



## Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of GORDON ASSET MANAGEMENT, LLC. If you have any questions about the contents of this brochure, please contact us at (919) 313-6650. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about GORDON ASSET MANAGEMENT, LLC is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

GORDON ASSET MANAGEMENT, LLC is a registered investment advisor with the United States Securities and Exchange Commission. This registration in no way implies an approval or level of skill or training.

## **Material Changes**

This Disclosure Brochure Material Changes section, dated March 27, 2017, is an update to the March 29, 2016 version previously circulated. Our full Disclosure Brochure may be requested, at no charge, by contacting Christian Keedy, Chief Compliance Officer, at (919) 313-6650.

### **ITEM 4 – ADVISORY BUSINESS - ASSETS UNDER MANAGEMENT**

As of December 31, 2016, Gordon Asset Management had a total of \$1,157,908,4481 in assets under management, including both discretionary and non-discretionary accounts. Additional information can be found in Item 4.

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## **Advisory Business**

GORDON ASSET MANAGEMENT, LLC was founded in 2001 and is owned by Joe Gordon, Todd Misenheimer, Russell Smith, Christian Keedy, and Michael Hensley.

On December 2, 2015, GORDON ASSET MANAGEMENT, LLC completed a merger with Guardian Capital Advisors, LLC ("GCA"), an SEC-registered Investment Adviser (CRD# 150636), based in Raleigh, North Carolina. As such, GCA's client accounts, Investment Adviser Representatives, and support staff, joined forces with GORDON ASSET MANAGEMENT, LLC. As a result of the merger, GCA became an owner in GORDON ASSET MANAGEMENT, LLC and Michael J. Hensley, GCA's Managing Member, became a Partner in GORDON ASSET MANAGEMENT, LLC.

As of December 31, 2016, the firm worked with 1,998 accounts and managed/advised \$1,157,908,481. The breakdown of the assets is as follows:

Discretionary assets under management: \$930,470,730  
Number of discretionary accounts: 1,900

Non-discretionary assets under management: \$227,437,751  
Number of non-discretionary accounts: 98

GORDON ASSET MANAGEMENT, LLC offers wealth management services, including investment management and financial planning, to its clients. At the beginning of a client relationship, GORDON ASSET MANAGEMENT, LLC works with the client to determine and evaluate financial circumstances and investment objectives in an effort to recommend a suitable wealth management and investment management program tailored to the client's needs.

### **Financial Planning and Wealth Management Services:**

If separately engaged to do so, via a separate written agreement, GORDON ASSET MANAGEMENT, LLC prepares a financial plan for the client (The "Financial Plan"). Some new clients only want a financial planning checkup, so GORDON ASSET MANAGEMENT, LLC will prepare a detailed financial planning overview for \$3,500, including but not limited to the following: identifying the client's short and long-term investment and financial goals, ascertaining the client's risk tolerance, and analyzing the client's financial situation, in regard to taxation, insurance and investment asset allocation issues. To develop a client's Financial Plan, GORDON ASSET MANAGEMENT, LLC analyzes the client's financial investment records and other related information, reviews the client's responses to a questionnaire regarding the client's financial circumstances and obligations, and conducts personal interviews with the client.

### **Investment Management Services:**

Under its standard form of Investment Management Agreement, clients may choose to have GORDON ASSET MANAGEMENT, LLC provide one or more of the services described below for the client's portfolio. In all cases, GORDON ASSET MANAGEMENT, LLC will manage the portfolio based on the information provided to GORDON ASSET MANAGEMENT, LLC regarding the client's financial circumstances and investment objectives, including tolerance for risk.

**Discretionary Recommendations with Agent Authority:**

Clients appoint GORDON ASSET MANAGEMENT, LLC to manage their portfolio on a discretionary basis. Clients authorize GORDON ASSET MANAGEMENT, LLC to craft an Investment Policy Statement ("IPS") based on the client's goals and objectives, risk tolerance, asset class preferences, time horizon, expected return, and tax treatment, if applicable. GORDON ASSET MANAGEMENT, LLC will review the recommendations and changes as GORDON ASSET MANAGEMENT, LLC deems appropriate regarding the purchase, sale, investment, exchange, conversion, and trading of the portfolio based on the investment policy agreed to and signed off on in the IPS. Clients understand that GORDON ASSET MANAGEMENT, LLC is authorized to place trades, to sell, exchange, invest or reinvest assets in stocks, bonds, mutual funds, cash and money market funds, options and other securities and to invest dividends, capital gains, income or proceeds along with new deposits in the Portfolio, at its discretion, and without obtaining the client's prior confirmation of any proposed action. Notwithstanding this discretionary authority, GORDON ASSET MANAGEMENT, LLC will manage the portfolio in accordance with the investment mandates of the clients and subject to the guidelines and/or restrictions (if any) that have been provided by the clients.

