

# DISCLOSURE BROCHURE



GUARDIAN  
WEALTH STRATEGIES

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This brochure provides information about the qualifications and business practices of Guardian Wealth Strategies, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 952-746-1746. 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 Guardian Wealth Strategies, LLC (CRD #167485) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**JANUARY 14, 2025**

## Item 2: Material Changes

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### **Annual Update**

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

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### **Material Changes since the Last Update**

This update is in accordance with the required annual update for Investment Advisors. Since the last filing of this brochure on January 25, 2024, the following has changed:

- Item 4 has been updated with the firm's most recent assets under management calculation.
  - Item 15 updated to include SLOA information.
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### **Full Brochure Available**

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

## Item 3: Table of Contents

### Form ADV – Part 2A – Firm Brochure

#### Item 1: Cover Page

#### Item 2: Material Changes ..... ii

Annual Update..... ii

Material Changes since the Last Update ..... ii

Full Brochure Available ..... ii

#### Item 3: Table of Contents..... iii

#### Item 4: Advisory Business ..... 1

Firm Description ..... 1

Types of Advisory Services ..... 1

Client Tailored Services and Client Imposed Restrictions ..... 5

Wrap Fee Programs ..... 5

Client Assets under Management..... 5

#### Item 5: Fees and Compensation ..... 5

Method of Compensation and Fee Schedule..... 5

Client Payment of Fees..... 7

Additional Client Fees Charged ..... 7

Prepayment of Client Fees..... 7

External Compensation for the Sale of Securities to Clients..... 7

#### Item 6: Performance-Based Fees and Side-by-Side Management..... 7

Sharing of Capital Gains..... 7

#### Item 7: Types of Clients..... 8

Description ..... 8

Account Minimums ..... 8

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

Methods of Analysis ..... 8

Investment Strategy..... 8

Security Specific Material Risks ..... 8

|                                                                                                                                 |           |
|---------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>Item 9: Disciplinary Information.....</b>                                                                                    | <b>9</b>  |
| Criminal or Civil Actions .....                                                                                                 | 9         |
| Administrative Enforcement Proceedings.....                                                                                     | 9         |
| Self-Regulatory Organization Enforcement Proceedings.....                                                                       | 10        |
| <b>Item 10: Other Financial Industry Activities and Affiliations .....</b>                                                      | <b>10</b> |
| Broker-Dealer or Representative Registration .....                                                                              | 10        |
| Futures or Commodity Registration.....                                                                                          | 10        |
| Material Relationships Maintained by this Advisory Business and Conflicts of Interest                                           | 10        |
| Recommendations or Selections of Other Investment Advisors and Conflicts of Interest .....                                      | 10        |
| <b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>                     | <b>11</b> |
| Code of Ethics Description .....                                                                                                | 11        |
| Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.....                                | 11        |
| Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....                                 | 11        |
| Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest..... | 12        |
| <b>Item 12: Brokerage Practices .....</b>                                                                                       | <b>12</b> |
| Factors Used to Select Broker-Dealers for Client Transactions.....                                                              | 12        |
| Aggregating Securities Transactions for Client Accounts .....                                                                   | 13        |
| <b>Item 13: Review of Accounts .....</b>                                                                                        | <b>13</b> |
| Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....                           | 13        |
| Review of Client Accounts on Non-Periodic Basis .....                                                                           | 13        |
| Content of Client Provided Reports and Frequency .....                                                                          | 13        |
| <b>Item 14: Client Referrals and Other Compensation .....</b>                                                                   | <b>13</b> |
| Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....                            | 13        |
| Advisory Firm Payments for Client Referrals .....                                                                               | 13        |
| <b>Item 15: Custody.....</b>                                                                                                    | <b>14</b> |
| Account Statements .....                                                                                                        | 14        |

|                                                                                  |           |
|----------------------------------------------------------------------------------|-----------|
| <b>Item 16: Investment Discretion .....</b>                                      | <b>14</b> |
| Discretionary Authority for Trading .....                                        | 14        |
| <b>Item 17: Voting Client Securities .....</b>                                   | <b>15</b> |
| Proxy Votes .....                                                                | 15        |
| <b>Item 18: Financial Information .....</b>                                      | <b>15</b> |
| Balance Sheet.....                                                               | 15        |
| Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet |           |
| Commitments to Clients.....                                                      | 15        |
| Bankruptcy Petitions during the Past Ten Years.....                              | 15        |
| <b>Brochure Supplement (Part 2B of Form ADV) .....</b>                           | <b>17</b> |
| Principal Executive Officer Gregory Joseph Gassert .....                         | 17        |
| Educational Background and Business Experience .....                             | 17        |
| Professional Certifications .....                                                | 17        |
| Disciplinary Information.....                                                    | 17        |
| Other Business Activities .....                                                  | 18        |
| Additional Compensation .....                                                    | 18        |
| Supervision.....                                                                 | 18        |
| <b>Brochure Supplement (Part 2B of Form ADV) .....</b>                           | <b>20</b> |
| Principal Executive Officer.....                                                 | 20        |
| Brent D. Hoppe.....                                                              | 20        |
| Educational Background and Business Experience .....                             | 20        |
| Disciplinary Information.....                                                    | 20        |
| Other Business Activities .....                                                  | 20        |
| Additional Compensation .....                                                    | 21        |
| Supervision.....                                                                 | 21        |

