

NUCLO WEALTH LLC

CRD 317730

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December 31, 2021

FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of NUCLO WEALTH LLC. If you have any questions about the contents of this brochure, please contact us at (281) 857-6435 or info@nuclowealth.com. 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 NUCLO WEALTH LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for NUCLO WEALTH LLC is 317730.

NUCLO WEALTH LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

The date of this Form ADV Part 2 is December 31, 2021.

Form ADV Part 2 requires be registered by investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

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Item 4 Advisory Business

Description of Services and Fees

NUCLO WEALTH LLC (the Firm) is a registered investment adviser organized as a limited liability company under the laws of the State of Texas. NUCLO MANAGEMENT COMPANY LLC, a Florida limited liability company is the manager and principal member of NUCLO WEALTH LLC. NUCLO MANAGEMENT COMPANY LLC is a wholly owned subsidiary of NUCLO ASSET MANAGEMENT S.A. de C.V., a Mexican company.

The following paragraphs describe our services and fees. As used in this brochure, the words "we", "our" and "us" refer to NUCLO WEALTH LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

A. Portfolio Management Services

We offer discretionary and non-discretionary portfolio management services to our clients and prospective clients.

If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather from our initial meeting to select a model portfolio(s) in which you will be invested. In some cases, we may modify the model portfolio for particular clients based on the client's individual needs, financial objectives and risk tolerance.

Once we select a model portfolio(s) for you, we will monitor your portfolio's performance on an ongoing basis and will rebalance the portfolio as required by changes in the model, market conditions and in your financial circumstances.

If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account; alternatively, you may contact/execute our recommendations directly with your custodian

Our fee for portfolio management services ranges from 0.20% to 2% per year of the value of your assets we manage and will be agreed with you depending on size and sophistication.

Certain clients may be charged fees lower than those stated and will be negotiated on a case-by-case basis.

Our portfolio management fee is billed and payable monthly or quarterly in arrears or in advance, depending on the client's preference, based on the monthly average value of your account calculated on the last day of the month or quarter, as the case may be.

If the portfolio management agreement is executed at any time other than the first day of a calendar month or quarter, our fees will apply on a pro rata basis, which means that the advisory

fee is payable in proportion to the number of days in the month or quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts.

We will send you an invoice for the payment of our advisory fee or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian.
- We send you an invoice showing the amount of the fee, the value of the assets on which the fee is based, and the specific way the fee was calculated.
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts dispersed from your account including the amount of the advisory fee paid directly to our firm.

You may terminate the portfolio management agreement upon 30 days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the period for which you are a client.

We encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian, please call our main office number located on the cover page of this brochure.

B. WRAP FEE PROGRAMS

We may offer Wrap Fee Programs. Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks, and other financial institutions and affiliated and unaffiliated investment advisers through which clients of such firms receive discretionary investment advisory, execution, clearing, and custodial services in a "bundled" form. In exchange for these "bundled" services, clients pay an all-inclusive (or "wrap") fee determined as a percentage of the assets held in the wrap account.

Financial Planning and Consulting

We may render limited financial planning and consulting services to clients who retain us to provide portfolio management services. However, we do not charge any additional fees for such services and are provided on a complementary and ancillary basis.

We may also provide financial consulting services. The fees charged for such services are negotiable on a case-by-case basis depending on the scope and complexity of the services.

Selection of Other Advisers

As part of our investment advisory services, we may recommend that you use the services of a third-party money manager ("TPMM") to manage a portion of your investment portfolio. After gathering information about your financial situation and objectives, we will recommend that you engage a specific TPMM. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: The TPMM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will monitor the TPMM(s)' performance at least quarterly to ensure its management and investment style remains aligned with your investment goals and objectives. In some cases, we may have discretion to re-allocate assets amongst third-party advisers, where appropriate.

We will include the assets managed by the TPMM in calculating your portfolio management fee based on the applicable fee schedule. The TPMM will also charge you a fee which is separate and apart from our advisory fee. The advisory fee you pay to the TPMM is established and payable in accordance with the disclosure brochure provided by each TPMM to whom you are referred. These fees may or may not be negotiable.

You should review the recommended TPMM's disclosure brochure (if available) and take into consideration the TPMM's fees along with our fees, as applicable, to determine the total amount of fees associated with the particular program.

