



February 2024

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**Josh Vandenberg
Chief Compliance Officer**

ITEM 1: COVER PAGE

PART 2A OF FORM ADV: Firm Brochure

This brochure provides information about the qualifications and business practices of Prairie Wealth Advisors, Inc. If you have any questions about the contents of this brochure, please contact us by telephone at 402-505-6810 or email to jvandenberg@prairiewealthadvisors.com. Please, no solicitations to this address. 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 Prairie Wealth Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. The firm's CRD number is 165266.

Please note that the use of the term "registered investment adviser" and description of Prairie Wealth Advisors, Inc. and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

ITEM 2: SUMMARY OF MATERIAL CHANGES

Prairie Wealth Advisors, Inc. is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Since our last annual amendment filing in February 2023, we have made the following material changes to this brochure.

Item 4, 5, 8, 10, 11 and 15 – Prairie Wealth Advisors is the sponsor and manager of Nebraska Digital Mining I, LLC, a private fund. Please carefully review the conflicts of interest and other important information when Prairie Wealth Advisors recommends this private fund.

Item 10 - Prairie Wealth Advisors holds a 10% ownership interest in BitCorn, LLC. This ownership interest creates a conflict of interest for Prairie Wealth Advisors when recommending Nebraska Digital Mining I, LLC.

Item 12, 14 and 15 - As a result of the acquisition of TD Ameritrade, Inc. by Charles Schwab & Co., Inc., Prairie Wealth Advisors removed all references to TD Ameritrade, Inc. due to the transition of moving our clients’ managed accounts away from TD Ameritrade, Inc. to Charles Schwab & Co., Inc.

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ITEM 4: ADVISORY BUSINESS

We specialize in the following types of services: comprehensive portfolio management, or asset management, financial planning and consulting and pension consulting.

A. Description of our advisory firm, including how long we have been in business and our principal owner(s)¹.

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a corporation formed in the State of Nebraska. Our firm has been in business as an investment adviser since 2012 and is wholly owned by Craig Hundt, Sr., President of our firm. Craig has been in the financial services industry for more than 20 years. He started at IDS/American Express Financial Services (now Ameriprise) in 1986, and then joined Shearson Lehman Brothers in 1988 (now Morgan Stanley Smith Barney). He left Smith Barney in 2003 to affiliate with Wachovia Securities (now Wells Fargo Advisors) and opened Hundt Capital Management now known as Prairie Wealth Advisors, Inc. Craig is a graduate of Wayne State College where he earned a degree in Business Administration, majoring in Finance. See Craig's ADV2B for more information.

Josh Vandenberg is the Chief Compliance Officer of Prairie Wealth Advisors, Inc.

B. Description of the types of advisory services we offer.

(i) Comprehensive Portfolio Management:

Our Comprehensive Portfolio Management service encompasses asset management as well as providing financial planning/financial consulting to clients. It is designed to assist clients in meeting their financial goals through the use of financial investments. We conduct at least one, but sometimes more than one meeting (in person if possible, otherwise via telephone conference) with clients in order to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what we learn, we propose an investment approach to the client. We may propose an investment portfolio, consisting of exchange traded funds ("ETFs"), mutual funds, individual stocks or bonds, or other securities. Upon the client's agreement to the proposed investment plan, we work with the client to establish or transfer investment accounts so that we can manage the client's portfolio. Once the relevant accounts are under our management, we review such accounts on a regular basis and at least quarterly.

¹ Please note that: (1) For purposes of this item, our principal owners include the persons we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If we are a publicly held company without a 25% shareholder, we simply need to disclose that we are publicly held. (3) If an individual or company owns 25% or more of our firm through subsidiaries, we must identify the individual or parent company and intermediate subsidiaries. If we are a state-registered adviser, on Form ADV Part 2A Page 2, we must identify all intermediate subsidiaries. If we are an SEC-registered adviser, we must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.

We may periodically rebalance or adjust client accounts under our management. If the client experiences any significant changes to his/her financial or personal circumstances, the client must notify us so that we can consider such information in managing the client's investments.

We may utilize Independent Money Managers, where we may design an investment portfolio and provide ongoing corresponding comprehensive Portfolio Management services on a fee-only basis for a percentage of assets in conjunction with another investment advisory firm. Before selecting other advisers, we make sure that the other advisers are properly licensed or registered.

(ii) Asset Management:

We emphasize continuous and regular account supervision. As part of our asset management service, we generally create a portfolio, consisting of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

(iii) Pension Consulting:

We provide pension consulting services to employer plan sponsors on an ongoing basis. Generally, such pension consulting services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education.

All pension consulting services shall be in compliance with the applicable state law(s) regulating pension consulting services. This applies to client accounts that are pension or other employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). If the client accounts are part of a Plan, and we accept appointments to provide our services to such accounts, we acknowledge that we are a fiduciary within the meaning of Section 3(21) of ERISA (but only with respect to the provision of services described in section 1 of the Pension Consulting Agreement).

(iv) Financial Planning and Consulting:

We provide a variety of financial planning and consulting services to individuals, families and other clients regarding the management of their financial resources based

upon an analysis of the client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. It should also be noted that we refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services. For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations as the process is less formal than our planning service. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

eMoney Advisors

Prairie Wealth Advisors utilizes eMoney Advisors, a web-based financial and wealth planning system. Clients electing to use eMoney can select from a variety of available programs, including:

- Planning Center (allowing unlimited scenario planning);
- Retirement Income Tool;
- Vault (storage for client documents such as wills, insurance policies, etc.);
- Financial Connections (allowing aggregation of multiple accounts with daily updating of linked accounts); and
- Alerts to upcoming deadlines and important events.

If you elect to use eMoney you are required to provide us the information and documentation to be downloaded and/or input into the eMoney system. You will be provided with a unique username and password and will be able to monitor your portfolio performance, view balances, run "what if" scenarios, and store/view important papers and documents. There is no charge to clients for this service.

