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# Retirement Connections – Custom Service Disclosure Brochure

Form ADV – Part 2A

SEC File Number – 801 56323  
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## ITEM 1 – COVER PAGE

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### **AssetMark, Inc.**

Advisor Compliance  
1655 Grant Street, 10th Floor  
Concord, CA 94520-2445  
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This AssetMark Disclosure Brochure provides information about the qualifications and business practices of AssetMark ("AssetMark"). If you have any questions about the contents of this Brochure, please contact AssetMark using the above information. 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. AssetMark is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

**ITEM 2 – MATERIAL CHANGES**

This section provides a summary of material changes that were made to this brochure since the last update. It includes changes to AssetMark's Platform and is intended to help Clients determine if they want to review this brochure in its entirety, or contact their Financial Advisor with questions about the changes.

AssetMark may make interim updates to this brochure throughout the year. However, you will receive notice of any material changes, which must also be filed with the SEC. To request a copy of the most recent disclosure brochure, write to:

**AssetMark, Inc.**  
**Attention: Adviser Compliance**  
**1655 Grant Street, 10th Floor**  
**Concord, CA 94520**  
**800-664-5345**  
**assetmark.com**  
**advisercompliance@assetmark.com**

The following are changes since the last Form ADV Part 2A annual update in May 2019.

- Item 4: Advisory Business: The Company and Its Ownership Structure  
AssetMark is wholly-owned indirect subsidiary of Huatai Securities, Co., Ltd. ("HTSC"). HTSC is a financial services and securities brokerage firm, Incorporated in China and listed on the Shanghai and Hong Kong stock exchanges.
- Item 10: Other Financial Industry Activities and Affiliations
  - AssetMark Retirement Services, Inc
  - OBS Financial Services, Inc.

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## ITEM 4 – ADVISORY BUSINESS

### DESCRIPTION OF THE COMPANY

In addition to offering its Retirement Connections - Custom advisory services, AssetMark, Inc. ("AssetMark") is the sponsor of the AssetMark Platform (the "Platform") through which it offers its advisory services to Clients. AssetMark is an investment adviser registered with the U.S. Securities and Exchange Commission providing various investment supervisory services. AssetMark is wholly-owned Indirect subsidiary of Huatai Securities, Co., Ltd. ("HTSC"). HTSC is a financial services and securities brokerage firm, Incorporated in China and listed on the Shanghai and Hong Kong stock exchanges.

AssetMark also serves as the investment adviser for the following registered investment companies that may be available in the Retirement Connections - Custom service:

- 1) GPS I, a series of sub-advised no-load mutual funds that include the GuideMark Funds; and
- 2) GPS II, a series of no-load mutual funds that include two GuideMark Funds, one sub-advised GuidePath Fund, as well as six GuidePath funds of funds.

AssetMark is not registered with the Commodity Futures Trading Commission ("CFTC") as a commodity trading advisor, based on its determination that it may rely on certain exemptions from registration provided by the Commodity Exchange Act and the rules thereunder. The CFTC has not passed upon the availability of these exemptions to AssetMark. Additionally, solely with respect to the GuidePath Managed Futures Strategies Fund, AssetMark is registered as a "commodity pool operator" under the Commodity Exchange Act ("CEA") and the rules of the CFTC.

### DESCRIPTION OF THE RETIREMENT CONNECTIONS ADVISORY SERVICE

Through its Retirement Connections - Custom service, AssetMark offers investment advisory services, in the form of Asset Allocation Models, to defined contribution plans that maintain individual accounts for their participants. The Asset Allocation Models are accessed through retirement plan custodial platforms, such as that of Mid-Atlantic Trust Company ("MATC").

The retirement Plans typically retain the services of a Financial Advisor or consultant that will recommend various investments for Participant accounts. If AssetMark Asset Allocation Models are selected by the Plan, separate accounts are established for each Plan Participant at the Custodian, such as MATC. The Custodian's system allows AssetMark to provide the Asset Allocation Models, and any changes to these Models, for the custodian to apply to the accounts. MATC may use its operational service, called ModelXChange, to deliver the Models.

The Asset Allocation Models may be implemented with a number of options, such as an Investment Approach, a group of available "Portfolio Strategists," and a range of "Risk/Return Profiles," so that you, with the assistance of your Financial Advisor, can create a strategy by which your account will be maintained. Collectively, the Plan Representatives and Plan may also be referred to as "you" or the "Client".

AssetMark serves as the Portfolio Strategist for the GPS Fund Strategies which invest in the GuidePath and GuideMark Funds.

### RISK/RETURN PROFILES

The Asset Allocation Models are available in several Risk/Return Profiles which range from most conservative (lowest estimated risk and lowest potential return) to most aggressive (highest estimated risk and highest potential return). The investment objectives for each of the six Risk/Return Profiles are listed below:

#### *Profile 1 – Conservative*

- The profile is designed for an investor who wants to focus on preservation of capital as a primary goal and wishes to minimize downside risk.