|                                        |           |
|----------------------------------------|-----------|
| <b>SUPERVISED PERSON BROCHURE.....</b> | <b>22</b> |
| <b>FORM ADV PART 2B .....</b>          | <b>22</b> |
| <b>Benjamin C. Olson .....</b>         | <b>22</b> |



**GUARDIAN**  
WEALTH STRATEGIES

|                                                        |           |
|--------------------------------------------------------|-----------|
| .....                                                  | 22        |
| <b>Office Address: .....</b>                           | <b>22</b> |
| <b>Brochure Supplement (Part 2B of Form ADV) .....</b> | <b>23</b> |
| Benjamin C. Olson.....                                 | 23        |
| Educational Background and Business Experience .....   | 23        |
| Disciplinary Information.....                          | 23        |
| Other Business Activities .....                        | 23        |
| Additional Compensation .....                          | 23        |
| Supervision.....                                       | 24        |

## Item 4: Advisory Business

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### **Firm Description**

Guardian Wealth Strategies, LLC ("GWS") was registered as an investment advisor in 2013. The owner of GWS is University Investment Advisors, LLC. The principal owners of University Investment advisors are Gregory Joseph Gassert and Brent Dean Hoppe. Benjamin Olson is a minority owner.

GWS provides personalized confidential financial planning and investment management services. The individuals may include executives, retirees, and individual participants of pension and profit sharing plans. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

GWS is a fee based financial planning and investment management firm.

GWS does not act as a custodian of client assets.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. For example, tax preparation and to the extent your estate plan needs to be updated, the tax preparer and/or attorney will bill the client separately. Conflicts of interest will be disclosed to the client in the event they should occur.

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### **Types of Advisory Services**

GWS provides investment supervisory services, also known as asset management services and furnishes financial planning and investment advice through consultations.

#### **ASSET MANAGEMENT**

GWS offers two levels of discretionary direct asset management services to advisory clients, Guardian Wealth Management and Guardian Portfolios described below. GWS will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize GWS discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

#### **Guardian Wealth Management**

Guardian Wealth Management provides a comprehensive approach to wealth management. This services provides our asset management services combined with financial planning services customized based on the individual needs of our client. We assist clients to assess their needs, goals and objectives prior to making any recommendations.

## **Guardian Portfolios**

Guardian Portfolios provides an alternative offering for clients who do not have the complexity in their financial situations that requires the array of solutions provided by our Guardian Wealth Management platform. Guardian Portfolios provides the investment discipline and structure of our portfolio allocation strategies and leverages the investment research capabilities, portfolio management team and technology previously offered exclusively to high-net-worth clients. Guardian Portfolios is a practical option for investment clients with less than \$500,000 to invest. For some clients, starting on the Guardian Portfolios path is the beginning of engaging GWS and may progress to the Guardian Wealth Management platform as the need arises for more advanced financial planning.

## **ERISA PLAN SERVICES**

GWS provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans. GWS may act as either a 3(21) or 3(38) advisor:

**Limited Scope ERISA 3(21) Fiduciary.** GWS may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor GWS has a fiduciary duty to act in the best interest of the Client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using GWS can help the plan sponsor delegate liability by following a diligent process.

### **1. Fiduciary Services are:**

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. GWS acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.



2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands GWS's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, GWS is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

GWS may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Advisor and Client.

3. GWS has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to GWS on the ERISA Agreement.

Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

**3(38) Investment Manager.** GWS can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. GWS would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

1. Fiduciary Services are:

- GWS has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.

- Assist the Client in the development of an investment policy statement (“IPS”). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands the GWS’s assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor’s definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, the GWS is not providing fiduciary advice as defined by ERISA to the Plan participants. GWS will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

GWS may provide these services or, alternatively, may arrange for the Plan’s other providers to offer these services, as agreed upon between GWS and Client.

