

Global Financial Private Capital, Inc.
Part 2A of Form ADV
The Brochure

501 North Cattlemen Road, Suite 106
Sarasota, Florida 34232
Tel: (800) 220-0614
www.gf-pc.com

March 16, 2020

This Brochure provides information about the qualifications and business practices of Global Financial Private Capital, Inc (“Global”). If you have any questions about the contents of this Brochure, or if you would like to request a copy of the Brochure free of charge, please contact the Global’s Chief Compliance Officer (“CCO”) at (800) 220-0614, or Compliance@gf-pc.com. 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.

Global is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training. Additional information about Global is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Since the last annual amendment filing on March 29, 2019, this Form ADV Part 2A (“Brochure”) was materially amended to disclose the acquisition of Global Financial Private Capital, Inc. (“Global”) by AssetMark Financial, Inc. on April 16, 2019. There have been no material changes since the last update on August 19, 2019.

Summary of Material Changes

- On or about May 2, 2020, all current Clients and accounts will be moved from Global’s platform to AssetMark’s platform. Your account and custodian (Fidelity) will not be affected by this change. The terms of your investment advisory agreements, your investment strategies and your fee arrangements will not be affected. Your investment advisory services will be provided through the AssetMark platform. Global will no longer process any account requests after the merger is completed.
- On or about May 2, 2020, when your account is merged to the AssetMark platform, there will be a change in the Item 5 **NON-WRAP FEE BASIS** section of the Brochure.
 - If an account is terminated, the Client will receive a pro-rated rebate of fees.
 - Partial withdrawals from the account will not receive a rebate of fees.
 - Additions of \$1000 or more to Client accounts will be charged a pro-rated fee for the remainder of the quarter.
- During the second quarter of 2020, after the transition of accounts is completed, Global plans to withdraw its registration as a registered investment adviser with the SEC.

Item 3 Table of Contents

Contents

Item 2	Material Changes	2
Item 3	Table of Contents.....	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	6
Item 6	Performance-Based Fees and Side-by-Side Management	8
Item 7	Types of Clients	8
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9	Disciplinary Information.....	12
Item 10	Other Financial Industry Activities and Affiliations	12
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	15
Item 12	Brokerage Practices.....	16
Item 13	Review of Accounts.....	18
Item 14	Client Referrals and Other Compensation	19
Item 15	Custody	20
Item 16	Investment Discretion	20
Item 17	Voting Client Securities	20
Item 18	Financial Information.....	21

Item 4 Advisory Business

The Company and Its Ownership Structure

A. Global Financial Private Capital, Inc is a corporation formed in 2004 in the State of Florida. Global became registered as an Investment Adviser Firm in July 2004. Global is principally owned by AssetMark Financial, Inc. AssetMark is a 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, Inc. and AssetMark Trust Company are wholly owned subsidiaries of AssetMark.

B. As discussed below, Global offers to its clients (individuals, business entities, trusts, estates and charitable organizations, etc.) investment advisory services, and, to the extent specifically requested by a client, financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

The client may engage Global to provide discretionary investment advisory services on a non-wrap *fee* basis. If the client engages Global on a non-wrap fee basis, the client will select individual services on an unbundled basis, paying for each service separately (i.e. investment advisory, trade execution, custody).

NON-WRAP FEE BASIS

The client can agree to have Global provide discretionary investment advisory services on a *fee* basis. Generally, Global's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Global's management.

MISCELLANEOUS ADVISORY SERVICES DISCLOSURE

Client responsibility. It remains the client's responsibility to promptly notify Global if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Global's previous recommendations and/or services.

Fee Differentials. As indicated in Item 5 below, Global shall price its services based upon various objective and subjective factors. As a result, Global's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, geographic differences, and the level and scope of the overall services to be rendered. The services to be provided by Global to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Inverse/Enhanced Market Strategies. Global may use long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the

corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Global, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Sub-Advisory Agreements. Under its Investment Management Agreement, Global has discretionary authority to hire and fire Sub- Adviser(s), which provide model portfolios to Global, who manages the investments in your designated account on a discretionary basis in accordance with your stated investment objectives. Global has agreements in place for advisory services from various, affiliated and unaffiliated entities. The agreements are with Federated Investment Counseling, Braver Capital Management, Dana Investment Advisors, State Street Global Advisors, Clark Capital Management Group Inc., LLC, Astor Investment Management, LLC, SSGA Funds Management, Centum Capital Advisors, Vanguard, James Alpha Advisors LLC as well as AssetMark and Savos. These entities may change at any time.