#### *Profile 2 – Moderate Conservative*

- The profile is designed for an investor who seeks to preserve capital but wishes to assume moderate downside risk in order to earn a return sufficient to preserve purchasing power.

#### *Profile 3 – Moderate*

- The profile is designed for an investor who seeks to balance risks of loss to capital with capital appreciation.

#### *Profile 4 – Moderate Growth*

- The profile is designed for an investor who seeks enhanced capital appreciation and is willing to accept greater risk of downside loss and volatility of returns.

#### *Profile 5 – Growth*

- The profile is designed for an investor who seeks significant capital appreciation and is willing to accept a correspondingly greater risk of loss and volatility of returns.

#### *Profile 6 – Maximum Growth*

- The profile is designed for an investor who seeks the highest level of capital appreciation and is willing to accept the correspondingly greater risk of loss and volatility of returns.

The percentage exposure to equity securities for each Risk/Return Profile is likely to be higher for each Risk/Return Profile as the level of aggressiveness increases from Conservative through Maximum Growth.

### INVESTMENT APPROACHES

The Asset Allocation Models available are characterized by these investment approaches.

#### Core Markets

- Seek to provide exposure to economic growth through a mix of traditional asset classes like equities and fixed income.

#### Tactical Strategies

##### *Enhanced Return Focus*

- Seek to provide consistent exposure to the equity market while aiming to add return over a benchmark by using thematic stock selection, sector or country rotation strategies or other tactical investment strategies.

##### *Limit Loss Focus*

- Seek to limit losses in extreme market downturns while aiming to participate in the equity markets most of the time. These strategies will automatically exit and re-enter equity exposure to allow greater equity participation most of the time and sharply reduce equity exposure when risk of loss is perceived to be high.

**Diversifying Strategies****Equity Alternatives**

- Seek to provide risk diversification benefits through non-correlation to equities and having higher impact to returns, specifically not being significantly dilutive to returns. These strategies will have higher levels of volatility and be heavily invested in managed futures, but may include exposure to other alternative strategies like global macro strategies.

**Bonds and Bond Alternatives**

- Seek to provide risk diversification benefits through non-correlation to equities through traditional bond portfolios or bond alternative portfolios with low variability of return. These strategies will have lower levels of volatility and may include non-traditional bond positions, including market neutral strategies, absolute return strategies and low volatility equity strategies.

AssetMark has contracted with investment management firms called Portfolio Strategists to provide recommended asset allocations for the Asset Allocation Models. You may specify the initial Portfolio Strategist for the Account. AssetMark may replace the Portfolio Strategist at its discretion and will give notice of any change to that Portfolio Strategist. AssetMark will act as the Portfolio Strategist to GPS Fund Strategies.

**MUTUAL FUND ASSET ALLOCATION MODELS**

If you select a Mutual Fund Model Portfolio, the assets will be invested in no-load mutual funds (that is, funds that do not charge a sales load) and/or mutual funds that generally do charge a sales load but where the sales charge has been waived. The Account will be invested by MATC consistent with allocations provided by a Portfolio Strategist (which may include AssetMark) for the Risk/Return Profile. Certain Portfolio Strategists compose their mutual fund asset allocations utilizing only those mutual funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. One or more of the Portfolio Strategists will construct their asset allocations exclusively using funds managed by AssetMark, including the GuideMark and GuidePath Funds. (AssetMark advised mutual funds are collectively known as "Proprietary/Affiliated Funds.")

If a Mutual Fund Model Portfolio is chosen, the account may also include non-mutual fund investments, as applicable. For example, non-mutual fund investments could be cash equivalents held by the Account. MATC will receive all shareholder materials. You may request from MATC, AssetMark or your Financial Advisor, if you wish to receive this Information.

***Guided Portfolios - GPS Fund Strategies***

For the GPS Fund Strategies, AssetMark will provide asset allocation models across investment approaches based on investment objectives, market outlook, risk profile & other preferences. AssetMark's Investment Strategies Group ("ISG") starts with a baseline allocation across Core Markets, Tactical Strategies and Diversifying Strategies; however, they may tilt these allocations over time based on their view of the risk environment. In times of heightened risk concentration, they will tilt more toward Diversifying Strategies – Equity Alternatives while, in times of lower risk concentration, they will tilt more toward Core Markets. In times of heightened market risk, they will tilt more towards Diversifying Strategies - Bonds & Bond Alternatives while in times of lower risk they will tilt more towards Tactical Strategies - Enhance Return. This allocation mix is met with the use of GuidePath Funds and, as needed, GuideMark Funds. The available GPS Fund Strategies under the Retirement Connections service are those in the accumulation investment objective and Focused GPS Fund Strategies.

An accumulation objective typically refers to investors that are still working and seeking to build their wealth base. Strategies are allocated with a blended mix of Investment Approaches along with an allocation to Alternative Investment asset classes.

