

Wealth Accel LLC

Registered Investment Adviser
CRD # 330912

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Form ADV Part 2A Firm Brochure June 10, 2024

This brochure provides information about the qualifications and business practices of Wealth Accel LLC. Please contact Matthew Will, Principal, at 937-672-6611 if you have any questions about the content of this brochure.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or any state securities administrator. Additional information about Wealth Accel LLC is available on the SEC's website at www.adviserinfo.sec.gov. Click on the "Investment Adviser Search" link and then search for "Investment Adviser Firm" using the firm's IARD ("CRD") number, which is 330912.

While the firm and its associates are registered and/or licensed within a particular jurisdiction, that registration and/or licensing itself does not imply an endorsement by any regulatory authority, nor does it imply a certain level of skill or training on the part of the firm or its associated personnel.

Item 2 - Material Changes

This is an original filing; there are no material changes to disclose. The firm will amend its brochure anytime there is a material change, and this Item (section) will include a summary of any material changes. When the firm updates this document, it will either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's website at www.adviserinfo.sec.gov or may contact our firm at 937-672-6611 to request a copy at any time.

As with all firm documents, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or throughout the engagement.

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Throughout this document Wealth Accel LLC may also be referred to as “the firm,” “firm,” “our,” “we” or “us.” The client or prospective client may be also referred to as “you,” “your,” etc., and refers to a client engagement involving a single *person* as well as two or more *persons* and may refer to natural persons and legal entities. In addition, the term “advisor” and “adviser” are used interchangeably where accuracy in identification is necessary (i.e., firm name, internet address, etc.).

Our firm maintains a business continuity and succession contingency plan that is integrated within the organization to ensure it appropriately responds to events that pose a significant disruption to its operations. A statement concerning the current plan is available under separate cover.

The business and disciplinary history, if any, of an investment advisory firm and its representatives may be obtained by calling the securities commission for the state in which the client resides.

Item 4 - Advisory Business

Description of Firm

Wealth Accel LLC is an Ohio domiciled limited liability company formed in May of 2015 for general business purposes and became registered as an investment adviser during May of 2024. Our firm is not a subsidiary of nor controls another financial services industry entity.

Matthew M. Will, CFP® is our firm's Principal, Chief Compliance Officer (supervisor), Lead Advisor, and Managing Member. He maintains a controlling interest in the firm. Additional information about Mr. Will and his background may be found at the end of this brochure in Item 19, and in his accompanying Form ADV Part 2B brochure supplement.

Description of Services

Our wealth management engagement includes financial planning, providing clients with advice on key topics such as cash flow and budgeting, funding a college education, retirement, risk management, estate planning, among others. We provide ongoing supervision of clients' accounts through portfolio management component; however, we do not sponsor or manage an investment program involving wrapped (bundled) fees. Our services are described in this Advisory Business section (Item 4), our fee schedule can be found in Item 5, and the types of clients we serve are noted in Item 7.

An initial interview is conducted with the prospective client to discuss their current situation and goals, as well as the scope of our firm's services that may be provided. We will also provide our Form ADV Part 2 firm brochure that includes a statement involving our privacy policy (see Item 11), as well as a brochure supplement about the representative serving the client. Our firm will disclose any material conflicts of interest that could be reasonably expected to impair the rendering of unbiased and objective advice, such as information found in Item 12 of this brochure.

If the prospective client wishes to engage our firm for its services, we must first enter into a written agreement. Thereafter, further discussion and analysis will be conducted to determine financial needs, goals, holdings, etc. Depending on the scope of the engagement, the client may be asked to provide copies of the following documents early in the process:

- wills, codicils, and trusts
- insurance policies, including information about riders, loans, and amendments
- mortgage information
- tax returns
- student loans
- divorce decree or separation agreement
- current financial specifics including W-2s, 1099s, K-1 statements, etc.
- information on current retirement plans and other benefits provided by an employer
- statements reflecting current investments in retirement and non-retirement accounts
- employment or other business agreements, and
- completed risk profile questionnaires or other forms provided by our firm.

It is important that we are provided with an adequate level of information and supporting documentation throughout the term of the engagement including but not limited to source of funds, income levels, and an account holder or attorney-in-fact's authority to act on behalf of the account, among other information that

may be necessary for our services. The information and/or financial statements provided to us need to be accurate. Our firm may, but is not obligated to, verify the information that has been provided to us which will then be used in the advisory process.

Financial Planning

We do not offer “stand-alone” financial planning, but a client’s financial plan is as broad-based or narrowly focused as they desire. The incorporation of most or all listed below assessment areas allows not only a thorough analysis but also a refined focus of the client’s plans so that the firm is able to assist them in reaching their goals and objectives. Each wealth management client receives a customized written plan in printed or digital format at the end of the process that is tailored to their situation.

Cash Flow Analysis and Debt Management

A review of income and expenses may be conducted to determine the client’s current surplus or deficit. Based upon the results, we might recommend prioritizing how any surplus should be used, or how to reduce expenses if they exceed income. In addition, advice on the prioritization of which debts to repay may be provided, based upon such factors as the debt’s interest rate and any income tax ramifications. Recommendations may also be made regarding the appropriate level of cash reserves for emergencies and other financial goals. These recommendations are based upon a review of cash accounts (such as money market funds) for such reserves and may include strategies to save desired reserve amounts.

Risk Management

A risk management review includes an analysis of exposures to major risks that could have a significant adverse impact on the client’s financial picture, such as premature death, disability, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”). Wealth Accel LLC is not an insurance agency, nor does the firm have licensed insurance agents on staff, but we will assist clients in finding a licensed agent if they are interested in acquiring an insurance contract. The firm is not compensated for such introductions.

Employee Benefits

A review is conducted, and analysis is made as to whether the client, as an employee, is taking maximum advantage of their employer’s benefits. We will also offer advice on the client’s employer-sponsored retirement plan, deferred compensation, stock options, along with other benefits that may be available. We may assess the client’s ability to rollover funds, within or outside of their employer-sponsored plan, and determine the advantages or disadvantages as it relates to individual client goals.

Education Planning

Advice may include projecting the amount that will be needed to achieve post-secondary education funding goals, along with savings strategies and the “pros-and-cons” of various college savings vehicles that are available. We are also available to review a client’s financial picture as it relates to eligibility for financial aid or the best way to contribute to other family members.

Personal Retirement Planning

Retirement planning services typically include projections on the likelihood of achieving a financial goal(s), with financial independence usually the primary objective. For situations where projections show less than the desired results, a recommendation may include showing the impact on those projections by making

changes in certain variables (i.e., working longer, saving more, spending less, taking more risk with investments). If a client is near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during retirement years.