Please Also Note. You will be responsible for notifying your investment adviser representative of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, your investment adviser representative will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives.

Independent Managers. Global may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Manager[s] shall have day- to-day responsibility for the active discretionary management of the allocated assets. Global shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which Global shall consider in recommending Independent Manager[s] include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research.

Trade Errors. Global has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is the policy of Global to correct trade errors in a manner that is fair to the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client will not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and any loss resulting from the trade error will be absorbed by Global if the error was caused by the firm. If the error is caused by the investment advisor, the investment advisor will be responsible for covering all trade error costs. The trade will be moved to an error account and will be dealt with at the discretion of the investment advisor.

Client Obligations. In performing its services, Global shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Global if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Global's previous recommendations and/or services.

Disclosure Statement. A copy of Global's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to or, simultaneously with, the execution of the *Investment Advisory Agreement*.

Global shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Global shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). At any time, the client may impose reasonable restrictions, in writing, on Global's services.

As of December 31, 2019, Global had \$2,885,235,617 in assets under management on a discretionary basis and \$0 in assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

The client can engage Global to provide discretionary investment advisory services on a non-wrap fee basis.

NON-WRAP FEE BASIS

If a client engages Global to provide discretionary investment advisory services on a non-wrap fee basis, Global's annual investment advisory fee is negotiable and may not exceed 2.90% of the total assets placed under Global's management/advisement. For the assets which the Client determines to engage Advisor on a fee-only basis, Global shall charge an annual investment management fee based upon a percentage of the market value of the assets being managed by Advisor. The investment management fee charged shall vary (up to .90%) depending upon the market value of the assets under management and the specific type of investment management services to be rendered.

Advisor's annual investment management fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. For new accounts invested, the fee is pro-rated for the remainder of the quarter (if services commenced in the middle of a calendar quarter) and charged in the month following investment. For new assets added to existing accounts or for amounts withdrawn from existing accounts in excess of \$10,000 this amount will be billed or refunded for the fees for the remainder of the quarter. These new billings or amounts refunded will occur in the month following the addition or withdrawal. The Investment Advisory Agreement between Global and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the

Investment Advisory Agreement. Upon termination, Global shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

Please Note. The following changes to how your account will be billed become effective on May 1, 2020

Client terminations will trigger a rebate of fees, but partial withdrawals of the account will not trigger a rebate of fees. Also, additions to client accounts above \$1,000 will be charged a pro-rated fee for the remainder of the quarter.

Clients who engaged Global on a non-wrap fee basis to advise and implement equity programs will incur advisory fees, inclusive of all Sub-Advisor fees, not to exceed 2.90%. Clients who engage Global on a non-wrap fee basis to advise and implement fixed income programs will incur advisory fees, inclusive of all Sub-Advisor fees, not to exceed 2.00%.

Clients may elect to have Global's advisory fees deducted from their custodial account. Both Global's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of Global's investment advisory fee and to directly remit that management fee to Global in compliance with regulatory procedures. In the limited event that Global bills the client directly, payment is due upon receipt of Global's invoice.

As discussed below, unless the client directs otherwise or an individual client's circumstances require, Global shall generally recommend that Fidelity Investments, Inc ("*Fidelity*") serves as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Fidelity* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). However, in addition to Global's investment management fee, all clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). When beneficial to the client, individual fixed-income and/or equity transactions may be effected through broker-dealers with whom Global and/or the client have entered into arrangements for prime brokerage clearing services, including effecting certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by *Fidelity*

The following Fidelity custodial fees apply effective May 30, 2017 to any accounts you open (or if you elect to convert a previously opened account to this fee structure). Clients can choose either Asset Based Pricing ("ABP") or Transaction Based Pricing ("TBP")

Below is the ABP fee schedule for Global Financial Private Capital with Fidelity.

