

FORM ADV PART 2A
DISCLOSURE BROCHURE
PREPARED IN COMPLIANCE WITH
THE INVESTMENT ADVISERS ACT OF 1940 RULE 204-3(A)

G&S Capital LLC

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This brochure provides information about the qualifications and business practices of G&S Capital LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 303-773-8000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about G&S Capital LLC (IARD#171033) is available on the SEC's website at www.adviserinfo.sec.gov

October 3, 2023

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

There have been no material changes to this Part 2A Brochure since G&S' previous Annual Amendment filing on February 19, 2022.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

Item 3: Table of Contents

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Item 4: Advisory Business

Firm Description

G&S Capital LLC ("G&S") was founded in 2005 and became registered as an investment advisor in 2014. Justin L. Soucie is the sole owner.

Types of Advisory Services

The client can engage G&S to provide discretionary investment advisory services to individuals, families, businesses, and retirement plans (*see below*). Before engaging G&S to provide investment advisory services, clients are required to enter into an agreement with G&S setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and the fees that a client will incur (*see fee schedule at Item 5 below*). To the extent specifically requested by an individual client, G&S will generally provide financial planning and consulting services. In the event that the client requires extraordinary planning or consultation services G&S may determine to charge a client for such additional services pursuant to a stand-alone written agreement (*see Limitations below*). G&S provides investment advisory services specific to the needs of each client. Before providing investment advisory services, G&S will ascertain the client's investment objective(s). G&S will then allocate (or recommend that the client allocate) the portfolio consistent with the designated investment objective(s).

ASSET MANAGEMENT

G&S offers discretionary direct asset management services to advisory clients. G&S will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize G&S discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

ASSETS HELD AWAY

G&S offers discretionary or non-discretionary asset management service to individuals with respect to assets held in retirement plan accounts and/or variable annuities. G&S will work with individuals on determining their individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, and asset allocation are based on the above factors. The accounts will be monitored on a quarterly basis.

ERISA PLAN SERVICES

G&S may be engaged to provide investment advisory services to ERISA retirement plans, whereby G&S shall manage Plan assets consistent with the investment objective designated by the Plan sponsor. In such engagements, G&S will serve as an investment fiduciary as that term is defined under The Employee Retirement Income Security Act of 1974 ("ERISA"). G&S will generally provide services on an "assets under management" fee basis per the terms and conditions of an Investment Advisory Agreement between the Plan and G&S.

G&S may also provide investment advisory services to participant directed retirement plans per the terms and conditions of a Retirement Plan Consulting Agreement between G&S and the plan. For such engagements, G&S shall assist the Plan with the selection of an investment platform from which Plan participants shall make their respective investment choices, and, to the extent engaged to do so, may

also provide corresponding education to assist the participants with their decision-making process.

Limited Scope ERISA 3(21) Fiduciary. G&S typically acts as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor G&S has a fiduciary duty to act in the best interest of the client. The plan sponsor still ultimately has responsibility for the decisions made in their plan, though using G&S can help the plan sponsor delegate liability by following a diligent process. The plan sponsor can select from a menu of fiduciary and non-fiduciary services to be provided by G&S, which are detailed further below.

1. Fiduciary Services can include:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options.
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.

2. Non-fiduciary Services can include:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands G&S's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, G&S is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. G&S will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

G&S may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between G&S and Client.

3. G&S has no responsibility to provide services related to the following types of assets (“Excluded Assets”):
1. Employer securities;
 2. Real estate (except for real estate funds or publicly traded REITs);
 3. Stock brokerage accounts or mutual fund windows;
 4. Participant loans;
 5. Non-publicly traded partnership interests;
 6. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 7. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to G&S under this arrangement.

3(38) Investment Manager. G&S can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan’s assets. G&S would then retain primary responsibility for the selection, monitoring and replacement of the plan’s investment options. The menu of fiduciary and non-fiduciary services offered are described below.

1. Fiduciary Services can include:

- G&S has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan’s investment policies and objectives.
- Creation of specific asset allocation models that G&S manages on a discretionary basis, which Plan participants may choose in managing their individual retirement account.
- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Assist the Client in the development of an investment policy statement (“IPS”). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Client with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

2. Non-fiduciary Services can include:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands G&S’s assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor’s definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, G&S is not providing fiduciary advice as defined by ERISA to the Plan participants. G&S will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

G&S may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between G&S and Client.