Social Security Strategies

A review of client's Social Security statements will be conducted, and an analysis completed, to optimize Social Security income as it relates to the client's goals. The client will be briefed regarding various Social Security income options available, and a subsequent recommendation will be made in accordance with their financial plan.

Estate Planning and Charitable Giving

Our review typically includes an analysis of a client's exposure to estate taxes and their current estate plan, which may include whether they have a will, powers of attorney, trusts, and other related documents. We may assess ways to minimize or avoid estate taxes by implementing appropriate estate planning and charitable giving strategies. We are not a law firm, and we encourage clients to consult with an experienced attorney when they initiate, update, or complete estate planning activities, and we may provide contact information for attorneys who specialize in estate planning (we are not compensated for these introductions).

Investment Consultation

The investment consultation component of our financial planning engagement often involves providing information about the types of investment vehicles, general investment analysis and strategy(ies), portfolio design, as well as limited assistance if a client investment account is maintained at another broker/dealer or custodian ("held-away" account). Our portfolio strategy and types of investments that may be recommended are further discussed in Item 8 of this brochure. Clients may place reasonable restrictions on the types of securities they would prefer in their portfolio. For example, a client may want to exclude certain securities (e.g., no foreign stocks, no local revenue bonds, etc.).

Business Consultation

We are available to assist small businesses in a variety of ways including employee retention and retirement strategies, coordination with financial institutions, corporate attorney, or an accounting firm. We do not serve as a retirement plan fiduciary, plan adviser or plan investment manager as defined in § 3(21) of the Employee Retirement Income Security Act of 1974 (ERISA) or as an ERISA § 3(38), nor do we serve as ERISA § 3(16) plan third-party administrator.

Broad-Based v. Modular Financial Planning

A broad-based plan is an endeavor that requires detail. Certain variables can affect the development of the plan, such as the quality of a client's records, complexity and number of current investments, diversity of insurance products and employee benefits they currently hold, size of the potential estate, and special needs of the client or their dependents, among others. At the client's request, we may concentrate on reviewing only a specific area (modular planning), such as an employer retirement plan allocation, or evaluating the sufficiency of their current retirement plan. Note that when these services focus only on certain areas of client interest or need, the overall situation or needs may not be fully addressed due to limitations the client has established. Whether we have created a broad-based or modular plan, we will present each client with a summary of our recommendations, guide them in the implementation of some or all of them (per the client's decision), as well as offer periodic reviews thereafter.

In all instances involving our financial planning engagements, our clients retain the right to accept or reject any recommendation we make.

Portfolio Management

Wealth Accel LLC is available to assist clients in implementing the investment strategy that we have suggested to them. We prepare written investment guidelines reflecting the client's objectives, time horizon, tolerance for risk, as well as any reasonable account constraints they may have for the portfolio. For example, a client has the right to exclude certain securities (e.g., no foreign stocks, no local revenue bonds, etc.). These guidelines will be designed to be specific enough to provide future direction while allowing flexibility to work with changing market conditions. We will then suggest an investment allocation customized for each client based on their unique situation and goals incorporating either a broad range or more narrowly focused choice of investment vehicles that are further discussed in Item 8 of this brochure. We manage our clients' portfolios on a discretionary or non-discretionary basis (defined in Item 16). Because this is our initial year of operation, we do not have reportable assets under our management¹ as of May 7, 2024 (the date of this brochure's publication footnoted below).

Retirement Plan Advice and Rollovers

As a registered investment adviser, our firm is a fiduciary to every client, thus we are obligated to always act in our clients' best interest. In addition to our fiduciary status as an investment advisory firm, when our firm provides advice to retirement investors, such as advice about an employer-sponsored retirement plan, individual retirement account (IRA) or other qualified retirement plan, we may also be considered by the US Department of Labor and the Internal Revenue Service to be acting as a fiduciary under Title I of ERISA and the Internal Revenue Code. These fiduciary obligations include requirements that we disclose our services and fees, conflicts of interest, and the reasons our recommendations are in the client's best interests.² After an analysis of the client's situation and their retirement plan documents, we will consider relevant factors including but not limited to the following:

- alternatives to rolling the employer plan to an IRA, including leaving the money in an employer's retirement plan (if permitted); rolling the money to a new employer plan if available; or cashing out
- fees and expenses associated with both the employer's plan and the rollover IRA (or other alternatives such as noted above) and whether the employer currently pays for some or all of the plan's expenses
- different levels of services and investments available under the employer plan and the rollover IRA, and other alternatives
- whether the rollover is appropriate considering any additional costs and the resultant decrease in the client's return
- treatment of withdrawals under each alternative (e.g., penalties up to age 55 vs. 59½ years old)
- protection from creditors and legal judgments (unlimited vs. bankruptcy only; federal- and state-specific)
- required minimum distributions
- tax implications of rolling shares of employer stock, and
- impact of economically significant investment features such as surrender schedules and index annuity cap and participation rates (such as in an employer-sponsored § 403(b) plan account).

¹ The term "assets under management" and rounding per the *General Instructions for Part 2 of Form ADV*.

² This Form ADV Part 2A firm brochure serves as our ERISA §408(b)(2) disclosure per US Department of Labor guidance.

The potentially affected client will be made aware of conflicts of interest including but not limited to whether our firm will profit from a recommendation through financial planning and/or investment management fees, and whether services we offer are already provided by or available through the client's current retirement plan, and potentially at no additional cost.

Item 5 - Fees and Compensation

Forms of payment are based on the types of services being provided, term of service, etc., and will be stated in each engagement agreement with our firm. Our published fees are negotiable, and we may waive or discount our fees for our associates, their family members, and pre-existing relationships. We strive to offer fees that are fair and reasonable considering the experience of our firm and the services to be provided, and clients may be able to find lower fees for comparable services from other registered investment advisers.

Our firm does not accept cash or money orders for its engagements. Fees are to be paid to our firm by check or draft from US-based financial institutions. With a client's prior written authorization, payment may also be made by credit or debit card through a qualified, unaffiliated PCI compliant³ third-party processor, or withdrawal from their investment account held at their custodian of record.

We are compensated through two compensation structures: a Fixed Fee and an Asset-Based Fee. This flexibility allows us to accommodate a wide range of client preferences and financial situations.

Fixed Fee Structure

Our Fixed Fee structure is ideal for retirees seeking predictable billing for our wealth management services, combining planning and portfolio management. This fee is determined at the onset of our advisory relationship based on the complexity of the client's financial situation, the scope of services required, and the anticipated workload. Our monthly fixed fee ranges from \$2,000 to \$10,000 depending on the aforementioned factors and will not exceed 1% of a client's assets under management. Clients with less than \$1,000,000 in assets under management are not eligible for our fixed fee pricing structure. The fixed fee is billed monthly in arrears.

