

**FORM ADV PART 2A
DISCLOSURE BROCHURE**



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This brochure provides information about the qualifications and business practices of Michael Traxler Wealth Management, LLC. Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 952-758-8060. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Michael Traxler Wealth Management, LLC (CRD #285427) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Annual Update

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

Material Changes since the Last Update

Since the last update on March 18, 2021, the following changes have occurred:

- Item 4 has been updated to disclose the most recent calculation for assets under management.
-

Full Brochure Available

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

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Item 4: Advisory Business

Firm Description

Michael Traxler Wealth Management, LLC (“MTWM”) was founded in 2005 and began offering advisory services in 2016. Michael P. Traxler is 100% owner.

Types of Advisory Services

ASSET MANAGEMENT

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

ANNUITY MANAGEMENT

MTWM offers discretionary direct asset management services to advisory Clients on their annuities. MTWM will work with individuals to assemble an appropriate portfolio of investment options as provided through the insurance company that services annuity investments. The accounts will be monitored on an annual basis.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, a thorough review of all applicable topics including but not limited to, Wills, Estate Plans and Trusts, Investments, Taxes, IRAs, Roth IRAs, Qualified Retirement Plans, Insurance, Retirement Income, Social Security, College Planning, Annuities, and Lending will be reviewed. If a conflict of interest exists between the interests of MTWM and the interests of the Client, the Client is under no obligation to act upon MTWM’s recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through MTWM. Financial plans will be completed and delivered inside of sixty (60) days contingent upon timely delivery of all required documentation.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

Wrap Fee Programs

MTWM does not sponsor any wrap fee programs.

Client Assets under Management

As of the April 19, 2021, MTWM had \$111,838,066 in Client assets under management on a discretionary basis and no Client assets under management on a non-discretionary basis.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

MTWM offers discretionary direct asset management services to advisory Clients. The fees for these services will be based on a percentage of assets under management as follows:

Assets Under Management	Annual Fee	Quarterly Fee
\$0 - \$49,000	1.40%	.350%
\$50,000 - \$99,999	1.25%	.312%
\$100,000 - \$249,999	1.10%	.275%
\$250,000 - \$499,999	0.95%	.237%
\$500,000 - \$999,999	0.85%	.212%
\$1,000,000 - \$1,999,999	0.75%	.188%
\$2,000,000 - \$4,999,999	0.70%	.175%
5,000,000 and Above	0.65%	.162%

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Initial fees for partial quarters are waived. Quarterly advisory fees deducted from the Clients' account by the custodian will be reflected in a provided fee invoice as fees are withdrawn. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-quarter, the Client will be entitled to a pro rata refund for the days of service not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, any agreement of increase in said fees before any increase in fees occurs.

American Funds Service Company (AFS)

For accounts that fall under the minimum account size and certain employer plans the following platform is made available through AFS, where Clients are invested in portfolios constructed solely of mutual funds managed by American Funds.

Fees for accounts held at AFS shall be a rate of 1% annually. The fees will be billed quarterly in arrears. The fees will be calculated by AFS for each quarter period ending the last business day of February, May, August and November and shall be the product of (i) the average daily net asset value of Client assets invested in shares of the Funds through the Program during the quarter; (ii) the number of days in the quarter; and (iii) the rate agreed to by the parties divided by the number of days in the year. The fee shall be paid within thirty (30) days following the end of the quarter for which such fees are payable.

AFS shall deduct fees from Client accounts to pay MTWM.

Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30)

days written notice. For accounts closed mid-quarter, MTWM will be entitled to a pro rata fee for the days of service was provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Client will acknowledge, in writing, any agreement of increase in said fees before any increase in fees occurs.

ANNUITY MANAGEMENT

The fees for these services will be based on a percentage of 0.6% of Assets Under Management on an annual basis.

Fees will be disclosed prior to Client signing the Investment Advisory Agreement.

MTWM' fees are billed quarterly in arrears based on the amount of assets managed as of the close of business on the last business day of the previous quarter. Quarterly advisory fees will be paid in the following ways:

- a) Deduct from another non-qualified Client's account held with MTWM
- b) Deduct from another qualified account if eligible, i.e. over 59 ½
- c) Direct billing to the Client payable within 10 days of invoice presentation
- d) Deduct from Client's annuity account

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. MTWM will be entitled to a pro rata fee for the days service was provided in the final billing period. Client shall be given thirty (30) days prior written notice of any increase in fees, and Client will acknowledge, in writing, any agreement of increase in said fees.

FINANCIAL PLANNING AND CONSULTING

MTWM charges an hourly fee of \$200 for financial planning. Prior to the planning process the Client will be provided an estimated plan fee. Services are completed and delivered inside of sixty (60) days contingent upon timely delivery of all required documentation.

Fees for financial plans are due upon delivery of the completed plan. Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unpaid earned fees will be due to MTWM. MTWM reserves the right to waive the fee should the Client implement the plan through MTWM.

Client Payment of Fees

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

AFS and Annuity fees will be billed quarterly in arrears.

Fees for financial plans are due upon delivery of the completed plan.

Additional Client Fees Charged

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

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

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

Prepayment of Client Fees

Investment management fees are billed quarterly in advance.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to MTWM.

External Compensation for the Sale of Securities to Clients

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

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

Sharing of Capital Gains

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

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

Item 7: Types of Clients

Description

MTWM generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

MTWM requires a minimum of \$100,000 to open an account. In certain instances, the minimum account size may be lowered or waived based on factors such as related accounts, anticipated future earnings capacity, periodic funding, as well as other Client specific situations.

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

Methods of Analysis

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

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

Sources of information may include Morningstar as well as other internal and external research. This may include online financial news, charts & graphs, data driven websites as well as financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

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

Security Specific Material Risks

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

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

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies

depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intention of being held for more than one year. Typically, the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.