**Non-Discretionary Recommendations with Agent Authority:**

Clients may identify specific assets to be managed by GORDON ASSET MANAGEMENT, LLC on a non-discretionary basis with (upon client approval) agent authority (the "Non-Discretionary Portfolio"). GORDON ASSET MANAGEMENT, LLC supervises and manages assets in a non-discretionary portfolio on a continuous basis and makes recommendations to the client with respect to such assets as GORDON ASSET MANAGEMENT, LLC deems appropriate, in light of the client's financial circumstances and investment objectives. After obtaining the client's approval of a recommendation for a non-discretionary portfolio, GORDON ASSET MANAGEMENT, LLC will act as the client's agent to implement such recommendations. GORDON ASSET MANAGEMENT, LLC will not, however, act upon any recommendation for non-discretionary portfolio without the client's specific prior approval or standing approval held in file, in writing from the client or memorialized by file notes from verbal authorization.

**Other Services:**

Some clients only need advice on an infrequent basis. Topics covered will vary with the individual situation, but most often include analysis of an existing portfolio, evaluating retirement plan options, consideration of asset allocation adjustments, and other special projects.

GORDON ASSET MANAGEMENT, LLC offers other special products, including insurance analysis and review and long-term care insurance, through an affiliate, Strategic Financial Management, Inc.

**ERISA 401(k) Participant Directed Plan Related Services:**

GORDON ASSET MANAGEMENT, LLC provides retirement plan fiduciary services directly to corporate retirement plan sponsors. The majority of these services are limited to advice concerning plan level investment decisions and processes, including menus, maintenance, and monitoring under Section 404(a) of ERISA. GORDON ASSET MANAGEMENT, LLC provides investment management services on a non-discretionary basis to 401(k) plans under ERISA section 3(21)(A) and on a discretionary basis under ERISA section 3(38). For 401(k) plans, GORDON ASSET MANAGEMENT, LLC may recommend appropriate mutual funds or other investment vehicles in accordance with the plan's objectives and applicable ERISA requirements. GORDON ASSET MANAGEMENT, LLC will assist the plan in its selection of money managers based on financial circumstances and investment objectives of the plan.

From time to time GORDON ASSET MANAGEMENT, LLC will participate in special arrangements to provide a limited scope service that requires a reduced fee.

## **Fees and Compensation**

GORDON ASSET MANAGEMENT, LLC charges most of its clients an annual investment management fee based on the following schedules:

### **Fees for Financial Planning and Business Planning Services:**

GORDON ASSET MANAGEMENT, LLC's standard fee for preparing a financial plan is listed below, but may be higher based on the complexity of the client's individual circumstances. Normally, the fee is payable in advance, and the plan is prepared and completed within 60 days. Fees and terms for financial planning services are NEGOTIABLE and may be limited in scope to a specific goal or objective, for example, hypothetical retirement projections based on expected rates of return, projected wealth accumulation based on certain interest or return assumptions, etc. If a prospective client simply wants investment management services, there is no fee charged under this section.

Minimum fee for Business Owners: \$5,000

(wealth management and business consulting) due to added complexity of analyzing business issues

Minimum fee for Financial Planning for High Net Worth: \$3,500

Minimum fee for Financial Planning per executive, if Corporate Sponsored program: \$2,500

Some services can be priced a la carte as per Agreement

### **FEES FOR INVESTMENT MANAGEMENT SERVICES (for All Clients Exclusive of ERISA Participant Directed 401(k) Daily Valuation Plans):**

GORDON ASSET MANAGEMENT, LLC's fee schedule for the provision of investment management services is as follows:

Recommendations with Agent Authority: \$3,000 minimum.

