

ITEM 1: COVER PAGE

Nest Investments LLC

Form ADV, Part 2A

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This brochure ("Brochure") provides information about the qualifications and business practices of Nest Investments LLC ("Adviser"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer (the "CCO"), Sandra Laster, at 215-563-6919.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

The Adviser is an investment adviser registered with the SEC. Registration with the SEC does not imply a certain level of skill or training.

Additional information about the Adviser also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

Not applicable.

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ITEM 4: ADVISORY BUSINESS

Advisory Business

The Adviser was founded in 2016 by Michael A. Church, who is the principal owner and Chief Executive Officer (“CEO”).

The Adviser offers an investment program (“Program”) to clients (“Clients”) (i) at computer kiosks that are connected to the internet and located in third-party financial institutions, including regional and community banks, with whom the Adviser has entered into agreements regarding the offering of advisory services (“Intermediaries”) and (ii) through an online website and/or other web-based programs. Clients should be aware that investments in the Program are not FDIC insured, and placements of kiosks with Intermediaries and other arrangements with Intermediaries are not endorsements by those Intermediaries of the Adviser’s services. Information provided by a Client at the time of entering into the advisory relationship will be used to tailor the Program to the Client’s individual needs. Clients will provide information about, among other things, their investment objectives, risks, and portfolio holdings. Information will be gathered at the time of the account opening and periodically thereafter. The Program will then create an asset allocation strategy for each Client based on several proprietary models that have been created and are maintained by the Adviser. The Adviser’s investment strategy is limited to advice regarding of ETFs, closed-end funds, and similar investments. Clients may impose reasonable restrictions on the investments held in their account by calling the Adviser at 215.563.6919. Further information on asset allocation strategies offered through the Program can be found below.

Adviser manages Client assets only on a discretionary basis.

Wrap Fee Programs

The Adviser does not offer wrap fee programs.

Assets Under Management

As of the date of this brochure, the Adviser does not manage Client assets.

ITEM 5: FEES AND COMPENSATION

Discussion of fees and other compensation provided below is general in nature. Fees and other compensation that a Client pays are set forth in the Client’s relevant advisory agreement. Fees are generally not negotiable.

Management Fees

As a general matter, the Adviser receives management fees pursuant to advisory contracts and other agreements with Clients.

A Client will be charged a management fee of 1.25% of assets under management.

The Adviser bills all Clients on a calendar quarterly basis in arrears. For purposes of calculating the management fee, the market value of assets under management at the close of the previous business day is utilized. Generally, fees are deducted directly from the account.

Transaction-Based Compensation and Brokerage Fees and Expenses

The Adviser does not receive any transaction-based compensation.

The Adviser utilizes the services of broker-dealers to effect portfolio transactions and each Client will incur brokerage and other transaction costs. Clients do not pay these brokerage and transaction costs to the Adviser. For additional information regarding brokerage practices, please see Item 12 below.

Other Fees and Expenses

Clients are hereby informed that, when assets are invested in exchange traded funds (“ETFs”), closed-end funds, and other similar securities and a management fee is assessed as an expense of each fund, Clients will, in effect, pay two advisory fees – a direct fee to the Adviser and an indirect fee to the fund’s adviser. Neither the Adviser, nor any of its supervised persons accepts compensation for the sale of securities or other investment products. ETFs and closed-end funds may also pay administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses as set forth in the fund’s prospectus. Clients, as shareholders of the funds, ultimately bear these fees and expenses. Clients may also incur fees and costs if they make transactions in ETFs, mutual funds, or other investments in order to fund their account.

The Adviser has entered into agreements with Intermediaries, whereby the Adviser pays the Intermediaries compensation for soliciting/referring Clients to the Adviser, however, there is not differential in the management fees charged to a Client as a result of these agreements. For additional information regarding referral/solicitation arrangements, please see Item 14, below.

Valuation

Management fees, performance-based fees (if any) and other fees may be based on the market value of account assets or other investments.

