portion of the fee paid by you to us.

Under this program, you may incur additional charges including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges and IRA and qualified retirement plan fees.

We have a conflict of interest by only offering those third-party money managers that have agreed to pay a portion of their advisory fee to us and have met the conditions of our due diligence review. There may be other third-party money managers that may be suitable for you that may be more or less costly. No guarantees can be made that your financial goals or objectives will be achieved. Further, no guarantees of performance can be offered.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

Item 7 – Types of Clients

Randall Wealth Advisors generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Municipalities
- Pension and Profit Sharing Plans

You are required to execute a written agreement with Randall Wealth Advisors specifying the particular advisory services in order to establish a client arrangement with Randall Wealth Advisors.

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing a relationship with Randall Wealth Advisors. However, all clients are required to execute an agreement for services in order to establish a client arrangement with any third-party money manager or the sponsor of third-party money manager platforms.

Third-party money managers may have minimum account and minimum fee requirements in order to participate in their programs. Each-third party money manager will disclose its minimum account size and fees in its Form ADV Part 2A Disclosure Brochure.

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

Methods of Analysis

Randall Wealth Advisors exclusively offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary.

Primarily Recommend One Type of Security

We do not primarily recommend one type of security to clients. Instead, we recommend unaffiliated investment advisory firms that will be responsible for the management of client accounts.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and 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. There are certain additional risks associated with investing in securities through our investment management program, as described below:

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

- **Company Risk.** 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.
- **Fixed Income Risk.** When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **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.
- **ETF and Mutual Fund Risk** – When investing in an ETF or mutual fund, you will bear additional expenses based on your 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. You will also incur brokerage costs when purchasing ETFs.
- **Management Risk** – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

Randall Wealth Advisors is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered investment registered adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

Registered Representative of a Broker-Dealer

Nicholas J. Randall is also registered representatives of Cambridge Investment Research (Cambridge), a securities broker-dealer. You may work with him in his separate capacity as a registered representative of Cambridge.

As a result of this relationship, Cambridge may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about clients of Randall Wealth Advisors even if a client does not establish any account through Cambridge. If you would like a copy of the privacy policy of Cambridge, please contact your investment adviser representative.

When acting in his separate capacity as a registered representative, your investment adviser Nicholas J. Randall may sell, for commissions, general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to you. As such, your investment adviser representative may suggest that you implement investment advice by purchasing securities products through a commission-based brokerage account in addition to or in lieu of a fee-based investment-advisory account. This receipt of commissions creates an incentive to recommend those products for which your investment adviser representative will receive a commission in his separate capacity as a registered representative of a securities broker-dealer. Consequently, the objectivity of the advice rendered to you could be biased.

You are under no obligation to use the services of Nicholas J. Randall in this separate capacity or to use Cambridge and can select any broker/dealer you wish to implement securities transactions. If you select Nicholas J. Randall to implement securities transactions in their separate capacity as registered representatives, they must use Cambridge. Prior to effecting any such transactions, you are required to enter into a new account agreement with Cambridge. The commissions charged by Cambridge may be higher or lower than those charged by other broker/dealers. In addition, Nicholas J. Randall may also receive additional ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that you maintain the mutual fund investment.

Third-Party Money Managers

Randall Wealth Advisors has developed several programs, previously described in *Item 5* of this disclosure brochure, designed to allow us to recommend and select third-party money managers for you. Once you select the third-party money manager to manage all or a portion of your assets, the third-party money manager will pay us a portion of the fees you are charged. Please refer to *Items 4 and 5* for full details regarding the programs, fees, conflicts of interest and materials arrangements when Randall Wealth Advisors selects other investment advisers.

Insurance Agent

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, may suggest that you implement recommendations of Randall Wealth Advisors by purchasing disability insurance, life insurance, annuities, or other insurance products. ***This receipt of commissions creates a significant conflict of interest due to the incentive for the investment adviser representative to recommend those products for which they will receive additional compensation resulting from the commissions received in his or her separate capacity as an insurance agent.*** Consequently, the advice rendered to you could be biased. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative. Nicholas Randall is licensed to sell insurance in Nebraska, Iowa, Kansas and Texas.

The Investment Advisor Representatives of Randall Wealth Advisors spend a portion of their time (approximately 2 hours per week or more) working on insurance related activities.

Other Business Activity of Company Principal

Nicholas J. Randall is employed as the Retirement Solutions Manager of the Olson Group. He spends approximately 50% or more of his time on this activity.