You may be required to sign an agreement directly with the recommended TPMM(s). You may terminate your advisory relationship with the TPMM according to the terms of your agreement with the TPMM. You should review each TPMM's disclosure brochure for specific information on how you may terminate your advisory relationship with the TPMM and how you may receive a refund, if applicable. You should contact the TPMM directly for questions regarding your advisory agreement with the TPMM.

Types of Investments

We do not primarily recommend one security over another. We offer advice on equity and fixed income, including equity securities, corporate debt securities, commercial paper, certificates of deposit, municipal securities, exchange-traded-funds, mutual funds, U.S. Government securities, hedge funds, direct lending funds, options and interest in partnerships investing in real estate, private equity, venture capital and oil and gas among others.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

You may request that we refrain from investing in specific securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As a de-novo investment advisor, NUCLO WEALTH LLC does not have any clients or assets under managed as of the date of this initial filing.

Item 5 Fees and Compensation

Please refer to the "Advisory Business" section in this Brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange-traded funds. We will invest your account, when suitable, in no load mutual funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds, which fees would be described in each fund's prospectus, to their investors. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through which your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Brochure.

Any material conflicts of interest between you and our firm or our employees are disclosed in this Disclosure Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Disclosure Brochure.

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

Qualified clients, as defined by Rule 205-3 of the Investment Adviser's Act, may enter into advisory agreements where the Firm is entitled to a performance fee as part or all of its compensation. Qualified clients / investors must meet the following requirements: (a) have at least \$1,100,000 in assets under management with the adviser; or (b) have a net worth of at least \$2,200,000 in investable assets, (excluding the value of his or her primary residence). In addition, to enter into performance-based compensation agreements with the Firm, Client Suitability will be determined through the use of a detailed suitability questionnaire and follow up due diligence inquiries. The Firm at its sole discretion, may reject any client application where the above financial standards are not met and/or where it reasonably believes the investor lacks the necessary financial sophistication, who purport to not fully understand the Firm's method of compensation and the nature of its risks, or who are otherwise deemed to be unsuitable for such an arrangement.

Performance Fee arrangements may create an incentive for the Firm to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Performance Fee arrangements may also create an incentive to favor high fee-paying accounts over other accounts in the allocation of investment opportunities. The Firm has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

The Firm may have clients with similar investment objectives. The Firm is permitted to make an investment decision on behalf of clients that differs from decision made for, or advice given to, such

other accounts and clients even though the investment objectives may be the same or similar, provided that the Firm acts in good faith and follows a policy of allocating, over a period of time, investment opportunities on a basis intended to be fair and equitable, taking into consideration the investment policies and investment restrictions to which such accounts and clients are subject to. Advice may be provided on assets held offshore.

Item 7 Types of Clients

We offer investment advisory services to individuals, legal persons, high-net-worth individuals, corporations, charitable organizations, other investment advisers, foreign financial institutions and other business entities and/or structures designed to carry out said business.

We generally require a minimum of \$500,000 to open and maintain an advisory account. We may waive this requirement in our discretion if, for example, you appear to have significant potential for increasing assets under our management. We will also house client accounts to meet the stated account minimum.

We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Charting and Technical Analysis** - charting analysis involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends. Technical Analysis involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks. The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.
- **Fundamental Analysis** - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. Although fundamental analysis is a well-recognized method of analysis, information obtained through this type of analysis may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- **Cyclical Analysis** - a type of technical analysis that involves evaluating recurring price patterns and trends. When utilizing cyclical analysis, economic/business cycles may not be

predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

- **Modern Portfolio Theory** - a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets. Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.
- **Long-Term Purchases** - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- **Short-Term Purchases** - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- **Short Sales** - a securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price.
- **Margin Transactions** - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.
- **Options Trading/Writing** - a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at the expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at the expiration of the option.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets. Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the

cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Other Risk Considerations

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all inclusive but should be considered carefully by a prospective client before retaining our services.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price, or it may not be possible to sell the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or are nearing retirement.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we recommend a variety of securities and we do not necessarily recommend one particular type of security over another. Each type of security has its own unique set of risks and even with the same type of security, risks can vary widely. In general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it. Based on market conditions, we have identified the more common types of securities we recommend, and general risks associated with such investments as follows.