3. G&S has no responsibility to provide services related to the following types of assets ("Excluded Assets"):
 - a. Employer securities;
 - b. Real estate (except for real estate funds or publicly traded REITs);
 - c. Stock brokerage accounts or mutual fund windows;
 - d. Participant loans;
 - e. Non-publicly traded partnership interests;
 - f. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - g. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to G&S under this arrangement.

FINANCIAL PLANNING AND CONSULTING

To the extent requested by a client, G&S may determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.). For clients receiving Asset Management services from G&S, such financial planning and/or consulting services will typically be included as part of the Asset Management service offering. However, in the event that the client requires extraordinary planning or consultation services, or if the client requests standalone financial planning and/or consulting services, G&S may determine to charge the client for such additional services pursuant to a stand-alone written agreement. In such instances, the client will compensate G&S on an hourly fee basis described in detail under "Fees and Compensation" section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client, the client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through G&S. Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. It remains the client's responsibility to promptly notify G&S if there is ever any change in their financial situation or investment objectives for the purpose of reviewing,

evaluating or revising G&S's previous recommendations and/or services.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by the client, G&S will generally provide financial planning and related consulting services regarding non-investment related matters, such as tax planning, insurance, etc. G&S will generally provide such consulting services inclusive of its advisory fee set forth at Item 5 below (exceptions may occur based upon assets under management, special projects, etc. for which G&S may charge a separate fee).

G&S does not serve as an attorney, accountant or insurance agent, and no portion of our services should be construed as legal, accounting or insurance services. Accordingly, G&S does not prepare estate planning documents or tax returns, nor does it sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from G&S and/or its representatives.

If the client engages any professional, recommended or otherwise, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged professional(s), and not G&S, shall be responsible for the quality and competence of the services provided.

Variable Products/Retirement Plans. G&S also may render investment advisory services to clients relative to: (1) a variable investment product that they may own, and/or (2) their individual employer-sponsored retirement plans. In so doing, G&S directs the allocation of client assets among the various investment alternatives (generally mutually funds) that comprise the variable life/annuity product or the retirement plan. The client assets shall be maintained at either the specific insurance company that issued the variable annuity product which is owned by the client, or at the custodian designated by the sponsor of the client's retirement plan.

In the event that G&S is requested to provide advisory services with respect to a variable investment product and/or retirement plan sponsored by the client's employer, G&S's advice is limited to the investment alternatives provided by the variable product and/or retirement plan sponsor.

Retirement Rollovers-Potential for Conflict of Interest. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If G&S recommends that a client roll over their retirement plan assets into an account to be managed by G&S, such a recommendation creates a conflict of interest if G&S will earn new (or increase its current) compensation as a result of the rollover. If G&S provides a recommendation as to whether a client should engage in a rollover or not, G&S is acting as a fiduciary within the meaning of Title I of the

Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. No client is under any obligation to roll over retirement plan assets to an account managed by G&S.

Authorized Agents. In an attempt to enhance services to its clients, G&S has entered into an arrangement with an unaffiliated registered investment adviser (TKG Advisors, LLC d/b/a Kotys Wealth Professionals; CRD: 168156) (“Kotys”) for the provision of certain back-office services. Pursuant to this arrangement, certain representatives of Kotys have executed documents to become authorized agents of G&S. This arrangement gives such Kotys representatives the ability to implement trades on behalf of G&S, at G&S’s direction. Per the terms of this arrangement, no representative of Kotys is entitled to make any investment decisions or trades on behalf of any G&S client without prior instruction from an appropriate G&S representative.

Cash Positions. G&S continues to treat cash as an asset class. As such, unless determined to the contrary by G&S, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating G&S’s advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), G&S may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, G&S’s advisory fee could exceed the interest paid by the client’s money market fund.

