

**Guardian Plus, Inc.**  
**Mercator Financial Group**  
**William H McElroy & Co.**

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This Brochure provides information about the qualifications and business practices of Guardian Plus, Inc., Mercator Financial Group and William H McElroy & Co. If you have any questions about the contents of this brochure, please contact us at (425) 483-2169 or email us at [guardianplus@frontier.com](mailto:guardianplus@frontier.com). The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission or by any state securities authority.

# Material Changes

The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) made significant changes to the regulation of investment adviser and instructed the U.S. Securities and Exchange Commission (“SEC”) to develop rules to implement those changes. The Dodd-Frank Act increases the states’ authority in the area of investment adviser regulation by raising the threshold of assets under management thus requiring Guardian Plus, Inc., Mercator Financial Group, William H McElroy & Co., de-register from the SEC and instead be registered with the State of Washington.

Requirements for State-Registered Advisers have been added.

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## Advisory Business

Guardian Plus is a fee only, Registered Investment Advisor that specializes in wealth planning and the managing of portfolios for individuals and corporations.

Guardian Plus manages over 26,000,000<sup>1</sup> for financial planners, individuals, corporations and non-profits portfolios. Our money management processes focuses on diversification through proper asset allocation, minimizing risk while enhancing returns.

Specializing in Asset Allocation, our active management portfolio strategy rebalances the percentage of assets held in various categories in order to take advantage of market pricing anomalies or strong market sectors.

Portfolios are individually customized to obtain our clients wealth planning, goals and expectations.

Guardian Plus is a fiduciary by law and exercises the highest degree of care and utmost good faith in maintenance and preservation of client's assets and rights.

Guardian Plus is an independent Registered Investment Advisor. There is no affiliation with any security, broker-dealer, insurance, mutual fund or investment firms.

The company was founded in 2004 and is 100% owned by its founder William H McElroy.

## Fees and Compensation

Guardian Plus is a fee only firm and does not collect nor receive any commissions or referral fees paid by other products or service providers.

All fees are negotiable and are billed on a quarterly basis in advance except for consultation and monitoring. Clients have a choice of having fees deducted directly from their brokerage accounts or pay them separately.

All services may be terminated at any time by Guardian Plus, Inc. or the client upon written notice to the other. Termination shall be effective immediately upon receipt of written notice. Since Portfolio management service fees are billed quarterly in advance, Guardian Plus will refund the pro rata share of their fees computed on a daily basis for a 90-day quarter.

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<sup>1</sup> Assets computed as of 12/31/2010,

**PART 2A OF FORM ADV: FIRM BROCHURE**

There is a one-time initial setup fee of \$150 for individuals and \$250 for corporations. All clients are subject to a minimum annual fee of \$750.

Portfolio management services are paid in accordance with the following fee schedules.

DISCRETIONARY PORTFOLIO MANAGEMENT

EQUITY, BALANCED, AND MUTUAL FUNDS

Assets Under Management

1.0%	\$0	To	\$999,999
0.75%	\$1,000,000	To	\$4,999,999
0.5%	\$5,000,000	To	and above

FIXED INCOME

Assets Under Management

0.6%	\$0	To	\$999,999
0.5%	\$1,000,000	To	\$4,999,999
0.325%	\$5,000,000	To	and above

OUTSIDE INVESTMENT ADVISOR

Add 1% to Assets Under Management

OPTIONS

Add 3/4% to Assets Under Management

ACCOUNTS ON MARGIN

Fees Calculated on Market Value

### MONITORING SERVICES

Guardian Plus provides portfolio monitoring for those clients that wish to have an oversight arrangement established on a portfolio managed elsewhere.

Monitoring charges (per account)

Once per year - \$300

Semi annually - \$400

### CONSULTATION SERVICES

Private consultations, expert witnessing, and other related services are available at a cost of \$400 per hour plus out-of-pocket expenses.

### FINANCIAL PLANNING

Guardian Plus will create a personal Financial Plan. Fee for Financial Plan creation or review is \$150 per hour plus out-of-pocket expenses.

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

Guardian Plus does not participate in Performance-Base fees or Side-By-Side management.

## **Types of Clients**

Understanding a clients' financial situation and risk tolerance as well as their need for financial stability is paramount in the management of portfolios. We work with financial planners, individuals, corporations and non-profits in the planning and arrangement of their financial affairs, such as savings, retirement provisions and tax treatment.

Investing can be complicated and any adviser has responsibilities ethically to see that a client's risk is minimized, and monetarily, that money is maximized within the established risk boundaries.