(v) Private Fund Management

Prairie Wealth Advisors provides investment management services to a privately offered pooled investment vehicle (also referred to as a “Fund”) which is intended for investment by certain financially experienced and sophisticated investors who are (i) “accredited investors” under Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the “Securities Act”), and (ii) “qualified clients” under Rule 205-3 of the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

The pooled investment vehicle is Nebraska Digital Mining I, LLC, a Delaware limited partnership. As the sponsor and sole Manager of the Fund, Prairie Wealth Advisors is responsible for managing and making all investment decisions on behalf of the Fund. The Manager's duties and obligations with respect to the investment activities of the Fund are performed primarily by Craig Hundt. The purpose of the Fund is to invest all its investable cash into BitCorn, LLC, a Nebraska limited liability company, in which Prairie Wealth Advisors has a 10% ownership interest. This creates a conflict of interest for Prairie Wealth Advisors. Please refer to Item 10 of this Form ADV Part 2A disclosure brochure for additional details about the conflict of interest.

(vi) Retirement Plan Rollover Recommendations

When Prairie Wealth Advisors provides investment advice about your retirement plan account or individual retirement account (“IRA”) including whether to maintain investments and/or proceeds in the retirement plan account, roll over such investment/proceeds from the retirement plan account to a IRA or make a distribution from the retirement plan account, we acknowledge that Prairie Wealth Advisors is a “**fiduciary**” within the meaning of Title I of the Employee Retirement Income Security Act (“ERISA”) and/or the Internal Revenue Code (“IRC”) as applicable, which are laws governing retirement accounts. The way Prairie Wealth Advisors makes money creates conflicts with your interests so Prairie Wealth Advisors operates under a special rule that requires Prairie Wealth Advisors to act in your best interest and not put our interest ahead of you.

Under this special rule’s provisions, Prairie Wealth Advisors must act as a fiduciary to a retirement plan account or IRA under ERISA/IRC:

- Meet a professional standard of care when making investment recommendations (e.g., give prudent advice);
- Never put the financial interests of Prairie Wealth Advisors ahead of you when making recommendations (e.g., give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that Prairie Wealth Advisors gives advice that is in your best interest;

- Charge no more than is reasonable for the services of Prairie Wealth Advisors; and
- Give Client basic information about conflicts of interest.

To the extent we recommend you roll over your account from a current retirement plan account to an individual retirement account managed by Prairie Wealth Advisors, please know that Prairie Wealth Advisors and our investment adviser representatives have a conflict of interest.

We can earn increased investment advisory fees by recommending that you roll over your account at the retirement plan to an IRA managed by Prairie Wealth Advisors. We will earn fewer investment advisory fees if you do not roll over the funds in the retirement plan to an IRA managed by Prairie Wealth Advisors.

Thus, our investment adviser representatives have an economic incentive to recommend a rollover of funds from a retirement plan to an IRA which is a conflict of interest. Our recommendation that you open an IRA account to be managed by our firm can be based on our economic incentive and not based exclusively on whether or not moving the IRA to our management program is in your overall best interest.

We have taken steps to manage this conflict of interest. We have adopted an impartial conduct standard whereby our investment adviser representatives will (i) provide investment advice to a retirement plan participant regarding a rollover of funds from the retirement plan in accordance with the fiduciary status described below, (ii) not recommend investments which result in Prairie Wealth Advisors receiving unreasonable compensation related to the rollover of funds from the retirement plan to an IRA, and (iii) fully disclose compensation received by Prairie Wealth Advisors and our supervised persons and any material conflicts of interest related to recommending the rollover of funds from the retirement plan to an IRA and refrain from making any materially misleading statements regarding such rollover.

When providing advice to you regarding a retirement plan account or IRA, our investment advisor representatives will act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives, risk, tolerance, financial circumstances, and a client's needs, without regard to the financial or other interests of Prairie Wealth Advisors or our affiliated personnel.

C. Explanation of whether (and, if so, how) we tailor our advisory services to the individual needs of clients, whether clients may impose restrictions on investing in certain securities or types of securities.

(i) Individual Tailoring of Advice to Clients:

We offer individualized investment advice to clients utilizing the following services offered by our firm: Comprehensive Portfolio Management and Asset Management. Additionally, we offer general investment advice to clients utilizing the following services offered by our firm: Financial Planning and Consulting and Pension Consulting.

(ii) Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities:

Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account. Restrictions would be limited to our Comprehensive Portfolio Management and Asset Management services. We do not manage assets through our other services.

D. Participation in wrap fee programs.

We do not sponsor or manage any wrap fee programs.

E. Disclosure of the amount of client assets we manage on a discretionary basis and the amount of client assets we manage on a non-discretionary basis.

As of February 8, 2023, we managed a total of \$421,610,671. \$344,802,137 are managed on a discretionary basis and \$76,808,534 are managed on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

We are required to describe our brokerage, custody, fees, and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you. Our fees may be negotiable based on the following factors: the investment adviser representative providing the services, the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the potential for additional account deposits, the relationship of the client with the investment adviser representative (including clients who transfer to our firm), and the total amount of assets under management for the client.

Prairie Wealth Advisors allows its IARs to set advisory fees within ranges provided by our firm. As a result, your IAR can charge more or less for the same service than another IAR of Prairie Wealth Advisors.

A. Description of how we are compensated for our advisory services provided to you.

(i) Comprehensive Portfolio Management:

<u>Assets under management</u>	<u>Annual Percentage of assets charge*:</u>
\$0 to \$500,000	1.75%
\$500,001 to \$1,000,000	1.50%
\$1,000,001 to \$3,000,000	1.25%
Over \$3,000,000	Negotiable

*Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter.

We will pay compensation to Independent Managers for services rendered by these firms to our clients and our firm. This compensation is typically equal to a percentage of the overall investment advisory fee charged by our firm or an agreed upon fixed fee. The advisory fee paid to Independent Managers may be negotiable in certain circumstances, but shall never exceed the overall amount in our published fee statement. We usually pay twenty-five (25) to fifty-percent (50%) of the overall advisory fee to Independent Managers for their services.

(ii) Asset Management:

<u>Assets under management</u>	<u>Annual Percentage of assets charge*:</u>
\$0 to \$500,000	1.50%
\$500,001 to \$1,000,000	1.25%
\$1,000,001 to \$3,000,000	1.00%
Over \$3,000,000	Negotiable

*Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter.

We will pay compensation to Independent Managers for services rendered by these firms to our clients and our firm. This compensation is typically equal to a percentage of the overall investment advisory fee charged by our firm or an agreed upon fixed fee. The advisory fee paid to Independent Managers may be negotiable in certain circumstances, but shall never exceed the overall amount in our published fee statement. We usually pay twenty-five (25) to fifty-percent (50%) of the overall advisory fee to Independent Managers for their services.

