



Form ADV Part 2A – Disclosure Brochure

March 20, 2024

This Disclosure Brochure provides information about the qualifications and business practices of Talis Advisory Services, LLC d/b/a Generational Wealth Advisors (“GWA”). If you have any questions about the contents of this Disclosure Brochure, please contact us at 972-378-1795 or by email at adv@generationalwealthadv.com.

GWA is a Registered Investment Advisor with the United States Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an Investment Advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about GWA to assist you in determining whether to retain the Advisor.

Additional information about GWA and its advisory persons is available on the SEC’s website at www.adviserinfo.sec.gov.

Generational Wealth Advisors

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Item 2 – Material Changes

Form ADV Part 2 (“Disclosure Brochure”) provides information about a variety of topics related to an Advisor’s business practices and conflicts of interest.

Transparency is the foundation of our relationship with our Clients, and we continually strive to provide complete and accurate information. We encourage all current and prospective Clients to carefully read this Disclosure Brochure and to review it annually *even if there have been no “Material Changes” to the brochure.*

The material changes in this brochure from the last annual updating amendment by GWA on March 2, 2023, are described below. Material changes relate to GWA’s policies, practices, or conflicts of interest.

- GWA has updated its Financial Planning fees. (Item 5)
- GWA has updated its minimum account requirements. (Item 7)
- GWA has removed TD Ameritrade as a custodian due to its merger with Charles Schwab & Co., Inc. (Item 12)
- GWA has updated Custody to reflect acceptance of Standing Letters of Authorization. (Item 15)

You may request a copy of this Disclosure Brochure at any time by contacting us at the telephone number on the cover page of this brochure or by email at adv@generationalwealthadv.com. In addition, you may view the current Disclosure Brochure online at the SEC’s Investment Advisory Public Disclosure website: www.adviserinfo.sec.gov by using GWA’s CRD number 135145.

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Item 4 – Advisory Services

Firm Information

Talis Advisory Services, LLC d/b/a Generational Wealth Advisors (“GWA” or the “Advisor”) is a Registered Investment Advisor with the United States Securities and Exchange Commission (“SEC”) based in Richardson, Texas. The firm is organized as a Limited Liability Company under the laws of the State of Texas and was founded in May 2005. The firm is owned by Robert J. Lamse, Jeffrey B. Everett, and Generational Capital, LLC. This Disclosure Brochure provides information regarding the qualifications, business practices and advisory services provided by GWA. As used in this brochure, the words “we”, “our”, and “us” refer to GWA and the words “you”, “your” and “Client” refer to you as either a Client or a prospective Client of our firm.

Advisory Services

GWA offers advisory services to individuals, high net worth individuals, trusts, foundations, estates, business entities, qualified retirement plan sponsors and charitable organizations in Texas and other states (each referred to as a “Client”). We use a multi-disciplinary team approach to address your financial planning, investment, and/or risk management needs. Our team includes three Advisors that hold the CERTIFIED FINANCIAL PLANNER™ (CFP®) designation, two Advisors who are Certified Public Accountants (CPAs), three Advisors that hold the Certified Exit Planning Advisor (CEPA) designation, and an Advisor who is a licensed attorney. With your consent, we may consult with your other professional advisors as planning recommendations are formulated and/or implemented.

Client Account Management

We tailor our services to the individual needs of Clients and may allow Clients to impose restrictions on investing in certain securities or types of securities.

GWA provides financial planning services to individuals and families as part of its investment Advisory services. Generally, this involves preparing a financial plan based on the Client’s financial goals and objectives. The plan may address several areas of need, including, but not limited to investment planning, retirement planning, savings and other areas of a Client’s financial situation. GWA may also refer Clients to an accountant, attorney or other specialist, as appropriate to the Client’s situation.

Prior to engaging GWA to provide investment advisory services, each Client is required to enter into a written Investment Advisory Agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and Client.

GWA provides ongoing advice to Clients regarding the investment of assets based on their specific needs. Through discussion of a Client’s personal circumstances, goals and objectives are established, a financial plan may be established, and a personalized Investment Policy Statement (IPS) is created. We then manage the portfolio on a discretionary basis guided by the IPS. GWA will typically develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and risk tolerance for each Client and document the recommended allocation in the IPS. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

We generally recommend a core portfolio of institutional-class mutual funds, Exchange Traded Funds (“ETFs”), or separately managed accounts with low expense ratios and internal transaction costs. Our strategy is primarily long-term, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. GWA evaluates and selects assets for inclusion in Client portfolios only after applying its internal due diligence process.