Asset-Based Fee Structure

The Asset-Based Fee structure is designed for clients who prefer a fee that correlates with the value of their managed assets or clients who have less than \$500,000 in assets to qualify for fixed fee pricing. We prefer, but do not require, accounts to maintain at least \$500,000 of investible assets. For the benefit of discounting our asset-based fee, we aggregate accounts for the same household.

We assess our advisory fee on a monthly basis, in arrears, per the following fee schedule. The fee is calculated by multiplying the month's end account value by the applicable number of basis points (one basis point equals 1/100 of one percent) and dividing that result by twelve to determine the monthly fee.

Portfolios contain widely traded securities; however, in the rare absence of a reportable market value, our firm may seek a third-party opinion from a recognized industry source (e.g., unaffiliated public accounting firm), and the client may choose to separately seek such an opinion at their own expense as to the valuation of "hard-to-price" securities if they believe it to be necessary.

³ We do not retain debit/credit card data. For an explanation of the term "PCI," the PCI Security Standards Council, and comprehensive standards to enhance payment card data security, go to https://www.pcisecuritystandards.org/security_standards/index.php

Formula: ((month-end market value) x (applicable number of basis points)) ÷ 12

Assets Under Management	Annualized Asset-Based Fee
First \$1,000,000	1.00% (100 basis points)
Next \$4,000,000	0.75% (75 basis points)
Next \$5,000,000	0.50% (50 basis points)
Above \$10,000,000	0.25% (25 basis points)

Fee Example: A portfolio management account under our firm's management maintaining \$1,000,000 of investible assets as of month's end will be assessed \$250 (monthly, in arrears). Formula: $(\$1,000,000 \times 100 \text{ bps}) \div \$1,000$ (annualized fee) $\div 12$ (months) = \$83.3 (monthly fee).

Blended Fee: Our asset-based fee schedule is based on a blended tier. For example, a client's portfolio with \$2,000,000 in assets managed by our firm would be assessed an annualized fee of 100 basis points for the first \$1,000,000 and 75 basis points on the remaining amount above \$1,000,000.

The first billing cycle will begin once the client agreement is executed, and account assets have settled into the client's separately identifiable account held by the custodian of record. In jurisdictions where required, our firm will send the client and custodian of record written notice (invoice) each billing period that describes the advisory fees to be deducted from the account at our firm's request. The invoice will include the total fee assessed, covered time period, calculation formula utilized, and reference to the assets under management in which the fee had been based. We encourage our portfolio management clients to review and compare our invoice with their account statements.

The client's written authorization is required in order for the custodian of record to deduct advisory fees from an account. By signing our firm's engagement agreement, as well as the custodian account documents, the client is authorizing the custodian to withdraw both advisory fees and any transactional or service fees (sometimes termed custodian's *brokerage fees*) from their account. The custodian will remit our fees directly to our firm. Fees deducted from an account will be noted on statements that clients will receive directly from the custodian of record. Alternatively, a client may request to directly pay our advisory firm its portfolio management fee in lieu of having the advisory fee withdrawn from their investment account. Our valuation assessment will remain the same as described above, and the client's direct payment must be received by our firm within 10 days of our invoice. Direct payment may be made by check or draft from US-based financial institutions; we discourage credit or debit card payments for portfolio management fees.

Wealth Accel LLC will not be entitled to cash or other client assets held by the custodian of record except those monies owed to our firm in connection with its services as described earlier. Subject to the custodian's fee debit procedures, advisory fees will be payable first from free credit balances, if any, in the account(s) as designated and, second, from the liquidation of any money market funds. If such assets are insufficient to satisfy payment of the advisory fees, the client will authorize the firm (subject to suitability guidelines) to instruct the custodian to liquidate a portion of any asset in the applicable account to cover the advisory fee. In addition, the firm will charge the client for all fees and assessments associated with checks that are returned for insufficient funds assessed by the custodian; including, but not limited to, custodial/clearing firm fees or charges.

Termination of Services

An investment advisory engagement is considered entered into when all parties to the agreement have signed the contract. However, either party may terminate the agreement at any time by communicating the intent to terminate in writing. If a client did not receive our Form ADV Part 2 firm brochure at least 48 hours prior to entering into our firm's agreement, then that client will have the right to terminate the engagement by written notice without penalty within five business days after entering into the contract. We do not require an advance fee for our services. If a client terminates a fixed fee engagement after the five business-day rescission period, we will assess our fee on a prorated daily basis. We will provide a terminating invoice to the client that will contain the fee charged by our firm, the formula used to calculate our fee, the time period covered by the fee, and the fee calculation itself. When an asset-based fee engagement client terminates their agreement after the five business-day rescission period, that client will be assessed fees from either (i) as a new client, the date of the engagement to the date of the firm's receipt of the written notice of termination, or (ii) all other accounts, the last billing period to the date of the firm's physical or constructive receipt of written termination notice. If our firm is unable to deduct its earned fees from the client's account at the custodian of record, then the firm's fee will be due upon the client's receipt of our firm's invoice.

Potential Additional Client Fees

Any transactional or service fees (sometimes termed *brokerage fees*), IRA fees, qualified retirement plan fees, account termination fees, or wire transfer fees will be borne by the account holder per the custodian of record's fee schedule. Advisory fees paid to our firm for its services are separate from any internal fees or charges a client may pay for mutual funds, exchange-traded funds (ETFs), or exchange-traded notes (ETNs). Additional information about our fees in relationship to our brokerage and operational practices are referenced in Item 12 of this document.

External Compensation

Our firm does not charge or receive a commission or a mark-up on securities transactions, nor will the firm or an associate be paid a commission on the purchase of a securities holding that is recommended to a client. We do not receive SEC Rule 12b-1 fees ("trails") from a mutual fund company that may be recommended to a client. Fees charged by such issuers are detailed in prospectuses or product descriptions and interested clients are encouraged to read these documents before investing. Our firm and its associates receive none of these described or similar fees or charges. Our clients retain the right to purchase recommended or similar investments through a service provider of their choice (i.e., brokers, agents, etc.).

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

Wealth Accel LLC fees will not be based on a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as performance-based fees. Our fees will also not be based on side-by-side management, which refers to a firm simultaneously managing accounts that do pay performance-based fees (such as a hedge fund) and those that do not.

Item 7 - Types of Clients

Our firm provides its services to individuals, high net worth individuals, and small businesses. Refer to Item 5 of this firm brochure for details involving our compensation structure and any investment advisory engagement restrictions. Our firm reserves the right to decline services to any prospective client for any non-discriminatory reason.

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

Methods of Analysis

We utilize what we believe to be an appropriate blend of fundamental, technical, and cyclical analyses. For example, fundamental analysis may involve evaluating economic factors including interest rates, the current state of the economy, or the future growth of an industry sector. Technical and cyclical analysis may involve studying the historical patterns and trends of securities, markets, or economies as a whole in an effort to determine potential future behaviors, the estimation of price movement, and an evaluation of a transaction before entry into the market in terms of risk and profit potential. Our research is often drawn from sources such as financial periodicals, reports from economists and industry professionals, and regulatory filings.