(iii) Pension Consulting:

We charge on an hourly or flat fee basis for our pension consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our hourly fee is \$250. Our flat fees generally range from \$5,000 to \$50,000. Flat fees will be charged annually for ongoing pension consulting services. Alternatively, advisory fees will be billed according to the fee schedule below:

<u>Assets under management</u>	<u>Annual Percentage of assets charge*:</u>
\$0 to \$500,000	0.75%
\$500,001 to \$1,000,000	0.65%
\$1,000,001 to \$3,000,000	0.55%
Over \$3,000,000	Negotiable

*Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter.

(iv) Financial Planning and Consulting:

We charge on an hourly or flat fee basis for financial planning and consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our hourly fee is \$250. Flat fees generally range from \$1,000 to \$10,000.

(v) Private Fund Management

Each Investor/Member in Nebraska Digital Mining I, LLC (the "Fund") will not be subject to a management fee by Prairie Wealth Advisors, carried interest or other similar performance-based fees at the Fund level. Although there are no management fees or performance fees paid at the Fund level, Prairie Wealth Advisors has 10% ownership interest in the Portfolio Company, BitCorn, LLC, for "sweat" equity and the Portfolio Company will pay management fees, expenses, and performance bonus to the BitCorn Management Group. Prairie Wealth Advisors does not participate or receive any performance fees. Please carefully review all offering and subscription documents relating to the private fund prior to investing.

B. Description of whether we deduct fees from clients' assets or bill clients for fees incurred.

(i) Comprehensive Portfolio Management:

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. Fees will generally be automatically deducted from your managed account*. Fees for Independent Managers are deducted from your account by the Independent Manager providing asset management services for your account. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) If we send a copy of our invoice to you, we send a copy of our invoice to the independent custodian at the same time we send the invoice to you;
- d) If we send a copy of our invoice to you, our invoice includes a legend as required by paragraph (a)(2) of Rule 206(4)-2 under the Investment Advisers Act of 1940.**

**The legend urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements sent to the client for whom the adviser opens custodial accounts with the qualified custodian.

(ii) Asset Management:

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. Fees will generally be automatically deducted from your managed account*. Fees for Independent Managers are deducted from your account by the Independent Manager providing asset management services for your account. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms;
- c) If we send a copy of our invoice to you, we send a copy of our invoice to the independent custodian at the same time we send the invoice to you;
- d) If we send a copy of our invoice to you, our invoice includes a legend as required by paragraph (a)(2) of Rule 206(4)-2 under the Investment Advisers Act of 1940.**

**The legend urges the client to compare information provided in their statements with those from the qualified custodian in account opening notices and subsequent statements sent to the client for whom the adviser opens custodial accounts with the qualified custodian.

(iii) Pension Consulting:

The fee-paying arrangements for pension consulting service will be determined on a case-by-case basis and will be detailed in the signed Pension Consulting Agreement. The client will be invoiced directly if fees are not deducted from the plan assets.

(iv) Financial Planning and Consulting:

We do not require a retainer of the total financial planning or consulting fee.

C. Description of any other types of fees or expenses clients may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

- D. We must disclose if client’s advisory fees are due quarterly in advance. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

We charge our advisory fees quarterly in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees.

- E. Commissionable securities sales.

We do not offer commissionable securities sales in non-advisory accounts. . Craig Hundt, Sr. is no longer a registered representative of Purshe Kaplan Sterling Investments, Inc., member FINRA/SIPC.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge performance fees to our clients.

ITEM 7: TYPES OF CLIENTS AND ACCOUNT REQUIREMENTS

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Pooled Investment Vehicles
- Trusts, Estates or Charitable Organizations; and
- Corporations, limited liability companies and/or other business types.

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We do not require a minimum account balance.
- We charge a minimum fee of \$1,000 for written financial plans, which may be negotiable.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

- A. Description of the methods of analysis and investment strategies we use in formulating investment advice or managing assets.

Methods of Analysis:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Investment Strategies we use:

We may use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations. Typically, we may employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

Long-term purchases. When utilizing this strategy, we may purchase securities with the idea of holding them for a relatively long time (typically held for at least a year). A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we may also purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Risk of Loss

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

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Our Private Funds will also incur brokerage costs when purchasing ETFs.

- Management Risk – Your investment with our firm in our Private Funds varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.
- Risks of Private Placements - A security exempt from registering with the U.S. Securities and Exchange Commission and state securities regulator is often referred to as a private placement or unregistered offering.
 - Only an “accredited” investor should invest in a private placement offering. To qualify as “accredited” investor, the investor must (a) have a net worth (not including primary residence) over \$1 million, or (b) have an income exceeding \$200,000 in each of the prior two years or joint income with a spouse or partner, exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.
 - Private placement offerings often are speculative, high risk and illiquid investments. An investor can lose his or her entire investment in a private placement offering.
 - Private placement offerings are not subject to same laws and regulations, which are designed to protect investors, as registered securities offerings.
 - Private placement offerings have not been reviewed by a regulator to make sure risks associated with the risks of private placement investment have been adequately disclosed to prospective investors.
 - Private placement offerings often project higher rates of return, but this is typically because the risks of the underlying the private placement investment are also higher.
 - Private placement offerings are generally illiquid, meaning there are limited opportunities to resell the underlying security of the private placement. Therefore, an investor may be forced to hold the private placement security indefinitely.
 - Investors in a private placement offering are usually provided with less disclosure information than they would receive in a public securities offering. Consequently, investors know much less about the private placement investment and the people behind it.
 - Private placement offerings have been used by fraudsters in the past, and consequently private placement offerings are one of the most frequent sources of enforcement cases conducted by state securities regulators. It may be very difficult or impossible for an investor in a private placement offering to

recover the money invested from the sponsor of the private placement offering if such offering turns out to be fraudulent.

- Before investing in a private placement offering, an investor should carefully read and fully understand the subscription agreement and the offering memorandum/private placement memorandum.
- For additional details about private placement offerings and red flags associated with such offerings, please visit: http://www.sec.gov/oiea/investor-alerts-bulletins/ib_privateplacements.html#.VDane410yUk

The risks associated with Nebraska Digital Mining I, LLC (“the Company”) include, but are not limited to the following items. Subscribers in Nebraska Digital Mining I, LLC should review an investment in the Company with its advisors, including legal and tax advisors.

