

Firm Brochure

(Part 2A of Form ADV)



**INVESTMENT
MANAGEMENT LLC.**

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Item 1 – Cover Page

This disclosure brochure provides information about the qualifications and business practices of ASG Investment Management LLC (also referred to as “ASGIM”, “we”, “us” and “the firm” throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Curt Knotick at 724-287-4071 or compliance@asgretire.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about the firm is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm’s information on this website by searching for ASG Investment Management LLC or our firm’s CRD number 292445.

Registration as an investment adviser does not imply a certain level of skill or training.

Item 2 – Material Changes

Since the firm's last annual disclosure brochure dated March 16, 2020, the firm has made the following change to its disclosure brochure:

- While not financially material to the firm, ASGIM elected to disclose certain financial information to the public in Item 18 which pertains to a PPP Loan taken through an affiliated entity. As of March 2021, this loan has been forgiven.
- ASGIM applied for registration with the United States Securities & Exchange Commission as a federally covered registered investment adviser due to its regulatory assets under management. In November 2020, ASGIM was approved as a federally covered investment adviser.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

The firm is a federally covered investment adviser with its principal place of business in Butler, Pennsylvania. ASGIM is a limited liability company (LLC) formed under the laws of the Commonwealth of Pennsylvania.

- Curt D. Knotick is the Chief Compliance Officer (CCO) and Managing Member of the firm. Curt D. Knotick owns 100.00% of Firm.
- The firm filed its initial application to become registered as an investment adviser in March 2018 in the Commonwealth of Pennsylvania.
- The firm filed its initial application to become a federally covered registered investment adviser with the United States Securities & Exchange Commission and was approved as such in November 2020.

Description of Advisory Services

ASGIM offers investment management and financial planning services. The following are descriptions of the primary advisory services of the firm. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and the firm before we can provide you the services described below.

Asset Management Services – The firm offers asset management services which involve a sub-adviser and/or third-party asset manager (collectively hereinafter, “Third-Party Manager(s)”, “Manager(s)” or “TPM(s)”). Under this program, we assist you with identifying your risk tolerance and investment objectives. We recommend a Third-Party Manager, who is made available to you through a turnkey asset management platform (“Platform”), based on your stated investment objectives and risk tolerance. Prior to introducing ASGIM clients to a TPM and Platform, the firm will be responsible for determining whether the investment advisory firm is properly licensed, notice filed, or exempt from registration.

You must appoint our firm as your investment adviser of record on specified accounts (collectively, “your Account”). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodian(s) maintain(s) physical custody of all funds and securities of your Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of your Account.

Your Account is managed by a Third-Party Manager based on your financial situation, investment objectives and risk tolerance.

We are available to answer questions regarding your Account and act as the communication conduit between you and a Platform and your TPM. The Third-Party Manager takes

discretionary authority to determine the securities to be purchased and sold for your account. We provide recommendations to you or exercise discretion to utilize specific Third-Party Managers to manage your Account or a portion of the assets of your Account. The firm will conduct due diligence of Platforms and Third-Party Managers we recommend. ASGIM monitors the performance of TPMs with respect to management of the designated assets of your Account relative to appropriate peers and/or benchmarks.

A complete description of a Platform and/or a TPM's services and fees will be disclosed in its/their Form ADV Part 2A Appendix 1 that will be provided to you.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account and act as the communication conduit between you and a Third-Party Manager. You have the ability to impose reasonable restrictions on the management of your Account, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and give them advice or take actions for them, or, for our personal accounts, that could be different from the advice we provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we buy, sell or recommend for any other clients or for our own accounts.

Clients are advised that there are other Third-Party Managers not recommended by our firm that are suitable for you and are less costly than arrangements recommended by our firm. No guarantees can be made that a client's financial goals or objectives will be achieved by a Third-Party Manager recommended by our firm.

Further, no guarantees of performance can ever be offered by our firm (Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more details.)

Financial Planning & Consulting Services- The firm offers financial planning services, which involve preparing a written financial plan which covers particular topics. We provide full written financial plans, which typically address: Retirement Planning, Asset Allocation, and Budgeting, Cash Flow, Estate Planning, and Risk Management. When providing financial planning and consulting services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives.