Assets Under Management	Annual Fee (as a % of assets)
First \$500,000	1.25%
Next \$1,000,000	1.00%
Next \$1,000,000	0.80%
Next \$2,500,000	0.70%
Next \$5,000,000	0.60%
Balance over \$10,000,000	0.50%

GORDON ASSET MANAGEMENT, LLC reserves the right to negotiate fees at all levels. Some clients may pay more or less than others, depending on certain factors, such as the type and size of the account, and existence of related accounts. The negotiated fee is specified in the agreement between GORDON ASSET MANAGEMENT, LLC and the client.

#### **Fees for Other Consultations:**

For those clients who do not require the continuous management services of GORDON ASSET MANAGEMENT, LLC, fees may be charged at hourly rates ranging from \$150 to \$400 per hour, depending on the scope of services requested as noted below. These charges are invoiced as incurred. For large projects or at a client's request, GORDON ASSET MANAGEMENT, LLC may provide the client with an estimate prior to beginning work, or may enter into a fixed fee arrangement, with a retainer required upfront.

Joseph M. Gordon	<i>\$400/hr</i>
David Todd Misenheimer	<i>\$250/hr</i>
Russell B. Smith	<i>\$250/hr</i>
Christian D. Keedy, Jr.	<i>\$250/hr</i>
Michael J. Hensley	<i>\$250/hr</i>
All others	<i>\$150/hr</i>

Hourly consulting engagement is subject to a minimum of \$1,000.

For plan level fiduciary services under ERISA Section 404(a), GORDON ASSET MANAGEMENT, LLC provides plan level investment advice under the following schedule:

For plans with less than \$10,000,000 in assets, services are priced according to the service level. The base fee for plan-level fiduciary services is 0.25% on assets subject to a \$3,000 minimum.

Fees for base plan-level fiduciary services and limited non-fiduciary services are as follows:

Total Included Assets (as defined above)	Annualized Fee (as percentage of assets)	Minimum fee for services
\$0 - 5MM	0.40%	\$4,500
\$5MM - 10MM	0.30%	\$20,000

Fees for comprehensive fiduciary and non-fiduciary services are as follows:

Total Included Assets (as defined above)	Annualized Fee (as percentage of assets)	Subject to a minimum fee for services
\$0 - 2MM	0.60%	\$6,000
\$2MM - 5MM	0.50%	\$12,000
\$5MM - 10MM	0.30%	\$24,000

For plans with assets in excess of \$50,000,000, fees are quoted on a flat-dollar basis. For plans with assets between \$10,000,000 and \$50,000,000, fees are \$25,000 + 0.10% on assets from \$10MM-\$30MM + 0.05% on assets \$30MM to \$50MM.

Depending on the scope of services offered GORDON ASSET MANAGEMENT may charge a lower fee. There may be legacy accounts that pay a comparable fee, under an arrangement that is no longer offered. New accounts are offered the preceding fee schedule.

GORDON ASSET MANAGEMENT, LLC works closely with third-party administration firms ("TPA") to capture and collect 100% of all revenue sharing paid by the mutual funds to the custodian, less any handling fees, if applicable, which by law, must reduce the investment management fees charged by GORDON ASSET MANAGEMENT, LLC as per the 1997 Frost DOL Advisory Opinion.

GORDON ASSET MANAGEMENT, LLC may build in a relationship management fee for services related to investment advisory services to plan level relationships for qualified retirement plans. This relationship management fee is paid to an investment advisor representative/solicitor, where applicable, licensed as Series 65, under applicable state law, at the following schedule:

- .10% - .25% of assets to \$2,000,000
- .05% – .15 % of assets to \$5,000,000
- .05% – .10% of assets to \$10,000,000
- .05% of assets greater than \$10,000,000

The relationship management fee for services may also be charged as a flat annual fee. It may also include participant level education meetings pursuant to Department of Labor Bulletin 96-1. Relationship management fees are subject to negotiation.

GORDON ASSET MANAGEMENT, LLC has negotiated lower fees for certain clients, such as employees / participants of retirement plans under its management.

GORDON ASSET MANAGEMENT, LLC assesses fees either monthly or quarterly, relative to the type of account and executed Advisory Agreement, in advance, based on the account value at the end of the prior month or quarter. Most clients authorize GORDON ASSET MANAGEMENT, LLC to instruct the custodian to deduct fees automatically from their accounts, but clients may request that GORDON ASSET MANAGEMENT, LLC send quarterly invoices to be paid by check.

If a client terminates the investment management agreement with GORDON ASSET MANAGEMENT, LLC in the middle of a billing period, GORDON ASSET MANAGEMENT, LLC will refund management fees to the client for an amount that is pro-rated based on the terms of the executed investment advisory agreement.