Account	Annual Basis Points (BPS)
ABP	7

Fee is applied at the account level.

The fee is calculated Quarterly by multiplying the average daily balance of Chargeable Assets for each month by the BPS (adjusted to a monthly amount by multiplying the appropriate rate by the number of days in the month divided by 365 days (or, 366 days in the case of a leap year). The Asset-Based Fee for the Quarter will be the sum of the monthly amounts for the Quarter. The fee is billed in arrears.

- Quarterly Minimum Account Fee \$31.25 per Quarter

The Minimum account fee is charged if the Quarterly asset-based fee is less than the Quarterly Minimum Account Fee. The Quarterly Minimum Fee charged will be reduced by the amount of the Asset-Based Fee.

- Annual Trade Cap per Account 350 trades
- Per Trade Charge Above Trade Cap \$4.95 Per Trade

The trade cap is based on the number of trades executed on all asset types regardless of whether chargeable or non-chargeable and is calculated on an annual basis from the anniversary of the funding of the account or the establishment of the asset-based pricing on the account (“Anniversary Date”) and is charged on a monthly or quarterly basis once the trade cap is exceeded.

Trade counting is done on a 12-month basis from the account’s Anniversary Date.

Chargeable Asset means that the asset is included in the asset-based fee calculation for brokerage services. Non-Chargeable Asset means that the asset will not be included in the asset-based fee calculation for brokerage services but will be subject to the applicable transaction fee charges. Below is the TBP fee schedule for Global Financial Private Capital with Fidelity.

- Equity and Exchange Traded Funds:
 - For household accounts under \$1M which are enrolled for eDelivery and all household accounts over \$1M: No transaction fee
 - For household accounts under \$1M or those that are not enrolled in eDelivery: \$ 0.01 per share with a minimum of \$ 2.00
- Mutual Funds:
 - Fidelity No Transaction Fee Funds: No Transaction Fee
 - Transaction Fee Funds: \$20 Flat ticket on all Buys and Sells
 - CGM, DFA, Dodge & Cox, Sequoia, & Vanguard Funds: \$40 Flat ticket on all Buys

Item 6 Performance-Based Fees and Side-by-Side Management

Neither Global nor any supervised person of Global accepts performance-based fees.

Item 7 Types of Clients

Global's clients shall generally include individuals, pension and profit-sharing plans, business entities, trusts, estates, and charitable organizations.

Minimum Investment Amounts Required

Global only provides one model per each asset management account. The minimum account size for the Core and Multi-Strategy portfolios is \$125,000. The minimum account size for the Select portfolio is \$10,000. In the Separately Managed Account program, the minimum account size varies between \$10,000 and \$500,000 depending upon the model.

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

The following are methods of analysis that Global and our Sub-Advisers may use in providing investment advice.

Fundamental Value - A method of evaluating a security by attempting to measure the intrinsic value of a security by examining related economic, financial and other qualitative and quantitative factors. Fundamental Value analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental value analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security. If, in the opinion of our Sub-Advisers, the security is undervalued compared to its market price, and in the absence of other negative information, the Sub-Adviser may consider the security for selection. In our opinion, this evaluation method, when used in conjunction with additional research, may provide an element of protection against significant loss of value. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, some of our sub-advisers use this method of valuation for a wide range of securities. We also call this technique "Value at a Reasonable Price" (VARP).

Fundamental Growth - A method of evaluating a security by attempting to measure the intrinsic growth potential of a security relative to the growth expectations already contained in the current price. The end goal of performing fundamental growth analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security. If, in our opinion, the security is undervalued compared to our expectation of growth, and in the absence of other negative information, the Sub-Adviser may consider the security for selection. In our opinion, this evaluation method, when used in conjunction with additional research, may provide an element of protection against significant loss of value. Fundamental analysis is about using real data to evaluate a security's value. We also call this technique "Growth at a Reasonable Price" (GARP).