Cash Sweep Accounts. Account custodians generally require that cash proceeds from account transactions or cash deposits be swept into and/or initially maintained in the custodian’s sweep account. The yield on the sweep account is generally lower than those available in money market accounts. To help mitigate this issue, G&S generally purchases a higher yielding money market fund available on the custodian’s platform with cash proceeds or deposits, unless G&S reasonably anticipates that it will utilize the cash proceeds during the subsequent 30-day period to purchase additional investments for the client’s account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to, the amount of dispersion between the sweep account and a money market fund, an indication from the client of an imminent need for such cash, or the client has a demonstrated history of writing checks from the account.

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 G&S independent of engaging G&S as an investment advisor. However, if a prospective client determines to do so, he/she will not receive G&S’ initial and ongoing investment advisory services.

Portfolio Activity. G&S has a fiduciary duty to provide services consistent with the client’s best interest. As part of its investment advisory services, G&S will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, mutual fund manager tenure, style drift, and/or a change in the client’s investment objective. Based upon these factors, there may be extended periods of time when G&S determines that changes to a client’s portfolio are neither necessary nor prudent. Clients nonetheless remain subject to the fees described in Item 5 below during periods of account inactivity. Of course, as indicated below, there can be no assurance that investment decisions made

by G&S will be profitable or equal any specific performance level(s).

eMoney Advisor Platform. G&S may provide its clients with access to one or more online account aggregation platforms (the “Platforms”). The Platforms allow a client to view their complete asset allocation, including those assets that G&S does not manage (the “Excluded Assets”). G&S does not provide investment management, monitoring, or implementation services for the Excluded Assets. Therefore, G&S shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not G&S, shall be exclusively responsible for such investment performance. The client may choose to engage G&S to manage some or all of the Excluded Assets pursuant to the terms and conditions of an Investment Advisory Agreement between G&S and the client. In addition to the foregoing, the Platform hosted by eMoney Advisor (“eMoney”) also provides 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 G&S. Finally, G&S shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the eMoney platform without G&S’s assistance or oversight.

Client Obligations. In performing our services, G&S 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 their responsibility to promptly notify G&S if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising our previous recommendations and/or services.

Cybersecurity Risk. The information technology systems and networks that G&S and its third-party service providers use to provide services to G&S clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in G&S’s operations and result in the unauthorized acquisition or use of clients’ confidential or non-public personal information. Clients and G&S are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although G&S has established its systems to reduce the risk of cybersecurity incidents from coming to fruition, there is no guarantee that these efforts will always be successful, especially considering that G&S does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by G&S) will be profitable or equal any specific performance level(s).

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

G&S does not sponsor any wrap fee programs.

Client Assets under Management

As of December 31, 2022 G&S has approximately \$303,730,261 in discretionary assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

G&S bases its fees on a percentage of assets under management and hourly charges.

ASSET MANAGEMENT

G&S offers discretionary direct asset management services to advisory clients. G&S charges an annual investment advisory fee based on the total assets under management as follows:

Fee Schedule	
Account Range	Maximum
\$0 - \$499,999	1.40%
\$500,000 - \$999,999	1.30%
\$1,000,000 - \$1,999,999	1.20%
\$2,000,000 - \$4,999,999	1.00%
\$5,000,000 - \$9,999,999	0.80%
\$10,000,000 and above	Negotiable

The annual fee may be negotiable. Accounts within the same household may be combined for a reduced fee. Fees are billed quarterly in advance based on the amount of assets managed as of the last business day of the previous quarter. Initial fees for partial quarters are pro-rated. If any deposits or withdrawals are made to an account during the course of a fee period, a prorated fee adjustment will be applied at the next billing interval.

Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-quarter, the client will be entitled to a pro rata refund for the days service was not provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

ASSETS HELD AWAY

Fees for these services will be based on a percentage of assets under management. The fees are as follows:

Fee Schedule	
Account Range	Maximum
\$0 - \$499,999	1.40%
\$500,000 - \$999,999	1.30%
\$1,000,000 - \$1,999,999	1.20%
\$2,000,000 - \$4,999,999	1.00%
\$5,000,000 - \$9,999,999	0.80%
\$10,000,000 and above	Negotiable

Fees will be paid in advance every quarter based on the amount of assets managed as of the last business day of the previous quarter. Fees for held away assets are generally deducted from another account managed by G&S, although clients may be invoiced directly in limited instances and at specific client request. Upon termination, the client will be entitled to a pro-rata refund based on the number of days account was managed.