There is no minimum portfolio size that is required, however there is a minimum fee. (See Fee and Compensation section).

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

### Methodology

One of the greatest contributions for our clients is asset allocation: determining how to maximize the return on investment while satisfying the client's risk tolerance.

Asset allocation is an investment strategy that centers on altering investment proportions to take advantage of differences in expected performance of various asset classes. As an asset allocation strategy, the technique attempts to evaluate the expected performance of broad asset classes (such as stocks, bonds, and cash), rather than predicting which individual securities are likely to outperform in the upcoming period.

Guardian Plus evaluates the relative performance of each asset class, and then adjusts the exposure of their investment portfolios to each of the classes.

In making investment decisions we begin by setting an Investment Policy Statement (IPS). The IPS establishes the long-term proportions to be invested in each asset class. The IPS asset allocation must be suitable for the investor in terms of risk exposure and expected return. Risk is the possibility of an investment losing or not gaining value. Expected return is the percentage gain that an investment must produce for an investment to be made. Normally, an investment with low risk is an investment with a low return.

Once a portfolio with the proper asset allocation has been established we monitor and adjust the various percentage in the various asset classes based on risk and expected returns

### Portfolio Structure

Guardian Plus uses the following investments when constructing and managing a portfolio:

#### Exchange Traded Funds - ETF

By owning an ETF, you get the diversification of an index fund as well as the ability to buy and sell as little as one share. Another advantage is that the expense ratios for most ETF's are lower than those of the average mutual fund. When buying and selling ETF's, you have to pay the same commission to your broker that you'd pay on any regular order.

Income – Taxable and Non-Taxable Bonds, CD's

U.S. Treasuries  
Municipal Bonds  
Corporate Bonds  
Certificate of Deposits

Cash

Money Market Funds  
Ultra Short Term Fixed Income

Options

Covered Calls only

Mutual Funds

Used for smaller accounts.

## **Disciplinary Information**

Not applicable

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

None

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

### Fiduciary Duties

In relationships with clients, employees shall use particular care in determining applicable fiduciary duty and shall comply with such duty as to those persons and interests to whom the duty is owed. Employees must act for the benefit of their clients and place their clients' interests before their own.

Employees shall:

- Act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, employers and employees.



- Practice and encourage others to be active in a professional and ethical manner.
- Strive to maintain and improve their competence and the competence of others in the profession.
- Use reasonable care and exercise independent professional judgment.
- Maintain knowledge of and comply with all applicable laws, rules, and regulations of any government, governmental agency, regulatory organizations, licensing agency, or professional association governing the employees' activities.
- Not knowingly participate or assist in any violation of such laws, rules, or regulations.
- Not engage in any professional conduct involving dishonesty, fraud, deceit or misrepresentation or commit any act that reflects adversely on their honesty, trustworthiness, or professional competence.
- Inform their employer in writing, through their direct supervisor, that they are obligated to comply with the Code and Standards and are subject to disciplinary sanctions for violations thereof.
- Disclose to their employer all matters, including beneficial ownership of securities or other investment, which reasonably could be expected to interfere with their duty to their employer or ability to make unbiased and objective recommendations.
- Employees with supervisory responsibility, authority, or the ability to influence the conduct of others shall exercise reasonable supervision over those subject to their supervision or authority to prevent any violation of applicable statutes, regulation, or provision of the Code and Standards.

#### Code of Ethics

Employees shall:

- Exercise diligence and thoroughness in making investment recommendations or in taking investment actions.
- Have a reasonable and adequate basis, supported by appropriate research and investigation, for such recommendations or actions.
- Make reasonable and diligent efforts to avoid any material misrepresentation in any research report or investment recommendation.
- Use reasonable care and judgment to achieve and maintain independence and objectivity in making investment recommendations or taking investment action.
- Make a reasonable inquiry into a client's financial situation, investment experience, and investment objectives prior to making any investment recommendations and shall update this information as necessary.
- Consider the appropriateness and suitability of investment recommendations or actions for each client.

- Not make a recommendation unless they reasonably determine that the recommendation is suitable to the client's financial situation, investment experience, and investment objectives.
- Transactions for clients shall have priority over transactions for employees in securities or other investments.
- Preserve the confidentiality of information communicated by clients or prospects.
- Not make any statements, orally or in writing that misrepresents.
- Disclose to clients and prospects any consideration or benefit received by the employee.
- Not make any statements, orally or in writing that misrepresents the investment performance.