Asset Allocation— Global believes that focusing on the sector, geographical region and asset class to which assets are allocated play a more significant role in the potential for portfolio

performance than focusing on the merits of individual securities. Our cyclical analysis and our individual security analysis are the basis for our asset allocation decisions.

Diversification – Certain of Global's Sub-Advisers, attempt to create comprehensively diversified portfolios as a means to reduce the risks associated with concentrated portfolios. Moreover, a variety of funds, including Exchange Traded Funds, may be used to further diversify investment risk. It should be noted that while diversification seeks to reduce risk, a properly diversified portfolio will normally contain positions which will perform at variance to other positions.

Active Management– During times where the economic and geopolitical news and outlook has the potential for dramatic change, Global's Sub-Advisers will actively manage portfolios in an attempt to benefit from, or protect against, those volatile movements. In general, our portfolios may not be suitable for investors who require a very low trading activity (buy-and-hold) through all market conditions.

Cyclical- Analyzes the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

Investment Strategies When Managing Assets and/or Providing Investment Advice Under its asset management services, Global has discretionary authority to hire/fire Sub-Adviser(s) who manage your designated accounts. Investment strategies are disclosed in each Sub-Advisers disclosure brochure.

Risk of Loss Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients (including you) should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Our portfolios are designed for investors who are able to hold the investment for one or more years. Investors should be able to accept price volatility during this period, the level of which should match the stated risk tolerance of the respective investor.

Under our asset management services, portfolios are designed to meet stated investment objectives based on your Investment Policy Statement (IPS). The portfolios are not designed to match equity market returns during strong rallies. Although the portfolios seek low volatility and principal protection, asset allocation decisions may not achieve these goals in all cases. There is no guarantee a portfolio will meet a target return or investment objective. Investments in bonds involve interest rate and credit risk. Bond values change according to changes in interest rates,

inflation, credit climate and issuer credit quality. Interest rate rises will reduce the value of a bond. Although longer term bonds may pay more income, their value is more susceptible to interest rate variation than shorter term, lower yield bonds. Stock markets and individual stocks may be subject to large price fluctuations.

Diversification cannot protect an investor from these fluctuations. The use of indexed funds is not fully guaranteed to track an intended market and may carry additional 'product' risks.

Because of the inherent risk of loss associated with investing, Global is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through our investment management program.

Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.

Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

Fixed Income Risk. When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

ETF and Mutual Fund Risk – When our Sub-Adviser invests in an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs. The Sub-Advisor may, at its discretion, invest in leveraged ETFs which provide two or three times the exposure to a stated index or asset class. These ETFs may be held for periods longer than one week.

Management Risk – Your investment with our firm varies with the success and failure of our

Sub-Adviser's investment strategies, research, analysis and determination of portfolio securities. If our Sub-Adviser's investment strategies do not produce the expected returns, the value of the investment will decrease.

Alternative Investments - Our portfolio holdings are typically traded on U.S. exchanges; however, Non-U.S. investments, currency and commodity investments may contain additional risks associated with government, economic, political or currency volatility.

Emerging Markets - Where justified by the investment analysis outlined above, investment either indirectly or directly in emerging markets may be included in a portfolio. Emerging markets can experience high volatility and risk in the short term.

Currently, Global primarily allocates client investment assets among various Sub-Advisers that may use individual equity (stocks), debt (bonds), and fixed income securities, mutual funds and/or exchange traded funds ("ETFs") (including inverse ETFs and/or mutual funds that are designed to perform in an inverse relationship to certain market indices), on a discretionary and non-discretionary basis in accordance with the client's designated investment objective(s).

As disclosed above, Global may use long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Global, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Item 9 Disciplinary Information

On 9/2/14, Global responded to a Consent Order, initiated by the State of Alabama. The investment advisory representative that was involved in the action neglected to forward a radio advertisement to Global Financial for review. The State found the advertisement to contain misleading information and jointly fined the investment advisory representative and Global a total of \$5,000. Global did not participate in paying the fine.