We also provide written financial plans which cover those specific areas of concern mutually agreed upon by you and us. A modular written financial plan is limited or segmented and does not involve the creation of a full written financial plan. You should be aware that there are important issues that may not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a modular written financial plan. Written financial plans prepared by us do not include specific recommendations of individual securities.

We also offer consultations in order to discuss financial planning issues when you do not need a written financial plan. We offer a one-time consultation, which covers mutually agreed upon areas of concern related to investments or financial planning.

Our financial planning and consulting services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning and consulting recommendations. To the extent that you would like to implement any of our investment recommendations through the firm or retain the firm to actively monitor and manage your investments, you will execute a separate written agreement with the firm for our asset management services.

Seminars

The firm provides seminars in financial planning and retirement planning. Seminars are offered on an impersonal basis and do not focus on the individual needs of any particular participants.

Workshops

The firm offers educational, informative and motivational workshops to the public as well as to associations, family foundations and employers. Workshops are offered on an impersonal basis and do not focus on the individual needs of any particular participants.

ASGIM Generally Limits Advice to Certain Types of Investments

Our firm selects and monitors Third Party Managers for our clients. Through Third Party Managers, we provide investment advice on the following types of investments:

- Mutual Funds
- Exchange Traded Funds (ETFs)
- Exchange-listed Securities
- Bonds

Although we generally provide advice regarding the products previously listed, we reserve the right to offer advice on other investment products that are suitable for each client's specific

circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we recommend increasing cash holdings as deemed appropriate based on your risk tolerance and our expectations of market behavior. We modify your investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Wrap Fee Programs

ASGIM does not directly participate in wrap fee programs as a sponsor or portfolio manager.

ASGIM Tailors Advisory Services to Individual Needs of Clients

The firm's advisory services are provided based on your individual needs. This means, for example, that when we provide asset management services, you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information. Our financial planning and consulting services are always provided based on your individual needs. When providing financial planning and consulting services, we work with you on a one-on-one basis through interviews and questionnaires to determine your investment objectives and suitability information.

We will not enter into an investment adviser relationship with a prospective client whose investment objectives are incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

The firm provides recommendations to you or exercises discretion to utilize a specific Third-Party Manager to manage your Account or a portion of the assets of your Account. The firm will conduct due diligence of any recommended Manager and monitor the performance of the Manager with respect to the management of the designated assets of your Account relative to appropriate peers and/or benchmarks. The firm is available to answer questions regarding any portion of your Account managed by a Third-Party Manager and will act as the communication conduit between you and the Manager.

A complete description of the Manager's services and fees will be disclosed in its own Form ADV Part 2A Appendix 1 that will be provided to a client.

Client Assets Managed by the Firm

As of 12/31/2020, the firm has \$117,025,614.96 of regulatory assets under management.

Item 5 – Fees and Compensation

In addition to the information provided in Item 4 – Advisory Business, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and the firm.

Asset Management Services

Fees charged for our asset management services provided through a Third-Party Manager are charged based on a percentage of assets under management, billed in advance (at the start of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your Account as of the last business day of the previous billing period.

Fees are pro-rated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of a billing period, the prorated fee for the initial billing period is billed in arrears at the same time as the next full billing period's fee is billed.

The asset management services continue in effect until terminated by either party (i.e., the firm or you) by providing written notice of termination to the other party. Any prepaid, unearned fees will be promptly refunded by the firm to you. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

Fees charged for our asset management services are negotiable based on the type of client, the complexity of the client's situation, the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client.

ASGIM charges an investment advisory fee which is separate from and in addition to the Platform and TPMs charge. A client generally is charged the following annual fee by ASGIM based upon the amount of assets under management:

<u>Assets Under Management</u>	<u>Annual Fees of ASGIM</u>
\$0 – \$400,000	1.000%
\$400,001 – \$750,000	0.900%
\$750,001 – \$1,500,000	0.750%
\$1,500,001 – above	Negotiable

(This is not a tiered annual fee schedule in which each tier of assets is charged a different rate under the annual fee schedule creating the effect of a blended fee rate used at the time of billing. Only one rate is charged by ASGIM against all of the assets under management of client’s account.)