- **Speculative Nature of Investment.** Prairie Wealth Advisors would like to highlight to you that investing in a Bitcoin mining company, such as Bitcorn, LLC through the Company is inherently speculative and carries a significant level of risk. Cryptocurrency investments, including Bitcoin, are subject to price volatility, regulatory uncertainties, fraud, and market uncertainties. The value of your investment in the private fund could fluctuate, and there is a possibility of losing the entirety of your capital invested in the Company.
- **Lack of Operating History and Experience.** The Company is a newly-formed entity which does not have an operating history for prospective investors to evaluate prior to making an investment in the Company. An investment in the Company should be evaluated on the basis that there can be no assurance that an assessment of the Company’s proposed investment will achieve its objectives. As such, the investor should consider the prospects of the Company in light of the risks, uncertainties, and difficulties that may be encountered due to these factors.
- **Illiquidity; Restrictions on Transfer and Withdrawal.** An investment in the Company will be an illiquid investment that requires a long-term commitment, with no certainty of return. Interests in the Company may not be transferred or pledged or withdrawn without the prior written consent of the Manager, which may be withheld in the Manager’s sole discretion. In addition, any transfers of interests in the Company will be subject to federal and state securities laws, which apply significant restrictions on the ability to transfer equity securities. There will be no market for interests in the Company. Investors should not purchase interests in the Company unless they are prepared to bear the risks of owning the investment for an extended period of time and can readily bear the consequences of partial or total loss of capital.
- **Illiquid Assets.** It is anticipated that the investment made by the Company will be highly illiquid, and there can be no assurance that the Company will be able to realize such investment in a timely manner. In addition, the illiquidity may mean that the Company will be unable to timely sell its investment in response to changes in

economic or other conditions.

- **Lack of Diversification.** The Company will participate in a single investment and thus will not provide its members with a diverse portfolio.
- **Not Registered Securities.** Interests in the Company have neither been registered under the Securities Act nor under the securities or “blue sky” laws of any state and, therefore, are subject to transfer restrictions. In connection with a purchase of interests in the Company, prospective investors must represent that they are purchasing such interests for investment purposes only and not with a view toward resale or distribution. Neither the Company nor the Manager has any plans nor has assumed any obligation to register the interests in the Company. Accordingly, interests in the Company may not be transferred without the consent of the Manager. Ordinarily, this means that transfers will be restricted to instances of death or passage by operation of law.
- **No Minimum or Maximum Size.** The Company does not have a minimum or maximum amount of capital it is required or permitted to raise. The performance of the Company may be negatively impacted if its assets under management are too small (i.e., administrative, operating, and trading expenses may be material as compared to the Company’s returns) or too large (i.e., in order to deploy the excess capital, the Company may have to invest certain amounts in investment opportunities it would not otherwise be likely to invest, or else place excess capital in cash, in either case potentially decreasing the overall return to investors). There can be no assurances that the Manager will be able to operate the Company at its optimum size.
- **Limited Liability of Manager.** The LLC Agreement limits the circumstances under which the Manager can be held liable to the Company. As a result, partners may have a more limited right of action in certain cases than they would in the absence of such a limitation.
- **No Separate Counsel.** The business terms and structure of the Company were not negotiated at arm’s length. The Company does not have counsel separate and independent from that of the Manager. No separate counsel has been retained by the Company or the Manager to represent or to act on behalf of Members.

The risks associated with BitCorn, LLC (“the Portfolio Company”) include, but are not limited to the following items:

- **General.** The Portfolio Company and the industry in which it operates have countless risks, conflicts of interest, and other considerations that investors (including the Company) must consider in connection with an investment therein. A full discussion of such risks, conflicts, and considerations are beyond the scope of this Subscription Booklet, but potential investors in the Company should be aware that an investment in the Portfolio Company (and thus the Company) is a high risk, long-term, illiquid investment, over which none of the prospective investor, nor the Company, nor the Manager, will have operational control.

Investors are relying on the ability of the BitCorn, LLC management team. Investors should not purchase interests in the Company unless they are prepared to bear the risks of owning the investment for an extended period of time and can readily bear the consequences of partial or total loss of capital.

- **Crypto Assets Generally.** BitCorn, LLC will mine for BitCoin. The investment characteristics of virtual cryptocurrency assets, such as BitCoin (“Crypto Assets”), generally differ from those of traditional currencies, commodities or securities. Importantly, Crypto Assets are not backed by a central bank or a national, supra national or quasi-national organization, any hard assets, human capital, or other form of credit. Rather, Crypto Assets are market-based: a Crypto Asset's value is determined by (and fluctuates often, according to) supply and demand factors, the number of merchants that accept it, and the value that various market participants place on it through their mutual agreement, barter or transactions.
- **Future Regulatory Change is Impossible to Predict.** As Crypto Assets have grown in popularity, certain U.S. agencies, such as the Financial Crimes Enforcement Network (“*FinCEN*”) and the Commodity Futures Trading Commission (“*CFTC*”), have begun to examine Crypto Assets and the operations of the Bitcoin network and each agency’s regulatory authority over digital currencies. To the extent that Crypto Assets are determined to be a security, commodity future or other regulated asset, or to the extent that a U.S. or foreign government or quasi-governmental agency exerts regulatory authority over the Crypto Assets, BitCorn, LLC and thus the Company may be adversely affected. The effect of any future regulatory change on BitCorn, LLC and thus the Company is impossible to predict, but such change could be substantial and adverse.
- **No FDIC or SIPC Protection.** Crypto Assets are not subject to Federal Deposit Insurance Corporation (“*FDIC*”) or Securities Investor Protection Corporation (“*SIPC*”) protections. Neither the Company nor the Portfolio Company is a banking institution or otherwise a member of the FDIC or SIPC and, therefore, deposits held with or assets held by the Company or the Portfolio Company are not subject to the protections enjoyed by depositors with FDIC or SIPC member institutions.
- **Future CFTC or SEC Regulation.** Current and future legislation, CFTC and SEC rulemaking and other regulatory developments may impact the manner in which Crypto Assets are treated for classification and clearing purposes. In particular, Crypto Assets may not be excluded from the definition of “commodity future” or “security” by such future CFTC and SEC rulemaking, respectively. The Manager cannot be certain as to how future regulatory developments will impact the treatment of Crypto Assets under the law.
- **Market Valuation.** Several factors may affect the price of Crypto Assets, including, but not limited to: supply and demand, investors’ expectations with

respect to the rate of inflation, interest rates, currency exchange rates or future regulatory measures (if any) that restrict the trading of Crypto Assets or the use of Crypto Assets as a form of payment. There is no assurance that Crypto Assets will maintain their long-term value in terms of purchasing power in the future, or that acceptance of Crypto Assets payments by mainstream retail merchants and commercial businesses will grow.