Commercial Paper (CP) is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default. There is a less risk in an asset-based commercial paper (ABCP). The difference between ABCP and

CP is that instead of being an unsecured promissory note representing an obligation of the issuing company, ABCP is backed by securities. Therefore, the perceived quality of the ABCP depends on the underlying securities.

Certificates of Deposit (CD) are generally the safest type of investment since they are insured by the federal government up to a specific amount. However, because the returns are generally very low, it's possible for inflation to outpace the return. Likewise, US Government securities are backed by the full faith and credit of the United States government but it's also possible for the rate of inflation to exceed the returns.

Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to the creditworthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and the overall health of the economy. In general, larger, better-established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Mutual funds and exchange-traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small-cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds (ETF) differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no-load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely which can dilute other investors' interests.

Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Options and warrants give an investor the right to buy or sell a stock at some future time at a set

price. Options are complex investments and can be very risky, especially if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited. The main difference between warrants and call options is that warrants are issued and guaranteed by the issuing company, whereas options are traded on an exchange and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months.

A limited partnership is a financial affiliation that includes at least one general partner and a number of limited partners. The partnership invests in a venture, such as real estate development or oil exploration, for financial gain. The general partner does not usually invest any capital but has management authority and unlimited liability. That is, the general partner runs the business and, in the event of bankruptcy, is responsible for all debts not paid or discharged. The limited partners have no management authority and confine their participation to their capital investment. That is, limited partners, invest a certain amount of money and have nothing else to do with the business. However, their liability is limited to the amount of the investment. In the worst-case scenario for a limited partner, he/she loses what he/she invested. Profits are divided between general and limited partners according to an arrangement formed at the creation of the partnership. Other legal structures, such as limited liability companies can be used to replicate the effects of a limited partnership.

Item 9 Disciplinary Information

Neither the Firm nor any of our management persons have any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

Other Investment Advisors

NUCLO Consulting SC (also known as NUCLO Independent CIO) is an investment advisor and consulting firm based in Mexico DF, Mexico. The Firm is under common control with NUCLO WEALTH LLC and both firms share certain key officers and employees.

Referral Arrangements

In some cases, we may refer clients in need of additional services and products including but not limited to corporate services, tax planning and estate planning services. We currently do not have specific arrangements with such third parties. We will not receive any compensation from third party service providers for referrals. You are under no obligation to purchase insurance, planning or any other similar services from these providers.

Recommendation of Other Advisers

We may recommend that you use a third-party money manager ("TPMM") based on your needs and suitability. You are not obligated, contractually or otherwise, to use the services of any TPMM we recommend.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to always protect your interests and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Ana Reyes, CCO at info@nuclowealth.com.

Prevention of Insider Trading

The Firm has adopted policies designed to prevent insider trading that is more fully described in the Code. Adviser's policy on insider trading applies to securities trading and information handling by all Supervised Persons of the Firm (including spouses, minor children and adult members of their households and any other relative of a Supervised Person on whose behalf Supervised Person is acting) for their own account or the account of any client of the Firm.

The Firm takes its obligation to detect and prevent insider trading with the utmost seriousness. The Firm may impose penalties for breaches of its policies and procedures, even in the absence of any indication of insider trading. Depending on the nature of the breach, penalties may include a letter of censure, profit "give ups," fines, referrals to regulatory and self-regulatory bodies and dismissal.

Personal Securities Transactions

Periodic Reports. As more fully described in the Code, "access persons" are required to submit reports detailing their personal securities holdings to the Chief Compliance Officer on an initial basis, a quarterly basis, and an annual basis.

As an alternative to submitting quarterly transaction reports, the Firm requires persons who are "access persons" to submit brokerage statements or trade confirmations as long as such documents contain the information required under Rule 204A-I(b)(2)(i)(A)-(E) under the Advisers Act.

Initial Public Offerings and Limited Public Offerings. Access Persons must obtain prior written approval from the Chief Compliance Officer before investing in initial public offerings ("IPOs") or limited offerings (i.e., private placements). In the event the Chief Compliance Officer wishes to purchase IPOs or the securities of a private placement for his own employee account, the Chief Compliance Officer must obtain prior written approval from the Firm's Board Committee.

Review of Personal Securities Reports. The Chief Compliance Officer (or its designee) is responsible for reviewing the Access Person's Quarterly Transaction Reports as well as the Initial Holdings Report and the Annual Holdings Report as part of the Firm's duty to maintain and enforce its Code.