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

Code of Ethics Summary

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Randall Wealth Advisors has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. Randall Wealth Advisors' Code of Ethics covers all individuals that are classified as "supervised persons." All employees, officers, directors and investment adviser representatives are classified as supervised persons. Randall Wealth Advisors requires its supervised persons to consistently act in your best interest in all advisory activities. Randall Wealth Advisors imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Randall Wealth Advisors. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

Randall Wealth Advisors or associated persons of the firm may not buy or sell for their personal accounts, investment products identical to those recommended to clients. It is the express policy of Randall Wealth Advisors that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. Randall Wealth Advisors and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider."
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of Randall Wealth Advisors.

Any associated person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

Randall Wealth Advisors exclusively offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary.

Soft Dollar Benefits

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

Randall Wealth Advisors does not have a soft dollar agreement with a broker-dealer or a third-party.

Handling Trade Errors

Since Randall Wealth Advisors exclusively offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. Therefore this section is not applicable to Randall Wealth Advisors.

Block Trading Policy

As stated above, since Randall Wealth Advisors exclusively offers advisory services by referring clients to a third-party money manager offering asset management and other investment advisory services. The third-party managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. Therefore this section is not applicable to Randall Wealth Advisors.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Client accounts managed by the third-party money management firms will be reviewed at least quarterly. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review. Reviews are conducted by Nicholas J. Randall, with reviews performed in accordance with your investment goals and objectives.

Accounts established and maintained with other third-party money managers are reviewed at least quarterly, usually when statements and/or reports are received from the money manager.

Statements and Reports

Whether reports by an outside money manager are provided to you will depend upon the outside money manager.

You are encouraged to always compare any reports or statements provided by us or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

Randall Wealth Advisors does not directly or indirectly compensate any person for client referrals.

The only compensation received from advisory services is the fees charged for providing investment advisory services as described in *Item 5* of this Disclosure Brochure. Randall Wealth Advisors receives no other forms of compensation in connection with providing investment advice.

Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.

We may from time to time receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as client appreciation events, advertising, publishing, and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for which sales have been made or for which it is anticipated sales will be made. This creates a conflict of interest in that there is an incentive to recommend certain products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. We attempt to control for this conflict by always basing investment decisions on the individual needs of our clients.

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 adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented. According to this definition, Randall Wealth Advisors does **not** have custody of client funds or securities.

Item 16 – Investment Discretion

Randall Wealth Advisors does not provide asset management services therefore does not maintain discretionary authority over client accounts.

Item 17 – Voting Client Securities

Randall Wealth Advisors does not vote proxies on behalf of Clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you 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 Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

With respect to assets managed by a third-party money manager, we will not vote the proxies associated with these assets. You will need to refer to each third-party money manager's disclosure brochure to determine whether the third-party money manager will vote proxies on your behalf. You may request a complete copy of third-party money manager's proxy voting policies and procedures as well as information on how your proxies were voted by contacting the third-party money manager or by contacting Randall Wealth Advisors at the address or phone number indicated on Page 1 of this disclosure document.

Item 18 – Financial Information

This *Item 18* is not applicable to this brochure. Randall Wealth Advisors does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the 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, Randall Wealth Advisors has not been the subject of a bankruptcy petition at any time.

Item 19 – Requirements for State-Registered Advisers

Executive Officer and Management Personnel

Nicholas J. Randall

Post-Secondary Educational Background:

University of Nebraska-Lincoln, Bachelor of Arts in Psychology: 2000

Business Background:

- Randall Wealth Advisors, President, Chief Compliance Officer, Investment Advisor Representative, 03/2016 to Present;
- The Olson Group, Retirement Solutions Manager, 06/2022 to Present;
- Cambridge Investment Research, Representative, 10/2022 to Present;
- Western Marketing Associates, Inc., Life and Annuity Marketing Director, 10/2013 to 06/2022;
- ARBR Corporation, President, 03/2007 to Present;
- Heritage Financial Services/Securian/Minnesota Life, Financial Advisor Training, 07/2013 to 10/2013;
- Aetna, Group Sales, 11/2012 to 08/2013;
- Krull Agency, Group Sales, 04/2011 to 08/2012;
- United Insurance Agency, Property Casualty insurance Sales, 10/2006 to 04/2011

Other Business Activities

See Item 10 – Other Financial Industry Activities and Affiliations.

No Performance Based Fees

As previously disclosed in *Item 6*, Randall Wealth Advisors does not charge or accept performance-based fees.

No Arbitrations

Randall Wealth Advisors or any of its associated persons have not been the subject of any client arbitrations or similar legal disputes.

Professional Liability Insurance

In accordance with K.A.R. 81-14-10(b)(2), this item is to disclose that Randall Wealth Advisors has professional liability insurance coverage for our investment advisory services. In the event that you would like proof of our professional liability coverage, we will provide, within 30 days or your request, a copy of the insurance agreement that is in effect.

Business Continuity Plan

Randall Wealth Advisors has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions will impact our ability to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions.