When feasible GORDON ASSET MANAGEMENT, LLC will prorate the fees on all contributions and withdrawals from the accounts under their management.

In addition to GORDON ASSET MANAGEMENT, LLC's investment management fees, clients bear trading costs and custodial fees when applicable. To the extent that clients' accounts are invested in mutual funds, these clients pay a separate layer of management, trading, and administrative expenses



to the fund manager. For additional information on brokerage costs, please see the section on “Brokerage Practices” found on page 9.

## **Performance Based Fees and Side-by-Side Management**

GORDON ASSET MANAGEMENT, LLC does not charge any performance fees.

## **Types of Clients**

GORDON ASSET MANAGEMENT, LLC primarily provides customized investment management services to high-net-worth individuals and associated trusts, estates, pension and profit sharing plans, and other legal entities. GORDON ASSET MANAGEMENT, LLC does not have a minimum account size, but minimum fees will apply. Please refer back to page 5 for details.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

GORDON ASSET MANAGEMENT, LLC uses a combination of qualitative and quantitative asset allocation strategies in its asset management program. GORDON ASSET MANAGEMENT, LLC seeks to construct efficient portfolios with optimal risk/return combinations, employing strategic asset allocation as the core and tactical asset allocation based on macroeconomic and geo-political decision making. GORDON ASSET MANAGEMENT, LLC constructs these portfolios and plan menus using many types of securities, including any of the following: open-end funds, closed-end funds, inverse ETF's, institutional separate account managers, hedge funds, hedge fund of funds, stocks and bonds. GORDON ASSET MANAGEMENT, LLC co-manages Collective Investment Trusts.

In GORDON ASSET MANAGEMENT, LLC's investment programs, portfolios are generally constructed by diversifying capital across many asset classes to achieve a lower risk portfolio and still target a client's desired rate of return over a given investment time horizon. Investments are made for each client based on the individual profile established in the interview with the client including, but not limited to, factors such as risk tolerance, concern about inflation, investment time horizon, other assets, age, income and other factors. GORDON ASSET MANAGEMENT, LLC uses these investment profiles to construct a diversified portfolio taking into account all factors provided to enhance return and minimize risk. Gordon Asset Management, LLC reviews performance factors for each manager in each respective asset class and recommends or makes changes (as applicable) from time to time.

Asset management services generally include: (a) return performance reports as measured against appropriate market indexes, (b) updated research on investment managers and fund management including risk measurements, expense ratios, portfolio turnover, portfolio weighting, and individual security research, (c) rebalancing of accounts and change in selection of fund managers where applicable, and (d) monitoring performance versus other investment managers to maintain an optimal efficient portfolio. Over 10,000 funds and 1,200 separate account managers are screened on various performance criteria each quarter and fund managers may be replaced if, for example, managers fail to perform in the top 50% of their respective peer group over 3, 5, and 10 year periods, or some mutually agreed upon criteria.

GORDON ASSET MANAGEMENT, LLC's Investment Policy Committee consists of Joe Gordon, Todd Misenheimer, Christian Keedy, Rand Millwood, Glenn Moore, and Mike Hensley. The Investment Policy Committee generally meets quarterly to discuss existing and prospective investments. Investments are evaluated independently, as well as in the context of clients' existing holdings and sector exposures.

GORDON ASSET MANAGEMENT, LLC primarily invests for relatively long time horizons, often for a year or more. However, market developments could cause GORDON ASSET MANAGEMENT, LLC to sell securities more quickly.

All investing involves a risk of loss.

## **Disciplinary Information**

GORDON ASSET MANAGEMENT, LLC has not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

## **Other Financial Industry Activities and Affiliations**

GORDON ASSET MANAGEMENT, LLC receives client referrals from a number of sources, including (but not limited to) accountants, attorneys, and insurance agents. These relationships are fully disclosed to the client. If solicitor fees are to be paid, all parties will sign off on the arrangement in writing. GORDON ASSET MANAGEMENT, LLC also participates in the institutional advisor program offered by TD Ameritrade Institutional. Please refer to the section on Brokerage Practices for more information.

GORDON ASSET MANAGEMENT, LLC may serve as a sub-advisor for one or more other investment advisors.