Fee Dispersion. G&S, in its sole discretion, may charge a lesser investment advisory fee and/or a charge a flat fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1% of the value. The fee is charged in arrears and the initial fee will be based on the market value of the Plan assets as calculated by the custodian or record keeper of the Included Assets on the first business day of the initial fee period and will be due on the first business day of the fee period. For services started any time other than the first day of a quarter, the fee will be prorated based on the number of days remaining in the initial fee period. Thereafter, the fee will be based on the market value of the Plan assets on the last business day of the previous fee period (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) and will be due within ten (10) business days. Fees are collected on a monthly or quarterly basis depending on the plan administrator. Fees will be paid by the plan administrator to G&S quarterly in arrears. This will be disclosed in the ERISA Plan Agreement. If this Agreement is terminated prior to the end of the fee period, G&S shall be entitled to a prorated fee based on the number of days during the fee period services were provided. Any unearned fees shall be refunded to the Plan or Plan Sponsor.

The compensation of G&S for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees.

G&S does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement, unless otherwise disclosed. If additional compensation is received, G&S will disclose this compensation, the services rendered, and the payer of compensation. G&S will offset the compensation against the fees agreed upon under this Agreement.

FINANCIAL PLANNING and CONSULTING

G&S charges an hourly fee of \$250 for financial planning and consulting. Prior to the planning process the client will be provided an estimated plan fee. To the extent specifically request by the client, the services can include, but are not limited to, a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. Client will pay the first hour of the estimated fee at the signing of the agreement with the balance due upon delivery of the completed plan. In the event the client terminates its financial planning and consulting engagement prior to completion of the financial plan, any unearned fees will be refunded to the client, or any unpaid earned fees will be due to G&S.

G&S reserves the right to reduce the hourly fee or waive the hourly fee for clients whose assets are managed by G&S.

Client Payment of Fees

Investment management fees are billed quarterly in advance, meaning we bill you before the three-month period has started. ERISA Plan clients are billed monthly or quarterly in arrears, with G&S collecting payment via the plan administrator on a quarterly basis. For clients who are invoiced directly, payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are billed 1 hour in advance with the balance due upon plan delivery.

Additional Client Fees Charged

Tradeaway/Prime Broker Fees. Relative to its discretionary investment management services, when beneficial to the client, individual fixed income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur the fee (commission, mark-up/mark-down) charged by the executing broker-dealer and a separate “tradeaway” and/or prime broker fee charged by the account custodian (Charles Schwab & Co. Inc. “Schwab”).

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, options and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security. In addition, clients will 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).

For more details on brokerage practices, see Item 12 of this brochure.

External Compensation for the Sale of Securities to Clients

G&S does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of G&S.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

G&S does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

G&S generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, retirement plans, and corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

G&S generally requires an aggregate relationship minimum of \$500,000 and a minimum annual fee of \$6,500. G&S may waive or reduce these minimum requirements at its sole discretion. In addition, G&S, in its sole discretion, may charge a lesser investment advisory fee and/or a charge a flat fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.).

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

Methods of Analysis

Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns. G&S utilizes the following methods of analysis in formulating investment advice and/or managing client assets:

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is trending up or down to determine the appropriate response.

Fundamental Analysis. We may measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an

attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock, sector or country against the overall market in an attempt to predict the price movement of the security.

Asset Allocation. We attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. We may overweight or underweight the ratio of the various asset classes from time to time based on the market environment.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Committee. G&S has formed an investment committee in conjunction with Kotys. The committee meets on a regular basis to share information regarding market trends, investment strategies, research findings, and other topics related to the management of client accounts. The committee does not discuss any specific client accounts, and each member of the committee maintains exclusive responsibility for ensuring that any actions taken with respect to client accounts are in accordance with that client's designated investment objective and any applicable restrictions. Members of the investment committee are under absolutely no obligation to accept or implement any trading concepts and/or strategies discussed by the committee.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with G&S:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Private Investments. G&S may provide investment advice regarding unaffiliated private investments. G&S, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in one or more unaffiliated private investments. G&S's role relative to the private investments shall be limited to its initial and ongoing due diligence and investment monitoring services. G&S's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Private investments generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each offering's governing documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investments do not provide daily liquidity or pricing. Each prospective investor will be required to complete a Subscription Agreement or equivalent, pursuant to which the client shall establish that he/she is qualified for investment, and acknowledges and accepts the various risk factors that are associated with such an investment.