Item 10 Other Financial Industry Activities and Affiliations

The following companies are under common control with AssetMark. AssetMark does not consider such affiliations to create a material conflict of interest for AssetMark or its clients. For those affiliated companies you may interact with in connection with your AssetMark relationship, their industry activities are described in further detail below:

- Global Financial Advisory, LLC
- AssetMark, Inc.

- AssetMark Brokerage, LLC
- AssetMark Trust Company
- OBS Financial Services, Inc.
- AssetMark Retirement Services, Inc.

Global Financial Advisory, LLC

Global Financial Advisory, LLC, a subsidiary of GFPC, 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.

AssetMark, Inc.

AssetMark, Inc. is an investment adviser registered with the Securities and Exchange Commission (“SEC”), a Commodity Pool Operator (“CPO”) registered with the Commodity Futures Trading Commission (“CFTC”), and a member of the National Futures Association (“NFA”). AssetMark is the sponsor of the AssetMark Platform (the “Platform”) through which it offers advisory services to its Clients, and platform and advisory services to other financial advisory firms.

AssetMark Brokerage, LLC

AssetMark Brokerage, LLC (“AssetMark Brokerage”) is a broker-dealer registered with the SEC and is a member of FINRA. AssetMark Brokerage is affiliated with AssetMark by common ownership.

AssetMark Trust Company

AssetMark Trust Company (“AssetMark Trust”) is an Arizona chartered trust company that serves as the custodian for certain Accounts on the AssetMark Platform. AssetMark Trust is affiliated with AssetMark by common ownership.

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.

AssetMark Retirement Services, Inc.

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

AFFILIATE CONFLICTS OF INTEREST

Banking Institution - AssetMark Trust

Clients pay AssetMark Trust for custodial services pursuant to their Custody Agreement with AssetMark Trust. Additionally, pursuant to a contract between AssetMark and AssetMark Trust, AssetMark pays AssetMark Trust for services it provides AssetMark advisory Clients.

Outside Money Managers. Global is compensated for our referral activities to outside money managers in the form of marketing or referral fees paid by the outside money manager directly to Global. The exact compensation arrangement will vary depending on the arrangement with the outside money manager. However, Global is usually paid a marketing or referral fee based on a portion of the management fees charged by the outside money manager to clients introduced to the outside money manager by Global.

The portion of the management fee paid to Global may reach as high as 50% of the overall fee received by the outside money manager. Fees paid to Global may be in the form of a sliding fee schedule that increases as the amount of assets originally referred by Global to the outside money manager increases. For example, Global could receive a higher percentage of the overall fee from the outside money manager as assets to the outside money manager increase.

When Global refers you to an outside money manager, Global will provide proper disclosure of the arrangement to you. Disclosure will be made at the time of solicitation and will include a description of Global's arrangement with the outside money manager and a description of the compensation arrangement.

Conflict of interest: Global has a conflict of interest by marketing and referring only those outside money managers that have agreed to pay a portion of their management advisory fee or a fixed fee to Global. There may be other third-party managed programs, offerings and platforms that may be suitable for you that may be more or less costly.

ByAllAccounts. Global, in conjunction with the services provided by ByAllAccounts, Inc, may provide periodic comprehensive reporting services which can incorporate all of the client's investment assets, including those investment assets that are not part of the assets managed by Global (the "Excluded Assets"). The client and/or his/her/its other advisors that maintain trading authority, and not Global, shall be exclusively responsible for the investment performance of the Excluded Assets. Unless otherwise specifically agreed to, in writing, Global's service relative to the Excluded Assets is limited to reporting only. The sole exception to the above shall be if Global is specifically engaged to monitor and/or allocate the assets within the client's 401(k) account maintained away at the custodian directed by the client's employer. As such, except with respect to the client's 401(k) account (if applicable), Global does not maintain any trading authority for the Excluded Assets. Rather, the client and/or the client's designated other investment professional(s) maintain supervision, monitor Assets. If Global is asked to make a recommendation as to any Excluded Assets, the client is under absolutely no obligation to accept the recommendation, and Global shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. In the event the client desires that Global provide investment management services for the Excluded Assets, the client may engage Global to do so

pursuant to the terms and conditions of the Investment Advisory Agreement between Global and the client.