Assets Under Management

As of December 31, 2023, GWA managed a total of \$365,953,508, all of which is managed on a discretionary basis.

Item 5 – Fees and Compensation

The majority of our Clients pay fees to GWA that are based upon a percentage of the assets we advise upon. This is a common form of compensation for Registered Investment Advisory firms and avoids the multiple inherent conflicts of interest associated with commission-based compensation. However, this method of compensation can still lead to conflicts of interest between our firm and our Clients as to the advice we provide. For example, conflicts of interest may arise relating to the following financial decisions: incur or pay down debt; gift funds to charities or to individuals; purchases of a home or cars or other non-investment assets; the purchase of an annuity; expenditures of funds for travel or other activities; investment in private funds or closely held businesses, and the amount of funds to place in cash reserve accounts.

Advisory Service Fees

We charge investment advisory fees for our services based on the fee schedule that is included in each Client’s written advisory contract. Typically, we charge an annual fee based on a percentage of the market value of the assets being managed. Our annual fee is exclusive of, and in addition to brokerage commissions, transaction fees and other related expenses, which are incurred by the Client. GWA does not receive any portion of these commissions, fees and expenses.

Our standard fee schedule includes financial planning as part of the overall fee arrangement and starts at 1.25% annually for the first \$1,000,000, following a tiered schedule of reduced fees for the next \$4,000,000 at 1.00%, the next \$5,000,000 at 0.75%, and \$10,000,000 or greater at 0.50%. Clients may also choose to pay separately for financial planning, in which case the fee schedule is reduced to 1.00% for the first \$1,000,000. Clients should carefully review the advisory contract and are encouraged to consult with their attorney. Advisory fees are negotiable based on business considerations.

Advisory fees are charged quarterly in arrears at the end of each calendar quarter (March 31, June 30, September 30, and December 31) and are based on the average daily account balance during that period. Upon request, Advisor will provide details of average daily balance calculations for a Client’s account. For these Clients, billing begins when custodial account(s) are funded and/or assets are transferred into the Client’s custodial account(s). For certain legacy Clients, advisory fees are charged in arrears and based on the account value as of the last day of the quarter, as specified in the Client’s written advisory contract. These Clients are encouraged to move to an average daily balance fee arrangement and may do so at any time by executing a new advisory contract.

Financial Planning Fees

Clients may choose to have financial planning fees incorporated into the advisory fee as part of an overall fee arrangement. However, financial planning services may also be charged separately and in addition to our asset-based fee for portfolio management. In such situations, we will notify the client and upon their consent the financial planning services will be provided on an hourly basis according to the hourly rates below, or for a negotiated fixed amount, typically \$3,000 to \$12,500, depending upon the scope and complexity of the planning needed by the client. Hourly rates for financial planning services are subject to the fee schedule below:

\$750 per hour – President, Chief Investment Officer or another firm principal
\$300 per hour – Vice President, Director, or Senior Advisor
\$200 per hour – Advisor

When financial planning is provided as a separate service, it is typical for the fee for the financial planning services to be collected at the time services begin.

In certain situations, we may choose to provide financial planning services to portfolio management clients without an additional fee. This depends on our judgment, the complexity of the financial plan, the size of the client relationship and/or other business considerations.

Consulting Services Fees

For other consulting engagements, we will charge the hourly financial planning fees above.

Deduction of Fees

In our investment management engagements, we deduct our advisory fee based on written authorization by you permitting the fees to be paid directly from your account. Clients receive a statement from the qualified custodian that shows the fee deduction transaction each time. The independently qualified custodian for your account will deliver an account statement to you monthly if there is activity in your account. Otherwise, the statement is sent no less frequently than quarterly.

Additional Fees and Expenses

All fees paid to GWA for investment advisory and financial planning services are separate and distinct from the fees and expenses charged by investment companies (mutual funds or exchange traded funds), hedge funds, or private funds to their shareholders. GWA does not share in any portion of fees charged by other entities. Fund expenses are described in each fund's prospectus, private placement memorandum, or equivalent document. These expenses will generally include a management fee, other fund expenses, and possibly a distribution fee. Hedge funds may charge performance-based fees in addition to management and other fees. Private equity fund general partners may receive "carried interest" in addition to management and other fees. Clients should carefully review and evaluate disclosure documents and the fees described. In addition, funds incur transaction costs and opportunity costs, which are not disclosed. Clients may incur transaction fees or commissions in connection with trading of mutual funds, exchange traded funds and/or individual stocks and bonds (and/or principal mark-ups and mark-downs for principal trades), which are charged by the custodian (the brokerage firm holding the Client's assets for safekeeping).