In addition to ASGIM’s management fee, you will incur fees charged by the Platform provider. Currently, ASGIM uses the AssetMark Platform to manage all client accounts. AssetMark’s fees include the management fees charged by the third-party manager(s) managing client accounts via the Platform; all transaction costs related to the management of your account; custodial fees; and the cost of quarterly reporting and online access to account information. The management fees charged by different third-party managers available on the Platform differ, and so a change in the third-party manager(s) used will at times increase or decrease the total fees charged by AssetMark; however, such changes will have no impact on ASGIM’s fee.

All fees, including Platform fees and ASGIM’s management fees, will be charged and collected by AssetMark, who will be responsible for forwarding ASGIM our portion of the management fee. Generally, AssetMark’s fees and, by extension, ASGIM’s fees, are prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. For the initial billing period, the fee is prorated for the remainder of the quarter (if services commenced in the middle of a calendar quarter), this pro-rated fee is billed on the first business day of the month following the commencement of services. Fees and compensation for using the AssetMark Platform, are provided in more detail in the AssetMark Platform Disclosure Brochure, which is provided to clients when they enter into a Client Service Agreement with ASGIM. Other Platform providers may offer similar services for fees which are more or less than those charged by AssetMark.

Additional fees not included in ASGIM’s or AssetMark’s fees include margin costs, embedded fees and expense ratio charges imposed directly by a mutual fund or ETF in a Client’s account, as disclosed in the fund’s prospectus (*e.g.*, fund management fees and other fund expenses), transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

When recommending that a client rollover his or her account from a current retirement plan to an IRA, the firm and its investment adviser representatives have a conflict of interest. The firm and its representatives can earn investment advisory fees by recommending that a client rollover his or her account at the retirement plan to an IRA. However, the firm and its investment adviser representatives will not earn any investment advisory fee if a client does not rollover the funds in the retirement plan (unless a client retained the firm to provide advice about the client's retirement plan account or the retirement plan has retained the firm to provide advice at the plan level).

Thus, the firm and its investment adviser representatives have an economic incentive to recommend a rollover of the retirement plan account, which is a conflict of interest. The firm has taken steps to manage this conflict of interest arising from rolling over funds from an ERISA covered retirement plan to an IRA. The firm and its investment adviser representatives will (i) provide investment advice to ERISA covered retirement plan participant regarding a rollover of funds from the ERISA covered retirement plan in accordance with the fiduciary status described below, (ii) not recommend investments which result in the firm receiving unreasonable compensation related to the rollover of funds from the ERISA covered retirement plan to an IRA, and (iii) fully disclose compensation received by the firm and its supervised persons and any material conflicts of interest related to the firm recommending the rollover of funds from the ERISA covered retirement plan to an IRA and refrain from making any materially misleading statements regarding such rollover.

Financial Planning & Consulting Services

Fees charged for our financial planning and consulting services are negotiable based upon the services requested and the complexity of a client's situation. A mutually agreed upon fixed fee is charged for financial planning services under this arrangement. There is a range in the amount of the fixed fee charged by the firm for financial planning services. The minimum fixed fee is generally \$695, and the maximum fixed fee is generally no more than \$2,500. The amount of the fixed fee for your engagement is specified in your financial planning agreement with the firm and based upon the complexity of the plan and the time involved in developing the plan. Upon completion and delivery of a written financial plan, the fixed fee is considered earned by the firm and any unpaid amount is immediately due.

The financial planning services terminate upon delivery of the written financial plan or upon either party providing the other party with written notice of termination.

You may terminate the financial planning services within five (5) business days of entering into an agreement with the firm without penalty or fees due by providing written notice. If you terminate the financial planning services after five (5) business days of entering into an agreement, you will be responsible for immediate payment of any financial planning services performed by the firm prior to the receipt by the firm of your notice.