Investment Strategies

Our evidence-based approach to investing involves making investment decisions based on empirical evidence rather than speculation or “gut feeling.” We prioritize several key factors that have a proven track record of leading to investment success. These factors include:

- proper asset allocation
- broad diversification
- minimizing costs and taxes, and
- maintaining a long-term focus.

By focusing on the above factors, we aim to maximize the potential for investment success. When constructing client portfolios, we consider multiple factors, such as the required growth rate to achieve their financial objectives, their risk tolerance, liquidity needs, time horizon, and tax status. We continuously monitor and adjust portfolios to ensure they align with our client's evolving needs and market conditions. We follow a disciplined, rules-based strategy to rebalance portfolios, ensuring that our clients' investments stay aligned with their long-term investment objectives. The securities we suggest are typically ETFs, mutual funds, individual equities and fixed income (stocks and bond) offerings, and certificates of deposit.⁴

Risk of Loss

Our firm believes its strategies and investment recommendations are designed to produce the appropriate potential return for the given level of risk; however, there is no guarantee that an investment objective will be achieved. Past performance is not necessarily indicative of future results. Investing in securities involves risk of loss that clients should be prepared to bear. While the following list is not exhaustive, we provide some examples of such risk in the following paragraphs, and we believe it is important that our clients review and consider each prior to investing. Note that some of these risks are associated with underlying holdings of a mutual fund or ETF (e.g., stocks or bonds, etc.).

Active Management

A portfolio that employs an active management strategy at times may outperform or underperform various benchmarks or other strategies. In an effort to meet or surpass these benchmarks, active portfolio management may require more frequent trading or “turnover.” This may result in shorter holding periods, higher transactional costs and/or taxable events generally borne by the client, potentially reducing, or

⁴ Wealth Accel LLC does not issue CDs or other similar instruments, and is not a financial institution, nor a member of the Federal Deposit Insurance Corporation (FDIC) or National Credit Union Association (NCUA), nor is required to be an FDIC or NCUA member. You may learn more about the FDIC or NCUA and how they serve financial institution depositors/members by going to their website at www.fdic.gov or www.ncua.gov. Securities recommended through our advisory firm are not FDIC or NCUA/NCUSIF-insured.

negating certain benefits of active asset management. We advise our clients to only invest assets for long-term purposes and to be prepared for potential volatility in the market. It is important to note that all investments carry a certain level of risk. Wealth Accel LLC cannot guarantee future portfolio performance as there is always a risk of loss when investing in securities.

Company Risk

When investing in securities, such as stocks, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. 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. This is also referred to as unsystematic risk and can be reduced or mitigated through diversification.

Cybersecurity Risk

Unauthorized access to computer systems, networks, and devices used by Wealth Accel LLC and its service providers is a risk. Despite protections, these could still be breached, potentially causing negative impacts on clients and resulting in financial losses and the release of confidential information. Breaches could also affect securities, regulatory authorities, financial institutions, and other parties, with substantial costs to prevent future breaches.

ETF Risks

ETF risks include risks due to their underlying securities (e.g., stocks, bonds, etc.), and can be affected by risks such as market, currency, credit, political, interest rate, etc., that are described in adjacent paragraphs. The liquidity of the underlying stocks in the index can affect "ETF liquidity." Liquidity risk can result from an insufficient number of "active participants" performing their duties as intermediaries and liquidity providers in the ETF market. "Spread risk" may also occur, which is the difference between the bid and the ask price of a security. Since ETF transactions are priced throughout the day and are traded on the exchanges like stocks, widening spreads may occur and have impact on certain portfolios or transactions. As with any security, if the ETF "fails," the investor may lose their gains and invested principal. ETFs can carry additional expenses based on their share of operating expenses and certain brokerage fees. Indexed ETFs have the potential to be affected by "active risk;" a deviation from its stated index.

Fixed Income Risks

Investing in bonds entails the possibility of default risk, where the issuer may not be able to make payments. Moreover, individuals who depend on fixed amounts of regular income may encounter inflation risk, which can reduce their purchasing power. Fixed-income investors receive regular predetermined payments and are exposed to the same inflation risk as other investments.

Foreign Securities Risk

Investments in securities of foreign companies (including direct investments as well as investments through American Depositary Receipts – aka. ADRs) can be more volatile than investments in US-based companies. Diplomatic, political, or economic developments, including nationalization or appropriation, could affect investments in foreign companies. Foreign securities markets generally have less trading volume and less liquidity than US markets. In addition, the value of securities denominated in foreign currencies, and of dividends from these securities, can change significantly when foreign currencies strengthen or weaken relative to the US dollar.

Financial statements of foreign issuers are governed by different accounting, auditing, and financial reporting standards than the financial statements of US issuers and may be less transparent and uniform

than in the United States. Thus, there may be less information publicly available about a foreign issuer than about most US issuers. Transaction costs generally are higher than those in the US and expenses for custodial arrangements of foreign securities may be somewhat greater than typical expenses for custodial arrangements of similar US securities. Some foreign governments levy withholding taxes against dividend and interest income. Although in some countries a portion of these taxes are recoverable, the non-recovered portion will reduce the income received from the securities comprising an account's portfolio. These risks may be heightened with respect to emerging market countries since political turmoil and rapid changes in economic conditions are more likely to occur in these countries.

Liquidity Risk

Liquidity risk is the inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income are generally liquid (e.g., bonds, CDs, etc.), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

Market Risk

This is also called systematic risk. In cases where markets are under extreme duress, many securities lose their ability to provide diversification benefits.

Money Market Funds

A money market fund is managed to maintain a stable net asset value (NAV) of \$1 per share, the value of the fund may fluctuate, and the investor could lose money (termed "breaking the buck"). Money market funds are a type of mutual fund investing in high-quality, short-term debt securities, pay dividends that generally reflect short-term interest rates and seek to maintain a stable NAV per share (typically \$1). An investment in a money market mutual fund is typically not insured or guaranteed by the Federal Deposit Insurance Corporation, National Credit Union Association, or any governmental agency.

Mutual Funds

As with ETFs, the risk of owning an open-ended, closed-ended, and fund-of-fund mutual funds are reflected in the underlying security(ies). Mutual funds are affected by risks such as market, interest rate, active risk, etc., as described in adjacent paragraphs. It is important to note that even "conservative" funds, such as a money market fund or fixed income fund, can and have lost their value below the principal amount invested. Mutual funds typically carry additional expenses based on their share of operating expenses and trading (brokerage) fees, which may result in the potential duplication of certain fees paid by the investor. Mutual funds are known for their potential tax-efficiency and higher "qualified dividend income" (QDI) percentages, there are asset classes within these investment vehicles or holding periods that do not benefit. Shorter holding periods, as well as commodities and currencies (possible underlying holding of a mutual fund), may be considered "non-qualified" under certain tax code provisions.