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

The Adviser does not enter into performance based fee arrangements under the Program.

To the extent that the Adviser’s personnel also manage accounts for its affiliate, Addison Capital, Inc. (“AC”), under different fee arrangements offered to AC’s clients, there may be a conflict of interest for those persons in that they may create incentives to allocate investment opportunities that they believe might be the most profitable to performance-based fee accounts or by devoting more resources toward accounts’ with higher fees. The Adviser seeks to mitigate the potential conflicts of interest which may arise by monitoring and diligently enforcing its policies and procedures, including those related to average pricing and investment allocation. Please see “*Item 12: Brokerage Practices*” below for more information.

ITEM 7: TYPES OF CLIENTS

The Adviser offers the Program to individuals, IRAs, and 401(k) plans. No account shall be subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). No account shall be subject to any legal investment laws applicable to banks, savings institutions, trustees, fiduciaries or insurance companies, or any other similar entities, under any other federal or state law or similar legal restrictions, except to the extent expressly identified by the Adviser. If the Adviser reasonably believes that a Client is, or has become, subject to such laws, Adviser shall be entitled to terminate agreements with a Client, or instruct broker-dealers or custodians to change an investment strategy. The Adviser shall not be acting as a “fiduciary” (as defined under ERISA), to any Client or account.

The Adviser typically requires accounts to be at least \$1,000 or greater in size, but the Adviser may waive these minimums under certain circumstances in its discretion.

Each Client’s account is managed in accordance with the terms of the advisory contract with such Client and the Client’s investment objectives, strategies and guidelines. A potential client who interacts with the Adviser’s online website, web based program, and/or a computer kiosk does not, by itself, create an advisory relationship between such person and the Adviser. The Client must agree to the terms of the Program and the advisory contract.

The Program is substantially offered electronically and through the internet. Clients will open their account, create an investment profile, and sign all contracts, acknowledgements, and other documents electronically.

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

Methods of Analysis and Investment Strategies

The Adviser employs a variety of methods of analysis to current and potential investments. The Adviser uses these methods in the Program to construct model portfolios that primarily invest in shares of ETFs and closed-end funds.

The Adviser uses its proprietary qualitative and quantitative methodology to construct asset allocations and select ETFs and closed-end funds for the model portfolios. The Adviser’s methodology uses a combination of technical, fundamental and cyclical methods to assess risks and opportunities in the capital markets. Fundamental data helps identify companies, industries, and sectors with compelling financial characteristics. Technical data help identify securities with attractive supply-demand characteristics. Cyclical data uses macro-economic analysis to help identify market trends. Investing in securities involves risk of loss that all Clients should be prepared to bear. The main sources of information the Adviser uses include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC and press releases.

The model portfolios are called Conservative, Moderate 1, Moderate 2, Moderate 3, and Aggressive. The Adviser reviews the model portfolios monthly (or more frequently) as necessary or appropriate based on market conditions and may provide updates to Client accounts. The Adviser may deviate from the model portfolios (i) for investment and/or non-investment related reasons, such as operational considerations or reasonable Client restrictions, and (ii) to the extent required for the Adviser to fulfill its fiduciary duty to Clients.

Any ETFs and closed-end funds are eligible for the Program. Client accounts will also have a cash allocation. Cash allocations may include shares of money-market funds or similar investments. ETFs generally seek to match the performance of a specific market index, asset class, or sector. The Adviser will select ETFs and closed-end funds for the Program based on a number of factors, including cost, asset size, and trading volumes. The Adviser may also consider factors such as how long an ETF or closed-end fund has been in operation, its level of assets, and how closely it tracks its index. ETFs and closed-end funds bear their own advisory expenses, which means that a Client in the Program will pay advisory fees twice – once to the Adviser and again to the underlying adviser of each fund. The Adviser is not affiliated with any ETF or closed-end fund selected for the Program and does not receive any compensation from the ETF, closed-end fund or their affiliates for selecting such fund for inclusion in the Program.