Strategic Financial Management, Inc. ("SFM") is a corporate insurance brokerage and employee benefit consulting firm. Those clients using implementation services may obtain insurance products through this brokerage facility such as annuities, life insurance, disability income, and other group related products including self-funding. SFM is 100% owned by Joseph M. Gordon.

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

GORDON ASSET MANAGEMENT, LLC has adopted a written code of ethics that is applicable to all employees, pursuant to SEC Rule 204A-1. Among other things, the code requires GORDON ASSET MANAGEMENT, LLC and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. GORDON ASSET MANAGEMENT, LLC's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of GORDON ASSET MANAGEMENT, LLC's code of ethics is available upon request.

GORDON ASSET MANAGEMENT, LLC's employees are NOT permitted to participate in client "block" trades, however, employees may purchase the same securities as those purchased for clients so long as they do not receive a better purchase or sales price. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions.

Under certain circumstances an employee might invest in a security that is not considered suitable for client accounts because of size, liquidity, or other factors. A change in these factors could result in the security becoming more suitable for clients, but the Chief Compliance Officer might not allow the security to be purchased for client accounts in order to avoid even the appearance of employees trading ahead of clients. In GORDON ASSET MANAGEMENT, LLC's experience, it is rare for an employee's personal trading to limit clients' investment opportunities.

## **Brokerage Practices**

GORDON ASSET MANAGEMENT, LLC generally recommends that clients use TD Ameritrade Inc., Charles Schwab & Co., or Pershing, LLC as their account custodian and directed broker, due to their relatively low cost commission structures and effective trade execution platforms. Clients may custody assets with other financial institutions, as long as GORDON ASSET MANAGEMENT, LLC has the ability to electronically link their accounts to its performance measurement software. GORDON ASSET MANAGEMENT, LLC is not affiliated (under common ownership and control) with TD Ameritrade, Charles Schwab & Co., Pershing, LLC, or any other broker/dealer utilized.

GORDON ASSET MANAGEMENT, LLC participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. GORDON ASSET MANAGEMENT, LLC receives some benefits from TD Ameritrade, Inc. through its participation in the Program. For details please review the sections on "Soft Dollar Benefits" and "Client Referrals" below.

### **Soft Dollar Benefits:**

GORDON ASSET MANAGEMENT, LLC receives certain products and services from custodians free of charge, or at discounted rates. These products and services include:

- The receipt of duplicate client confirmations, statements, and other account information;
- Direct advisory fee debiting capabilities;
- Access to a trading desk and an electronic network for order entry, including the simultaneous entry of trades on behalf of multiple client accounts;
- Access to mutual funds with no transaction fees and to certain institutional money managers;
- A portfolio management system and software;
- Discounts on compliance, marketing, technology, and practice management products and services provided by a third-party vendor;

- Third-party research that may be used by GORDON ASSET MANAGEMENT, LLC. In no event is it the only source of information used to make investment decisions for our clients.

As disclosed above, GORDON ASSET MANAGEMENT, LLC participates in TD Ameritrade, Inc.'s institutional customer program (AdvisorDirect®) and may recommend TD Ameritrade, Inc. to clients for custody and brokerage services. There is no direct link between GORDON ASSET MANAGEMENT LLC's participation in the program and the investment advice it provides to its clients, although GORDON ASSET MANAGEMENT receives economic benefits through its participation in the program that are typically not available to TD Ameritrade, Inc. retail investors. TD Ameritrade, Inc. may also have paid for business consulting and professional services received by GORDON ASSET MANAGEMENT, LLC or related persons. Some of the products and services made available by TD Ameritrade, Inc., through the program, may benefit GORDON ASSET MANAGEMENT, LLC, but may not benefit its client accounts. These products or services may assist GORDON ASSET MANAGEMENT, LLC in managing and administering client accounts, including accounts not maintained at TD Ameritrade, Inc. Other services made available by TD Ameritrade, Inc. are intended to help GORDON ASSET MANAGEMENT, LLC manage and further develop its business enterprise. The benefits received by GORDON ASSET MANAGEMENT, LLC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade, Inc. As part of its fiduciary duties to clients, GORDON ASSET MANAGEMENT, LLC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by GORDON ASSET MANAGEMENT, LLC or its related persons, in and of itself, creates a potential conflict of interest and may indirectly influence the GORDON ASSET MANAGEMENT, LLC's choice of TD Ameritrade, Inc. for custody and brokerage services.