In instances when the Chief Compliance Officer has engaged in personal securities transaction, the Adviser's Board Committee shall review the Chief Compliance Officer's brokerage statements and trade confirmations.

Outside Business Activities and Private Investments of Employees

Unless otherwise reviewed and approved by the Chief Compliance Officer, all employees are required to devote their full time and efforts to the Firm's business. As such, no person may make use of either his position as an employee or information acquired during employment or make personal investments in a manner that may create a conflict, or the appearance of a conflict, between the employee's personal interests and the Firm's interests. Accordingly, every employee is required to complete a disclosure form and have the form approved by the Firm's Chief Compliance Officer prior to serving in any outside capacities or making any of the investments more fully described in the Code.

Reporting Violations

All Supervised Persons (any officer, director, partner, and employee of the Firm) are required to report actual or known violations or suspected violations of the Firm's Code promptly to the Chief Compliance Officer or his designee.

Any report of a violation or suspected violation of the Code will be treated as confidential to the extent permitted by law.

As part of the Firm's obligations to conduct an annual review of all of its policies and procedures pursuant to Rule 206(4)-7 of the Advisers Act, the Chief Compliance Officer shall review on an annual basis the adequacy of the Code and the effectiveness of its implementation.

Recordkeeping

The Firm maintains the following:

- Copies of the Code.
- Records of violations of the Code and actions taken because of the violations.
- Copies of the Firm's supervised persons' written acknowledgement of receipt of the Code.
- Records of Access Persons' personal trading — Initial Holdings Reports, Annual Holdings Reports, and Quarterly Transaction Reports, including any information provided under Rule 204A-1(b)(3)(iii) in lieu of such reports, i.e., brokerage confirmations and transaction reports.
- A record of the names of the Firm's "Access Persons".
- Records of decisions, and the reasons supporting the decision to approve an Access Person's acquisition of securities in initial public offerings or limited offerings; and
- Records of decisions, and the reasons supporting the decision to approve the Chief Compliance Officer's acquisition of securities in initial public offerings or limited offerings.

Acknowledgement of the Code

Each employee will execute a written statement certifying that the employee has (i) received a copy of the Firm's Code; (ii) read and understands the importance of strict adherence to such policies and procedures; and (iii) agreed to comply with the Code.

Training and Education

All Supervised Persons, i.e., all employees, are to receive training on complying with the Code on an annual basis as part of Adviser's annual employee compliance review meeting to ensure that all employees fully understand their duties and obligations and how to comply with the Policy's

procedures.

Participation or Interest in Client Transactions and Associated Conflicts of Interest

Adviser has policies that require personnel who develop advice and recommendations for clients to render only disinterested and impartial advice to clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are suitable for the particular client.

The potential conflicts of interest involved in any such transactions are generally governed by Adviser's Code. Pursuant to the stipulations of the Code, Adviser or a related person may buy or sell for itself securities that it also recommends to clients. The potential conflicts of interest involved in such transactions are governed by the Code, which establishes sanctions if its requirements are violated and requires that Adviser and employees place the interests of Adviser's clients above their own.

Investments in Securities by Adviser and its Personnel

Adviser's personnel or a related person of Adviser may invest in the same or similar securities and investments as those recommended to or entered into on behalf of Adviser's clients. The results of the investment activities of Adviser's personnel or related persons for their accounts may differ from the results achieved by or for client accounts managed by Adviser. The conflicts raised by these circumstances are discussed below.

Adviser may recommend or effect the purchase or sale of securities in which its related persons or an affiliate, directly or indirectly, has a position or interest, or of which related or affiliated person buys or sells for itself. Such transactions may also include trading in securities in a manner inconsistent with the advice given to Adviser's clients.

Activities and transactions for client accounts may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had Adviser or related persons did not pursue a particular course of action with respect to the issuer of the securities. In addition, in certain instances Adviser's personnel may obtain information about the issuer that could limit the ability of such personnel to buy or sell securities of the issuer on behalf of client accounts.

Transactions undertaken by Adviser's clients may also adversely impact one or more client accounts. Other clients of the Adviser may have, as a result of receiving client reports or otherwise, access to information regarding Adviser's transactions or views that may affect their transactions outside of accounts controlled by Adviser, and such transactions may negatively impact other clients' accounts. A client's account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other clients' accounts. These effects can be more pronounced in less liquid markets.