Crypto Assets are created, issued, transmitted, and stored according to protocols run by computers in the digital currency network. It is possible these protocols have undiscovered flaws which could result in the loss of some or all assets held by the Company. There may also be network scale attacks against these protocols which result in the loss of some or all of assets held by the Company. Some assets held by the Company may be created, issued, or transmitted using experimental cryptography which could have underlying flaws. Advancements in quantum computing could break the cryptographic rules of protocols which support the assets held by the Company. The Company makes no guarantees about the reliability of the cryptography used to create, issue, or transmit Crypto Assets held by the Company.

- **Risk of Loss of Private Key.** Crypto Assets are controllable only by the possessor of unique private keys relating to the addresses in which the Crypto Assets are held. The theft, loss or destructions of a private key required to access a Crypto Asset is irreversible, and such private keys would not be capable of being restored by the Portfolio Company. Any theft, loss or destruction of private keys relating to digital wallets used to store the Portfolio Company's Crypto Assets could result in the loss of the Crypto Assets and the investors could incur substantial, or even total, loss of capital.

ITEM 9: DISCIPLINARY INFORMATION

We are required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. There are a number of specific legal and disciplinary events that we must presume are material for this Item. If our advisory firm or a management person has been involved in one of these events, we must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in our or the management person's favor, or was reversed, suspended or vacated, or (2) the event is not material. For purposes of calculating this ten-year period, the "date" of an event is the date that the final order, judgment, or decree was entered, or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed.

The SEC and/or State Regulators have not provided us with an exclusive list of material disciplinary events, which need to be disclosed. If our advisory firm or a management person has been involved in a legal or disciplinary event that is not specifically required to be disclosed,

but nonetheless is material to a client's or prospective client's evaluation of our advisory business or the integrity of our management, we must disclose the event. Similarly, even if more than ten years has passed since the date of the event, we must disclose the event if it is so serious that it remains currently material to a client's or prospective client's evaluation of our firm or management.

We have determined that our firm and management should disclose the following about Investment Advisor Representative, PAULA DEITERING under the aforementioned standard:

In 2014, Prairie Wealth Advisors, Inc. hired Paula Deitering as an Investment Advisor Representative in Omaha, Nebraska. Paula had a disciplinary action PRIOR to joining Prairie Wealth Advisors, Inc. but while at Morgan Stanley Smith Barney, Inc. The Nebraska Department of Banking and Finance was the regulatory body in this instance. Their findings and further information are below in narrative form. In this regulatory action, the NEBRASKA DEPARTMENT OF BANKING AND FINANCE FOUND THAT: 1)BETWEEN JANUARY 26, 2000 AND OCTOBER 21, 2006, DEITERING, WAS REGISTERED AS AN AGENT OF EDWARD D. JONES & CO., L.P. 2)PRIOR TO THE MARCH 23, 2007 DISSOLUTION OF HER MARRIAGE TO [EX-SPOUSE], DEITERING PROCESSED FOUR ADDRESS CHANGES ON [THE] CUSTODIAL ACCOUNT FOR THEIR MINOR CHILD, ON WHICH [EX-SPOUSE] WAS THE CUSTODIAN AND DEITERING WAS THE "INVESTMENT ADVISER". UPON OPENING, THE ACCOUNT STATEMENTS WERE MAILED TO THE [EX-SPOUSE'S] RESIDENTIAL ADDRESS. IN OCTOBER 2000, THE MAILING ADDRESS WAS CHANGED TO DEITERING'S BRANCH ADDRESS. IN MAY 2001, THE ADDRESS WAS CHANGED BACK TO THE [EX-SPOUSES'] RESIDENTIAL ADDRESS. IN JULY 2002, THE ADDRESS WAS CHANGED TO A POST OFFICE BOX IN BELLEVUE, NEBRASKA. IN MARCH 2004, THE ADDRESS WAS CHANGED AGAIN TO DEITERING'S BRANCH ADDRESS. 3)ON JULY 30, 2003, DEITERING SIGNED [EX-SPOUSE'S] NAME TO A LETTER OF AUTHORIZATION TO CHANGE REGISTRATION OR TRANSFER ASSETS ("LETTER OF AUTHORIZATION") FORM TO TRANSFER A PORTION OF THE ASSETS OF [THE] ACCOUNT TO AN ACCOUNT TITLED IN THE NAME OF DEITERING AS CUSTODIAN FOR THE [EX-SPOUSE'S] MINOR CHILD. THE TRANSFER WAS NOT COMPLETED. 4)FROM MAY 3, 2006 TO SEPTEMBER 25, 2006, FIVE CHECKS TOTALING \$4,341.57, WERE DRAWN ON [THE] ACCOUNT AND PAYABLE TO [EX-SPOUSE] AS CUSTODIAN OF THE ACCOUNT AND THEN MAILED TO DEITERING'S BRANCH ADDRESS. 5)DEITERING REPRESENTED TO THE DEPARTMENT THAT THE MONEY WAS DEPOSITED INTO THE MINOR CHILD'S 529(B) HARTFORD ACCOUNT OR SAC FEDERAL CREDIT UNION ACCOUNT OR WAS USED TO PAY EXPENSES OF THE MINOR CHILD, INCLUDING A TRIP TO HAWAII AND CAMP IN COLORADO. 6)DEITERING ADMITTED TO SIGNING THE DOCUMENTS AND ENDORSING THE CHECKS BUT CLAIMED THAT HER ACTIONS WERE TAKEN IN HER CAPACITY AS [EX-SPOUSE'S] SPOUSE RATHER THAN AS THE INVESTMENT REPRESENTATIVE OF THE ACCOUNT. 7)[EX-SPOUSE] CLAIMED TO HAVE NO PRIOR KNOWLEDGE OF THE ACCOUNT ADDRESS CHANGES, SIGNED LETTER OF AUTHORIZATION, OR ABOVE-MENTIONED CHECKS WRITTEN IN THE ACCOUNT. MORGAN STANLEY WAS FORCED TO TERMINATE MS. DEITERING AS THE SELF REGULATORY ORGANIZATION "FINRA" DSQUALIFIED DEITERING. THIS

REGULATORY ACTION ALSO RESULTED IN A 3 DAY SUPSPENSION, A \$5,000 FINE, AND A REQUALIFICATION SERIES 66 TEST. ALL QULIFICATIONS ARE NOW MET AND MS DEITERING IS PART OF PRAIRIE WEALTH ADVISORS INC. MS DEITERING STATED, "THESE ISSUES RELATED TO THE ACTIVITY FROM 2000 TO 2006 AND WERE FILED BY MY MALICIOUS EX HUSBAND."