Clients have the opportunity to impose reasonable restrictions on their account by calling the adviser at 215.563.6919.

The Adviser will rebalance a Client's account by buying and selling shares of securities in accordance with the model portfolios recommended for the Client. Rebalancing will occur on a periodic basis and in response to changes in values of securities in a Client's account. This rebalancing is done using portfolio management software, which may be limited and subject to technology restraints. If the value of a Client's account drops below a certain level because of market movements or withdrawals, the Adviser maybe constrained from, or be prevented from, rebalancing the account.

The particular model portfolio recommended for a Client will be based on information provided by the Client regarding the Client's risk tolerance, cash needs, investment goals, investment time horizon, and ability to sustain loss. If a Client's information is or becomes inaccurate, the asset allocation recommended for that Client may not be appropriate. The Adviser will not be able to assess certain factors, like a Client's tax situation.

The Program's evaluation of an individual Client's needs and the creation of a customized asset allocation strategy are fully automated. Clients will not typically receive investment advice from an in-person representative of the Adviser. This automated feature of the Program may not be appropriate for all Clients. Questions asked to a Client by the automated features of the Program may not be adequately understood by the Client or may not elicit accurate or complete responses from the Client. The Program may rely on certain assumptions about Client circumstances or about the financial marketplace and, if these assumptions prove inaccurate, it could negatively impact performance. Clients should understand that their relationship with the Adviser through the Program will not involve the same amount of personal human contact that other traditional advisory relationships may offer. If a Client believes that this type of automated service is inappropriate for them, then the Client should reconsider investing in the Program.

If a potential Client does not understand a question asked of them, does not understand financial information or concepts, or believes that the Adviser's assumptions may be incorrect, he or she should contact the Adviser to obtain further information and explanations. The Adviser will communicate quarterly with Clients in the Program regarding account activity.

Material Risks

Every investment involves some degree of risk of loss. Below is a summary of certain risks associated with an investment under the Program. These risk factors include certain risks the Adviser believes to be material, significant or unusual and relate to particularly significant strategies or methods of analysis

employed by the Adviser. There is no certainty of return with respect to any such investment. There is no guarantee that a Client or investor will achieve its goals, objectives or targeted returns (as applicable).

General Risks

- *General Economic and Market Conditions.* Challenging economic and financial market conditions may result in an increase in the number of investments that result in losses, which could adversely affect their results of operations.
- *Asset Allocation Risk.* Asset allocation strategies may result in investments that are concentrated in certain asset classes, industries, or geographic areas. Asset allocation strategies may also be diversified among different asset classes. Market conditions may, at different times, be more favorable toward a concentrated or diversified asset allocation strategy. There is a risk that Clients will not be in a favorable asset allocation strategy at any given time. Asset allocation strategies may change over time.
- *Automation and Technology Risk.* The Program's high degree of automation and extensive use of technology may create special risks for Clients. The functionality and accuracy of the Program is dependent on technology. Automation and computerization functions of the Program may be dependent on software and hardware licensed or bought from third-parties that are outside the Adviser's control. Client investments in the Program may be subject to unforeseeable software or hardware malfunction caused by a defect, security breach, virus or other cause.

In addition, because of the high degree of automation and technology, and the lack of face-to-face interaction between the Adviser and Clients in the Program, the Adviser's ability to obtain accurate information about Clients' financial circumstances may be limited. This automation and computerization may impact the Program's ability to provide accurate analysis and to produce an appropriate asset allocation strategy.

The Adviser seeks to take steps to prevent or address risks caused by automation and technology, but there is no guarantee that such efforts will be successful.