Focused GPS Fund Strategies provide a means for clients to access pre-set strategies based primarily on the client's risk profile and their desire for focused exposure to one or more Investment Approaches. Retirement Connections also offers an Absolute Return focused. This strategy is allocated solely Diversifying Strategies - Bonds and Bond Alternatives.

**EXCHANGE TRADED FUNDS ASSET ALLOCATION MODELS**

If you select an Exchange Traded Fund ("ETF") Model Portfolio, your account will be invested in exchange traded funds ("ETFs") consistent with allocations provided by a Portfolio Strategist for the Risk/Return Profile selected by you. The Portfolio Strategist may compose their ETF asset allocations utilizing only those ETFs managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. ETFs are traded daily at market determined prices on a national exchange in a similar manner to other individual equity securities by MATC for the Retirement Connections service.

The Account may also include non-ETF investments, as applicable. For example, non-ETF investments could be cash equivalents held by the Account. You agree to waive the right to receive all shareholder materials applicable to the account, including without limitation prospectuses and shareholder reports. This waiver may be rescinded at any time by written notice to AssetMark. In addition, you retain all indicia of beneficial ownership, including, without limitation, all voting power and other rights as a security holder in each of the funds held for the Client.

**ASSETS UNDER MANAGEMENT**

As of December 31, 2019, the Retirement Connections service had \$2.9 million in assets. As of December 31, 2019, AssetMark had \$38.8 billion in assets under management and \$26.1 billion in assets under administration. Both these figures include investments in proprietary mutual funds and the assets under administration include investments in which Savos Investments and Aris are the discretionary managers.

**ITEM 5 – FEES AND COMPENSATION**

The AssetMark Fee provides compensation to AssetMark for maintaining the Asset Allocation Models for Retirement Connections, as well as selecting, reviewing and replacing, as it deems appropriate, the Portfolio Strategists providing allocations; review and validation of Portfolio Strategists' recommendations; and calculating and providing model portfolio performance to MATC.

AssetMark charges 45 bps (0.45%) on the Asset Allocation Model assets, with the exception of the GPS Fund Strategies, for which no AssetMark Fee is charged. Fees are accrued daily by MATC and paid to AssetMark on a monthly basis in arrears.

You should be aware that the fees charged by AssetMark may be higher or lower than those charged by others in the industry and that it may be possible to obtain the same or similar services from other investment advisers at lower or higher rates.

Some of AssetMark's management fees are negotiable, and exceptions to the fee schedules detailed above may be made with the approval of a senior executive officer.

## INDIRECT INVESTMENT EXPENSES AND MUTUAL FUNDS FEES PAID BY CLIENT

Some expenses are inherent within the investments held in your account. Mutual funds pay management fees to their investment advisers, and certain funds and bank money market accounts have other types of fees or charges, including 12b-1, administrative or shareholder servicing fees, bank servicing or certain other fees, which may be reflected in the net asset value of these mutual funds held in Client Accounts. Such expenses are borne by all investors holding such securities in their Accounts and are separate from AssetMark's fees or charges. Certain mutual funds selected for Client Accounts may include Proprietary/Affiliated Funds from which AssetMark or its affiliates may receive additional compensation as described here in addition to fees paid to AssetMark for maintaining the Asset Allocation Models for the Retirement Connections service. AssetMark may receive management fees as the investment adviser of these funds. For Proprietary/Affiliated Funds utilized in the Retirement Connections service, the institutional share class is used, which does not include any shareholder servicing or 12b-1 fees.

Some mutual funds may charge short-term redemption fees. Currently, AssetMark seeks to avoid investing Client assets in funds that charge such fees to the extent practicable, but avoidance of these fees cannot be guaranteed.

## AFFILIATE FEE INCOME DISCLOSURE

Client accounts invested in the GPS Fund Strategies will receive allocations, determined by AssetMark, among the GuidePath Funds, if applicable. AssetMark will receive fees from the mutual funds in which these accounts invest. The mutual fund fees differ between funds and the total fees collected will vary depending upon the profile selected by the Client and the fund allocation within each profile. If a Client elects the GPS Fund Strategy, Client authorizes and instructs that the account be invested pursuant to the selected profile, acknowledges that fund advisory and other fees collected by AssetMark will vary, and approves of the fee payments to AssetMark. Prior notice will be given if these allocations or mutual funds change and, unless the Client or the Financial Advisor gives notice to AssetMark, the Client consents to these changes. For more information regarding the fees collected by AssetMark when using these strategies, refer to the allocation tables provided in Exhibit A at the end of the Disclosure Brochure.

## ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

AssetMark does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) and therefore does not participate in any side-by-side management. Side-by-side management refers to managing accounts which pay performance fees while at the same time managing accounts that do not pay performance fees.

## ITEM 7 – TYPES OF CLIENTS

AssetMark provides various investment supervisory services to registered investment companies and a variety of Clients, including but not limited to individuals, high net worth individuals, investment companies, pension and profit-sharing plans, corporations, partnerships, trusts, insurance companies and other investment managers. AssetMark does not serve as a trustee or plan administrator for any ERISA plan, and does not advise such plans on issues such as funding, diversification or distribution of plan assets.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investing in securities involves risk of loss that clients should be prepared to bear. There is no minimum investment required for the Retirement Connections service.