The results of the investment activities of a client's account may differ significantly from the results achieved by Advisers related persons and from the results achieved by Adviser for other client accounts.

As more fully described above, Adviser has adopted a Code of Ethics. Such Code of Ethics together with Adviser's policies and procedures restrict the ability of certain officers and employees of

Adviser from engaging in securities transactions in any securities that its clients have purchased, sold or considered for purchase or sale, for an appropriate “black out” period. Other restrictions and reporting requirements are included in Adviser’s procedures and Code of Ethics minimize or eliminate conflicts of interest.

Trading Alongside by Adviser and its Personnel

Client accounts managed by Adviser may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Adviser. Investments by Adviser’s affiliates and their clients may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a client’s account, particularly in small capitalization, emerging market or less liquid strategies. This may occur when portfolio decisions regarding a client’s account are based on research or other information that is also used to support portfolio decisions for Adviser’s affiliates. If a portfolio decision or strategy for Adviser’s affiliates’ accounts or the accounts of clients of affiliates is implemented ahead of, or contemporaneously with, similar portfolio decisions or strategies for Adviser’s client’s account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased.

Errors

Errors may occur from time to time in transactions for client accounts. The Adviser will generally correct any such errors that are the fault of the Adviser or an affiliate at no cost to the client, other than costs that the Adviser deems immaterial. To the extent that the subsequent sale of such securities generates a profit to the Adviser, the Adviser may retain such profits, and may, but is not required to, use such profits to offset errors in the future or pay other client-related expenses. The Adviser will not be responsible for any errors that occur that are not the fault of the Adviser or any affiliate.

Privacy Policy

Adviser considers your privacy our utmost concern. Adviser does not share any information of clients with non-affiliated third parties, except such information may be disclosed as necessary to process a transaction an investor has requested, to the extent the investor specifically authorized the disclosure, to service providers or joint marketers who agree to limit their use of such information, and to the extent required or specifically permitted by law or reasonably necessary to prevent fraud, unauthorized transactions or liability.

When Adviser discloses non-public personal information of clients to a non-affiliated third party that provides services to Adviser or engages in joint marketing, Adviser shall:

- notify investors of the possibility of such disclosure; and
- enter into a contractual agreement with the third party that prohibits the third party from disclosing or using the investors’ information other than to carry out the purposes for which the information was disclosed to the third party.

In particular, Adviser may enter, in compliance with the above conditions, into an agreement with a non-affiliated third party to store the records of Adviser clients and investors including electronic and e-mail records.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement

with our Firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Ana Reyes at info@nuclowealth.com if you have any questions regarding this policy.

Item 12 Brokerage Practices

We do not maintain custody of your assets that we manage/on which we advise, although we may be deemed to have custody of your assets if you give us the authority to withdraw assets from your account (see *Item 15 - Custody*, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank.

Any recommended Qualified Custodians (or any other Qualified Custodian) that serve as the custodian/clearing broker-dealer for client assets are generally securities broker-dealers and members of FINRA and SIPC, although we may recommend foreign brokers dealers or foreign banks as Qualified Custodians.

We are independently owned and operated and are not affiliated with any custodian. Custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we might recommend that you use a particular broker-dealer as custodian, you will decide whether to do so and will open your account with the broker-dealer by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

Your Brokerage and Custody Costs

For our clients' accounts custodied by a broker-dealer, generally the broker-dealer 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 account. In as much as possible, commission rates applicable to our client accounts will be negotiated with the custodian. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise.

Directed Brokerage

Some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We do not combine multiple orders for shares of the same securities purchased for non-discretionary accounts.

Item 13 Review of Accounts

Ana Reyes, CCO, will monitor the account on an ongoing basis and will conduct an internal review on at least a quarterly basis to ensure the advisory services provided to you and/or that the

portfolio mix is consistent with your stated investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals.
- year-end tax planning.
- market moving events.
- security specific events; and/or,
- changes in your risk/return objectives.