- *Litigation.* The Adviser may be subject to litigation from time to time. The outcome of such proceedings may adversely affect the value of a Client's investment and may continue without resolution for long periods of time.
- *Liquidity Risk.* Liquidity risk is the risk that a security will be difficult or impossible to buy or sell quickly without impacting its market value. An ETF or closed-end fund in a Client's account may be difficult to buy or sell due to a lack of market liquidity in the shares of the fund or due to a lack of liquidity in the market for the fund's underlying securities. Purchase and sell orders may be delayed temporarily or permanently, resulting in liquidity risk for Clients.
- *Model Portfolio Risk.* The Program uses models developed by the Adviser that rely on patterns of historical prices and other financial data. As market's change over time, a model may become inaccurate or outdated. In addition, models may contain certain assumptions, inaccuracies, and limitations that will affect their ability to produce effective investment strategies for Clients.
- *Operational Risks.* Many investments are subject to operational risks – risks that the internal processes and systems designed to operate a business, property or other entity safely and efficiently are in some

fashion inadequate or that the individuals tasked with managing such processes and systems fail to properly carry out their functions

- *Manager Risk.* Clients are subject to the risk that the Adviser's advice and/or management of investments on behalf of Clients may not produce the desired results and may have an adverse impact on Clients.
- *Cyber Security Risk.* As the use of technologies, such as the internet, has become more common in conducting business, the Adviser, underlying ETFs and their service providers may be more susceptible to operational, information security, and related risks in connection with breaches in cyber security. Generally, a cyber security failure may result from either intentional attacks or unintentional events and include, but are not limited to, gaining unauthorized access to digital systems, misappropriating assets or sensitive information, causing a Client to lose proprietary information, corrupting data, or causing operational disruption, including denial-of-service attacks on websites. A cyber security failure could cause the Adviser, or ETFs, closed-end funds and/or their service providers to become subject to regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial losses. The Adviser has established policies and procedures reasonably designed to reduce the risks associated with cyber security failures, however, there can be no assurance that these policies and procedures will prevent or mitigate the impact of cyber security failures.
- *Risks related to Underlying Securities Held By ETFs and Closed-End Funds.* This list is not intended to be an exhaustive list of all risks of investing in ETFs or closed-end funds. For a more complete list of risks involved in ETFs and closed-end funds, please see the information disclosed in the publically-available prospectus for that fund.
 - *Credit Risk.* Fixed income securities involve the risks that an issuer could default on its obligation to make interest payments or repay the principal value of the security. An issuer may be unable to make such payments in the case of bankruptcy, which could lengthen the time until payment.
 - *Equity Securities Risk.* Equity securities involve a higher risk of loss, and higher potential for gain, than investments in fixed income securities. The value of equity securities may vary significantly over time.
 - *Fixed Income Securities Risk.* The value of fixed income securities will fluctuate with changes in interest rates. If rates increase, the value of fixed income securities usually falls. If rates decrease, the value of a fixed income investment usually rises. Fixed income securities with longer maturities may be more volatile in the case of changing interest rates compared to fixed income securities with shorter maturities. Fixed income securities are also exposed to credit risk.
 - *Interest Rate Risk.* The financial performance of investment will be influenced by changes in interest rates, in particular as such changes may impact the values of bond ETFs, closed-end funds, and cash allocations in Client accounts. Interest rates are highly sensitive to many factors, including government monetary and tax policy, economic and political conditions, and other factors.
 - *International Investments.* ETFs and closed-end funds may invest in assets located in countries around the world. Risks associated with investments in non-U.S. securities include exposure

to currency fluctuations, reduced liquidity, different political, regulatory, and legal systems, and increased volatility.

ITEM 9: DISCIPLINARY INFORMATION

Not applicable.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

An affiliate of the Adviser, AC, provides investment advisory and related services under separate registration with the SEC and is not covered by this Brochure. The Adviser and AC may (but do not necessarily) have common policies and procedures and/or share certain advisory personnel, but are treated as separate and distinct companies and SEC registrants. AC offers investment advice to individuals, banks and thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and third-party asset management platforms. Further information on AC can be found in the public disclosures on Form ADV for that firm.