We do not share in any portion of the transaction fees or commissions charged by the custodian. Accordingly, the Client should review the fees charged by funds (including transaction and opportunity costs within funds), the transaction fees charged by the custodian,

as well as the fees charged by GWA, to fully understand the total amount of fees and costs paid by the Client in connection with any recommended transaction. For a discussion of our practice in recommending brokers (custodians) to our Clients and negotiating brokerage fees on their behalf, please see the *Brokerage Practices* section of this brochure.

ERISA Accounts

GWA is deemed to be a fiduciary to advisory Clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income Security Act ("ERISA") and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, we are subject to specific duties and obligations under ERISA and the Code that include restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, GWA may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees. For the purposes of ERISA § 3(38), GWA serves as the investment manager and exercises discretionary authority with regard to the model portfolios it develops and with regard to the mutual funds or other investment vehicles that it selects as investment options for employee benefit plans.

Limited Prepayment of Fees

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Additional Compensation

Persons providing investment advice on behalf of our firm may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. These persons may also receive incentive awards, merchandise or trips, and insurance company stock or stock options based on sales activities for insurance products. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents may have an incentive to recommend insurance products to you for the purpose of generating commissions and/or receiving incentive awards rather than solely based on your needs. However, you are under no obligation, contractual or otherwise, to purchase insurance products through any person affiliated with our firm.

We have adopted internal policies to properly manage these and other potential conflicts of interest. Our goal is that our advice to you remains at all times in your best interest, disregarding any impact of the decision upon our firm or any individual.

Comparable Services

GWA believes that the charges and fees offered within its program are competitive with alternative programs available through other firms offering a similar range of services; however, lower fees for comparable services may be available from other sources. For example, a Client could invest in mutual funds directly, without the services of GWA. In such a case, the Client would not receive the services provided by GWA or, in some cases, have access to the same mutual funds. These services are designed, among other things, to assist the Client in determining which funds are most appropriate to each Client's financial condition and objectives, undertake a disciplined approach to portfolio rebalancing while taking into account the tax ramifications of same, and to avoid *ad hoc* emotional reactions to short-term market events.

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

GWA does not charge performance-based fees and does not participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a Client's account. Our fees are calculated as described in the *Advisory Business* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your Advisory account.

Item 7 – Types of Clients

GWA provides Advisory services to the following types of Clients:

- High net worth individuals
- Individuals (other than high net worth individuals)
- Pension and profit-sharing plans (other than plan participants)
- Trusts
- Foundations
- Business entities (corporations, limited liability companies, etc.)
- Charitable organizations

In general, we require a minimum of \$2,000,000.00 as a condition for establishing an ongoing Client relationship. Clients may aggregate assets in multiple accounts in order to meet the minimum requirement. The minimum requirement for maintaining a Client relationship is \$500,000.00. We may choose to make exceptions to the minimum amount required to establish or maintain a Client relationship when business conditions warrant.

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

Methods of Analysis

Our Investment Committee establishes the overall investment strategies employed by the firm, reviews the brokerage firms we recommend to our Clients, and approves particular investments which may be used by Investment Advisor Representatives of our firm. The Investment Committee includes Jeffrey Everett (Chief Investment Officer and committee chairman), Robert Lamse, Bryce Gray, Stephen Hart, Sarah Crowe, and Gina Aldaz.

We believe that diversification is key to controlling risk, that risk and return are related, and that asset allocation is the primary determinant of a portfolio's risk and expected return. Our equity allocation is globally diversified, minimizing concentrations in any one company, industry, asset class or strategy. In general, our fixed income allocation is composed of high quality, short-term and intermediate-term debt instruments to minimize interest rate and default risk. We believe that investors are better rewarded for taking risks in equities than in fixed income and that the purpose of the fixed income allocation in the portfolio is to reduce risk. We also believe that many clients can benefit from an allocation to alternative investments that provide additional diversification portfolio diversification.

Multiple factor premiums have been shown by academic studies to produce returns, including but not limited to:

- Equity risk (stocks have a higher expected return than bonds)
- Relative value risk (value stocks have a higher expected rate of return)
- Size risk (small-cap stocks have a higher expected rate of return)
- Momentum (stocks that are performing well tend to continue to do so for a period of time)
- Profitability (more profitable companies have a higher expected rate of return)

While historical evidence supports the conclusion that factor premiums may produce additional return, individual factor premiums may be absent or negative for long time periods that may exceed a Client's time horizon. Constructing a portfolio with diversified exposure to multiple factor premiums increases the likelihood of consistently capturing additional return.