3. GWS has no responsibility to provide services related to the following types of assets (“Excluded Assets”):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to the Adviser on the ERISA Agreement.

#### FINANCIAL PLANNING AND CONSULTING

For clients not seeking our asset management services, we offer financial planning and consulting services based on a fixed fee described in Item 5 of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor’s recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the

transaction through GWS. Financial plans will be completed and delivered inside of sixty (60) days.

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**Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

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**Wrap Fee Programs**

GWS does not sponsor a wrap fee program.

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**Client Assets under Management**

GWS has the following assets under management:

| Discretionary Amounts: | Non-discretionary Amounts: | Date Calculated:  |
|------------------------|----------------------------|-------------------|
| \$937,487,745          | \$6,564,808                | December 31, 2024 |

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**Item 5: Fees and Compensation**

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**Method of Compensation and Fee Schedule**

GWS bases its fees on a percentage of assets under management and fixed fees.

**ASSET MANAGEMENT****Guardian Wealth Management**

The fees for these services will be based on a percentage of Assets Under Management as follows:

| Assets Under Management | Maximum Annual Fee | Maximum Quarterly Fee |
|-------------------------|--------------------|-----------------------|
| First \$2,000,000       | 1.00%              | .250%                 |
| Next \$2,000,000        | .75%               | .188%                 |
| Over \$4,000,000        | .65%               | .163%                 |

The formula GWS uses to calculate the quarterly fee is as follows: (Based on a \$10,000,000 portfolio)

|                               |                                      |
|-------------------------------|--------------------------------------|
| First \$2,000,000 x 1.00%     | \$20,000                             |
| Next \$2,000,000 x 0.75%      | \$15,000                             |
| Remaining \$6,000,000 x 0.65% | \$30,000                             |
| \$10,000,000                  | \$65,000/4 = \$16,250 quarterly fee. |

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. GWS will aggregate all of your accounts managed by us to determine your quarterly fee. Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Quarterly advisory fees deducted from the clients' account by the custodian will be reflected in the custodial statement. Lower fees for comparable services may be available from other sources.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty

(30) days written notice. The client is entitled to a pro rata refund based on the days service was not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

### **Guardian Portfolios**

Fees for the Guardian Portfolios are billed at an annual rate of 1.25% of the assets being managed. Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Quarterly advisory fees deducted from the clients' account by the custodian will be reflected in the custodial statement. Lower fees for comparable services may be available from other sources. Clients that accumulate more than \$500,000 in this program may move to the Guardian Wealth Management program and to that billing structure.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement for a full refund. Clients may terminate advisory services with thirty (30) days written notice. The client is entitled to a pro rata refund based on the days service was not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

### **ERISA PLAN SERVICES**

The annual fees are based on the market value of the Included Assets and will not exceed 1%. The annual fee is negotiable and may be charged as a percentage of the Included Assets or as a flat fee. Fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) on the last business day of the previous quarter or month. If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the fee period, GWS shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of GWS for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. GWS does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, GWS will disclose this compensation, the services rendered, and the payer of compensation. GWS will offset the compensation against the fees agreed upon under this Agreement.

### **FINANCIAL PLANNING and CONSULTING**

GWS charges a fixed fee for financial planning with a maximum fee charged of \$1,500. Prior to the planning process the client will be provided an estimated plan fee. Fees are received in two installments; 50% at the signing of the agreement with the balance due upon delivery of the plan.

Services are completed and delivered inside of sixty (60) days. Client may cancel within five (5) business days of signing Agreement for a full refund. If the client cancels after five (5) business days, any unearned fees will be refunded to the client, or any unpaid earned fees will be due to GWS.

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**Client Payment of Fees**

Investment management fees are billed quarterly in advance, meaning that the fees will be charged for three (3) month billing periods. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are paid 50% at the time of signing the agreement with final payment due upon delivery of the completed plan to be paid.

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**Additional Client Fees Charged**

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include mutual fund transactions fees, postage and handling, and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

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

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

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**Prepayment of Client Fees**

GWS does not serve as a custodian for client funds or securities and GWS does not require prepayment of fees of more than \$1200 per client and six (6) months or more in advance.

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**External Compensation for the Sale of Securities to Clients**

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

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

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**Sharing of Capital Gains**

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

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

## Item 7: Types of Clients

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### Description

GWS generally provides investment advice to individuals and high net worth individuals, charitable organizations and qualified plans.

Client relationships vary in scope and length of service.

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### Account Minimums

GWS requires a \$500,000 account minimum per household for the Guardian Wealth Management program. The account minimum may be waived at GWS's discretion.

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

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### Methods of Analysis

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

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. When creating a financial plan, GWS utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement.