### SELECTION AND REVIEW OF PORTFOLIO STRATEGISTS

The Portfolio Strategists used in Mutual Fund and ETF Asset Allocation Models are selected by AssetMark in order to provide a wide range of investment options to Clients. AssetMark serves as the Portfolio Strategist for the GPS Fund Strategies. In constructing their asset allocations, some, but not all of the Portfolio Strategists will utilize the Investment Approaches described earlier in this Disclosure Brochure. Each of the Portfolio Strategists provides to AssetMark a range of asset allocations that will correspond to some or all of the six Risk/Return Profiles, ranging from most conservative to most aggressive, as discussed above under "RISK/RETURN PROFILES."

The Portfolio Strategists generally use either technical or fundamental analysis techniques in formulating their asset allocations and some will incorporate strategies with specific income distribution objectives. Each of the Portfolio Strategists nevertheless has its own investment style resulting in the use of different asset class and mutual fund and ETF. The asset allocations will be comprised of a combination of asset classes, represented by mutual funds and ETFs. These asset classes may include, but are not limited to the following:

- **US equities.** Large Cap Growth, Large Cap Value, Mid Cap Growth, Mid Cap Value, Small Cap Growth, Small Cap Value
- **International equities.** Developed Markets, Emerging Markets
- **Fixed Income.** US Core, High Yield, Global, International, Emerging Markets
- **Other.** REITs, Commodities, Absolute Return Strategies, hedging strategies and other non-standard sectors including alternatives.
- **Cash**

You and your Financial Advisor should review each Portfolio Strategist's investment style prior to selecting the Portfolio Strategist and Asset Allocation Approach for the Plan account.

AssetMark has contracted with Portfolio Strategists to provide recommended allocations, by which AssetMark intends to implement the recommendations into the Asset Allocation Models submitted through MATC. MATC will invest the Plan account, unless circumstances indicate modified allocations or investments are appropriate, in accordance with any changes made to the Asset Allocation Models. Portfolio Strategists will guide AssetMark with instructions to rebalance portfolios (return back to policy mix) and/or reallocate (change the target mix), either periodically or as they deem appropriate over time, depending on their specific asset allocation approach and investment process.

AssetMark's Investment Strategies Group ("ISG") oversees the performance of the Portfolio Strategists and presents performance information, Strategist due diligence findings and other Strategist related recommendations quarterly to the Strategist Investment Oversight Committee comprised of senior management. AssetMark may from time to time add, remove or replace a Portfolio Strategist in its discretion. AssetMark may periodically add or remove mutual funds and ETFs to those available for use in the Portfolio Strategists' asset allocations. Although some of the Portfolio Strategists creating asset allocations composed of mutual funds consider all of the mutual funds available under the Platform, certain Portfolio Strategists compose their mutual fund asset allocations utilizing those mutual

**This must remain with the Client**

funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. In addition, one or more of the Portfolio Strategists will construct their asset allocations using Proprietary/Affiliated Funds. The Proprietary/Affiliated Funds are a series of no-load mutual funds advised by AssetMark or its affiliate. A Prospectus for the Proprietary/Affiliated Funds may be obtained upon request from AssetMark or your Financial Advisor. Please review and consult with your Financial Advisor if you have further questions regarding these Funds.

AssetMark makes available to the Financial Advisor and the Plan written descriptions of each of the Portfolio Strategists, including a brief history of each firm and an overview of the Portfolio Strategists' key investment management personnel. For more information regarding specific Portfolio Strategists' investment processes and philosophy, contact your Financial Advisor.

***Selection of Portfolio Strategists.*** In selecting the Portfolio Strategists, AssetMark evaluates investment firms based upon investment style, consistency, and performance relative to appropriate benchmarks. Key elements in this evaluation process include an analysis of investment philosophy and process rigor, competitive advantage, organizational stability, historical results, and mandate compatibility.

***Portfolio Strategist Oversight and Replacement.*** AssetMark adopts both qualitative and quantitative analysis in its ongoing oversight of the Portfolio Strategists. The proactive system involves ongoing review of each Portfolio Strategist on a daily, monthly, quarterly and annual basis. AssetMark reviews all asset allocation changes that are submitted to ensure they are consistent with investment guidelines prior to implementation. Performance and asset allocation changes are evaluated on a monthly basis relative to benchmarks to check for consistency of investment philosophy. On a quarterly and annual basis, AssetMark engages in an ongoing review of Portfolio Strategists' personnel, investment mandates and ownership, in addition to review of the investment philosophy and process used.