You may also find additional information about Paula Deitering by searching www.adviserinfo.sec.gov. Prairie Wealth Advisors, Inc. has also included this information in Paula Deitering's form ADV2B and her form U-4. Prairie Wealth Advisors, Inc. also includes this information here and in Item 11 D(1)- (5) in the firm's Form ADV Disclosure Reporting Page (DRP).

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Our firm or our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. The details are as follows:

Not applicable.

B. Our firm or our management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. The details are as follows:

Not applicable.

C. Description of any relationship or arrangement that is material to our advisory business or to our clients, that we or any of our management persons have with any related person² listed below. We are required to identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how we address it.

Insurance Agents

Our management persons are also licensed insurance agents and will offer insurance products and receive normal and customary fees as a result of insurance sales. A conflict of interest can arise as these insurance sales will create an incentive to recommend products based on the compensation adviser and/or our supervised persons will earn and may not necessarily be in the best interests of the client. In order to minimize this conflict of interest, our management persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics as well as clearly explaining this conflict when recommending any such products to our clients. Clients are informed they are not obligated to purchase these products.

² Our Related Persons are any advisory affiliates and any person that is under common control with our firm. Advisory Affiliate: Our advisory affiliates are (1) all of our officers, partners, or directors (or any person performing similar functions); (2) all persons directly or indirectly controlling or controlled by us; and (3) all of our current employees (other than employees performing only clerical, administrative, support or similar functions). Person: A natural person (an individual) or a company. A company includes any partnership, corporation, trust, limited liability company ("LLC"), limited liability partnership ("LLP"), sole proprietorship, or other organization.

Private Fund Management

Nebraska Digital Mining I, LLC (“Fund”) is a private fund sponsored and managed by Prairie Wealth Advisors. As the Investment Manager of the Fund, Prairie Wealth Advisors intends to allocate all of its proceeds into Bitcorn, LLC, a Bitcoin mining company. Prairie Wealth Advisors holds a 10% ownership interest in Bitcorn, LLC for its “sweat” equity in creating this investment opportunity. This ownership interest creates a conflict of interest for Prairie Wealth Advisors when recommending the Fund because Prairie Wealth Advisors will benefit from your investment in the Fund.

Prairie Wealth Advisors’ ownership in Bitcorn, LLC means that financial interests are not aligned perfectly with investors in Nebraska Digital Mining I, LLC. Prairie Wealth Advisors has a vested interest in the success and profitability of Bitcorn, LLC, which biases our recommendation to invest in Nebraska Digital Mining I, LLC. This conflict of interest affects the impartiality of our recommendations and advice.

It is crucial to emphasize that you are under no obligation to invest in Nebraska Digital Mining I, LLC. Your investment decisions should align with your specific financial goals, risk tolerance, and objectives. Prairie Wealth Advisors respect your autonomy and will fully support any decision you make, regardless of whether it aligns with our recommendations.

Given the conflict of interest and the speculative nature of this investment, Prairie Wealth Advisors strongly recommends that you seek a second opinion from an independent investment adviser, legal counsel and accountant. This step is essential to ensure that your investment choices align with your long-term financial objectives and risk tolerance. An external perspective can provide valuable insights and help you make a well-informed decision.

- D. If we recommend or select other investment advisers for our clients and we receive compensation directly or indirectly from those advisers, or we have other business relationships with those advisers, we are required to describe these practices and discuss the conflicts of interest these practices create and how we address them.

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

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRAINING

A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any client or prospective client upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts³. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates, including maintaining said accounts of members and employees at the firm without charge.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

B. If our firm or a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest (excluding an interest as a shareholder of an SEC-registered, open-end investment company), we must describe our practice and discuss the conflicts of interest it presents.

³ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Prairie Wealth Advisors has a material financial interest when recommending Nebraska Digital Mining I, LLC to any individual. We address for this conflict by comparing Nebraska Digital Mining I, LLC against other registered or non-registered pooled investment vehicles. Prairie Wealth Advisors will only recommend that an individual invest a portion of their investible assets in Nebraska Digital Mining I, LLC or other private fund if Prairie Wealth Advisors believes that it is in the individual's best interest. Under no circumstances will Prairie Wealth Advisors exercise any investment discretion with respect to whether to invest in Nebraska Digital Mining I, LLC.

Individuals are not obligated to invest in Nebraska Digital Mining I, LLC. Each individual partner will be solely responsible for making any decision whether to invest in Nebraska Digital Mining I, LLC, and they are under no obligation to invest in Nebraska Digital Mining I, LLC or other private fund.

Because our recommendation that individuals invest in Nebraska Digital Mining I, LLC, there is an inherent conflict of interest that cannot be completely overcome. We strongly encourage all individuals consult with legal counsel, an accountant, a third-party investment adviser not affiliated with Prairie Wealth Advisors, or any other financial professional of the individual's choosing who is not affiliated with our firm for a "second opinion" before investing in Nebraska Digital Mining I, LLC.

We permit our owners, officers and employees to invest in Nebraska Digital Mining I, LLC. Employees seeking to invest in any private offering, including Nebraska Digital Mining I, LLC, must first be approved, in writing, by our Chief Compliance Officer, for any purchase or redemption in the private fund. Individual investors in Nebraska Digital Mining I, LLC are given first right of opportunity over our employees for approval of investing in a private security or redeeming from the private security.

Private investments like Nebraska Digital Mining I, LLC are often illiquid which means that the investments can be difficult to trade and consequently limits an investor's ability to dispose of such investments in a timely manner and at an advantageous price. Additionally, such investments will not register pursuant to the Securities Act of 1933, and therefore investors must complete a subscription agreement and acknowledge that he or she has read and understands the confidential memorandum and is aware of the various risk factors associated with such an investment.