There are essentially nine main types of mutual fund shares classes, as well as sub-classes for some of these. Some mutual funds are sold through brokerage firms and assess a commission ("load) in addition to their underlying fees earlier noted, while others are offered through investment advisers, retirement plans and other institutions. "No load" funds are also available to the public through brokerage firms, and they usually incur trading (brokerage) fees.

If a client chooses to purchase a mutual fund on their own through a broker/dealer, they should consider the trading fees, internal operating costs, as well as potential commissions they pay through that executing broker or dealer. Our advisory firm and its personnel are not associated with a broker/dealer and are not compensated by a “loaded” fund.

Sequence of Return Risk

The risk of receiving lower or negative returns due to early withdrawals from an investment account.

Small- and Mid-Capitalization Company Risk

The small- and mid-capitalization companies in which an account may invest may be more vulnerable to adverse business or economic events than larger, more established companies. Investments in these small- and mid-sized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets, and financial resources, and may depend upon a relatively small management group. Small- and mid-cap stocks, therefore, may be more volatile than those of larger companies. These securities may be traded over the counter or listed “off exchange.”

Item 9 - Disciplinary Information

Neither the firm nor its management has been involved in any criminal or civil action in a domestic, foreign, or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon our offering advisory business or its integrity.

Item 10 - Other Financial Industry Activities and Affiliations

Wealth Accel LLC and its management are not registered nor have an application pending to register as a Financial Industry Regulatory Authority (FINRA) or National Futures Association (NFA) member firm or associated person of such a firm. The firm is not required to be registered with such entities, nor do they supervise our firm, its activities, or our associates. Neither the firm nor its management is or has a material relationship with any of the following types of entities:

- accounting firm or accountant
- another financial planning firm, sub-adviser, or third-party investment manager (nor do we refer, select, or utilize their services)
- bank, credit union or thrift institution, or their separately identifiable department or division
- insurance company or insurance agency
- lawyer or law firm
- pension consultants external to our firm
- real estate broker, dealer, or adviser
- sponsor or syndicator of limited partnerships
- trust company, and
- issuer of a security, to include 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).

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

Wealth Accel LLC is a fiduciary. We will act in the utmost good faith, performing in a manner believed to be in the best interest of its clients. Our firm believes that business methodologies, ethics rules, and adopted policies are designed to eliminate or at least minimize material conflicts of interest and to appropriately

manage any material conflicts of interest that may remain. There is no set of rules that can possibly anticipate or relieve all material conflicts of interest. Our firm will disclose to its advisory clients any material conflict of interest relating to the firm, its representatives, or any of its employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

Code of Ethics

We have adopted a Code of Ethics that establishes policies for ethical conduct for our personnel. Our firm accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Firm policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others. We periodically review and amend our Code of Ethics to ensure that they remain current, and we require firm personnel to annually attest to their understanding of and adherence to the firm's Code of Ethics. A copy of the firm's Code of Ethics is made available to any client or prospective client upon request.

CFP® Principles

Firm associates that are CERTIFIED FINANCIAL PLANNER™ Practitioners also adhere to the Certified Financial Planner Board of Standards, Inc.'s Code of Ethics & Professional Responsibility which you may find at www.cfp.net.

Privacy Policy Statement

We respect the privacy of all clients and prospective clients (collectively termed "customers" per federal guidelines), both past and present. It is recognized that clients have entrusted our firm with non-public personal information, and it is important that both access persons and customers are aware of our firm policy concerning what may be done with that information.

The firm collects personal information about customers from the following sources:

- information provided to us to complete their financial plan
- information provided via engagement agreements and other documents completed in connection with initiating the engagement
- information customers provide verbally, and
- information received from service providers, such as custodians, about client transactions.

We may disclose non-public personal information about a client to unaffiliated third parties in certain circumstances. For example, for us to provide financial planning services, we may disclose personal information in limited circumstances to various service providers, such as an accountant or attorney. Otherwise, we do not disclose non-public personal information about our clients to anyone, except in the following circumstances:

- when required to provide services our clients have requested
- when our clients have specifically authorized us to do so in writing
- when required during a firm assessment (i.e., independent audit), and
- when permitted or required by law (i.e., periodic regulatory examination).

If it is necessary to share client non-public personal information with an unaffiliated third party, we will inform affected clients and ask permission granted via a signed statement. Unless this "opt-in" statement is signed, we will not share client non-public information with an unaffiliated third party.

To ensure security and confidentiality, we maintain physical, electronic, and procedural safeguards to protect the privacy of client information. Within our firm, we restrict access to client information to staff that need to know that information.

All personnel and our service providers understand that everything handled in our office is confidential and they are instructed to not discuss a client's information or situation with someone else unless they are specifically authorized in writing by the client to do so. This includes, for example, providing information to a family member.

The firm will provide customers with its privacy policy on an annual basis and at any time, in advance, if firm privacy policies are expected to change.

Firm Recommendations and Conflicts of Interest

Our associates are prohibited from borrowing from or lending to a client unless the client is an approved financial lending institution (e.g., bank, broker/dealer, etc.).

Neither our firm nor its associates are authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a "related person" (associates, their immediate family members, etc.) has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

Wealth Accel LLC provides both financial planning and portfolio management, and a fee is typically earned by our firm for each of these services. Our associates will disclose in advance how they are being compensated and if there is a conflict of interest involving any service being provided. It is important to note that our clients are under no obligation to act on a recommendation from an associate. If a client elects to do so, the client is under no obligation to complete them through our firm or a service provider whom we may recommend.

Our firm and/or its related persons may buy or sell securities that are the same as, similar to, or different from, those we recommend to clients for their accounts. A recommendation made to one client may be different in nature or in timing from a recommendation made to a different client. Clients often have different objectives and risk tolerances. At no time will our firm or any related party receive preferential treatment over our clients. We mitigate this conflict by ensuring that we have policies and procedures in place to ensure that the firm or a related person will not receive preferential treatment over a client. In order to reduce or eliminate certain conflicts of interest involving personal trading (e.g., trading ahead of client recommendations or trades, "cherry picking," trading on insider information, etc.), firm policy requires that we restrict or prohibit certain related parties' transactions.

Any exceptions must be approved in writing by our Chief Compliance Officer, and personal trading accounts are reviewed on a quarterly or more frequent basis. Please refer to Item 6 of accompanying Form ADV Part 2B brochure supplements for further details.