The Adviser is solely engaged in the business of giving investment advice. The Adviser or its principal executive officers or related persons, have no other financial industry activities or affiliations other than the ones disclosed herein. The Adviser does not recommend or select other investment advisers.

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

Code of Ethics

The Adviser serves as a fiduciary for its Clients and, as such, has the responsibility to render professional, continuous and unbiased investment advice. As fiduciaries, all of the Adviser's employees owe Clients a duty of honesty, good faith and fair dealings. At all times, the Adviser acts in the best interest of its Clients and avoids or discloses all conflicts of interest. All employees must uphold the applicable laws governing the capital markets and must comply with all federal and state securities regulations. Any breaches of the principles in the Code of Ethics may result in disciplinary action up to and including termination. A complete copy of the Adviser's Code of Ethics is available to any Client or prospective Client upon written request.

Personal Trading

Employees considered "access persons" within the meaning of Rule 204A-1 under the Advisers Act may purchase and sell for their own accounts the same securities purchased or sold on behalf of Funds.

To mitigate possible conflicts of interest and others that may arise, the Adviser has established policies requiring "access persons" to obtain pre-clearance before investing in certain reportable securities. In addition, the Adviser monitors for conflicts of interest on a periodic basis and will not allow any of its "access persons" to buy or sell securities for their own accounts at or about the same time that Adviser buys or sells securities or other investments if Adviser feels that there is a possibility that the personal trade would benefit from the Adviser's investment activities.

All of the Adviser's employees are required to annually certify that they have complied with the Code of Ethics and access persons are required to make annual reports regarding their personal securities account holdings and quarterly reports regarding their personal securities trading activity.

Proprietary Transactions; Participation or Interest in Client Transactions

From time to time, the Adviser's officers and employees invest alongside Clients in securities selected by the Adviser or its affiliate, AC, both to align the interests of firm personnel and firm Clients, and as an expression of confidence in its portfolio management efforts. In an effort to minimize any conflicts that may arise when placing trades for personal accounts, all employee trades will be blocked with customer trades to the extent possible and will be average-priced with customer trades accordingly. No security may be purchased/sold in an employee account the day before or the day after the same security is purchased/sold for a Client, unless the Client receives better pricing. The only accounts exempt from this requirement are transactions effected pursuant to an automatic investment plan.

Gifts and Entertainment

The Adviser has policies in place governing the types and value of gifts and forms of entertainment that its employees may accept from broker-dealers, vendors, current or prospective Clients.

ITEM 12: BROKERAGE PRACTICES

Transaction Execution and Broker-Dealer Selection

The Program currently relies on, and requires Clients to use, TD Ameritrade Inc. ("TD Ameritrade") for custody, trade execution, clearance and settlement of transactions. Not all advisers require clients to direct brokerage to a specific broker/dealer. The Adviser currently expects that the ETFs, closed-end funds and other investments that will be included in the Program will be on TD Ameritrade's list of securities that trade free of brokerage commissions, however, there is no guarantee that securities selected for the Program will remain commission-free, and Clients may pay brokerage commissions on trades executed for their account in the future. These fees may be referred to as a spread. TD Ameritrade may charge non-brokerage fees and/or receive indirect benefits from the services it provides to Client accounts. Clients are expected to pay non-brokerage fees for custody and other services provided by TD Ameritrade. Clients should contact TD Ameritrade for additional information on brokerage fees and transaction costs. The Adviser evaluates TD Ameritrade's services based on its fiduciary obligation to seek best execution, however the Adviser cannot guarantee that a Client will receive best execution because the Adviser does not control TD Ameritrade's brokerage practices.

The Adviser evaluates best execution based on the following factors:

- Execution capability and ability to work orders.
- Commission rates.
- Operational capabilities, particularly the ability to average price trades and to easily allocate trades among individual Client accounts.
- Quality of services provided.
- Communication effectiveness and quick responses, especially in times of market turbulence.
- Reliability in executing trades and keeping records.