emoney. In conjunction with the services provided by emoney, Global may also provide access to account aggregation services, which can incorporate all of the client's investment assets, including those investment assets that are not part of the assets that we manage (the "Excluded Assets"). The client and/or his/her/its other advisors that maintain trading authority, and not us, shall be exclusively responsible for the investment performance of the Excluded Assets. In addition, emoney will also provide access to other types of information, including financial planning concepts, which should not, in any manner whatsoever, be construed as services, advice or recommendations provided by Global. Global does not provide investment management, monitoring or implementation services for the Excluded Assets. The client may engage Global to provide investment management services for the Excluded Assets pursuant to the terms and conditions of the Investment Advisory Agreement between Global and the client.

Use of Mutual Funds. Most mutual funds are available directly to the public. Thus, a prospective client can obtain many of the mutual funds that may be recommended and/or utilized by Global independent of engaging Global as an investment advisor. If a prospective client determines to do so, he/she will not receive Global's initial and ongoing investment advisory services on those fund assets.

12b-1 Fees and Distribution Fees. Although not a material consideration when selecting a particular mutual fund or ETF for a client's advisory account, Global, or an affiliated entity may also receive a portion of the 12b-1 mutual fund or ETF distribution fees. These 12b-1 and/or distribution fees are in addition to Global's annual advisory fee, thereby creating a conflict of interest.

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

Global maintains an investment policy relative to personal securities transactions. This investment policy is part of Global's overall Code of Ethics, which serves to establish a standard of business conduct for all of Global's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, Global also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Global or any person associated with Global.

Global and/or representatives of Global *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Global and/or representatives of Global are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then

immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Global did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front- running” (i.e., personal trades executed prior to those of Global’s clients) and other potentially abusive practices.

Global has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Global’s “Access Persons.” Global’s securities transaction policy requires that an Access Person of Global must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Access Persons are also required to provide a list of their outside brokerage accounts and set up each outside brokerage account to provide duplicate statements to Global’s Compliance Department. Global’s internal compliance reviews each confirmation of trade statement as well as each monthly report received from the Access Person’s outside brokerage account(s). Additionally, each Access Person provides the Chief Compliance Officer or his/her designee with a written attestation confirming/identifying each one of the Access Person’s current outside brokerage accounts.

Global and/or representatives of Global *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Global and/or representatives of Global are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Global has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Global’s Access Persons.

Item 12 Brokerage Practices

In the event that the client requests that Global recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Global to use a specific broker-dealer/custodian), Global generally recommends that investment management accounts be maintained at *Fidelity*. Prior to engaging Global to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Global setting forth the terms and conditions under which Global shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Global considers in recommending *Fidelity* (or any other broker-dealer/custodian to clients) include historical relationship with Global, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Global's clients shall comply with Global's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Global determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Global will seek competitive rates, it may not

necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Global's investment management fee. Global's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Additional Benefits. Although not a material consideration when determining whether to recommend that a client use the services of a particular broker-dealer/custodian, Global may receive from *Fidelity* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Global to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Global may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Global in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Global in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Global to manage and further develop its business enterprise.

Global's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Global to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Global does not receive referrals from broker-dealers.

Directed Brokerage: The client may direct Global to use a particular broker-dealer (subject to Global's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and Global will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Global. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that the client directs Global to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Global.

In the event that the transactions for a client's accounts are effected through a broker-dealer that refers investment management clients to Global, there exists the potential for conflict of interest if the accounts incur higher commission or transaction costs than the accounts would otherwise

have incurred had the client determined to effect account transactions through alternative clearing arrangements that may have been available through Global.

Initial Public Offerings: Through our clearing/custodial firm relationships, Global may occasionally have limited access to initial public offering (IPO) shares. To the extent available to and judged appropriate by Global, Global may determine to purchase IPO shares for qualified clients who have engaged Global for Asset Management Services. To the extent possible and applicable under the circumstances, Global will use reasonable efforts to allocate available IPO shares on a fair and equitable basis (i.e., rotational, etc.)