See Item 4, Item 5, Item 8 and Item 10 of this Disclosure Brochure for more information.

- C. If our firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that our firm or a related person recommends to clients, we are required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

See Item 11A of this Brochure. Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest,

our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

- D. If our firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for our firm's (or the related person's own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

See Item 11A of this brochure. Related persons of our firm may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities within 48 hours prior to buying or selling for our clients. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

ITEM 12: BROKERAGE PRACTICES

- A. Description of the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).
1. Research and Other Soft Dollar Benefits. If we receive non-soft dollar research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), we are required to disclose our practices and discuss the conflicts of interest they create. Please note that we must disclose all soft dollar benefits we receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

We do not maintain custody of your assets on which we advise (although we may be deemed to have custody of your assets if you give us 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. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab) or Fidelity Institutional Wealth Services (Fidelity), all of which, are FINRA-registered broker-dealers, members SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab and/or Fidelity. Schwab and/or Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

While we recommend that you use Schwab and/or Fidelity as your custodian/broker, you will decide whether to do so and open your account with Schwab and/or Fidelity by entering into an account agreement directly with them. We do not open the account for

you. Even though your account is maintained at Schwab and/or Fidelity, we can still use other brokers to execute trades for your account, as described in the next paragraph.

- a. Explanation of when we use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, and how we receive a benefit because our firm does not have to produce or pay for the research, products or services.

As part of the arrangement described in Item 12.A.1., Schwab and/or Fidelity also make certain research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by Schwab and/or Fidelity directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by Schwab and/or Fidelity to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Schwab and/or Fidelity to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

Our investment advisory representatives receive a portion of the advisory fee that you pay us, either directly as a percentage of your overall fee or as their salary from our firm.

- b. Incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving best execution.

Schwab Advisor Services (formerly called Schwab Institutional) and Fidelity Institutional are in the businesses serving independent investment advisory firms like us. They provide us and our clients with access to institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab and/or Fidelity retail customers. Schwab and/or Fidelity also make available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab and/or Fidelity's support services described below are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep minimum amount of assets, of our firm's advisory clients, in accounts at Schwab and/or Fidelity. The availability to us of Schwab and/or Fidelity's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. As described below, however, the availability to us of some third-party products and

services is contingent on our clients placing a specified amount of assets in accounts at Schwab and/or Fidelity. Here is a more detailed description of Schwab and/or TD and/or Fidelity's support services:

Services that Benefit You. Schwab and/or Fidelity's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab and/or Fidelity include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab and/or Fidelity's services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You. Schwab and/or Fidelity also make available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab and/or Fidelity's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab and/or Fidelity. In addition to investment research, Schwab and/or Fidelity also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Services that Generally Benefit Only Us. Schwab and/or Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab and/or Fidelity may provide some of these services themselves. In other cases, they will arrange for third-party vendors to provide the services to us. Schwab and/or Fidelity will also discount or waive their fees for some of these services or pay all or a part of a third party's fees. Schwab and/or Fidelity may also provide us with other benefits such as occasional business entertainment of our personnel.

Schwab has agreed that when the assets in our clients' accounts maintained at Schwab total at least \$50 million, it will pay for certain research, technology and marketing products and services provided to us by third parties.

The availability of the services described above from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. In addition, we don't have to pay for certain third-party research, technology and marketing products and services once the total of our clients' assets maintained in accounts at Schwab reaches \$50 million. These required amounts of client assets (\$10 million and \$50 million) gives us an incentive to require that you maintain your account with Schwab based on our interest in receiving Schwab's and the third parties' services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services and not Schwab's or third parties' services that benefit only us or may only indirectly benefit you.

- c. Causing clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

Clients may pay a commission to Schwab and/or Fidelity that is higher than another qualified broker dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

- d. Disclosure of whether we use soft dollar benefits to service all of our clients' accounts or only those that paid for the benefits, as well as whether we seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

We do not receive soft dollar benefits although the non-soft dollar investment research products and services that may be obtained by our firm will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

- e. Description of the types of products and services our firm or any of our related persons acquired with client brokerage commissions (or markups or markdowns within our last fiscal year.

This item is not applicable.

- f. Explanation of the procedures we used during our last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits we received.

This item is not applicable.

- 2. Brokerage for Client Referrals. If we use client brokerage to compensate or otherwise reward brokers for client referrals, we must disclose this practice, the conflicts of interest it creates, and any procedures we used to direct client brokerage to referring brokers during the last fiscal year (i.e., the system of controls used by us when allocating brokerage).

Our firm does not receive brokerage for client referrals.

- 3. Directed Brokerage.

- a. If we routinely recommend, request or require that a client directs us to execute transactions through a specified broker-dealer, we are required to describe our practice or policy. Further, we must explain that not all advisers require their clients to direct brokerage. If our firm and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, we are further required to describe the relationship and discuss the conflicts of interest it presents by explaining that through the direction of brokerage we may be unable to achieve best execution of client transactions, and that this practice may cost our clients more money.

Neither we nor any of our firm's related persons have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are affected.

- b. Permissibility of client-directed brokerage.

We allow clients to direct brokerage. However, we may be unable to achieve the most favorable execution of client transactions. Client directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices.

- B. Discussion of whether, and under what conditions, we aggregate the purchase or sale of securities for various client accounts in quantities sufficient to obtain reduced transaction

costs (known as bunching). If we do not bunch orders when we have the opportunity to do so, we are required to explain our practice and describe the costs to clients of not bunching.

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

ITEM 13: REVIEW OF ACCOUNTS OR FINANCIAL PLANS

- A. Review of client accounts or financial plans, along with a description of the frequency and nature of our review, and the titles of our employees who conduct the review.

We review accounts on at least a quarterly basis for our clients subscribing to the following services: Comprehensive Portfolio Management and Asset Management. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Only our Financial Advisors or Portfolio Managers will conduct reviews.

We provide ongoing services to pension consulting clients where we meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

Financial planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

- B. Review of client accounts on other than a periodic basis, along with a description of the factors that trigger a review.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

- C. Description of the content and indication of the frequency of written or verbal regular reports we provide to clients regarding their accounts.

We do not provide written reports to clients, unless asked to do so. Verbal reports to clients take place on at least an annual basis when we meet with clients who subscribe to the following services: Comprehensive Portfolio Management and Asset Management.