- Ability to reduce market impact, which is broadly defined as a trades' impact on the price of a stock.

For so long as TD Ameritrade offers zero commission transactions on Program investments, the Adviser expects that TD Ameritrade will be selected to execute transactions. The Adviser does not have any soft dollar arrangements with any broker-dealer. The Adviser does not currently receive Client referrals from any broker-dealer with which it currently does business. For more information on referral arrangements, see Item 14, below. Whenever possible, the Adviser aggregates purchases/sales of any security across all affected Client accounts.

ITEM 13: REVIEW OF ACCOUNTS

At least annually, the Client will be contacted by email to determine whether any changes have occurred to the Client's financial situation or investment objectives, and whether a Client wishes to impose reasonable restrictions on the account or reasonably modify any existing restrictions. This review may be conducted by the CEO, CCO, or any other of the Adviser's supervised persons. Clients will periodically receive additional information and reports about their accounts by email.

All investment advisory Clients are advised that it remains their responsibility to advise the Adviser of any changes in their risk tolerance, cash needs, investment goals, investment time horizon, and ability to sustain loss. All Clients are encouraged to review their investment in the Program on an annual basis.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser has entered into agreements with Intermediaries ("Solicitor Agreements"), whereby the Adviser compensates an Intermediary for referring Clients to the Adviser. A Solicitor Agreement may create an incentive for an Intermediary to refer a prospective Client to the Adviser, even if an Intermediary would not otherwise make the referral. Clients will receive a written disclosure statement regarding these arrangements in accordance with the requirements of Rule 206(4)-3 under the Advisers Act. There is no differential in the management fees charged to a Client and the Adviser will not charge Clients any additional fees or expenses as a result of Solicitor Agreements. A referral by an Intermediary should not be viewed by a Client as an endorsement of the Adviser's services.

ITEM 15: CUSTODY

The Adviser exclusively utilizes TD Ameritrade to custody Client funds and/or securities. Trade confirmations and monthly statements are mailed to all Clients directly from the custodian. Clients are encouraged to carefully review confirmations and statements and to call with any questions/concerns.

ITEM 16: INVESTMENT DISCRETION

The Adviser manages Client accounts only on a discretionary basis. Clients are required to enter into an advisory agreement and make additional authorizations and/or acknowledgements before the Adviser will manage Client assets on a discretionary basis. Clients will have an opportunity to place reasonable restrictions on the management of their account by calling the Adviser at 215.563.6919.

ITEM 17: VOTING CLIENT SECURITIES

The Adviser may receive information regarding the voting of Client securities and proxy voting proposals with respect to Client investments. The Adviser may, from time to time, receive amendments, consents or resolutions applicable to investments (collectively, “proxies”). When the Adviser holds authority to vote such proxies on behalf of a Client, it would seek to vote each proxy in the best interest of that Client and in a manner consistent with its duties to the Client. Due to the difficulty of predicting and identifying material conflicts, the Adviser relies on its employees to notify it of material conflicts that may impair the Adviser’s ability to vote proxies appropriately. If a material conflict exists, the Adviser, with the assistance of management, legal counsel, and certain other persons such as an outside proxy voting service or consultant, outside counsel and/or others deemed appropriate, will determine the direction in which Adviser should vote on the proposal. One Client’s best interests with respect to a proxy vote may diverge from the interests of other Clients. This may result in Adviser casting votes that differ from votes cast for other Clients or in Adviser taking other steps to mitigate any conflicts that may arise. In no event, however, will Adviser be obligated to vote, or refrain from voting its own securities, securities held by another Client or securities held by an affiliate in a manner that is inconsistent with Adviser’s view as to the best interests of such holders, simply because a Client has a differing interest.

A copy of the Adviser’s proxy voting policy and other information may be obtained by contacting our CCO, Sandra Laster, at 215-563-6919

ITEM 18: FINANCIAL INFORMATION

Not applicable.