Cross Transactions. When advantageous to all parties, Global may implement cross transactions for fixed income securities between two investment advisory clients of Global. Prior to implementing a cross transaction in a client's account, the client must provide standing authorization allowing Global to implement such transactions. A cross transaction occurs when securities are bought and sold between two investment advisory accounts. Cross transactions made by Global are always implemented between fee-based investment advisory accounts. Global does **not** implement cross transactions between a commission-based brokerage account and a fee-based investment advisory account. Global does not receive any compensation for such cross trades. An independent third party is used to determine the price when implementing cross transactions. Global employs cross transactions when the prices to both buyers and sellers are at least equivalent to or better than prices generally available on the open market.

To the extent that Global provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Global decides to purchase or sell the same securities for several clients at approximately the same time. Global may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Global's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Global shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

For those clients to whom Global provides investment supervisory services, account reviews are conducted on an ongoing basis by the client's investment advisor representative. All investment supervisory clients are advised that it remains their responsibility to advise their investment adviser representative and Global of any changes in their investment objectives and/or financial situation. Global encourages you to request a review with your investment adviser representative to discuss such things as account performance, changes in the client's investment objectives, goals, and financial situation, tax planning, estate planning, retirement planning and any other questions the client may have concerning their investment portfolio. If you only receive financial planning services from Global, you may be charged a separate fee for meetings with your

investment adviser representative. You should read carefully the agreement with Global to determine the amount of such separate fees, if any on an annual basis.

Global *may* conduct account reviews on an other-than-periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Global may also provide a written periodic report summarizing account activity and performance

Item 14 Client Referrals and Other Compensation

As referenced in Item 12 above, Global may receive an indirect economic benefit from *Fidelity*. Global, without cost (and/or at a discount), may receive support services and/or products from *Fidelity*.

Global's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Global to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

If a client is introduced to Global by either an unaffiliated or an affiliated solicitor, Global may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Global's investment management fee and shall not result in any additional charge to the client. If the client is introduced to Global by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of Global's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Global and the solicitor, including the compensation to be received by the solicitor from Global.

Outside Money Managers. Global and our supervised persons may refer clients to outside money manager such for advisory services not provided by Global. Global and these outside money managers are not affiliated. When Global solicits clients for outside money managers, Global receives compensation for those referrals.

Certain of the outside money managers that Global refers clients to may use Global on a separate basis to provide trading, billing and other administrative and/or back-office services. In return for these administrative and back-office services, and in addition to the fee paid the outside money manager to Global for referring clients, Global may also receive an administrative fee from the

outside money manager at the annual rate of 1% of those accounts subject to the administrative and/or back-office services of Global.

Item 15 Custody

Global shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts.

Please Note: The account custodian does not verify the accuracy of Global's advisory fee calculation.

All client assets are maintained with an independent qualified custodian. As Global is deemed to have custody over clients' cash, bank accounts or securities, Global is required to engage an independent accounting firm to perform a surprise annual examination of those assets and accounts over which it maintains custody. Accell Audit and Compliance, PA conducts an annual Surprise Examination and files the Audit Report on the SEC Investment Adviser Public Disclosure website, www.adviserinfo.sec.gov.

Item 16 Investment Discretion

The client can determine to engage Global to provide investment advisory services on a discretionary basis. Prior to Global assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming Global as the client's attorney and agent in fact, granting Global full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Global on a discretionary basis may, at any time, impose restrictions, **in writing**, on Global's discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Global's use of margin, etc.).

Item 17 Voting Client Securities

Global or the client (as determined exclusively between Global and the client) shall be responsible for directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted. If the client elects to have Global vote proxies on their behalf, Global may assign to a separate third-party designee such as Institutional Shareholder Services (ISS) responsibility for directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted. Global shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon written request. However, the client shall maintain exclusive responsibility for all legal proceedings or other type

events pertaining to the account assets, including, but not limited to, class action lawsuits.

Global, voting client proxies, shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how Global or other third-party managers voted on any specific proxy issue is also available upon written request.

Item 18 Financial Information

Global is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.

Global has not been the subject of a bankruptcy petition.