GORDON ASSET MANAGEMENT, LLC does not believe that clients whose accounts are held by TD Ameritrade, Inc. or Charles Schwab & Co. bear any additional costs in connection with GORDON ASSET MANAGEMENT, LLC's receipt of the products and services. Furthermore, provision of these products and services is not contingent upon GORDON ASSET MANAGEMENT, LLC formally committing any specific amount of business to either custodian. GORDON ASSET MANAGEMENT, LLC's receipt of these products and services creates a conflict of interest in connection with GORDON ASSET MANAGEMENT, LLC's recommendation of a custodian. This would be the case with many custodians, not just TD Ameritrade, Inc. and Charles Schwab & Co. Also, some of the products and services listed above benefit clients whose accounts are held by other custodians, which could create a conflict of interest between the clients at TD Ameritrade, Inc. or Charles Schwab & Co., who are indirectly paying for the products and services, and the clients at other custodians who may benefit from the products and services.

TD Ameritrade, Inc. and Charles Schwab & Co. do NOT pay for GORDON ASSET MANAGEMENT, LLC employees' travel and accommodation costs in connection with industry conferences.

As a standard practice, Charles Schwab & Co. reimburses clients for trade errors that result in a loss under \$100, regardless of whether the error is caused by Charles Schwab & Co. or GORDON ASSET MANAGEMENT, LLC. TD Ameritrade, Inc. does not cover any trade error costs caused by GORDON ASSET MANAGEMENT, LLC. Pershing.

GORDON ASSET MANAGEMENT, LLC may receive client referrals from TD Ameritrade, Inc. As noted previously, GORDON ASSET MANAGEMENT, LLC participates in the institutional advisor program offered by TD Ameritrade, Inc., which may create a conflict of interest for our clients. All decisions about custodians are made with our clients, based on their best interest. All fees and conflicts associated with the custodian referral program are disclosed to the client by TD Ameritrade, through their AdvisorDirect® Disclosure Brochure, TD Ameritrade Institutional's Form ADV, Part 2. GORDON ASSET MANAGEMENT, LLC does not participate in the Charles Schwab & Co. referral program.

### **The Selection of Trading Counterparties:**

GORDON ASSET MANAGEMENT, LLC can typically trade accounts held at TD Ameritrade, Inc., or Charles Schwab & Co. using other broker/dealers. However, both TD Ameritrade, Inc. and Charles Schwab & Co. may charge clients trade-away fees, which GORDON ASSET MANAGEMENT, LLC believes outweigh any benefits from trading stocks, mutual funds, or ETFs with other brokers. Some separate account managers used by GORDON ASSET MANAGEMENT, LLC will trade away when seeking best execution for the client. These costs are carefully weighed and the client is made aware of the cost prior to any transaction.

For clients who elect to have their accounts held by firms other than TD Ameritrade, Inc. or Charles Schwab & Co., GORDON ASSET MANAGEMENT, LLC's approach is generally to trade stocks, mutual funds, closed-end funds and ETF's with the chosen custodian.

### **Best Execution Reviews:**

On a periodic basis, GORDON ASSET MANAGEMENT, LLC's Chief Compliance Officer and other senior executives evaluate the pricing and services offered by TD Ameritrade, Inc., Charles Schwab & Co., Pershing, LLC, and other trading counterparties. GORDON ASSET MANAGEMENT, LLC has sought to make a good-faith determination that both TD Ameritrade, Inc. and Charles Schwab & Co. provide clients with good services at competitive prices

### **Aggregated Trades:**

GORDON ASSET MANAGEMENT, LLC will periodically aggregate client equity trades, in an effort to ensure best execution and the fair treatment of all clients. Clients participating in a bunched order receive the same average price and incur trading costs that are the same as would be paid if they were trading individually. If an order is partially filled, clients will have their orders fully filled on a randomized basis. GORDON ASSET MANAGEMENT, LLC will seek to complete any unfilled client orders on the next trading day.

### **Client Referrals:**

GORDON ASSET MANAGEMENT, LLC does not compensate Charles Schwab & Co. for referring client accounts. However, GORDON ASSET MANAGEMENT, LLC does compensate TD Ameritrade, Inc. for referrals received through their AdvisorDirect program. Please see below under "Client Referrals and Other Compensation" for more details on the AdvisorDirect program.