We typically use institutional share class mutual funds or ETFs to capture these premiums with low transaction costs and, when appropriate to the strategy, with minimal turnover. In some situations, and for certain Clients, we may recommend the use of a separately managed account for exposure to a particular asset class, as this may provide for more customization based on Client preferences, tax efficiency, or other benefits. Separately managed accounts typically require a substantial minimum investment of \$100,000 to \$500,000 per strategy and, therefore, are only available to the firm's larger Clients. Since the asset allocation decision is the primary determinant of a portfolio's risk and expected return, we periodically rebalance the Client portfolios to the target asset allocation defined in the Client's Investment Policy Statement. The IPS also outlines tolerance levels for individual asset classes and groups of asset classes that are taken into consideration when determining the need for rebalancing. Rebalancing decisions may also be subject to variances based on tax reduction, tax planning, reduction of transaction fees or other reasons. Asset allocation decisions are not made in an attempt to time markets or react to short-term volatility. Allocation changes will occur to improve diversification and/or the risk/return relationship or to adjust to changes in the Client's goals or circumstances.

Rather than focusing primarily on security selection, we attempt to identify an appropriate ratio of equity, fixed income, and alternative investments that is suitable to the Client's investment goals and risk tolerance.

Investment Strategies

In designing investment plans for Clients, GWA relies upon the information supplied by the Client and, in some instances, the Client's other professional advisors. Such information may pertain to the Client's financial situation, estate planning, tax planning, risk management planning, short-term and long-term lifetime financial goals and objectives, investment time horizon, and perceived or measured tolerance for risk. This information becomes the basis for the strategic asset allocation plan which we believe will best meet the Client's stated long-term personal financial goals. The strategic asset allocation provides for investments in those asset classes which GWA believes (based on historical data and our proprietary analysis) will possess attractive combinations of return, risk, and correlation over the long-term.

The investment advice that GWA provides is based upon long-term investment strategies including the principles of Modern Portfolio Theory. The use of several different asset classes as part of an investor's portfolio is emphasized, as this has been shown to reduce portfolio volatility (i.e., the standard deviation of the portfolio returns) over long periods of time. GWA allocates and diversifies the Client's portfolio among various asset classes and among individual investments, following the investment policy agreed to by the Client.

Our investment approach incorporates the belief that markets are relatively efficient, and that investors' gross returns are determined principally by asset allocation decisions. A focus is provided on developing and implementing globally diversified portfolios, principally through using low-cost (relative to other funds in the same category) and tax-efficient mutual funds, ETFs, alternative investments (hedge funds, private funds, etc. as previously described) or separately managed accounts. Investment policy and overall portfolio weightings between equities, alternatives and fixed income investments are based upon each Client's needs and desires, perceived/measured risk tolerance, the need to assume various risks, and investment time horizon. The investment portfolio's strategic asset class allocation is customized to meet the specific circumstances of the Client, the presence of investments in 401(k) or other accounts, as well as a perception of the Client's understanding of the fundamental forces affecting risk and return in capital markets.

Insurance products such as annuities and various types of life insurance may also be evaluated. Clients may be advised to retain an existing annuity, previously purchased by the Client, or undertake partial or full surrenders of same (and/or tax-free exchanges), following an evaluation of the annuity contract, riders thereto, investment alternatives within the annuity and their fees and costs, including any surrender fees which may be imposed by the insurance company. Clients may also be advised to purchase a fixed indexed annuity when use of the lifetime income benefit rider and the income stream that it creates is advantageous to the Client's financial plan. Generally, this strategy is used to replace part or all of the fixed income allocation in the Client's portfolio. The Advisor expects, and clearly explains to the client, that the annuity is expected to achieve a rate of return that is competitive with fixed income.

Cash in Clients' investment accounts is typically swept into the FDIC insured bank accounts of the custodian. Small cash amounts may be maintained in order to facilitate payment of advisory fees, which may have the effect of slightly reducing the portfolio's returns in periods when overall positive returns occur in the portfolio in excess of the interest rate paid on cash or cash equivalent deposits. While it is typically not the practice to encourage Clients to maintain a large amount of cash in their accounts, such may be undertaken at the request of the Client or when yield curve dynamics present the opportunity to achieve a desirable return from money market funds within the Client's fixed income allocation.

Risk of Loss

Investing in securities involves certain risks. Securities may fluctuate in value or lose value. Risks include general market trends, unintended concentrations in certain markets, sectors and individual issuers, government regulation and lack of sufficient market liquidity. Fixed income investments are subject to interest rate and default risks. Real estate securities are subject to property value changes, rental income, property taxes, and tax and regulatory changes. Foreign securities are subject to the same risks discussed herein and subject to the risks of exchange rate changes, political instability and different methods of accounting and

financial reporting.