We will provide you with reports on at least a quarterly basis which include holdings and a performance summary. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Item 14 Client Referrals and Other Compensation

In connection with providing investment advisory services, we may refer clients to outside third-party professionals for advice on beneficial tax structures, estate planning, and other advice. The services provided and fees charged by such professionals are separate and apart from our firm's services and fees. We believe that the professionals to whom we refer you provide quality services for competitive fees, and we only recommend such professionals when suitable for your needs. You are under no obligation to utilize any third-party professional we recommend and may use the services of any professional of your choice.

You are not obligated to use custodians we recommend and may use the custodian of your choice.

Please see Item 10 above for disclosure related to our referral relationships.

Item 15 Custody

We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

As noted in Item 12, Client's assets will initially be custodied at Pershing LLC among others. NUCLO ensures that Clients receive statements concerning their portfolios from their qualified custodians, at least quarterly. Client accounts are also maintained in the client's name. Clients will provide NUCLO with written authorization allowing NUCLO to directly deduct advisory fees from the account held with the qualified custodian. NUCLO will utilize the safeguards discussed above to ensure client assets are protected.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Emilio

Sosa at (281) 857-6435 or info@nuclowealth.com.

Item 16 Investment Discretion

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Should clients grant our firm non-discretionary authority, our firm would be required to obtain the client's permission prior to effecting securities transactions. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17 Voting Client Securities

Proxy Voting

In certain cases, if agreed to by our Firm with you in writing we will vote proxies for securities held in your accounts. In such cases, we will determine how to vote proxies based on our reasonable judgment of the vote most likely to produce favorable financial results for clients. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders. Generally, proxy votes will be cast against proposals having the opposite effect. However, we will consider both sides of each proxy issue.

Conflicts of interest regarding certain proxy issues could arise. If we determine that a material conflict of interest exists, we will take the necessary steps to resolve the conflict before voting the proxies. For example, we may abstain from voting, or follow the recommendations of an independent proxy voting service.

In cases where we have not agreed to vote proxies on your behalf, we will not offer any advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder. In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$500 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any non-public personal information about you to any non-affiliated third parties, except as permitted by law. While servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees who need that information to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

PRIVACY POLICY

Maintaining the trust and confidence of our clients is a high priority. That is why we want you to understand how we protect your privacy when we collect and use information about you, and the steps that we take to safeguard that information. This notice is provided to you on behalf of NUCLO WEALTH LLC.

Information We Collect: NUCLO does not disclose nonpublic personal information about its clients or former clients to any persons other than as described below. In connection with providing investment advice and other services, we obtain non-public personal information about you, including:

- Information we receive from discussions with you or from documents you may deliver (account applications), such as your name, address, date of birth, Social Security Number, occupation, financial goals, assets, and income.
- Account transactions and wire transfer instructions.
- Information about your transactions with us, or others; and
- Information received from credit or service bureaus or other third parties, such as your credit history or employment status.

Categories of Information We Disclose: We may disclose information that we collect in accordance with this policy in order to service client accounts and effect client transactions. NUCLO does not sell customer lists and will not sell your name to telemarketers.

Categories of Parties to Whom We Disclose: We will not disclose information regarding you or your account with us, except under the following circumstances:

- To affiliates and/or entities that perform services for us or function on our behalf, including financial service providers, such as a clearing broker-dealer, investment company, or insurance company.
- To consumer reporting agencies,
- To third parties who perform services or marketing on our behalf.
- To your attorney, trustee or anyone else who represents you in a fiduciary capacity.
- To our attorneys, accountants, consultants and auditors; and
- To government entities, self-regulatory organizations, or other third parties in response to subpoenas or other legal process as required by law or to comply with regulatory inquiries.

How We Use Information: Information may be used among companies that perform support services for us, such as data processors, technical systems consultants and programmers, or companies that help us market products and services to you for a number of purposes, such as:

- **To protect your accounts** from unauthorized access or identity theft.
- **To process your requests** such as securities purchases and sales.
- **To establish or maintain an account with an unaffiliated third party**, such as a clearing broker-dealer providing services to you and/or NUCLO.
- **To service your accounts**, such as by issuing checks and account statements.
- **To comply** with Federal, State, and Self-Regulatory Organization requirements.
- **To keep you informed** about financial services of interest to you.

Our Security Policy: To protect your personal information from unauthorized access and use, we maintain physical, electronic, and procedural security measures to safeguard confidential client information. These measures include computer safeguards and secured files and buildings.

Closed or Inactive Accounts: If you decide to close your account(s) or become an inactive client, our Privacy Policy will continue to apply to you.