#### Employee Transaction

No employee of the firm may engage in personal securities transactions involving securities which are being bought or sold on behalf of clients until one trading day after such buying or selling is completed or canceled or actively considered for transactions on behalf of clients, even though no buy or sell orders have been placed. An employee may buy or sell a security at the same time clients' securities are being bought or sold only if the employee's transaction is not executed at a more favorable price.

### **Brokerage Practices**

Clients may designate use of a particular broker-dealer, including a client who directs use of a broker-dealer who will also serve as custodian, should consider whether, under that designation, commission expenses, execution clearance, and settlement capabilities, and whatever amount is regarded as allocable to custodian fees, if applicable, will be comparable to those otherwise obtainable by Guardian Plus. (A client who designates use of a particular broker-dealer should understand that they will lose the possible advantage which non-designating clients derive from aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security.)

Guardian Plus continuously strives to minimize commission costs for all clients.

Guardian Plus may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Guardian Plus is independently owned and operated and not affiliated with Schwab. Schwab provides Guardian Plus with access to its institutional trading and custody services, which are typically not available to Schwab retail investors.

Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Guardian Plus's client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Non-Schwab registered broker-dealers may be used for trade execution within the Guardian Plus accounts which consist of assets of greater than \$100,000. When a non-Schwab registered broker dealer is used, all trades will still settle into the Schwab accounts.

Schwab and non-Schwab registered broker-dealers also make available to Guardian Plus other products and services that benefit Guardian Plus but may not benefit its clients' accounts. Some of these other products and services assist Guardian Plus in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Guardian Plus's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Guardian Plus's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional and non-Schwab registered broker-dealers also make available to Guardian Plus other services intended to help Guardian Plus manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to Guardian Plus by independent third parties. Schwab Institutional and non-Schwab registered broker dealers may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Guardian Plus. While as a fiduciary, Guardian Plus endeavors to act in its clients' best interests, and Guardian Plus's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Guardian Plus of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

## **Review of Accounts**

Guardian Plus continuously reviews client portfolios. The compliance division reconciles Guardian Plus's statements against custodian statements quarterly. When completed, each portfolio manager reviews each statement for accuracy and completeness.

Clients receive quarterly statements from Guardian Plus except for those clients that have selected the monitoring service on a yearly basis. In addition, clients receive monthly statements from the custodian.

In addition to a written evaluation, Guardian Plus will meet with the client at the client's request. This review is included in our fees.

## **Client Referrals and Other Compensation**

Guardian Plus sometimes compensates other firms and individuals for referrals. Compensation can be a one time payment structure or if the firm or individual actively works with the client (example would be a financial planner overseeing the account for the client) then an ongoing management fee sharing arrangement might be used. All fee sharing or referral fees are disclosed to the clients before the accounts are open and the client acknowledges receipt of the disclosure.

## **Custody**

Guardian Plus does not hold or maintain custody of any clients' funds. Only broker dealers or qualified custodians are recommended.

Clients receive account statements directly from the broker-dealer which should be reviewed carefully.

In addition, clients receive quarterly statements from Guardian Plus which should be compared to the statements they receive from the broker-dealer.

## **Investment Discretion**

Guardian Plus has authority to determine which securities are to be bought or sold within the constraints of the client's Investment Policy Statement. For the Self Directed / Flat Fee clients, prior approval is required as to the securities and number of shares to be transacted. The client has the discretion to direct transactions to a particular broker.

Both discretionary and non-discretionary clients must approve of the custodian or brokerage firm that will retain their assets. Commissions are disclosed before any account is placed with a broker.

## **Voting Client Securities**

Guardian Plus does not vote proxies.

## Financial Information

Not applicable.

## Requirements for State-Registered Advisers

William H McElroy is the CEO of Guardian Plus, Mercator Financial Group and William H McElroy & Co.

### Educational Background and Business Experience

William H. McElroy - CEO  
Born 1953  
Washington State University, 1976

Guardian Plus, Inc 2005-Present  
Founder

Guardian Capital, Inc. 1991-2005  
Co- Founder  
Senior Equity Portfolio Manager & Chief Compliance Officer

Dain Bosworth 1988-1991  
Vice-President - Investment Officer  
Principal - Money Manager Consulting Group

Smith Barney, Harris Upham & Co. 1986-1988  
Vice-President - Sales Division

### Other Business Activities

William H McElroy is on the Board of Directors for the following organizations:

Rotary Club of Mill Creek  
Friends of the Mill Creek Senior Program  
Friends of Phi Delta Theta – Washington Gamma  
Mill Creek Senior Community Development Foundation

### Disciplinary Information

None

**Additional Compensation**

William H McElroy does not receive any other compensation other than his duties at Guardian Plus and has no relationship with any issuer of securities.