Based on the results of the qualitative and quantitative oversight systems, AssetMark's procedures generally involve a three stage process for addressing concerns regarding specific Portfolio Strategists. Stage one includes an internal discussion within AssetMark regarding the findings of the analysis, and continued monitoring of the Portfolio Strategist in question. If an issue remains unresolved, additional analysis is performed, and the issue is discussed directly with the Portfolio Strategist. If, after additional monitoring, the issue remains unresolved, then the process of replacing the Portfolio Strategist is initiated. This process may take place over an extended time period of 30 days or more.

## INVESTMENT AND TAX RISKS

You should understand that all investments involve risk (the amount of which may vary significantly), that investment performance can never be predicted or guaranteed and that the value of their Accounts will fluctuate due to market conditions and other factors. You are responsible for all of the tax liabilities arising from such transactions and are encouraged to seek the advice of a qualified tax professional. AssetMark does not provide tax advice.

## ITEM 9 – DISCIPLINARY INFORMATION

On August 25, 2016, the SEC announced a settlement with AssetMark in an order containing findings, which AssetMark neither admitted nor denied, that AssetMark violated Section 206(4) of the Advisers Act and Rule 206(4)-1(a)(5) by allowing its staff, from July

2012 through October 2013, to circulate to prospective clients who were considering an F-Squared managed account service offered by AssetMark, performance advertisements created by F-Squared relating to a different separately managed account service not offered by AssetMark and that misleadingly described that different service's performance between 2001 and 2008, and that AssetMark violated Section 204(a) of the Advisers Act and Rule 204-2(a)(16) by failing to maintain records substantiating the performance in the advertisements created by F-Squared.

There are no disciplinary items to report for the management of AssetMark.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The following are affiliated companies under common control with AssetMark. AssetMark does not consider such affiliations to create a material conflict of interest for AssetMark or its clients. These companies are not relevant to AssetMark's provision of the Retirement Connections Advisory Services.

- AssetMark Brokerage, LLC
- AssetMark Retirement Services, Inc.
- AssetMark Trust Company
- Global Financial Private Capital, LLC
- Global Financial Advisory, LLC
- OBS Financial Services, Inc.

### AssetMark Brokerage, LLC

AssetMark Brokerage, LLC ("AssetMark Brokerage") is a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority ("FINRA") and is affiliated with AssetMark by common ownership.

### AssetMark Retirement Services, Inc.

AssetMark Retirement Services, Inc. is a Pennsylvania corporation and third party administrator for AssetMark's retirement offering.

### AssetMark Trust Company

AssetMark Trust Company ("AssetMark Trust") is an Arizona chartered trust company that currently serves as the custodian for certain AssetMark advisory and platform services.

### Global Financial Private Capital, LLC

Global Financial Private Capital, LLC. ("GFPC") is an investment adviser registered with the SEC and provides discretionary investment advisory services on a wrap or non-wrap fee basis to its clients, which consist of individuals, business entities, trusts, estates, charitable organizations and other entities. In addition, the Firm may provide financial planning and/or consulting services on a stand-alone basis. GFPC delivers its investment services either through model portfolios. The models are provided from unaffiliated third-party managers, subject to oversight by GFPC personnel. The Firm engages various unaffiliated sub-advisers to manage the underlying portfolios in each model.

### Global Financial Advisory, LLC

Global Financial Advisory, LLC is an insurance agency that provides marketing and sales support for non-variable insurance products. The types of products marketed include but are not limited to term life insurance, universal life insurance, whole life insurance, fixed annuities, and long-term care insurance.

**OBS Financial Services, Inc.**

OBS Financial Services, Inc. is registered as an investment advisor with the SEC. OBS Financial provides investment and operations outsourcing services to financial institutions around the country. Our clients include bank Trust departments, retail broker dealer advisors, independent financial advisors, and retirement plan professionals. We offer an array of fee-based investment products and platforms intended to help them grow their business. We do this through our proprietary technology and our highly-experienced team who provides sales, marketing, operations, and technology solutions specifically designed to meet each institution's unique challenges.

**AFFILIATE CONFLICTS OF INTEREST****Investment Companies - GuideMark Funds and GuidePath Funds**

AssetMark receives compensation as the Investment Adviser of the GuideMark and GuidePath Funds, which are utilized within certain Asset Allocation Models, including the GPS Fund Strategies. When the GuideMark Funds and GuidePath Funds are used, AssetMark waives its AssetMark Fee on the assets in those accounts. AssetMark is not compensated for management services under two agreements with regard to those assets but is compensated only pursuant to its Investment Advisory Agreement with the GuideMark and GuidePath Funds. The GuidePath fund of funds is directly managed by AssetMark's Investment Strategies Group ("ISG") and will be invested in shares of the GuideMark Funds, unaffiliated mutual funds, and ETFs. ISG manages the GuidePath Funds based on research provided by current Portfolio Strategists in each of the Investment Approaches mentioned earlier. In addition to the responsibility of managing the GuidePath Funds, ISG has ongoing oversight over the performance of the Sub-Advisers in the GuideMark Funds and the Portfolio Strategists on the Platform. Because of the conflict between ISG managing the GuidePath Funds, and thereby controlling the allocations to affiliated mutual funds, and potentially receiving the GuideMark Funds' profitability information as a participant in the Fund board meetings, AssetMark has created information barriers whereby ISG personnel will not be allowed to participate during the discussion of profitability in the GuideMark Funds board meetings.