Item 12 - Brokerage Practices

Factors Used to Select Broker/Dealers for Client Transactions

Our clients' accounts must be separately maintained by a qualified custodian (generally a broker/dealer, futures commission merchant, national bank, or trust company) that is frequently reviewed for its capabilities to serve in that capacity by their respective industry regulatory authority. Wealth Accel LLC is not a custodian or broker/dealer, there is not an affiliate that is a custodian or broker/dealer, nor does a custodian or broker/dealer supervise our firm, its activities, or our associates. We do not receive referrals from a custodian or broker/dealer, nor would client referrals be a factor in our recommendation of a

custodian or broker/dealer.

If a client engages us to provide periodic investment advice via a planning component, they have the right to keep their assets with their present custodian/service provider. If the client prefers a new service provider, a recommendation may be made by our firm that is based on client need, overall costs, ease of use, and following our review of the recommended provider.

We recommend Charles Schwab & Co., Inc. (“Schwab”), an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”).

Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our Clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our Clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. The benefits received by Advisor or its personnel do not depend on the number of brokerage transactions directed to Schwab. As part of its fiduciary duties to Clients, Advisor at all times must put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor’s choice of Schwab for custody and brokerage services. This conflict of interest is mitigated as Advisor regularly reviews the factors used to select custodians to ensure our recommendation is appropriate. Following is a more detailed description of Schwab’s support services:

1. **Services that benefit you.** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab’s services described in this paragraph generally benefit you and your account.
2. **Services that may not directly benefit you.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our Clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:
 - provide access to Client account data (such as duplicate trade confirmations and account statements)
 - facilitate trade execution and allocate aggregated trade orders for multiple Client accounts
 - provide pricing and other market data
 - facilitate payment of our fees from our Clients’ accounts
 - assist with back-office functions, recordkeeping, and Client reporting
3. **Services that generally benefit only us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:
 - Educational conferences and events
 - Consulting on technology, compliance, legal, and business needs
 - Publications and conferences on practice management and business succession

4. **Your brokerage and custody costs.** For our Clients’ accounts that Schwab maintains, Schwab generally

does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees.

Best Execution

“Best execution” means the most favorable terms for a transaction based on all relevant factors, including those listed in the earlier paragraphs. We recognize our obligation in seeking best execution for our clients; however, it is our belief that the determinative factor is not always the lowest possible cost but whether the selected custodian’s transactions represent the best “qualitative execution” while taking into consideration the full range of services provided. Our firm will seek services involving competitive rates, but it may not necessarily correlate with the lowest possible rate for each transaction. We have determined having our investment management clients’ accounts trades completed through our recommended custodian is consistent with our obligation to seek best execution of client trades. A review is regularly conducted regarding our recommending a custodian to clients and considering our duty to seek best execution.

While our firm has access to a broad range of securities through our preferred custodian, it is a finite number. In addition, not all investment managers, share classes, etc., are represented at each custodian. Due to these normal and customary limitations, not all portfolio holdings will be readily available, least expensive, best performing, etc. It is an unrealistic expectation for an investor to maintain a premise otherwise.

Directed Brokerage

Not all investment advisers require their clients to direct brokerage, nor do we think our operational relationship with our custodian is defined as “directed brokerage” per common industry practices. While our internal policy and operational relationship with our custodian necessitates client accounts custodied with them to have trades executed per their order routing requirements, we do not direct our custodian as to which executing broker should be selected for our clients’ trades, whether that is an affiliate of our custodian or another executing broker of our custodian’s choice. As a result of our preferred custodian’s own trade execution policies, however, a client may pay higher commissions or other transaction costs, experience greater spreads, or receive less favorable net prices on transactions than might otherwise be the case.

Since we routinely recommend a particular custodian to our clients, and that custodian may choose to use the execution services of its broker affiliate for some or all account transactions, there is an inherent conflict of interest involving our recommendation since our advisory firm receives various products or services earlier described. Note that we are not compensated for trade routing/order flow, nor are we paid commissions on such trades. We do not receive interest on an account’s cash balance.

Client accounts maintained by our preferred custodian under our account master are unable to direct brokerage. As a result, they may pay higher commissions or other transaction costs, potentially experience greater spreads, or receive less favorable net prices on transactions for their account than would otherwise be the case if they had the opportunity to direct brokerage.

For accounts maintained at a custodian of the client’s choice (e.g., held-away accounts), the client may choose to request that a particular broker is used to execute some or all account transactions. Under these circumstances the client will be responsible for negotiating, in advance of each trade, the terms and/or arrangements involving their account with that broker, and whether the selected broker is affiliated with their custodian of record or not. We will not be obligated to seek better execution services or prices from these other executing brokers, and we will be unable to aggregate transactions for execution via our

custodian with other orders for accounts managed by our firm. As a result, the client may pay higher commissions or other transaction costs, potentially experience greater spreads, or receive less favorable net prices on transactions for their account than would otherwise be the case.

Aggregating Securities Transactions

Trade aggregation involves the purchase or sale of the same security for several clients/accounts at approximately the same time. This may also be termed “blocked” or “batched” orders. Aggregated orders are effected in an attempt to obtain better execution, negotiate favorable transaction rates, or to allocate equitably among multiple client accounts should there be differences in prices, brokerage commissions or other transactional costs that might otherwise be unobtainable through separately placed orders. Our firm may, but is not obligated, to aggregate orders, and our firm does not receive additional compensation or remuneration because of aggregated transactions.

Transaction charges and/or prices may vary due to account size and/or method of receipt. To the extent that the firm determines to aggregate client orders for the purchase or sale of securities, including securities in which a related person may invest, the firm will generally do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.*, or similar guidance if the jurisdiction in which the client resides provides such direction. A copy of the referenced No Action Letter will be provided upon request.

Note that when trade aggregation is not allowed or infeasible and necessitates individual transactions (e.g., withdrawal or liquidation requests, odd-lot trades, non-discretionary accounts, etc.), an account may potentially be assessed higher costs or less favorable prices than those where aggregation has occurred.

Item 13 - Review of Accounts

Scheduled Reviews

We encourage periodic reviews of our clients’ plans, and we recommend that they occur at least once a year. Reviews will be conducted by Matthew Will (Principal and Chief Compliance Officer) and typically involve analysis and possible revision of the previous financial plan or investment allocation.

Investment portfolios are reviewed on a quarterly or more frequent basis by Mr. Will. Client-level portfolio reviews are also completed by Mr. Will, and we recommend that they occur on at least an annual basis.

Copies of revised written plans or asset allocation reports generated from these review sessions are provided in printed or digital format upon client request.

Interim Reviews

Clients should contact our firm for additional reviews when they anticipate or have experienced changes in their financial situation (i.e., changes in employment, an inheritance, the birth of a new child, selling their business, etc.), or if there is a need to change requirements involving a previous plan or investment allocation. Interim reviews are conducted by Mr. Will and a copy of revised plans or asset allocation reports in printed or digital format will be provided to the client upon request.