Other Fee Terms for Financial Planning & Consulting Services

You may pay the investment advisory fees owed for the financial planning services by submitting payment directly (for example, by check).

You should notify the firm within ten (10) days of receipt of an invoice if you have questions about or dispute any billing entry.

All fees paid to the firm for services are separate and distinct from the commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities subsequently acquired by you. If you sell or liquidate certain existing securities to acquire insurance or an annuity, you may also pay a commission and/or deferred sales charges and will pay fees and expenses charged by the insurance company for the insurance and/or annuities.

All fees paid to the firm for advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each mutual fund's prospectus. These fees generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, you pay an initial or deferred sales charge.

All fees paid to the firm for financial planning and consulting services are separate and distinct from asset management fees charged by an investment adviser to implement such recommendations.

It should be noted that lower fees for comparable services are available from other sources.

Third-Party Managers

Third-Party Managers generally have account minimum requirements that will vary among third-party money managers. Account minimums are generally higher on fixed income accounts than for equity-based accounts. A complete description of the Platform's fee schedules and account minimums will be disclosed in its disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and your Account is established.

Seminar

No fees are charged for seminars whose participants are individuals or couples. However, if we are hired by a larger group, such as a company (to educate its employees), we reserve the right to charge fees to cover the expenses incurred by us for presenting the seminars. In this case, all fees and payment provisions will be fully disclosed prior to the seminar being presented.

Workshops

Workshops are provided free of charge.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. Item 6 is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

Item 7 – Types of Clients

The firm generally provides investment advice to the following types of clients:

- Individuals
- High net worth individuals
- Corporations or business entities

You are required to execute a written agreement with the firm specifying the particular advisory services in order to establish a client arrangement with the firm.

The minimum fixed fee generally charged for financial planning services on a fixed fee basis is \$695.

The minimum hourly fee generally charged for consulting services is \$150.

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

Methods of Analysis

The firm recommends Third-Party Managers for asset management services to clients. Consequently, the Third-Party Manager generally conducts research and formulates specific investment advice for your Account.

Our firm conducts initial and ongoing due diligence of Third-Party Managers and monitors their performance on an on-going basis. You should understand that past performance of a Third-Party Manager is not a guarantee of future success. Because we do not control the underlying investments in Third-Party Managers' portfolios, there is risk that the Third-Party Manager deviates from its stated investment mandate or strategy.

You should refer to the Form ADV Part 2A Brochure of the Platform for a discussion of the methods used by the Platform and Third-Party Managers to formulate investment advice. There are risks involved in using any analysis method.

To the extent applicable, our firm references the following methods of analysis when formulating investment advice and performing due diligence on Third-Party Manager.

Fundamental - This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis is considered to be the opposite of technical analysis.

Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong and could therefore lead to an unfavorable investment decision.

Technical – This is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Technical analysis is even more subjective than fundamental analysis in that it relies on proper interpretation of a given security's price and trading volume data. A decision might be made based on a historical move in a certain direction that was accompanied by heavy volume; however, that heavy volume may only be heavy relative to past volume for the security in question, but not compared to the future trading volume. Therefore, there is the risk of a trading decision being made incorrectly, since future trading volume

is an unknown. Technical analysis is also done through observation of various market sentiment readings, many of which are quantitative. Market sentiment gauges the relative degree of bullishness and bearishness in a given security, and a contrarian investor utilizes such sentiment advantageously. When most traders are bullish, then there are very few traders left in a position to buy the security in question, so it becomes advantageous to sell it ahead of the crowd. When most traders are bearish, then there are very few traders left in a position to sell the security in question, so it becomes advantageous to buy it ahead of the crowd. The risk in utilization of such sentiment technical measures is that a very bullish reading can always become more bullish, resulting in lost opportunity if the money manager chooses to act upon the bullish signal by selling out of a position. The reverse is also true in that a bearish reading of sentiment can always become more bearish, which may result in a premature purchase of a security.