Alternative investments involve various risk factors including the valuation of complex derivatives and, in some cases, liquidity constraints. For private investments, this is set forth in the fund's private placement memorandum, which is provided to the Client for consideration. The Client is required to complete a subscription agreement to confirm qualification for investing in a private placement and to acknowledge understanding and acceptance of the merits and risks of the investment, including illiquidity.

Clients should be prepared to bear the potential risk of loss. GWA assists Clients in determining an appropriate strategy based on their tolerance for risk and other factors. However, there is no guarantee that a Client will meet their investment goals. Past performance is not a guarantee of future returns.

Modern Portfolio Theory and the multifactor model provide a framework for capturing market returns and risk premiums, but do not guarantee that an investment will not lose value. The Advisor relies on financial and other information provided by the Client or their designee(s) without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or any other factors that may affect the appropriate level of risk exposure in the Client's portfolio. Clients are reminded to discuss these risks with the Advisor.

Investments can generate taxable events by virtue of the income they produce, capital gains they generate and distributions they make. Taxable events can and will occur, and clients are solely responsible for any resulting tax liabilities. GWA encourages all clients to consult with their tax professionals regarding transactions. The custodian is responsible for all cost basis reporting and tracking, including realized capital gain and loss reporting. GWA may receive cost basis information from the client or the client's allied professionals and provide such information to the custodian. GWA is not responsible for verifying the accuracy of such data, nor the corresponding tax impacts of any errors in data received. The default cost basis election for all client accounts is first-in, first-out (FIFO). If an alternate cost basis election is preferred, Client must inform GWA.

The foregoing list of risks should not be deemed to be a complete list of risks. No assurance can be made that goals will be achieved or that substantial losses cannot occur.

Item 9 – Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of our Advisory business or the integrity of our management. There are no legal, regulatory or disciplinary events involving GWA or any of its employees or management personnel to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Robert J. Lamse is the President and a Managing Member of Talis Financial Services, LLC, an insurance agency. Jeffrey B. Everett is also a Managing Member of Talis Financial Services, LLC. Robert J. Lamse, Sarah V. Crowe, and Stephen T. Hart are licensed as General Lines Agents

for life, accident, and health insurance and may transact insurance business through Talis Financial Services, LLC. Our Clients may also be Clients of Talis Financial Services, LLC. However, no Clients are obligated to use any service or purchase any product from Talis Financial Services, LLC and suitable insurance products may be available from other companies.

Mr. Lamse owns stock in NetLaw, a legal technology company owned by The Hargrove Firm, a law firm. GWA, from time-to-time refers certain clients to The Hargrove Firm for tax and/or estate planning. GWA does not receive compensation for referrals to The Hargrove Firm or to any attorney or law firm.

Generational Capital, LLC has ownership interest in Generational Capital Markets, Inc., a registered broker-dealer. Generational Equity, LLC and Generational Equity of Texas, LLC, both of which hold real estate brokerage licenses are affiliated with GWA by common ownership. Terry K. Johnson is a Vice President of GWA and is affiliated with Generational Equity, LLC. Heath A. Flock is Chief Operating Officer of Generational Equity, LLC and is the Secretary and Treasurer with GWA. Brenen M. Hofstadter is a Manager of GWA and the President and Supervising Principal of Generational Capital Markets, Inc., the President of Generational Capital, LLC, the Chief M&A Officer of Generational Equity, LLC, and is a real estate broker licensed by the Texas Real Estate Commission.

Ryan Binkley is GWA's Chief Executive Officer and is affiliated with Generational Capital Markets, LLC, Generational Equity, LLC, and Generational Equity of Texas, LLC. John H. Binkley Jr. is affiliated with Generational Capital Markets, LLC, Generational Equity, LLC, and Generational Equity of Texas, LLC. Generational Capital, LLC, Generational Equity, LLC, and Generational Equity of Texas, LLC have some shared operations with GWA such as accounting, legal, and operational support.

Bryce D. Gray is a Senior M&A Advisor with Generational Equity, LLC. In addition, Mr. Gray is a lawyer with a law firm practice, Majestic Advocacy Group, PLLC, an accountant/CPA with his accounting firm, Majestic Advisory Group, PLLC, and a real estate broker who operates his real estate business through Majestic Realty Group, LLC. Mr. Gray is Manager of Majestic Strong Tower, LLC which is an entity that holds a private investment. This investment is closed to investors and the Firm believes it does not create a material conflict of interest with Generational Wealth Advisors' clients.