Additional portfolio reviews by Mr. Will may be triggered by news or research related to a specific holding, a change in our view of the investment merits of a holding, or news related to the macroeconomic climate affecting a sector or holding within that sector. A portfolio may be reviewed for an additional holding or when an increase in a current position is under consideration. Account cash levels above or below what we deem appropriate for the investment environment, given the client's stated tolerance for risk and investment objectives, may also trigger a review.

Client Reports

Whether a client has opened and maintained an investment account on their own or with our assistance, the client receives account statements sent directly from their custodian of record where investments are held. We encourage our clients to regularly review these account statements for accuracy and clarity, and to ask questions when something is not clear.

Our firm produces quarterly performance reports which are calculated using time-weighted return methodologies. Internal rate of return (dollar-weighted) methodologies are made available where the two methods differ significantly due to the size and timing of cash flows into and out of the portfolio. These reports are provided in printed and digital format and are reviewed for accuracy by Mr. Will prior to their delivery. Our reports are intended to inform clients about investment performance over the current period, as well as over the longer term since the account's inception; both on an absolute basis and as compared to a known benchmark. Clients are urged to carefully review and compare account statements that they have received directly from their custodian of record with any report they may receive from our firm or any other source that contains account performance information.

Item 14 - Client Referrals and Other Compensation

Please refer to Items 10 and 12 for information with respect to our relationship with our preferred custodian and the conflict of interest it presents. If we receive or offer an introduction to a client, we do not pay or earn referral fees, nor are there established *quid pro quo* arrangements. Each client retains the option to accept or deny such referral or subsequent services.

Item 15 - Custody

Client assets will be maintained by an unaffiliated, qualified custodian. Assets are not held by our firm or any associate of our firm. In keeping with this policy involving our client funds or securities, our firm:

- restricts the firm or an associate from serving as trustee or having general power of attorney over a client account
- prohibits any associate from having authority to directly withdraw securities or cash assets from a client account. Although we may be deemed to have "constructive custody" of an account since we may request the withdrawal of advisory fees, we will only do so through the engagement of a qualified custodian maintaining the client's account, via prior written approval of the client, and following our delivery of our written notice (invoice) in jurisdictions where required
- does not accept or forward client securities (i.e., stock certificates) erroneously delivered to our firm
- will not collect advance fees of \$500 or more for services that are to be performed six months or more into the future
- prohibits an associate to have knowledge of a client's account access information (i.e., online 401(k), brokerage or bank accounts), and
- does not allow the use of standing letters of authorization (SLOAs) for a client account.

The client's custodian of record will provide them with their account transaction confirmations and account statements, which includes debits and credits, as well as our firm's advisory fee for that period. Statements are provided on at least a quarterly basis or as transactions occur within the account. Our firm will not create an account statement for a client nor serve as the sole recipient of an account statement.

Clients are reminded that if they receive a report from any source that includes investment performance information, they should review and compare the report with their account statements that they have

received directly from their custodian of record.

Item 16 - Investment Discretion

Our firm generally conducts its portfolio management engagements on a discretionary basis. Via limited power of attorney signed by the client, discretionary authority allows our firm to determine the securities to be bought or sold for a client's account and the amount of securities to be bought or sold for a client's account without requiring the client's prior authorization for each transaction in order to meet stated investment objectives. This authority will be granted through the client's execution of both our engagement agreement and the selected custodian's account documents. Note that the custodian will specifically limit our firm's authority within an account to the placement of trade orders and the request for the deduction of our advisory fees.

Our firm prefers not to manage client accounts on a non-discretionary basis, but we may accommodate such requests on a case-by-case basis. Non-discretionary account authority requires a client's ongoing prior approval involving the securities to be bought or sold for a client's account and the amount of securities to be bought or sold for a client's account, including portfolio rebalancing. Non-discretionary engagement clients are required to execute our firm's client services agreement that describes our limited account authority, as well as the custodian of record's account document that includes their limited power of attorney form or clause. It is important to note that due to a client's requirement for trading pre-approval, that client must make themselves continually available and keep our firm updated on their contact information so that instructions can be efficiently and timely effected on their behalf. In addition, non-discretionary accounts are generally unable to be aggregated (see Item 12) and may therefore be assessed higher trading fees or receive less favorable prices than those accounts where trade aggregation has occurred.

We will account for any reasonable restrictions involving the management of the client's account (i.e., avoiding international holdings, etc.). It remains the client's responsibility to notify us if there is any change in their situation and/or investment objective so that we may reevaluate previous investment recommendations or portfolio holdings. Our clients retain the right to amend our account trading authority in writing.

Item 17 - Voting Client Securities

Clients periodically receive proxies or other similar solicitations sent directly from the custodian of record or transfer agent. If our firm receives a duplicate copy, we do not forward these or any similar correspondence relating to the voting of clients' securities, class action litigation, or other corporate actions.

Our firm does not vote proxies on behalf of its clients, including accounts served by our firm on a discretionary basis. We do not offer guidance on how to vote proxies, nor will we offer guidance involving any claim or potential claim in any bankruptcy proceeding, class action securities litigation, or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise, or monitor class action or other litigation involving client assets. We will answer limited questions during a scheduled meeting with respect to what a proxy voting request or other corporate matter may be and how to reach the issuer or the issuer's legal representative.

Each account holder will maintain responsibility for directing the manner in which proxies solicited by issuers of securities that are beneficially owned by them shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other legal matters or events pertaining to their holdings. Clients should consider contacting the issuer or their legal counsel involving specific questions they may

have with respect to a particular proxy solicitation or corporate action.

Item 18 - Financial Information

Our advisory firm will not take physical custody of client assets, nor do we have the type of account authority to have such control. Fee withdrawals must be done through a qualified intermediary (e.g., custodian of record), per the client's prior written agreement, following delivery of our invoice.

Engagements with our firm do not require that we collect fees from a client of \$500 or more for our advisory services that we have agreed to perform six months or more into the future.

Neither our firm nor its management serve as general partner for a partnership or trustee for a trust in which the firm's advisory clients are either partners of the partnership or beneficiaries of the trust.

The firm and its management do not have a financial condition likely to impair its ability to meet commitments to clients, nor has the firm and its management been the subject of a bankruptcy petition.

Due to the nature of our firm's advisory services and operational practices, an audited balance sheet is not required nor included in this brochure.

Item 19 - Requirements for State-Registered Advisers

Principal Executives and Management Persons - Matthew M. Will. Please see Item 4 of this brochure and the cover page (Item 1) of his accompanying Form ADV Part 2B brochure supplement.

Other Business Activities - Mr. Will does not have other material business activities to disclose.