To conduct analysis, the firm and Third-Party Manager gather information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategies

The firm considers the following investment strategies when providing investment advice and performing due diligence of Third-Party Managers:

We primarily follow a value-investing strategy that attempts to acquire at reasonable valuations publicly traded businesses that can deliver sustainable excess returns. We focus on a long-only strategy. Long-term strategies are designed to identify and select investments to be held for multiple years. We will also invest in value oriented special situations with shorter expected holding periods.

Value Investing - Can be described as a strategy of selecting stocks that trade for less than their intrinsic values. Value investors typically seek stocks of companies that they believe the market has undervalued. They believe the market overreacts to good and bad news, resulting in stock price movements that do not correspond with the company's long-term fundamentals. The result is an opportunity for value investors to profit by buying when the price is deflated. Often, value investors select stocks with lower-than-average price-to-book or price-to-earnings ratios and/or high dividend yields. The risks associated with value-investing include incorrectly analyzing and overestimating the intrinsic value of a business, concentration risk, under performance relative to major benchmarks, macro-economic risks, investing in value traps i.e. businesses that remain perpetually undervalued, and lost purchasing power on cash holdings in the case of inflation.

Tactical asset allocation - Allows for a range of percentages in each asset class (such as Stocks = 40-50%). The ranges establish minimum and maximum acceptable percentages that permit the investor to take advantage of market conditions within these parameters. Thus, a minor form of market timing is possible, since the investor can move to the higher end of the range when stocks are expected to do better and to the lower end when the economic outlook is bleak.

Strategic asset allocation - Calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment returns skew the original asset allocation percentages. The concept is akin to a “buy and hold” strategy, rather than an active trading approach. Of course, the strategic asset allocation targets changes over time as the client’s goals and needs change and as the time horizon for major events such as retirement and college funding grow shorter.

Primarily Recommend One Type of Security - We do not primarily recommend one type of security to clients. Instead, we recommend products that fulfill our fiduciary duty for each client relative to that client’s specific circumstances and needs.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should not 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 are varying degrees of risk. You 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. You will also incur brokerage costs when purchasing ETFs.

Management Risk – Your investment with our firm 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.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

The firm does have a commonly controlled entity which is an insurance agency.

The firm is not and does not have a “related person” that is a broker/dealer, municipal securities

dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed- end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

ASGIM only provides investment advisory services. However, our investment advisory representatives sell other products through our affiliated insurance agency and provide services outside of their role as investment adviser representatives.

Insurance Agent

You can purchase insurance with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative sells, for commissions, general disability insurance, life insurance, annuities, and other insurance products. As such, your investment adviser representative in his or her separate capacity as an insurance agent, will suggest that you implement recommendations of the firm by purchasing disability insurance, life insurance, annuities, or other insurance products if doing so is in your best interest.

This receipt of commissions creates an incentive for the IAR to recommend those products for which he will receive a commission in his or her separate capacity as an insurance agent. Commissions received from these insurance and annuity products can provide the IAR with compensation that is greater than the fees that would otherwise be generated if a client invests in an ASGIM asset management account.

As a result, this is a conflict of interest, and the objectivity of the advice rendered to clients is biased. The firm has taken steps to manage this conflict of interest by requiring that each investment adviser representative (i) only recommend insurance and annuities when in the best interest of the client and (ii) disclose in writing to client the anticipated commission that the investment adviser representative will receive from the recommended insurance/annuity carrier. Moreover, you are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

Third-Party Managers and Platforms

The firm has developed investment programs through a Platform, previously described in Item 5 of this disclosure brochure. These are designed to allow us to recommend and select Third-

Party Managers for you. The Manager and Platform will each receive a portion of the fees you are charged. Please refer to Items 4 and 5 for full details regarding the programs, fees, conflicts of interest and material arrangements when ASGIM selects other investment advisers.

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

Code of Ethics Summary

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. The firm has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The firm’s Code of Ethics covers all individuals that are classified as “supervised persons”. All employees, officers, directors and investment adviser representatives are classified as supervised persons. The firm requires its supervised persons to consistently act in your best interest in all advisory activities. The firm imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm’s fiduciary responsibilities to you.