Our continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

- Alternate locations to conduct business;
- Hard and electronic back-ups of records;
- Alternative means of communications with employees, clients, critical business constituents and regulators; and
- Details on the firms' employee succession plan

Our business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.

Customer Privacy Policy Notice

In November of 1999, Congress enacted the Gramm-Leach-Bliley Act (GLBA). The GLBA requires certain financial institutions, such as investment advisor firms, to protect the privacy of customer information. In situations where a financial institution does disclose customer information to non-affiliated third parties, other than permitted or required by law, customers must be given the opportunity to opt out or prevent such disclosure. Randall Wealth Advisors does not share or disclose customer information to non-affiliated third parties except as permitted or required by law.

Randall Wealth Advisors is committed to safeguarding the confidential information of its clients. Randall Wealth Advisors holds all personal information provided by clients in the strictest confidence and it is the objective of Randall Wealth Advisors to protect the privacy of all clients. Except as permitted or required by law, Randall Wealth Advisors does not share confidential information about clients with non-affiliated parties. In the event that there were to be a change in this policy, Randall Wealth Advisors will provide clients with written notice and clients will be provided an opportunity to direct Randall Wealth Advisors as to whether such disclosure is permissible.

To conduct regular business, Randall Wealth Advisors may collect personal information from sources such as:

- Information reported by the client on applications or other forms the client provides to Randall Wealth Advisors
- Information about the client's transactions implemented by Randall Wealth Advisors or others
- Information developed as part of financial plans, analyses or investment advisory services

To administer, manage, service and provide related services for client accounts, it is necessary for Randall Wealth Advisors to provide access to customer information within the firm and to non-affiliated companies, (optional to include examples of outside firms), with whom Randall Wealth Advisors has entered into agreements. To provide the utmost service, Randall Wealth Advisors may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on Randall Wealth Advisors' behalf.

- Information Randall Wealth Advisors receives from the client on applications (name, Social Security number, address, assets, etc.)
- Information about the client's transactions with Randall Wealth Advisors or others (account information, payment history, parties to transactions, etc.)
- Information concerning investment advisory account transactions
- Information about a client's financial products and services transaction with Randall Wealth Advisors

Since Randall Wealth Advisors shares non-public information solely to service client accounts, Randall Wealth Advisors does not disclose any non-public personal information about Randall Wealth Advisors' customers or former customers to anyone, except as permitted by law. However, Randall Wealth Advisors may also provide customer information outside of the firm as required by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas. In the event that Randall Wealth Advisors has a change to its customer privacy policy that would allow it to disclose non-public information not covered under applicable law, Randall Wealth Advisors will allow its clients the opportunity to opt out of such disclosure.

FORM ADV PART 2B BROCHURE SUPPLEMENT - Nicholas J. Randall

Item 1 – Cover Page

Nicholas J. Randall
Randall Wealth Advisors, LLC
Private Residence
La Vista, NE 68128
402-709-9374

Date of Supplement: January 2024

This brochure supplement provides information about Nicholas J. Randall that supplements the Randall Wealth Advisors, LLC. (“Randall Wealth Advisors”) disclosure brochure. You should have received a copy of that brochure. Please contact Nicholas J. Randall at 402-709-9374 or at nick@randallwa.com if you did not receive Randall Wealth Advisors’ brochure or if you have any questions about the contents of this supplement.

Additional information about Nicholas J. Randall is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Nicholas J. Randall

Born 1978, CRD # 6169689

Post-Secondary Educational Background:

University of Nebraska-Lincoln, Bachelor of Arts in Psychology: 2000

Business Background:

- Randall Wealth Advisors, President, Chief Compliance Officer, Investment Advisor Representative, 03/2016 to Present;
- The Olson Group, Retirement Solutions Manager, 06/2022 to Present;
- Cambridge Investment Research, Representative, 10/2022 to Present;
- Western Marketing Associates, Inc., Life and Annuity Marketing Director, 10/2013 to 06/2022;
- ARBR Corporation, President, 03/2007 to Present;
- Heritage Financial Services/Securian , Financial Advisor Training, 08/2013 to 10/2013;
- Aetna, Group Sales, 11/2012 to 08/2013;
- Krull Agency, Group Sales, 04/2011 to 08/2012;
- United Insurance Agency, Property Casualty insurance Sales, 10/2006 to 04/2011

Item 3 – Disciplinary Information

Nicholas J. Randall has no legal or disciplinary events to report.

Item 4 – Other Business Activities

Registered Representative of a Broker-Dealer

Nicholas J. Randall is separately licensed as a registered representative with Cambridge Investment Research, a registered securities broker/dealer, member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investors Protection Corporation (SIPC). When acting in his separate capacity as a registered representative of Cambridge Investment Research, Nicholas J. Randall may sell, for commissions, general securities products such as stocks, bonds, mutual funds, exchange-traded funds, and variable annuity and variable life products to advisory clients. As such, Nicholas J. Randall may suggest that advisory clients implement investment advice by purchasing securities products through a commission-based Cambridge Investment Research account in addition to a Randall Wealth Advisors advisory account.