**ITEM 11 – CODE OF ETHICS**

AssetMark has adopted a Code of Ethics (the "Code") that is intended to comply with the provisions of Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act"), which requires each registered investment adviser to adopt a code of ethics setting forth standards of conduct and requiring compliance with federal securities laws. Additionally, the Code is designed to comply with Section 204A of the Advisers Act, which requires investment advisers to establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of such investment adviser's business, to prevent the misuse of material, non-public information by any person associated with such investment adviser. AssetMark's Code requires that all "Supervised Persons" (including officers and certain affiliated persons and employees of AssetMark) in carrying out the operations of AssetMark, adhere to certain standards of business conduct. Specifically, the Code requires that these persons: (i) comply with all applicable laws, rules and regulations, (ii) avoid any conflict of interest with regard to AssetMark and its Clients, (iii) avoid serving their personal interests ahead of the interests of AssetMark and its Clients, (iv) avoid taking inappropriate advantage of their position with AssetMark or benefiting personally from any investment decision made, (v) avoid misusing corporate assets, (vi) conduct all of their personal securities transactions in compliance with the Code, and (vii) maintain, as appropriate, the confidentiality of information regarding AssetMark's operations.

The Code contains a number of prohibitions and restrictions on personal securities transactions and trading practices that are designed to protect the interests of AssetMark and its Clients. First, the Code prohibits trading practices that have the potential to harm AssetMark and/or its Clients, including excessive trading or market timing activities in any account that AssetMark manages, trading on the basis of material non-public information, and trading in any "Reportable Security" when they have knowledge the security is being purchased or sold, or is being considered for purchase or sale by the Accounts managed by AssetMark or any AssetMark-advised mutual funds. Second, the Code mandates the pre-clearance of certain personal securities transactions, including transactions in securities sold in initial public offerings or private placements. The Code also requires the pre-clearance of Reportable Security transactions for certain Access Persons (Access Persons is a segment of the Supervised Persons group that may have access to AssetMark information). Finally, the Code requires Access Persons to submit, and the Chief Compliance Officer (the "CCO") to review, initial and annual holdings, and quarterly transaction reports.

AssetMark utilizes StarCompliance to provide enhanced tracking of employee transactions and gives AssetMark the ability to analyze employee trading against certain parameters and transactions in its managed Accounts or any AssetMark-advised funds. Supervised Persons also utilize this system to annually certify their receipt of, and compliance with, the Code and pre-clear their Reportable Security transactions, if they are required to do so by the Code.

All Supervised Persons under the Code are responsible for reporting any violations of the Code to the CCO. The Code directs the CCO to submit reports to the Board of Trustees of any AssetMark-advised mutual funds regarding compliance with the Code, and to impose sanctions on violators, as warranted.

AssetMark will provide a copy of the Code to any Client or prospective Client upon request.

**ITEM 12 – BROKERAGE PRACTICES****TRADE EXECUTION AND BROKERAGE ALLOCATION**

Trading is directed by and is the sole responsibility of Mid Atlantic Trust Company ("MATC") or other Custodian. AssetMark gives instructions for the purchase and sale of securities through delivery to MATC or other Custodian of the periodic adjustments of the Asset Allocation Models that AssetMark either receives from Portfolio Strategists or, in the case of GPS Solution, determines from information received by research providers.

ETFs are traded daily at market determined prices on a national exchange in a similar manner to individual equity securities. Although ETFs are priced intra-day, in the same manner as other equity securities, MATC will execute trades once daily, at market close. When it is impractical to execute in a single trade or trade instruction or in a single day all the transactions needed to implement a Model Portfolio or adjustments or rebalancing of a Model Portfolio, upon request from Advisor, Custodian or the Plan, AssetMark may recommend instructions on timing and execution procedures for securities transactions. Additionally, in the case of exceptionally high volume requests, the Custodian may retain additional or alternate brokers or "authorized participant" liquidity providers with the instruction to provide liquidity on a net fee basis, as may be provided in the custody agreement between Plan and Custodian.

In connection with the application of the Asset Allocation Models to Client's Accounts by Custodian, AssetMark may be designated as the Client's "Investment Manager," "Advisor," "Account Representative" or other similar title in the records of the Custodian or other entities. Any such designation is solely for the purpose of permitting AssetMark to fulfill its duties in the maintenance and delivery of the Asset Allocation Models, and does not indicate that AssetMark has any discretion or authority to act with respect to the Client's Accounts.

#### **ACCOUNT LIQUIDITY RESERVE**

To properly maintain cash flows, a portion of all Plan assets are maintained in a short term investment vehicle as required by MATC. This liquidity reserve may be invested in a money market mutual fund or other short term pooled investment vehicle, as determined by MATC.