Performance-Based Fees - Please see Item 6 of this firm brochure and Item 5 of the accompanying Form ADV Part 2B brochure supplement for Mr. Will. Neither the firm nor its management is compensated based on performance-based fees. It is perceived that performance-based compensation may create an incentive for an adviser to recommend an investment that may carry a higher degree of risk to a client, an activity contrary to the firm's business practices.

Material Disclosure Matters involving Firm Management - Please refer to Item 9 of this firm brochure and Items 3 and 7 of the accompanying Form ADV Part 2B brochure supplement for Mr. Will. The firm's management has not been the subject of an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity
- (b) fraud, false statement(s), or omissions
- (c) theft, embezzlement, or other wrongful taking of property
- (d) bribery, forgery, counterfeiting, or extortion, or
- (e) dishonest, unfair, or unethical practices.

Firm management has not been the subject of an award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity
- (b) fraud, false statement(s), or omissions
- (c) theft, embezzlement, or other wrongful taking of property

- (d) bribery, forgery, counterfeiting, or extortion, or
- (e) dishonest, unfair, or unethical practices.

Material Relationship with an Issuer of a Security - Please refer Item 10 of this firm brochure and Item 4 of the accompanying Form ADV Part 2B brochure supplement for Mr. Will. Firm management does not have a material relationship with the issuer of a security.

Wealth Accel LLC

Registered Investment Adviser
CRD # 330912

81 Rhoads Center Dr.
Suite A
Dayton, OH 45458

Tel: 937-949-5254

www.wealthaccel.com

Matthew M. Will, CFP®

Principal
Lead Advisor
Chief Compliance Officer
Investment Adviser Representative
Managing Member
CRD #5230212

Form ADV Part 2B Brochure Supplement

June 10, 2024

This brochure provides information about Matthew Will that supplements the Wealth Accel LLC Form ADV Part 2A firm brochure. You should have received a copy of that brochure. Please contact Mr. Will at 937-672-6611 if you did not receive the full firm brochure or if you have any questions about the contents of this supplement. Additional information about Matthew M. Will is available on the Securities and Exchange Commission's (SEC) website at www.adviserinfo.sec.gov under CRD # 5230212.

Item 2 - Educational Background and Business Experience

Regulatory guidance requires the firm to disclose post-secondary education and professional training for each principal executive and associate of the firm, as well as their business experience for at least the most recent five years.

Principal Executive Officers and Management Persons

Principal/Chief Compliance Officer/Lead Advisor/Investment Adviser Representative

Matthew Michael Will

Year of Birth: 1982 CRD Number: 5230212

Educational Background and Business Experience

Educational Background

CERTIFIED FINANCIAL PLANNER™ Practitioner, CFP®, CFP Board of Standards, Inc. (2008) ¹
Bachelor of Science (Finance), University of Dayton; Dayton, OH (2004)

Business Experience

Wealth Accel LLC (05/2024-Present)
Centerville, OH
Principal/Managing Member/Chief Compliance Officer/Lead Advisor/Investment Adviser Representative

Birchcreek Wealth Management, LLC (03/2020-04/2024)
Miami Township, OH
Wealth Advisor

Wealth Accel LLC (05/2015-03/2020)
Centerville, OH
Principal/Managing Member/Chief Compliance Officer/Investment Adviser Representative

Fidelity Management Group (06/2011-05/2015)
Cincinnati, OH
Financial Advisor

Fidelity Investments (09/2006-06/2011)
Cincinnati, OH
Financial Representative/Registered Representative/Investment Adviser Representative

Item 3 - Disciplinary Information

Registered investment advisers are required to disclose certain material facts about its associated personnel regarding any legal or disciplinary events, including criminal or civil action in a domestic, foreign, or military court, or any proceeding before a state, federal or foreign regulatory agency, self-regulatory organization, or suspension or sanction by a professional association for violation of its conduct rules material to the evaluation of each officer or a supervised person providing investment advice. Matthew Will has not been the subject of any such event.

Item 4 - Other Business Activities

Investment adviser representatives are required to disclose outside business activities that account for a significant portion of their time or income, or that may present a conflict of interest with their advisory activities.

Matthew Will has no reportable outside business activities to disclose. He is not registered, nor has an application pending to register, as a registered representative of a broker/dealer or associated person of a futures commission merchant, commodity pool operator, or commodity trading adviser. He does not receive commissions, bonuses or other compensation based on the sale of securities, including that as a registered representative of a broker/dealer or the distribution or service fees (“trails”) from the sale of mutual funds.

Item 5 - Additional Compensation

Neither our advisory firm nor Matthew Will is compensated for advisory services involving performance-based fees. In addition, firm policy does not allow associated persons to accept or receive additional economic benefit, such as sales awards or other prizes, for providing advisory services to firm clients.

Item 6 - Supervision

Matthew Will serves as the firm’s Chief Compliance Officer. Because supervising oneself poses a conflict of interest, the firm has adopted policies and procedures to mitigate this conflict. Mr. Will adheres to these policies and our firm’s Code of Ethics. Questions relative to the firm, its services, or this Form ADV Part 2B brochure supplement may be made to the attention of Mr. Will at 937-672-6611.

Additional information about the firm, other advisory firms, or an associated investment adviser representative is available on the internet at www.adviserinfo.sec.gov. A search of this site for firms may be accomplished by firm name or a unique firm identifier, known as an IARD or CRD number. The IARD number for Wealth Accel LLC is 330912. The employment and disciplinary history, if any, of an investment advisory firm representative may be obtained by reviewing information available in their Form ADV Part 2B brochure supplement, as well as on the SEC’s website at www.adviserinfo.sec.gov, or by contacting the state securities commissioner where the client resides. If a representative is or has been associated as registered representative of a Financial Industry Regulatory Authority (FINRA) member broker/dealer, that representative’s information may also be found at <https://brokercheck.finra.org/>. If a representative is or has been an associated person of a National Futures Association (NFA) member firm, that person’s information may also be found at <https://www.nfa.futures.org/BasicNet>.

Item 7 - Requirements for State-Registered Advisers

There have been neither awards, nor sanctions, nor other matters where Mr. Will or Wealth Accel LLC has been found liable in an arbitration, self-regulatory or administrative proceedings. Neither Mr. Will nor our advisory firm has been the subject of a bankruptcy petition or other reportable financial matter.

Information about Professional Designations

The passing of a designation/certification exam or holding a professional designation does not preclude the obligation for a person to be registered as an investment adviser representative in jurisdictions where required by statute.

¹ The **CERTIFIED FINANCIAL PLANNER™, CFP®** and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and several other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

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

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

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field, and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification. Passing the CFP® certification exam or holding the CFP® professional designation does not preclude the obligation for a person to be registered as an investment adviser representative in jurisdictions where required by statute.