The receipt of commissions creates an incentive for Nicholas J. Randall to recommend those products for which he will receive a commission. Consequently, the objectivity of the advice rendered to clients could be biased. Nicholas J. Randall controls for this potential conflict of interest by discussing with clients the advantages and disadvantages of establishing a fee-based account through Randall Wealth Advisors versus establishing a commission-based account through Cambridge Investment Research. Randall Wealth Advisors does not require its advisor representatives to encourage clients to implement investment advice through Cambridge Investment Research.

Nicholas J. Randall does not earn commissions in fee-based accounts.

Nicholas J. Randall will receive 12b-1 fees from certain mutual fund companies as outlined in the fund's prospectus. 12b-1 fees come from fund assets, therefore, indirectly from client assets. The receipt of such fees could represent an incentive for Nicholas J. Randall to recommend funds with 12b-1 fees over funds that have no fees or lower fees. Typically, Nicholas J. Randall will receive 12b-1 fees only in commission-based brokerage accounts. However, such fees can be earned in fee-based accounts managed by Nicholas J. Randall if 12b-1 fee paying mutual funds are held in the managed account. For ERISA accounts, there is an offset for any amount of 12b-1 fees. In such a situation, Nicholas J. Randall discusses with clients the selection of a 12b-1 or other trail paying mutual funds. Cambridge Investment Research maintains records of all 12b-1 fee payments to Nicholas J. Randall which may be viewed by clients upon request.

Clients are never obligated or required to establish accounts through Randall Wealth Advisors *or* Cambridge Investment Research. However, if a client does not choose to accept Nicholas J. Randall's advice or decides not to establish an account through Cambridge Investment Research, Nicholas J. Randall may not be able to provide management and advisory services to the client. Clients should understand that, due to certain regulatory constraints, Nicholas J. Randall, in his capacity as a Cambridge Investment Research. Nicholas J. Randall must place all purchases and sales of securities products in commission-based brokerage accounts through Cambridge Investment Research or its other approved institutions.

Insurance Agent

Nicholas J. Randall is independently licensed to sell insurance and annuity products through various insurance companies. When acting in this capacity, Nicholas J. Randall will receive commissions for selling insurance and annuity products.

Nicholas J. Randall may also receive other incentive awards for the recommendation/sale of annuities and other insurance products. The receipt of compensation and other incentive benefits may affect the judgment of Nicholas J. Randall when recommending products to its clients. While Nicholas J. Randall endeavors at all times to put the interest of his clients first as a part of Randall Wealth Advisors' overall fiduciary duty to clients, clients should be aware that the receipt of commissions and additional compensation itself creates a conflict of interest and may affect Nicholas J. Randall's decision making process when making recommendations.

Clients are never obligated or required to purchase insurance products from or through Nicholas J. Randall and may choose any independent insurance agent and insurance company to purchase insurance products. Regardless of the insurance agent selected, the insurance agent or agency will receive normal commissions from the sale.

Other Business Activity of Company Principal

Nicholas J. Randall is employed as the Retirement Solutions Manager of the Olson Group. He spends approximately 50% or more of his time on this activity.

Item 5 – Additional Compensation

In addition to the description of additional compensation provided in Item 4, Nicholas J. Randall can receive additional benefits.

Certain product sponsors may provide Nicholas J. Randall with other economic benefits as a result of his recommendation or sale of the product sponsors' investments. The economic benefits received by Nicholas J. Randall from product sponsors can include but are not limited to, financial assistance or the sponsorship of conferences and educational sessions, marketing support, incentive awards, payment of travel expenses, and tools to assist Nicholas J. Randall in providing various services to clients.

Although Randall Wealth Advisors and Nicholas J. Randall endeavor at all times to put the interest of its clients ahead of its own or those of its officers, directors, or representatives ("affiliated persons"), these arrangements could affect the judgment of Nicholas J. Randall when recommending investment products. These situations present a conflict of interest that may affect the judgment of affiliated persons including Nicholas J. Randall.

Nicholas Randall spends the majority of his time (approximately 40 hours plus per week or more) working for the Olson Group.

Item 6 – Supervision

Nicholas J. Randall is the Chief Compliance Officer of Randall Wealth Advisors. He is responsible for overseeing and enforcing the firm's compliance programs that have been established to monitor and

supervise the activities and services provided by the firm and its representatives. Nicholas J. Randall can be contacted at 402-709-9374.

Item 7 – Requirements for State-Registered Advisers

Nicholas J. Randall has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. He has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Additionally, he has not been the subject of a bankruptcy petition.