#### **ITEM 13 – REVIEW OF ACCOUNTS**

Pursuant to your advisory agreement, AssetMark is not providing individualized investment advice to individual participants. AssetMark will not review individual participant or client accounts. However, AssetMark will provide regular review and oversight of the Portfolio Strategists in connection with the Asset Allocation Models as described in more detail in Item 8 above.

#### **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

AssetMark receives Client referrals through representatives of broker-dealer firms and investment adviser firms (these firms are referred to in this brochure as "Financial Advisory Firms" and their representatives are referred to as the "Financial Advisors"). The Financial Advisors consult with Clients to assess their financial situation and identify their investment objectives in order to implement Investment Solutions and Strategies designed to meet the Client's financial needs. A Financial Advisor referring a Client to AssetMark for advisory services interviews the Client and makes a determination that an Investment Solution is suitable for the Client before making the referral to AssetMark. Working with the Financial Advisor, a Client selects an Investment Solution for the Client's Account, and the components of the Client's Strategy, including the Client's desired and appropriate Risk/Return Profile. Financial Advisors are required to contact Clients at least annually regarding the suitability of the Client's chosen Investment Solution(s). AssetMark manages each Client Account according to the Client's selected Investment Solution.

Financial Advisory Firms receive fees for their services and compensation from AssetMark for referrals of Clients.

AssetMark may enter into other fee arrangements with certain Financial Advisory Firms and/or Financial Advisors in the manner set forth below. Such arrangements will not increase the fees payable under the Investment Management Services Agreement by the Client.

##### ***Business Development Allowance Program for Financial Advisors***

Under AssetMark's Business Development Allowance program, certain Financial Advisors receive a business development allowance that represents a reimbursement for qualified marketing/practice development expenses incurred by the Financial Advisor. These

allowances are also earned based upon initial assets introduced to the AssetMark Platform if a specific asset minimum is met and/or the asset minimum is met within the first 12 months of an Advisor's use of the Platform. Additionally, certain Financial Advisors earn quarterly allowances depending on the value of the assets on the AssetMark Platform held by Clients of the Financial Advisor. For the 2019 calendar year, participating Financial Advisors were reimbursed an average of \$3312.

##### ***Marketing Support for Financial Advisory Firms***

Additionally, certain Financial Advisory Firms enter into marketing arrangements with AssetMark whereby the Firms receive compensation and/or allowances in amounts based either upon a percentage of the value of new or existing Account assets of Clients referred to AssetMark by Financial Advisors, or a flat dollar amount. These arrangements provide for the communication of AssetMark's service capabilities to Financial Advisors and their Clients in various venues including participation in meetings, conferences and workshops. AssetMark may also agree to provide the Financial Advisory Firm or its representatives with organizational consulting, education, training and marketing support.

##### ***Direct and Indirect support for Financial Advisors***

AssetMark may sponsor annual conferences for participating Financial Advisory Firms and/or Financial Advisors designed to facilitate and promote the success of the Financial Advisory Firm and/or Financial Advisor and/or AssetMark advisory services. AssetMark may offer Portfolio Strategists, Investment Managers and Investment Management Firms, who may also be Sub-Advisors for the GuideMark and GuidePath Funds, the opportunity to contribute to the costs of AssetMark's annual conferences and be identified as a sponsor. AssetMark may also cover travel-related expenses for certain Financial Advisors to attend AssetMark's annual conferences, quarterly meetings, or to conduct due diligence visits. In addition and separate from the Business Development Allowance, AssetMark may contribute to the costs incurred by Financial Advisors in connection with conferences or other Client events conducted by the Financial Advisor or the Financial Advisory Firm.

##### ***Discounted Fees for Financial Advisors***

Financial Advisors may receive discounted pricing from AssetMark for practice management and marketing related tools and services.

##### ***Negotiated Fees***

AssetMark may, in its discretion, negotiate the AssetMark Fee for clients of certain Financial Advisors. Certain Financial Advisors with higher aggregate levels of assets on the Platform may be eligible for negotiated fees which are passed through to the client. The Financial Advisor does not earn additional compensation as a result of these negotiated fees.

##### ***Community Inspiration Award***

In order to promote community involvement, AssetMark created the Community Inspiration Award to honor selected Financial Advisors across the US who have inspired others by supporting charitable organizations in their communities. AssetMark will make a cash donation, subject to the published rules governing the program, to the Financial Advisor's nominated charity in accordance with the following: 1) the charitable organization is not a client or prospective client of the Financial Advisor, 2) the Financial Advisor will not receive a monetary award and 3) the charitable organization must

not have the ability to contribute funds or services to a candidate for public office or to a Political Action Committee. There is no direct compensation paid to an honored Financial Advisor. However, the Financial Advisor may be inclined to place, or retain client assets on the Platform as a result of AssetMark's contribution to their supported charitable organization.

#### **ITEM 15 – CUSTODY**

AssetMark does not provide custodial services to your account. Plan assets are held at MATC. You will enter into a separate agreement directly with MATC for custodial and other services.