This section is intended to provide a summary description of the Code of Ethics of the firm. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Employee Personal Securities Transactions Disclosure

The firm or related persons of the firm (“associated persons”) may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a conflict of interest. It is the express policy of the firm that “associated persons” must place clients’ interests ahead of their own when implementing personal investments. The firm and its “associated persons” will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- “Associated persons” cannot prefer their own interests to that of the client.

- “Associated persons” cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- “Associated persons” cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- “Associated persons” are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.
- “Associated persons” are discouraged from conducting frequent personal trading.
- “Associated persons” are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of the firm.

Any “associated person” not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning or investment management recommendations of the firm. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest.

When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back-office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back-office services, technology and pricing of services offered.

Brokerage Recommendations

If you elect to utilize our management services, we request you establish a custodial account at Fidelity. The services from Fidelity include brokerage, custody, publicly available research and access to third-party money managers.

Fidelity also makes available to ASGIM services that we benefit from as a firm. These services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements)
- Facilitate trade execution
- Provide publicly available market data
- Facilitate payment of our fees from client accounts
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services are used to service all or a substantial number of client accounts at ASGIM.

Our requirement that you maintain your assets in accounts at Fidelity is based in part on the benefit of the availability of some of the foregoing products and services. This creates a conflict of interest.

You are under no obligation to act on our recommendations. You may select a broker/dealer or account custodian other than one recommended by the firm, although in this case we cannot assist you with asset management services.

Other Third-Party Services

A Platform also makes available other services intended to help us manage and further develop our business. These services include:

- Consulting, publications and conferences on practice management
- Information technology
- Business succession
- Regulatory compliance
- Marketing support

Soft Dollar Benefits

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities' transactions or maintaining an account balance with the broker-dealer.

The firm does not have a soft dollar agreement with a broker-dealer.

Handling Trade Errors

The firm has implemented procedures designed to prevent trade errors. Consistent with its fiduciary duty, it is the policy of the firm to correct trade errors in a manner that is in the best interest of the client.

In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by the firm if the error is caused by the firm.

The firm does not benefit or profit from trade errors.

Block Trading Policy

A TPM may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used a Third-Party Manager believes such action may prove advantageous to clients. Please refer to your TPM's Form ADV Part 2A - Item 12 for more information.

Agency Cross Transactions

Our "associated persons" are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Managed accounts receive continuous and ongoing monitoring, and are reviewed at least annually by an assigned ASGIM investment adviser representative. The annual review includes a fiduciary duty review of suitability, performance, asset allocation and changes in investment objectives and risk tolerance. In addition, all client accounts are reviewed annually by the firm's chief compliance officer, Curt Knotick or his designee. The annual review includes an in person or telephone meeting

with Mr. Knotick or his designee. Finally, we will conduct a review of your account when you advise us in writing of a material changes to your financial situation.

Our financial planning services terminate upon the presentation of the written plan. Our financial planning and consulting services do not include monitoring the investments of your account(s), and therefore, there is no ongoing review of your account(s) under such services.

Statements and Reports

For our asset management services, you may choose to receive transaction confirmation notices on a monthly or quarterly basis. You will also receive regular account statements in writing directly from the qualified custodian.

Performance reports are generated quarterly by the Third-Party Manager and will be available to you via an online client portal at www.asgretire.com. A representative of the firm will assist you in setting up your online client portal at the time you engage the firm for asset management services.

Financial planning clients do not receive any report other than the written financial plan originally contracted for and provided by the firm.

You are encouraged to always compare any reports or statements provided by us or a Third-Party Manager against your account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

The firm does not compensate any person for client referrals.

ASGIM receives economic benefits because of its relationships with certain Platforms and third-party service providers. Clients should be aware that these benefits received by ASGIM are a conflict of interest and create an incentive for ASGIM to recommend/select service providers that provide benefits to ASGIM.