## **Review of Accounts**

Accounts under GORDON ASSET MANAGEMENT, LLC's management are monitored on an ongoing basis by the Investment Policy Committee members and the Chief Compliance Officer. The Investment Policy Committee members review each account in detail on at least an annual basis, as well as in connection with each client meeting. On a periodic basis, the Investment Policy Committee members and the Chief Compliance Officer review client accounts.

Clients should receive account statements, directly from their chosen custodian, on at least a quarterly basis. GORDON ASSET MANAGEMENT, LLC supplements these custodial statements with performance reports on a quarterly basis, and also provides interim reports during client meetings, or as requested.

## **Client Referrals and Other Compensation**

GORDON ASSET MANAGEMENT, LLC may pay referral fees to one or more solicitors pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. A solicitor agreement is executed in writing with both solicitor and client. This solicitor payment may increase the fee the client otherwise would have paid GORDON ASSET MANAGEMENT, LLC if dealing directly.

GORDON ASSET MANAGEMENT, LLC may receive client referrals from TD Ameritrade, Inc. through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, GORDON ASSET MANAGEMENT, LLC may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade, Inc. of the assets in, and trades placed for, client accounts maintained with TD Ameritrade, Inc. TD Ameritrade, Inc. is a discount broker-dealer independent of and unaffiliated with GORDON ASSET MANAGEMENT, LLC and there is no employee or agency relationship between them. TD Ameritrade, Inc. has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade, Inc. does not supervise GORDON ASSET MANAGEMENT, LLC and has no responsibility for GORDON ASSET MANAGEMENT, LLC's management of client portfolios or GORDON ASSET MANAGEMENT, LLC's other advice or services. GORDON ASSET MANAGEMENT, LLC pays TD Ameritrade, Inc. an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to GORDON ASSET MANAGEMENT, LLC ("Solicitation Fee"). GORDON ASSET MANAGEMENT, LLC will also pay TD Ameritrade, Inc. the Solicitation Fee on any advisory fees received by GORDON ASSET MANAGEMENT, LLC from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired GORDON ASSET MANAGEMENT, LLC on the recommendation of such referred client. GORDON ASSET MANAGEMENT, LLC will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade, Inc. to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, Inc., please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

GORDON ASSET MANAGEMENT, LLC's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade, Inc. will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade, Inc. and whose client accounts are profitable to TD Ameritrade, Inc. Consequently, in order to obtain client referrals from

TD Ameritrade, Inc., GORDON ASSET MANAGEMENT, LLC may have an incentive to recommend to clients that the assets under management by GORDON ASSET MANAGEMENT, LLC be held in custody with TD Ameritrade, Inc. and to place transactions for client accounts with TD Ameritrade, Inc. In addition, GORDON ASSET MANAGEMENT, LLC has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade, Inc. or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. GORDON ASSET MANAGEMENT, LLC's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

## **Custody**

All client accounts are custodied by unaffiliated broker/dealers or banks. GORDON ASSET MANAGEMENT, LLC can only request that a custodian debit advisory fees from client accounts, or facilitate a client's request for a check from their account, which is then issued directly by the custodian, payable to the account holder and mailed to the address of record. GORDON ASSET MANAGEMENT, LLC does not hold client assets. Account custodians send statements directly to the account owners, on at least a quarterly basis. Clients should carefully review these statements and refer to them and tax reporting information provided by the custodian for the account. If a Client fails to receive custodial statements, please notify GORDON ASSET MANAGEMENT, LLC immediately. In addition, all clients have access to view their accounts online through the custodian or third-party administrator's website. Any account information provided by GORDON ASSET MANAGEMENT, LLC is for informational purposes only and should not be referenced for tax reporting.

## **Investment Discretion**

GORDON ASSET MANAGEMENT, LLC has investment discretion over some clients' accounts. Clients grant GORDON ASSET MANAGEMENT, LLC trading discretion through the execution of GORDON ASSET MANAGEMENT, LLC's investment advisory agreement.

Clients who have granted discretion can place reasonable restrictions on GORDON ASSET MANAGEMENT, LLC's investment discretion. For example, some clients have asked GORDON ASSET MANAGEMENT, LLC not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low tax basis.

## **Voting Client Securities**

GORDON ASSET MANAGEMENT, LLC does not vote proxies. All proxies and other solicitations are mailed directly to the client from the custodian or transfer agent.

## **Financial Information**

GORDON ASSET MANAGEMENT, LLC has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.