#### **ITEM 16 – INVESTMENT DISCRETION**

In the Retirement Connection advisory service AssetMark exercises no investment discretion. AssetMark does not effect transactions in securities for Accounts and is not responsible for the selection of brokers and dealers and the execution of transactions for the Accounts. The Custodian is responsible for application of the Asset Allocation Models to the Plans' assets, including to the individual accounts of Plan Participants, by purchasing and/or selling securities for the Accounts.

AssetMark will construct and maintain Models that are intended to assist Plan Participants in meeting their investment needs. AssetMark shall, from time to time as determined by AssetMark in its sole discretion, direct MATC to rebalance or otherwise modify the holdings Participant accounts in accordance with the Models.

AssetMark may replace underlying funds, or adjust the asset allocation of existing funds as appropriate from time to time in AssetMark's discretion. Plan Representatives acknowledge that the selection of available investments is subject to change from time to time, and that funds may be changed, merged or closed at any time without notice to AssetMark.

AssetMark will retain and replace, or not, any entity providing investment advice, securities recommendations, Asset Allocation Models or other services to AssetMark, including without limitation, Portfolio Strategists giving advice with regard to the Mutual Fund and ETF Asset Allocation Models, as deemed appropriate by AssetMark.

AssetMark does not provide the Plan or its Participants individualized investment advice; and AssetMark's role in connection with the Retirement Connection services is limited to the establishment, maintenance and delivery of the Asset Allocation Models.

#### **ITEM 17 – VOTING CLIENT SECURITIES**

AssetMark will not vote client proxies under in the Retirement Connections service. You will make all elections with regard to participation in class actions, notices regarding bankruptcies and similar elections.

#### **ITEM 18 – FINANCIAL INFORMATION**

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. AssetMark has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.

**EXHIBIT A – ADVISORY FEE INCOME – GPS FUND STRATEGIES*****Mutual Fund Fees retained by AssetMark***

If a Plan Participant elects to direct their contributions to a GPS Fund Strategy, their account will be invested in mutual funds advised by AssetMark. AssetMark will receive Management Fees from those mutual funds, and AssetMark will determine the allocations of account value among these funds. The maximum net Management Fee retained by AssetMark from a fund in GPS Fund Strategies is 0.40% of average daily net assets. In selecting a GPS Funds Strategy, the Client agrees to the receipt by AssetMark of this 0.40% fee and that this fee is reasonable compensation to AssetMark.

AssetMark's management of a GPS Fund Strategy may result in a fee to AssetMark lower than the 0.40% authorized by the Client. Listed below are the mutual funds advised by AssetMark in which AssetMark may invest GPS Fund Strategy accounts and the maximum fee that AssetMark can retain from each fund as a percentage of average daily net assets of the mutual funds. If a fund has a sub-adviser, the minimum that AssetMark can pay the sub-adviser is deducted in the amount shown as retained by AssetMark. AssetMark may waive part or all of its management fee, and AssetMark may also recoup previously waived fees and assumed expenses, but these possibilities are not considered in the below-reported maximum retained fees. Some funds invest in shares of other funds, including mutual funds advised by AssetMark; the fees paid these Underlying Funds are not included in the below-reported fees. The Client should refer to the funds' prospectuses and other shareholder materials for information, including fees, regarding the funds. Additional mutual funds may be added to those that receive allocations.

MUTUAL FUNDS IN GPS FUND STRATEGIES	MAXIMUM FEES RETAINED BY ASSETMARK
GuidePath Growth Allocation Fund	0.25%
GuidePath Conservative Allocation Fund	0.25%
GuidePath Tactical Allocation Fund	0.35%
GuidePath Absolute Return Allocation Fund	0.35%
GuidePath Flexible Income Allocation Fund	0.25%
GuidePath Managed Futures Strategy Fund	0.35%
GuidePath Multi-Asset Income Asset Allocation Fund	0.35%
GuideMark Large Cap Core Fund	0.35%

Since the amount that AssetMark is paid by each mutual fund varies, changes by AssetMark to the allocations of mutual funds in GPS Fund Strategies accounts can change what AssetMark receives in fees from the funds. AssetMark anticipates making periodic changes to allocations among mutual funds in the first five Risk/Return Profiles, but does not anticipate any material allocation changes for accounts invested in the sixth Profile. Listed below, for each Profile offered the Retirement Connections GPS Fund Strategies is the maximum retained fee and the range of retained fees that AssetMark can receive assuming the possible asset allocations that AssetMark anticipates for that Profile.

GPS FUND STRATEGIES' PROFILE	MAX NET REVENUE	RANGE OF NET REVENUE
Conservative	0.35%	0.30% - 0.35%
Moderate Conservative	0.35%	0.30% - 0.35%
Moderate	0.34%	0.29% - 0.34%
Moderate Growth	0.33%	0.28% - 0.33%
Growth	0.33%	0.29% - 0.33%