In the event that G&S references private investments owned by the client on any supplemental account reports prepared by G&S, the value(s) for all private investments owned by the client shall reflect the most recent valuation provided by the issuer. The current value of any private investment could be significantly more or less than the original purchase price or the price reflected in any supplemental account report.

Interval Funds. When consistent with a client's investment objectives, G&S may allocate investment assets to "interval funds." Investment companies structured as "interval funds" are generally designed for long-term investors that do not require daily liquidity. Shares in interval funds typically do not trade on the secondary market. Instead, their shares are subject to periodic redemption offers by the fund at a price based on net asset value. Thus, if we determined that the fund was no longer performing or if you ever determined to transfer your account, the fund could not be sold or transferred immediately. Rather, sale or transfer would need to await the quarterly permitted sale date. Moreover, the eventual net asset value for the fund could be substantially different (positive or negative) than the fund value on the date that the sale was requested. There can be no assurance that any such strategy will prove profitable or successful. Generally, the interval funds recommended by G&S offer a two to three week period, on a quarterly basis, during which the client may seek the redemption of previously purchased interval funds. In addition, there is no guarantee that a client seeking redemption of any particular interval fund will be granted liquidity by the fund issuer. In light of these enhanced risks/rewards, a client may direct G&S, in writing, not to purchase such funds for the client's account.

Socially Responsible Investing Limitations. Socially Responsible Investing involves the incorporation of Environmental, Social and Governance considerations into the investment due diligence process ("ESG). There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange traded funds are few when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or

undertaken by G&S), there can be no assurance that investment in ESG securities or funds will be profitable, or prove successful. G&S does not maintain or advocate an ESG investment strategy, but will seek to employ ESG if directed by a client to do so.

Inverse/Enhanced Market Strategies. G&S may utilize 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 G&S, in writing, not to employ any or all such strategies for their account(s).

Exchange-Traded Notes. G&S may also utilize and/or recommend that a client utilize exchange-traded notes ("ETNs"). ETNs are a type of debt security that trade on exchanges and seek a return linked to a market index or other benchmark. ETNs are unsecured debt securities issued by an underwriting bank. They have a maturity date and are backed only by the credit of the underwriting bank. ETNs are linked to the performance of a particular market benchmark(s) or strategy and upon maturity, the underwriting bank promises to pay the amount reflected in the benchmark index minus fees. ETNs are only linked to the performance of a benchmark; they do not actually own the benchmark index. ETNs face the risk that the credit rating of the underwriting bank may be reduced or the underwriting bank may go bankrupt, thus reducing the value of the ETN. Even though ETNs are not equities or index funds, they may also face some of the risks of investing in equities or index funds. The return on an ETN generally depends on price changes if the ETN is sold prior to maturity (as with stocks or ETFs) or on the payment, if any, of a distribution if the ETN is held to maturity (as with some other structured products).

Digital Assets. For clients who want exposure to cryptocurrencies, including Bitcoin, G&S, will advise the client to consider a potential investment in corresponding exchange traded securities, or an allocation to separate account managers and/or private funds that provide cryptocurrency exposure. Crypto is a digital currency that can be used to buy goods and services, but uses an online ledger with strong cryptography (i.e., a method of protecting information and communications through the use of codes) to secure online transactions. Unlike conventional currencies issued by a monetary authority, cryptocurrencies are generally not controlled or regulated and their price is determined by the supply and demand of their market. Because cryptocurrency is currently considered to be a speculative investment, G&S will not exercise discretionary authority to purchase a cryptocurrency investment for client accounts. Rather, a client must expressly authorize the purchase of the cryptocurrency investment.

G&S does not recommend or advocate the purchase of, or investment in, cryptocurrencies. G&S considers such an investment to be speculative. Clients who authorize the purchase of a cryptocurrency investment must be prepared for the potential for liquidity constraints, extreme price volatility and complete loss of principal.

In addition, G&S may also implement and/or recommend options transactions and/or the use of margin. These strategies have a high level of inherent risk (See discussion below).