When creating a financial plan, GWS utilizes fundamental analysis to provide review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include Morningstar, client documents such as tax returns and insurance policies.

In developing a financial plan for a client, GWS's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include Morningstar, client documents such as tax returns, financial newspapers, and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

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### Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement, Risk Tolerance or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

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### Security Specific Material Risks

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

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

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

## **Item 9: Disciplinary Information**

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### **Criminal or Civil Actions**

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

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### **Administrative Enforcement Proceedings**

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

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**Self-Regulatory Organization Enforcement Proceedings**

The firm and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of GWS or the integrity of its management.

**Item 10: Other Financial Industry Activities and Affiliations**

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**Broker-Dealer or Representative Registration**

GWS is not registered as a broker dealer nor are any of its employees.

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**Futures or Commodity Registration**

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

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**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Managing Member Gregory Gassert is an indirect owner and insurance agent of Guardian Insurance Solutions, LLC. Less than 5% of his time is spent in this business. From time to time, Clients of GWS will be offered services from through this business. As an insurance agent and indirect owner, Mr. Gassert will receive separate yet typical compensation. Mr. Gassert is also an indirect owner of Guardian Tax L.L.C. Although Mr. Gassert does not spend any time in this business, Clients of GWS will be offered services from this business. As indirect owner, Mr. Gassert will receive compensation from this business.

Member Brent Hoppe is an indirect owner of Guardian Insurance Solutions, LLC. Although Mr. Hoppe does not spend any time in this business, Clients of GWS will be offered services from through this business. As indirect owner, Mr. Hoppe will receive compensation from this business. Mr. Hoppe is also an indirect owner of Guardian Tax L.L.C. Approximately 10% of his time is spent in this business. From time to time, Clients of GWS will be offered services through this business. As an indirect owner, Mr. Hoppe will receive separate yet typical compensation.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent or tax professional of their choosing.

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**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

GWS does not recommend the services of Third Party Money Managers to manage client accounts.



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

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### **Code of Ethics Description**

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

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

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

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

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

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

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### **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

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

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

GWS and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide GWS with copies of their brokerage statements.

The Chief Compliance Officer of GWS is Gregory Gassert. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees

does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

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

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

The Chief Compliance Officer of GWS is Gregory Gassert. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

## **Item 12: Brokerage Practices**

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**Factors Used to Select Broker-Dealers for Client Transactions**

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

- *Directed Brokerage*

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

- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangements under which products or services other than execution services are

obtained by GWS from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities and Exchange Act of 1934, GWS receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of GWS. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when GWS receives soft dollars. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to act in the best interest of the clients and the services received are beneficial to all clients.

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**Aggregating Securities Transactions for Client Accounts**

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

## **Item 13: Review of Accounts**

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

Account reviews are performed quarterly by Gregory Gassert, Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate.

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**Review of Client Accounts on Non-Periodic Basis**

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

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**Content of Client Provided Reports and Frequency**

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

## **Item 14: Client Referrals and Other Compensation**

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**Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

GWS does not receive any economic benefits from external sources.

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**Advisory Firm Payments for Client Referrals**

GWS does not compensate for client referrals.

## Item 15: Custody

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### **Account Statements**

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to review the account statements received directly from their custodians for accuracy.

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

GWS is also deemed to have limited custody due to its Third-Party Standing Letters of Authorization ("SLOA").

GWS and its qualified custodian meet the following seven (7) conditions in order to avoid maintaining full custody and be subject to the surprise exam requirement:

1. The Client provides an instruction to the qualified custodian, in writing, that includes the Client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The Client authorizes GWS, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The Client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the Client's authorization and provides a transfer of funds notice to the Client promptly after each transfer.
4. The Client has the ability to terminate or change the instruction to the Client's qualified custodian.
5. GWS has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the Client's instruction.
6. GWS maintains records showing that the third party is not a related party nor located at the same address as GWS.
7. The Client's qualified custodian sends the Client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

## Item 16: Investment Discretion

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### **Discretionary Authority for Trading**

GWS accepts discretionary authority to manage securities accounts on behalf of clients. GWS has the authority to determine, with obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The client will authorize GWS discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

## **Item 17: Voting Client Securities**

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### **Proxy Votes**

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

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

## **Item 18: Financial Information**

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### **Balance Sheet**

A balance sheet is not required to be provided because GWS does not serve as a custodian for client funds or securities and GWS does not require prepayment of fees of more than \$1200 per client and six (6) months or more in advance.

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

GWS has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

### **Bankruptcy Petitions during the Past Ten Years**

There are no bankruptcy petitions to disclose in the past ten years.