TPMs

ASGIM would not receive certain benefits if ASGIM did not have relationships with certain TPMs. These benefits include: business development support, electronic download of trades, balances and positions; duplicate and batched client statements; and the ability to have advisory fees directly deducted from client accounts. This creates a conflict of interest because the firm has an incentive to select Third-

Party Managers because of the benefits received by the firm. However, when selecting TPMs, the client's best interest will be the determining factor for the firm and its representatives.

AssetMark

With respect to the Platform operated by AssetMark, ASGIM receives certain allowances, reimbursements and services from AssetMark in connection with ASGIM's investment advisory services to its clients. These economic benefits are described below and in detail in the Appendix 1 of the AssetMark Platform Disclosure Brochure.

Under AssetMark's Business Development Allowance program, ASGIM receives a quarterly business development allowance for reimbursement of qualified marketing/practice development expenses incurred by the firm. These amounts vary depending on the value of the assets on the AssetMark Platform held by clients of ASGIM.

ASGIM has entered into marketing arrangements with AssetMark whereby ASGIM receives economic benefit and/or allowances in amounts based upon a percentage of or existing account assets of Clients.

AssetMark sponsors annual conferences for participating advisers such as ASGIM designed to facilitate and promote the success of RIAs, IARs and AssetMark. Further, ASGIM receives discounted pricing from AssetMark for practice management and marketing related tools and services.

AssetMark offers the "Community Inspiration Award" to honor selected RIAs across the United States who have inspired others by supporting charitable organizations in their own communities. AssetMark will make a cash donation, subject to the published rules governing the program, to a nominated charity of the firm's selection.

Clients should be aware that these benefits received by ASGIM are a conflict of interest and creates an incentive for ASGIM to recommend/select AssetMark.

Advisors Excel

Accurate Solutions Group, LLC, ASGIM's affiliated insurance agency, also receives additional incentives in relation to purchases of annuities by its clients, including, but not limited to, gifts, meals, or entertainment of reasonable value, reimbursement for training, marketing, educational efforts, advertising, or travel expenses to conferences or events sponsored by third parties. Any additional compensation or services received by Accurate Solutions Group, LLC are provided by Advisors Excel.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control

client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

A firm is deemed to have custody of client funds and securities whenever the firm is given the authority to have fees deducted directly from client accounts. However, ASGIM does not calculate or deduct the fee and you will not grant ASGIM to deduct fees from your account. Rather, the firm has contracted with a Platform to provide this service, and only that Platform will have the authority to calculate and deduct investment advisory fees. Our firm will have no authority to direct the custodian(s) to make fee deductions.

Prior to having fees deducted via a qualified custodian, the Platform will take the following steps:

- 1) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian; and
- 2) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account.

Although ASGIM does not have custody, we have nevertheless established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Client or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from the firm. When clients have questions about their account statements, they should contact the firm or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

For our asset management services, you will grant our firm trading authorization over your Account. You also grant us the discretion to hire/fire a Third-Party Manager without first consulting you. If you do not grant us the discretion to hire/fire a Third-Party Manager without first consulting you, then we will contact you prior to making a decision to hire or fire a Third-Party Manager.

When providing asset management services, your Third-Party Manager maintains trading authorization over your Account and can provide management services on a discretionary basis. When discretionary authority is granted to a Third-Party Manager, the Manager will have the authority to determine the type of securities and the amount of securities that can be bought or sold for your portfolio without obtaining your consent for each transaction.

Item 17 – Voting Client Securities

Proxy Voting

The firm does not vote proxies on behalf of Clients nor will the firm answer questions from clients relating to any particular proxy solicitation. It is your responsibility to vote all proxies for securities held in your Account.

You will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

With respect to assets managed by a Third-Party Manager, we will not vote the proxies associated with these assets. You will need to refer to each Third-Party Manager's disclosure brochure to determine whether the Third-Party Manager will vote proxies on your behalf. You may request a complete copy of Third-Party Manager's proxy voting policies and procedures as well as information on how your proxies were voted by contacting the third-party money manager or by contacting the firm at the address or phone number indicated on Page 1 of this disclosure document.

Item 18 – Financial Information

The firm does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. The firm has not been the subject of a bankruptcy petition at any time.