Mr. Gray has been the President and Sole Practitioner of several other entities for years with de minimis involvement on a regular basis. He is a licensed attorney and member of the Michigan Bar, practicing as a sole proprietor through Majestic Advocacy Group, PLLC. He is also a registered certified public accountant in Michigan, practicing as a sole proprietor through Majestic Advisory Group, PLLC. He is also an Associate Broker, and up until 12/31/2018 was the sole owner of Majestic Realty Group, LLC. He no longer has direct ownership but continues as one of the Associate Brokers. Mr. Gray also has a single member LLC through which he sometimes leases automobiles, Majestic Auto Leasing, LLC.

The Firm believes that none of these ancillary activities create a material conflict of interest with Generational Wealth Advisors' clients.

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

Code of Ethics

Pursuant to SEC rule 204A-1, GWA has adopted a detailed Code of Ethics expressing the firm's commitment to ethical conduct, which is used to guide the personal conduct of our various team members. This detailed Code of Ethics describes the firm's fiduciary duties and responsibilities to Clients and sets forth our practices of supervising the personal securities transactions of employees with prior or concurrent access to Client trade information. GWA will provide a complete copy of the Code of Ethics to any Client or prospective Client upon request.

GWA seeks to avoid material conflicts of interest. Accordingly, neither GWA nor its Investment Advisor Representatives, nor its team members receive any third party direct monetary compensation (*i.e.*, commissions, 12b-1 fees, or other fees) from brokerage firms (custodians), mutual fund companies, or other providers of investment products that GWA may recommend to Clients.

However, some additional services and non-direct monetary or other forms of compensation are offered and provided to GWA as a result of its relationships with custodian(s) and/or providers of mutual fund products. For example, our Investment Advisor Representatives and employees may be invited to attend educational conferences and/or entertainment events sponsored by such brokerage firms or custodians or mutual fund companies. Other services may be provided as outlined below (see Item 12). GWA believes that the services and benefits actually provided to it by brokerage firms (custodians) and mutual fund providers do not materially affect the investment management recommendations made to its Clients. However, in the interest of full disclosure of any potential conflicts of interest, we discuss the possible conflicts herein. Although GWA believes that its business methodologies, ethics rules, and adopted policies are appropriate to eliminate, or at least minimize, potential material conflicts of interest, and to manage appropriately any material conflicts of interest that may remain, Clients should be aware that no set of rules can possibly anticipate or relieve all potential material conflicts of interest.

Personal Trading with Material Interest

GWA and its related persons, as a matter of policy, do not recommend to Clients, or buy or sell for Client accounts, securities in which the firm or its related persons have a material financial interest.

Personal Trading in Same Securities as Clients

Our Code of Ethics provides that individuals associated with our firm may buy or sell securities for their personal accounts that are identical to or are different from those recommended to Clients. However, it is the expressed policy of our firm that no person employed by the firm shall prefer his or her own interest to that of an Advisory Client nor make personal investment decisions based on investment decisions of Advisory Clients.

To supervise compliance with the Code of Ethics, our firm requires that anyone associated with this Advisory practice and who possesses access to Advisory recommendations (before or at the time they are entered into) ("access persons") to provide annual securities holding reports and quarterly transaction reports to our Chief Compliance Officer. We also require access persons to receive advance approval from the Chief Compliance Officer prior to investing in any

initial public offerings or private placements and with regard to trading of certain individual securities.

The Code of Ethics further includes our firm's policy prohibiting the use of material non-public information and protecting the confidentiality of Client information. We require that all individuals must act in accordance with all applicable federal and state regulations governing registered investment Advisory practices. Any individual not in observance of the above may be subject to discipline.

Personal Trading at Same Time as Clients

GWA, its managers, and/or its employees may buy or sell the same securities that are bought or sold in Client accounts at or around the same time. In all such cases, recommendations are made with the best interest of the Client being the foremost concern. At no time would the combined Client and Advisor transaction have a noticeable effect on the market.

Item 12 – Brokerage Practices

Recommendation of Custodian(s)

GWA does not have discretionary authority to select the broker-dealer/custodian. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize GWA to direct trades to this custodian as agreed in the Investment Advisory Contract. Further, GWA does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis. Although GWA does not exercise discretion over the selection of the custodian, it may recommend custodian(s) to Clients based on the client's best interest.