Options Strategies. The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by G&S shall be with the intent of offsetting/“hedging” a potential market risk in a client’s portfolio.

Although the intent of the options-related transactions that may be implemented by G&S is typically to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc.), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct G&S, in writing, not to employ any or all such strategies for their accounts.

G&S may employ option strategies, including, but not limited to, the following:

Covered Call Writing. Covered call writing is the sale of in-, at-, or out-of- the money call option against a long security position held in a client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

Long Put Option Purchases. Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

Cash-Secured Puts. A cash-secured put involves writing an at-the-money or out-of-the-money put option and simultaneously setting aside enough cash to buy the underlying security. This strategy seeks to generate cash flow by writing cash-secured puts, and thereby receiving a cash premium.

Selling naked or cash-secured puts may not be appropriate for all investors and includes a risk of purchasing the underlying stock at the option strike price regardless of the prevailing market price, which may be significantly lower.

Borrowing Against Assets/Risks. A client who has a need to borrow money could determine to do so by using:

- **Margin-**The account custodian or broker-dealer lends money to the client. The custodian charges the client interest for the right to borrow money, and uses the assets in the client’s brokerage account as collateral; and,

- Pledged Assets Loan- In consideration for a lender (i.e., a bank, etc.) to make a loan to the client, the client pledges its investment assets held at the account custodian as collateral;

These above-described collateralized loans are generally utilized because they typically provide more favorable interest rates than standard commercial loans. These types of collateralized loans can assist with a pending home purchase, permit the retirement of more expensive debt, or enable borrowing in lieu of liquidating existing account positions and incurring capital gains taxes. However, such loans are not without potential material risk to the client's investment assets. The lender (i.e. custodian, bank, etc.) will have recourse against the client's investment assets in the event of loan default or if the assets fall below a certain level. For this reason, G&S does not recommend such borrowing unless it is for specific short-term purposes (i.e. a bridge loan to purchase a new residence). G&S does not recommend such borrowing for investment purposes (i.e. to invest borrowed funds in the market). Regardless, if the client was to determine to utilize margin or a pledged assets loan, the following economic benefits would inure to G&S:

- by taking the loan rather than liquidating assets in the client's account, G&S continues to earn a fee on such Account assets; and,
- if the client invests any portion of the loan proceeds in an account to be managed by G&S, G&S will receive an advisory fee on the invested amount; and,
- if G&S's advisory fee is based upon the higher margined account value, G&S will earn a correspondingly higher advisory fee. This could provide G&S with a disincentive to encourage the client to discontinue the use of margin.

The Client must accept the above risks and potential corresponding consequences associated with the use of margin or a pledged assets loans.

Item 9: Disciplinary Information

Criminal or Civil Actions

G&S and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

G&S and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

G&S and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

No affiliated representatives of G&S are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither G&S nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

G&S has no other relationship or arrangement with a related person that is material to its advisory business.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

G&S does not recommend or select other investment advisors.

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

Code of Ethics Description

The employees of G&S have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of G&S employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of G&S. The Code reflects G&S and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

G&S's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of G&S may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

G&S's Code is based on the guiding principle that the interests of the client are our top priority. G&S's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

G&S will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

G&S and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

G&S and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as trading ahead of client transactions, employees are required to disclose

all reportable securities transactions as well as provide G&S with copies of their brokerage statements.

The Chief Compliance Officer of G&S is Bryan Nicholls. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of G&S receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

G&S does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide G&S with copies of their brokerage statements.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

In the event that the client requests that G&S recommend a broker-dealer/custodian for execution and/or custodial services, G&S generally recommends that investment G&S accounts be maintained at Schwab. Prior to engaging G&S to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with G&S setting forth the terms and conditions under which G&S shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that G&S considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with G&S, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by G&S' clients shall comply with G&S' duty to seek best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where G&S determines, in good faith, that the transaction fee is reasonable. 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 G&S 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, G&S' investment advisory fee.

Non-Soft Dollar Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, G&S may receive from Schwab (or another broker-dealer/custodian, investment manager, platform or fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist G&S to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by G&S 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-including client events, computer hardware and/or software and/or other products used by G&S 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 G&S in managing and administering client accounts. Others do not directly provide such assistance, but rather assist G&S to manage and further develop its business enterprise.

