

Item 1 – Introduction

Donald W. Nicholson & Associates, Ltd. (“DWN”, “we” or “us”) is registered with the Securities Exchange Commission (“SEC”) as a Registered Investment Adviser (“RIA”). As an RIA, our services and compensation structure differ from that of a registered broker-dealer, and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers and investing.

Item 2 – Relationships and Services

What investment services and advice can you provide me?

We provide investment advisory services, including non-discretionary investment management and financial planning and consulting services to individuals, trusts, and estates. We may also be engaged to provide discretionary investment management through an automated investment program.

When a client engages us to provide investment management services we shall monitor, on a continuous basis, the investments in the accounts over which we have investment authority as part of our investment management service. When engaged on a non-discretionary basis, the client makes the ultimate decision regarding the purchase or sale of investments. When engaged to provide discretionary investment management through our automated investment program or managed accounts, we shall have the authority, without prior consultation with you (unless you impose restrictions on our discretionary authority), to buy, sell, trade and allocate the investments within your account(s) consistent with your investment objectives. Our discretionary authority over your account(s) shall continue until our engagement is terminated.

When a client engages us to provide financial planning and consulting services, we rely upon the information provided for our review and do not verify or monitor any such information while providing this service. Our financial planning and consulting services are completed upon the communication of our recommendations to the client.

We do not limit the scope of our investment advisory services to proprietary products or a limited group or type of investment.

We generally do not impose a minimum annual fee or minimum asset level for investment advisory services. However, our automated investment management program is generally recommended for clients with \$150,000 or less in investable assets.

Additional Information: For more detailed information about our *Advisory Business* and the *Types of Clients* we generally service, please see Items 4 and 7, respectively in our ADV Part 2A.

Given my financial situation, should I choose an investment advisory service? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

Item 3 – Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

We provide our investment advisory services on a fee basis. When engaged to provide investment management services, we shall charge a fee calculated as a percentage of your assets under our management (our “AUM Fee”). Our annual AUM Fee is negotiable and shall generally range from 0.60% to 1.25% of client assets, depending on a number of factors including the dollar amount of assets placed under our management, the representative assigned to the account, the complexity of the overall engagement, and other factors. We typically deduct our AUM Fee from one or more of your custodial accounts, in arrears, on either a monthly or quarterly basis. Because our AUM Fee is calculated as a percentage of your assets under management, the more assets you have in your advisory account, the more you will pay us for our investment management services. Therefore, we have an incentive to encourage you to increase the assets maintained in accounts we manage.

We offer our financial planning and consulting services on a fixed fee basis, generally up to a maximum of \$25,000, or on an hourly rate basis with fees of up to \$300 per hour, depending on the scope and complexity of the engagement. We may require that up to 50% of the total fee be paid in advance.

A copy of our Part 2A is available at:

https://files.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=906096

Other Fees and Costs: Your investment assets will be held with a qualified custodian. Custodians may charge brokerage commissions and/or transaction fees for effecting certain securities transactions (for example, transaction and redemption fees may be charged for certain mutual fund transactions). These charges will be assessed in accordance with the qualified custodian's transaction fee/brokerage commission fee schedule. Clients in our automated investment program will generally not incur brokerage commissions and transaction fees in connection with securities transactions. For all clients, relative to mutual fund and exchange traded fund holdings, certain charges will be imposed at the fund level (e.g. management fees and other fund expenses).

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

Additional Information: For more detailed information about our fees and costs related to our management of your account, please see Item 5 in our ADV Part 2A.

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- * We may recommend a particular custodian from whom we receive support services and/or products, certain of which assist us to better monitor and service your account.
- * We may recommend rollovers out of employer-sponsored retirement plans and into Individual Retirement Accounts that we manage for an asset-based fee, which could have the effect of increasing our compensation.
- * We may receive reimbursement from certain product sponsors for expenses incurred as a result of training or other due diligence meetings, or for participation or sponsorship in our promotional events.

How might your conflicts of interest affect me, and how will you address them?

Additional Information: For more detailed information about our conflicts of interest, please review our ADV Part 2A.

How do your financial professionals make money?

Our financial professionals are generally compensated on a salary basis, with a bonus component. Financial professionals compensated on a salary basis receive a base compensation package and may receive additional discretionary bonus compensation based upon overall firm performance, including net profits, net new assets brought to DWN, or new client relationships established. You should discuss your financial professional's compensation directly with your financial professional.

Item 4 – Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

Yes, as to one of our financial advisors and no as to the firm. We encourage you to visit www.Investor.gov/CRS to research our firm and our financial professionals. Furthermore, we encourage you to ask your financial professional: *As a financial professional, do you have any disciplinary history? If so, for what type of conduct?*

Item 5 – Additional Information

Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. You may contact our Chief Compliance Officer at any time to request a current copy of our [ADV Part 2A](#) or our *relationship summary*. Our Chief Compliance Officer may be reached by phone at 302-529-1500.

A copy of our Part 2A is available at:

https://files.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=906096