Research and Other Soft Dollar Benefits

GWA participates in the Advisory Services Program (ASP) of Schwab Institutional and Fidelity Institutional. While there is no direct linkage between the investment advice given and participation in the ASPs, economic benefits are received which would not be received if GWA did not give investment advice to Clients.

The benefits provided by Schwab and Fidelity include assistance with practice management and assistance with the management of Client accounts, including but not limited to: (a) receipt of duplicate Client confirmations; (b) receipt of electronic duplicate statements; (c) access to a trading desk serving Investment Advisor firm participants exclusively, and providing research, pricing information, and other market data; (d) access to the investment Advisor portion of their websites which includes practice management articles, compliance updates, and other financial planning related information and research materials; (e) access to other vendors (such as insurance or compliance providers, or providers of research or other materials) on a discounted fee basis through discounts arranged by the custodians; (f) permitting GWA to access an electronic communication network for Client order entry and to access Clients' account information and which may otherwise assist GWA with its back-office functions, including recordkeeping and Client reporting; and (g) conferences at which Advisors and employees of our firms may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology.

Participation in the ASPs also provides access to certain mutual funds which generally require

significantly higher minimum initial investments or are generally available only to institutional investors, including but not limited to the mutual funds of Dimensional Fund Advisors, AQR Capital Management and Goldman Sachs. The benefits received through participation in the ASPs may depend upon the amount of transactions directed to, or amount of assets placed in custody with Schwab, or Fidelity. Generally, these services may be used to service all or a substantial number of our Clients' accounts. Educational, research, or other services provided by custodians or mutual fund companies may benefit all of GWA's Clients or may benefit only some Clients.

Brokerage for Client Referrals

GWA does not participate in referral programs that may be offered by custodians.

Directed Brokerage

GWA utilizes the services of Schwab Institutional and Fidelity Institutional. Each custodian provides our team members with access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent Investment Advisors on an unsolicited basis and at no charge to them. However, not all independent Investment Advisors recommend that their Clients use particular custodians. While, as a fiduciary, GWA endeavors to act in its Clients' best interests, our desire that Clients maintain much of their assets in accounts at Schwab and/or Fidelity may be based in part on the benefit to our firm of the availability of some products and services (previously described) at no cost to us, or at reduced costs, and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, and this may create a potential conflict of interest. GWA's Clients may, therefore, pay higher transaction fees, commissions, and principal mark-ups and mark-downs (relating to purchases and sales on a principal, as opposed to an agency, basis), than those charged by other discount brokers. However, we have negotiated fees with the custodians we recommend, and we have selected these custodians for their generally low fees relative to other large custodians with similar capabilities. We prefer to recommend custodians that possess significant size and financial resources for purposes of enhanced safety of Clients' funds. For all of these reasons, the lowest cost custodian for Clients may not be recommended to Clients.

Aggregating and Allocating Trades

GWA has chosen not to aggregate (combine for purposes of securing reduced commissions or transaction fees) the trades of its Clients. Not all Client trade decisions are made at the same time and all trade decisions in taxable accounts are reviewed for near-term and long-term tax efficiency, which requires individual analysis of most trading decisions. This individual analysis of trades does not lend itself to computer software programs nor manual entry processes which would aggregate trades. As a result, our Clients do not receive the benefits of reduced transaction fees such aggregation of trades could provide to our Clients. However, our Clients may receive benefits from more tax-efficient portfolio management, which Clients may not otherwise receive.

Item 13 – Review of Accounts

Frequency of Reviews

Client accounts are monitored on an ongoing basis by the Investment Advisor Representative that is assigned to work with the specific Client. Account reviews are held periodically as agreed between you and your representative to ensure that the advisory services provided to you

and/or the portfolio asset allocation are consistent with your stated investment goals and objectives. The review process includes a comparison of the recommended asset allocation to the actual asset allocation and evaluating the need for rebalancing. For Clients who have completed a financial plan, reviews may include an analysis of the Client's progress toward meeting the goals defined by the plan.

Causes for Reviews

Reviews may be triggered by client request, deposit or withdrawal of client funds, year-end tax planning, or a change in the Client's personal circumstances, including stated goals or objectives.

Review Reports

Clients typically receive account statements from their custodian on a monthly basis, and never less frequently than quarterly. These statements are sent directly from the custodian to the Client. The Client may also establish online access to the custodian's website so that the Client may view these reports and their account activity. Client statements provided by the custodian will include all positions, transactions and fees related to Client's account(s). From time-to-time and when requested, we may also provide Clients with reports regarding their holdings, allocations and performance. Note that the Advisor does not provide performance reports on a regular basis.