As also mentioned in Item 13A of this Brochure, financial planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

For our Private Fund clients, each Member will receive quarterly reports of the performance of the Fund from the independent third-party Fund Administrator and will receive annual tax information and audited financial statements.

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

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

- A. If someone who is not a client provides an economic benefit to our firm for providing investment advice or other advisory services to our clients, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

We receive an economic benefit from Schwab and/or Fidelity in the form of the support products and services they make available to us and other independent investment advisors that have their clients maintain accounts at Schwab and/or Fidelity. These products and services, how they benefit us, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*). The availability to us of Schwab and/or Fidelity's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

- B. If our firm or a related person directly or indirectly compensates any person who is not our employee for client referrals, we are required to describe the arrangement and the compensation.

We will pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206(4)-1 of the Investment Advisers Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain Solicitors Agreements in compliance with Rule 206(4)-1 of the Investment Advisers Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our firm will be given full written disclosure describing the terms and fee arrangements between our firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor

is registered as an investment adviser representative of our firm. If we are paying solicitation fees to another registered investment adviser, the licensure of individuals is the other firm's responsibility.

ITEM 15: CUSTODY

- A. If we have custody of client funds or securities and a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules (for example, a broker-dealer or bank) and do not send account statements with respect to those funds or securities directly to our clients, we must disclose that we have custody and explain the risks that you will face because of this.

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab and/or Fidelity to deduct our advisory fees directly from your account. Schwab and/or Fidelity maintains actual custody of your assets. You will receive account statements directly from Schwab and/or Fidelity at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab and/or Fidelity. You should carefully review those statements promptly when you receive them.

We are also deemed to have custody of the assets of Nebraska Digital Mining I, LLC due to (i) Prairie Wealth Advisors' ability to withdraw the Fund's cash held with a custodian upon our instruction to the custodian, and (ii) Prairie Wealth Advisors serving as the Fund's Investment Manager. The Fund will distribute to its Members annual financial statements that are audited by an independent accounting firm that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, within 180 days of the Fund's fiscal year-end. Prairie Wealth Advisors urges Members to carefully review the audited financial statements of Nebraska Digital Mining I, LLC.

- B. If we have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to our clients, we are required to explain that you will receive account statements from the broker-dealer, bank, or other qualified custodian and that you should carefully review those statements.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

ITEM 16: INVESTMENT DIRECTION

If we accept discretionary authority to manage securities accounts on behalf of clients, we are required to disclose this fact and describe any limitations our clients may place on our authority. The following procedures are followed before we assume this authority:

Portfolio management services are provided on a non-discretionary or discretionary basis. If management services are provided on a non-discretionary basis, Advisor will always contact the client before implementing any transactions in an account. If management services are provided on a discretionary basis, Advisor makes all decisions to buy, sell or hold securities, cash or other investments, including types and amounts, in the managed account in its sole discretion without consulting with the client before implementing any transactions. Clients must provide Advisor with written authorization to exercise this discretionary authority. Clients can impose reasonable restrictions on management of their accounts.

When discretionary authority is granted, it is limited by the client. Advisor does not have access to client funds and/or securities with the exception of having advisory fees deducted from the client's account and paid to Advisor by the account custodian. Any fee deduction is done pursuant to the client's prior written authorization provided to the account custodian. Our clients need to sign a discretionary investment advisory agreement with our firm for the management of their account. This type of agreement only applies to our Comprehensive Portfolio and Asset Management clients. We do not take or exercise discretion with respect to our other clients.

ITEM 17: VOTING CLIENT SECURITIES

- A. If we have, or will accept, proxy authority to vote client securities, we must briefly describe our voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6.

Advisor does not vote proxies on behalf of clients. Clients are instructed to read through the information provided with the proxy-voting documents and to make a determination based on the information provided. Upon request from the client, Advisor's representatives may provide limited clarifications of the issues presented in the proxy voting materials based on his or her understanding of issues presented in the materials. However, the client has the ultimate responsibility for making all proxy-voting decisions.

ITEM 18: FINANCIAL INFORMATION

- A. If we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must include a balance sheet for our most recent fiscal year.

We do not require nor do we solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we have not included a balance sheet for our most recent fiscal year.

- B. If we are an SEC-registered adviser and have discretionary authority or custody of client funds or securities, or we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

We have nothing to disclose in this regard.

- C. If we have been the subject of a bankruptcy petition at any time during the past ten years, we must disclose this fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.

CUSTOMER PRIVACY POLICY NOTICE

Commitment to Your Private Information: Prairie Wealth Advisors has developed a policy of protecting the confidentiality and security information we collect about our clients. We do not, and will not, share nonpublic personal information about you (“Information”) with outside third parties without your consent, except for the specific purposes described below. This notice has been provided to you to describe the Information we may gather and the situations under which we may need to share it.

Why We Collect and How We Use Information. We limit the collection and use of Information within our firm to only those individuals associated or employed with us that must have Information to provide financial services to you. Such services include maintaining your accounts, processing transaction requests, providing financial planning, financial advisory, and other services described in our Form ADV.

How We Gather Information. We get most Information directly from you when you provide us with information from any of the following sources:

- Applications or forms (for example: name, address, social security number, birth date, assets, income, financial history)
- Transactional activity in your account (for example: trading history and account balances)
- Information services and consumer reporting sources (for example: to verify your identity or to assess your credit history)
- Other sources with your consent (for example: your insurance professional, attorney, or accountant)

How We Protect Information. Our employees and affiliated persons are required to protect the confidentiality of Information and to comply with our stated policies. They may access Information only when there is an acceptable reason to do so, such as to service your account or provide you with financial services. Employees who violate our Privacy Policy are subject to disciplinary action, up to and including termination from employment with us. We also maintain physical, electronic, and procedural safeguards to protect information, which comply with applicable SEC, state, and federal laws.

Sharing Information with Other Companies Permitted Under Law. We do not disclose Information obtained in the course of our practice except as required or permitted under law. Permitted disclosures include, for instance, providing information to unrelated third parties who need to know such Information in order to assist us with providing services to you. Unrelated third parties may include broker/dealers, mutual fund companies, insurance companies, and the custodian with whom your assets are held. In such situations, we stress the confidential nature of information being shared.

Former Customers. Even if we cease to provide you with financial products or services, our Privacy Policy will continue to apply to you and we will continue to treat your nonpublic information with strict confidentiality.