Complaint Notification: Please direct complaints to: Ana Reyes, CCO at NUCLO WEALTH LLC, ana@nuclowealth.com ; Phone (281) 857-6435.

Changes to This Privacy Policy: If we make any substantial changes in the way we use or disseminate confidential information, we will notify you. If you have any questions concerning this Privacy Policy, please contact us at NUCLO WEALTH LLC, info@nuclowealth.com ; Phone (281) 857-6435.

NUCLO WEALTH LLC
BROCHURE SUPPLEMENT
MARCH 29, 2022
(Prior version: DECEMBER 13, 2021)

Main Office
609 Mai Street, Suite 2500, Houston, TX 77002 USA

Tel (281) 857-6435

This Brochure Supplement provides information about the qualifications of the investment advisor representatives of NUCLO WEALTH LLC. ("NUCLO" or the "Firm") that supplements the Firm's brochure. Any questions about the contents of this brochure should be directed to the Chief Compliance Officer at (281) 857-6435.

Additional information about the Firm's Investment Adviser Representatives is available on the SEC's website at www.adviserinfo.sec.gov. The site is searchable by a unique identifying number known as a CRD number.

ITEM 2 - EDUCATION AND BUSINESS EXPERIENCE

EDUCATION

Mr. Sosa studied Economics at Instituto Tecnológico Autónomo de México (ITAM) in Mexico City from 2004 to 2009.

BUSINESS EXPERIENCE

Over twelve years of Asset Management expertise, with broad experience across the asset allocation process and multi-asset portfolio design, management, implementation, and monitoring. He is Founder and Chief Investment Officer (CIO) at Nuclo Independent CIO (Nuclo) a firm that acts as CIO of pension funds, endowments, foundations, family offices, and Ultra High Net-Worth clients.

Mr. Sosa has broad experience making major asset allocation decisions, prior founding Nuclo in his nine years at Tresalia Capital, one of the biggest and most sophisticated Family Offices in Mexico, he developed a wide-ranging experience in asset allocation and portfolio management. His last role in Tresalia Capital was Head of Asset Management, where he focused on aggregate portfolio asset allocation, as well as on the management and follow-up of various internal strategies and third-party mandates.

LICENSES & CERTIFICATIONS

Mr. Sosa completed the 3 levels of the Chartered Financial Analyst (CFA) to earn the CFA Charterholder designation, one of the highest distinctions in the investment management profession, it is widely considered to be the gold standard in the field of investment analysis.

The Chartered Financial Analyst (CFA) designation is widely regarded to be the key certification for investment professionals, especially in the areas of research and portfolio management.

The CFA designation is given to investment professionals who have successfully completed the requirements set by the globally recognized CFA Institute (formerly the Association for Investment Management and Research, or AIMR). To be eligible for the CFA designation, candidates must meet the following criteria:

1. Pass three rigorous, six-hour exams over several years.

2. Have 48 months of "acceptable professional work experience."
3. Join the CFA institute by committing to the CFA Institute's Code of Ethics and Standards of Professional Conduct.

For more information on the CFA Certification and the CFA Institute, please visit www.cfainstitute.org

ITEM 3 - DISCIPLINARY INFORMATION

Mr. Sosa does not have any legal or disciplinary events material to a client's or prospective client's evaluation. Mr. Sosa's disciplinary history can be found on FINRA's BrokerCheck system or the IAPD. The BrokerCheck link is www.finra.org/brokercheck; the IAPD link is www.adviserinfo.sec.gov.

ITEM 4 - OTHER BUSINESS ACTIVITIES

Partner and Chief Investment Officer of Nuclo Consulting S.C. since March 2019.

Partner of Nuclo Asset Management, parent company of Nuclo Management Company, LLC controlling shareholder of Nuclo Wealth LLC.

Manager of Nuclo Management Company, LLC

ITEM 5 - ADDITIONAL COMPENSATION

Mr. Sosa receives additional compensation from his other roles as Manager and shareholder of the different Nuclo companies.

ITEM 6 - SUPERVISION

Mrs. Ana Reyes is the CCO and the primary responsible for the oversight of Mr. Sosa's advisory activities and the implementation of the Firm's policies and procedures. The CCO may be contacted at (281) 857-6435 or ana@nuclowealth.com for more information about this Brochure Supplement.