Item 14 – Client Referrals and Other Compensation

Compensation Received by GWA

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits that we may receive from our relationships with qualified custodians or mutual funds.

Persons providing investment advice on behalf of our firm may be licensed insurance agents and may recommend the use of insurance products and receive compensation as a result of those recommendations.

Item 15 – Custody

We previously disclosed in the *Fees and Compensation* section above that our firm directly debits advisory fees from certain Client accounts. For Clients that authorize direct payment of advisory fees, the Client's custodian is advised of the amount of the fee(s) to be deducted from that Client's account(s). This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. You will receive account statements from the independent qualified custodian holding your funds and securities at least quarterly. The account statements from your custodian will indicate the amount of our advisory fee(s) deducted from your account(s) each billing period.

You should carefully review account statements for accuracy. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us immediately at the telephone number on the cover page of this brochure.

Custody is also disclosed in Form ADV because GWA accepts authority granted by certain clients to transfer funds from client account(s), which is referred to as a standing letter of

authorization (“SLOA”). When a SLOA allows funds to be transferred to a third party, this constitutes custody of the client’s funds. Accordingly, GWA will follow the safeguards specified by the SEC in its 2017 “no action” letter rather than undergo an annual audit.

Item 16 – Investment Discretion

GWA normally requires discretionary authority from advisory Clients to determine which securities and the amounts of securities that are bought or sold in a client’s account. This means that we may place trades in a Client’s account without contacting the Client prior to each trade to obtain the Client’s permission. Client grants this authority by means of a written investment advisory agreement. This agreement does not grant GWA the authority to take custody or possession of any client assets. Clients grant GWA limited power of attorney over their accounts at the selected custodian(s). Refer to the *Advisory Business* section of this brochure for more information on discretionary management.

Item 17 – Voting Client Securities

As a matter of policy, GWA does not vote proxy on behalf of advisory clients. Therefore, Clients maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted. GWA does not offer any consulting assistance regarding proxy issues to clients. Clients are responsible for instructing each custodian to forward to the Client copies of all proxies and shareholder communications related to the Client’s investment assets. GWA will not forward proxy voting or shareholder communications that have been directed to GWA to Clients.

In addition, we do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct or negligence by issuers of securities held by you. Clients are responsible for making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other events pertaining to the Client’s investment assets.

Item 18 – Financial Information

Under no circumstances do we require the prepayment of more than \$1,200 in fees per Client and six or more months in advance of services rendered. Therefore, we are not required to include a financial statement.

Because we maintain discretionary authority for Client accounts and are deemed to maintain limited custody over Client accounts, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. GWA has no additional financial circumstances to report. We have not been the subject of a bankruptcy petition at any time.

Additional Information – Privacy Policy

We are committed to safeguarding the confidential information of each of our clients. We hold all personal information provided to our firm in strict confidence. These records include all personal information that we collect from you in connection with any of the services provided by GWA. We use financial information that you provide to us to help you meet your personal financial goals while guarding against any real or perceived infringements of your rights of privacy. Our policy with respect to personal information about you is contained in our privacy policy below.

- We limit access to information to those who have a business or professional reason for knowing, and only to nonaffiliated parties as permitted by law. (For example, federal regulations permit us to share a limited amount of information about you with a brokerage firm in order to execute securities transactions on your behalf, or so that our firm can discuss your financial situation with your accountant or lawyer.)
- We maintain a secure office and computer environment to ensure that your information is not placed at unreasonable risk.
- The categories of nonpublic personal information that we collect from a client depend upon the scope of the client engagement. It may include information about your personal finances, information about transactions between you and third parties, or information from consumer reporting agencies.
- For unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors, we also require strict confidentiality in our agreements with them and expect them to keep this information private. Federal and state regulators also may review firm records as permitted under law.
- We do not provide any information to mailing list vendors or solicitors for any purpose.
- Personal identifiable information about you will be maintained during the time you are a client and for the required time thereafter that such records are required to be maintained by federal and state securities laws, and consistent with the CFP Board Code of Ethics and Professional Responsibility. After this required period of record retention, all such information will be destroyed.

We continue to evaluate our efforts to protect personal information and make every effort to keep your personal information accurate and up to date. We will provide notice of changes in our information sharing practices. GWA offers several options for accessing and, if necessary, correcting your account information. You can review brokerage statements provided by your designated custodian, or you may email, write, or call us to request information.

Email is an important form of communication between GWA Advisory Services and its clients. GWA may communicate information in emails that relate to subjects that include regulatory information or to send you information about our products or services. If you prefer not to receive email communication, please call us at the telephone number on the cover page of this brochure.