Item 9: Disciplinary Information

Criminal or Civil Actions

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

Administrative Enforcement Proceedings

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

Self-Regulatory Organization Enforcement Proceedings

MTWM and its management have not been involved in legal or disciplinary events related to past or present investment Clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

No affiliated representatives of MTWM are registered representatives of a broker-dealer.

Futures or Commodity Registration

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

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Managing member Michael P. Traxler is the owner of Wealth Management Building, LLC, a commercial real estate property. Additionally, Mr. Traxler has a partnership interest in Tenpoint Ranch, LLC a recreational land management company, as well as a partnership in Private Partners, LLC a private equity holding company. Less than 10% of his time is spent on these activities. There is no conflict of interest as advisory Clients of MTWM are not solicited services for Wealth Management Building LLC, Tenpoint Ranch, LLC and Private Partners, LLC.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

MTWM does not currently utilize the services of third party money managers to manage Client accounts.

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

Code of Ethics Description

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

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

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

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

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

MTWM will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

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

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

MTWM and its employees may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions,

employees are required to disclose all reportable securities transactions as well as provide MTWM with copies of their brokerage statements.

The Chief Compliance Officer of MTWM is Michael P. Traxler. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that Clients of the firm receive preferential treatment over employee transactions.

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

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

The Chief Compliance Officer of MTWM is Michael P. Traxler. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that Clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

MTWM may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the Client's choosing. MTWM will only recommend broker-dealers who are registered in the state in which the Client resides. MTWM will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. MTWM relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by MTWM.

- *Directed Brokerage*

In circumstances where a Client directs MTWM to use a certain broker-dealer, MTWM still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: MTWM's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients, and conflicts of interests arising from brokerage firm referrals.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial

strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

MTWM utilizes the services of custodial broker dealers. MTWM receives soft dollar benefits, including execution service benefits for placing its Clients with the custodian. These benefits include: a dedicated trading desk, a dedicated service group and an account services manager dedicated to MTWM's accounts, electronic download of trades, balances and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client accounts.

Aggregating Securities Transactions for Client Accounts

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

Item 13: Review of Accounts

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

Account reviews are performed at least annually by Investment Advisor Representatives of MTWM. Account reviews are performed more frequently when market conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation. When the client adds new money to the account for investment purposes, or there exists unusually high cash balances in the account due to dividends and interest that need to be invested. Finally, when the client requests distributions from the account as part of a one-time request or even systematically at times, and/or when MTWM needs to free up cash for quarterly advisory fee purposes.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the Advisor's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

MTWM does not receive any economic benefits from external sources.

Advisory Firm Payments for Client Referrals

MTWM does not compensate for Client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least annually.

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

Item 16: Investment Discretion

Discretionary Authority for Trading

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

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

Item 17: Voting Client Securities

Proxy Votes

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

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

Item 18: Financial Information

Balance Sheet

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

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

MTWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

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

Item 19: Requirements for State Registered Advisors

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

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

None to report.

Item 1 Cover Page
SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Michael P. Traxler



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May 19, 2021

This brochure supplement provides information about Michael P. Traxler and supplements the Michael Traxler Wealth Management, LLC's brochure. You should have received a copy of that brochure. Please contact Michael P. Traxler if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Michael P. Traxler (CRD #4275996) is available on the SEC's website at www.adviserinfo.sec.gov.

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

Principal Executive Officer - Michael P. Traxler

- Year of birth: 1966
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Item 2 Educational Background and Business Experience

Educational Background:

- University of Minnesota – Carlson School of Management; Masters of Business Administration (MBA); Business Finance concentration; 2005
- University Of Minnesota – Duluth; Bachelors of Art, Economics, Minor, Accounting; 2004

Business Experience:

- Michael Traxler Wealth Management, LLC; Investment Advisor Representative; 01/2017 – Present
 - Private Partners, LLC; Managing Member/Partner; 10/2016 - Present
 - Wealth Management Building, LLC; Managing Member/Owner; 05/2011 – Present
 - Tenpoint Ranch, LLC; Managing Member/ Partner; 11/2007 – Present
 - Michael Traxler Wealth Management, LLC; Managing Member/Sole Member; 05/2005 – Present
 - Nations Financial Group, Inc. dba Michael Traxler Wealth Management, LLC; Investment Advisor Representative; 10/2007 – 01/2017
 - Nations Financial Group, Inc. dba Michael Traxler Wealth Management, LLC; Registered Representative; 05/2005 – 01/2017
 - Edward Jones; Registered Representative; 11/2000 – 05/2005
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Item 3 Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Item 4 Other Business Activities

Managing member Michael P. Traxler is the sole owner of Wealth Management Building, LLC, a commercial real estate property. Additionally, Mr. Traxler has a partnership interest in Tenpoint Ranch, LLC a recreational land management company, as well as a partnership in Private Partners, LLC a private equity holding company. Less than 10% of his time is spent on these activities. There is no conflict of interest as advisory Clients of MTWM are not solicited services for Wealth Management Building LLC, Tenpoint Ranch, LLC and Private Partners, LLC.

Item 5 Additional Compensation

Michael P. Traxler does not receive any additional compensation or performance-based fees.

Item 6 Supervision

Michael P. Traxler is the owner and Chief Compliance Officer of Michael Traxler Wealth Management, LLC; therefore, he is responsible for all supervision, formulation and monitoring of investment advice offered to Clients. He will adhere to the policies and procedures as describe in the firm's Compliance Manual.

He can be contacted by telephone at 952-758-8060 or via email at Mike@TraxlerWealth.com.

Item 7 Requirements for State-Registered Advisors

Arbitration Claims: None to report.

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

Bankruptcy Petition: None to report.