There is no corresponding commitment made by G&S to Schwab or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

G&S' Chief Compliance Officer, Bryan Nicholls, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding conflicts of interest such arrangement creates.

- *Directed Brokerage*

G&S recommends that its clients utilize the brokerage and custodial services provided by Schwab. G&S generally does not accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and G&S 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 G&S. As a result, a 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 G&S 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 G&S. Higher transaction costs adversely impact account performance.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. G&S does not receive any portion of the trading fees. The securities traded for you may be traded in one or more marketplaces or may employ an institutional equity trading partner to execute transactions. Consistent with the overriding principle of best execution and subject to applicable regulatory requirements,

we may use our discretion in selecting these marketplaces or institutional equity trading partners to enter or execute Client orders. Most trades will be done direct with the custodian through market and limit orders.

Aggregating Securities Transactions for Client Accounts

Transactions for each client account generally will be effected independently, unless G&S decides to purchase or sell the same securities for several clients at approximately the same time. G&S may (but is not obligated to) combine or “bunch” such orders to seek best execution, to negotiate more favorable commission rates or to allocate equitably among G&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. G&S shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13: Review of Accounts

For those clients to whom G&S provides investment supervisory services, account reviews are conducted on an ongoing basis by G&S investment professional. All investment supervisory clients are advised that it remains their responsibility to advise G&S of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with G&S on an annual basis. G&S 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. G&S may also provide a written periodic report summarizing account activity and performance.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

As indicated at Item 12 above, G&S may receive from Schwab without cost (and/or at a discount), support services and/or products. There is no corresponding commitment made by G&S to Schwab 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 arrangements. G&S’ Chief Compliance Officer, Bryan Nicholls, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding conflicts of interest such arrangement creates.

Advisory Firm Payments for Client Referrals

If a client is introduced to G&S by either an unaffiliated promoter or an affiliated promoter, G&S will pay that promoter a referral fee in accordance with the requirements of Rule 206(4)-1 of the Investment Advisers Act of 1940 (the “Marketing Rule”). Unless otherwise disclosed, any such referral

fee is paid solely from G&S's investment management fee and does not result in any additional charge to the client. However, because our IARs generally negotiate their advisory fees with clients, a client introduced by a promoter may pay more than other clients of the firm. However, in most instances, they will pay the same rate as other clients being serviced by that IAR

If the client is introduced by an unaffiliated promoter, the promoter is required to provide the client with G&S's written brochure(s) and a copy of a promoter's disclosure statement containing the terms and conditions of the promoter arrangement. Any affiliated promoter of G&S is required to disclose the nature of his or her relationship to prospective clients at the time of the promotion and will provide all prospective clients with a copy of the firm's written brochure(s) at the time of the promotion.

Item 15: Custody

G&S shall have the ability to have its advisory fee for each client debited by the custodian. 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. G&S may also provide a written periodic report summarizing account activity and performance.

To the extent that G&S provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by G&S with the account statements received from the account custodian. The account custodian does not verify the accuracy of G&S' advisory fee calculation.

In addition, G&S provides other services on behalf of its clients that require disclosure at ADV Part 1, Item 9. In particular, certain clients have signed asset transfer authorizations that permit the qualified custodian to rely upon instructions from G&S to transfer client funds to "third parties." In accordance with the guidance provided in the SEC Staff's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subjected to an annual surprise CPA examination.

Item 16: Investment Discretion

Discretionary Authority for Trading

The client can determine to engage G&S to provide investment advisory services on a discretionary basis. Prior to G&S assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming G&S as the client's attorney and agent in fact, granting G&S 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 G&S on a discretionary basis may, at any time, impose restrictions, in writing, on G&S'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 G&S's use of margin, etc.).

Item 17: Voting Client Securities

Proxy Votes

G&S does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact G&S to discuss any questions they may have with a particular solicitation.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because G&S does not serve as a custodian for client funds or securities and G&S does not require prepayment of fees of more than \$1,200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

G&S has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither G&S nor its management has had any bankruptcy petitions in the last ten years.

G&S' Chief Compliance Officer, Bryan Nicholls, remains available to address any questions regarding this Part 2A.