

Item 1: Cover Page

Form ADV Part 2A

Guideline Investments, LLC

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This brochure provides information about the qualifications and business practices of Guideline Investments, LLC (“Guideline Investments”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”), and the successor investment adviser to Guideline, Inc.. Registration does not imply a certain level of skill or training but only indicates that Guideline Investments has registered its business with the SEC. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Guideline Investments and our services is available on the SEC’s website at www.adviserinfo.sec.gov and our website at www.guideline.com.

If you have any questions about the contents of this brochure, please contact (888) 228-3491 or hello@guideline.com.

Item 2: Material Changes

This brochure shall serve as an annual update to our previous brochure dated November 21, 2024. There are no material changes made with this brochure update.

401(k), individual retirement account (IRA), and simplified employee pension (SEP) individual retirement account clients are encouraged to review this entire Form ADV Part 2.

Item 3: Table of Contents

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Important Information

Throughout this brochure, Guideline Investments may also be referred to as “our,” “we,” or “us.” Clients or prospective clients may also be referred to as “401(k) plan sponsors” or “IRA clients” or “clients.”

Item 4: Advisory Business

This brochure is intended to help you learn more about Guideline Investments' 401(k), IRA, and SEP IRA services. If you cannot find what you are looking for here, please direct your questions to hello@guideline.com, or visit our website at www.guideline.com.

A. Firm

Guideline Investments is a wholly-owned subsidiary of Guideline Holdings, LLC, which itself is 100% owned by Guideline, Inc. (a Delaware corporation formed on June 25, 2015) (the “Parent”). Guideline, Inc. initially registered as an investment adviser with the SEC in October 2015. As a result of an internal reorganization of the Parent's operations that occurred on November 21, 2024, Guideline Investments assumed the investment advisory operations of the Parent and became the successor investment adviser to Guideline Inc. on that date.

B. Services

401(k) Services

Guideline Investments provides investment management services to employer-sponsored retirement ("401(k)") plans who have elected Guideline Investments to serve as its 3(38) investment manager under the Employee Retirement Income Security Act ("ERISA"). Guideline Investments only serves as the ERISA 3(38) to 401(k) plans who have engaged its affiliate, Guideline RK, LLC (the "Recordkeeper") for 401(k) plan administration and recordkeeping services. Guideline Investments' services include selecting, monitoring, and managing our investment menu, qualified default investments, and portfolios for retirement plans.

Guideline Investments also recommends managed portfolios composed of mutual funds to 401(k) plan participants via our proprietary algorithm. Guideline Investments' economic, investment, and other financial interests are not taken into consideration when making investment decisions.

IRA and SEP IRA Services

Guideline Investments provides investment management services to SEP IRA and IRA (collectively, "IRA") clients, including selecting, monitoring, and managing our investment menu and portfolios for the accounts. Guideline Investments only serves as the investment adviser to IRA clients who have engaged the Recordkeeper for services such as: account set up, limited administration, recordkeeping, and maintenance. We also recommend managed portfolios composed of mutual funds to IRA clients via our proprietary algorithm. Guideline Investments' economic, investment, and other financial interests are not taken into consideration when making investment decisions.

C. Client-Tailored Services and Client Restrictions

401(k) Plans

Guideline Investments offers automated investment advice to 401(k) plan participants via our proprietary algorithm. Pursuant to section 404(c) of the Employee Retirement Income Security Act of 1974, as amended, Guideline Investments provides a selection of diversified investments representing a range of risk/return characteristics. 401(k) plan participants can choose to invest in one of our managed portfolios - recommended based on the 401(k) plan participant's reported risk tolerance and estimated time until retirement - or create a custom portfolio from our investment menu. If a 401(k) plan participant does not provide investment instructions, their funds are automatically invested into one of our managed portfolios based on the participant's age and estimated time until retirement.

The Recordkeeper's account opening process is designed to provide 401(k) plan participants an opportunity to select from a variety of investment options, including selecting a model or creating a custom portfolio. In doing this, 401(k) plan participants have flexibility to choose any combination of the mutual funds offered by Guideline Investments, and they can change their chosen portfolio at any point.

IRA and SEP IRA Plans

Our service includes automated investment advice to IRA clients via our proprietary algorithm. Guideline Investments provides a selection of diversified investments representing a range of risk/return characteristics. IRA clients can choose to either invest in one of our managed portfolios - recommended by our proprietary algorithm based on the owner's reported risk tolerance and estimated time until retirement - or they can create a custom portfolio from our

investment menu.

The Recordkeeper's account opening process is designed to provide clients an opportunity to select from a variety of investment options, including selecting a model or creating a custom portfolio. In doing this, IRA clients have flexibility to choose any combination of the mutual funds offered by Guideline Investments, and they can change their chosen portfolio at any point.

D. Wrap Fee Programs

In a wrap fee investment program, the investor pays one stated fee to cover management fees, transaction costs, fund expenses, and other administrative fees. Guideline Investments does not participate in any such wrap fee program.

E. Client Assets

As of December 31, 2024, Guideline Investments managed \$11,889,173,920 in assets under management on a discretionary basis, and \$4,605,720,109 in assets under management on a non-discretionary basis.

Item 5: Fees and Compensation

A. Fees

401(k) Plan Sponsors

Guideline Investments' fees (the "Annual Account Fee") are dependent upon the Recordkeeper's pricing plan chosen by the 401(k) plan sponsor. That said, Guideline Investments does not charge the 401(k) plan sponsor for its ERISA 3(38) investment management services, regardless of which pricing plan was chosen. The Annual Account Fee is charged directly to the 401(k) plan participant, as described in the 401(k) Plan Participant fees section below. However, Guideline Investments offers 401(k) plan sponsors the flexibility to pay all, or a portion, of this fee on the 401(k) plan participant's behalf. In the event the 401(k) plan sponsor chooses to pay this fee, Guideline Investments will invoice the 401(k) plan sponsor monthly at 1/12th of the annual stated rate based on month end invested assets in the 401(k) plan participant accounts. In the event the 401(k) plan sponsor chooses to pay this fee, if a 401(k) plan participant is no longer employed by the 401(k) plan sponsor, the terminated 401(k) plan participant will incur this fee in the month following the month in which they become terminated in the method described below in the 401(k) Plan Participants fee section. Guideline Investments can waive this fee and offer discounts at our discretion. *Contact Sales at hello@guideline.com to learn more about exclusive pricing options.*

Guideline Investments furnishes a detailed schedule of fees to 401(k) plan sponsors upon entering into a contract for services. Fees are negotiable. Guideline Investments reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Guideline Investments changes its fees, Guideline Investments will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events

that were unforeseeable or due to circumstances beyond Guideline Investments' control. 401(k) plan sponsors are deemed to have approved the fee change unless they notify Guideline Investments in advance of the effective date of change.

401(k) Plan Participants

Guideline Investments charges 401(k) plan participants as set forth below. Guideline Investments can waive any of the below fees and offer discounts at our discretion.

<u>Type of Service</u>	<u>Fees</u>
Annual Account Fee*	0.15%-0.35%

**The Annual Account Fee is dependent on the pricing plan chosen by the 401(k) plan sponsor. This fee is calculated and deducted from the 401(k) plan participant's account balance monthly at 1/12th of the annual stated rate (0.15%-0.35%, as applicable) based on the account balance on the last day of each month. Guideline Investments offers 401(k) plan sponsors the ability to pay all, or a portion, of this fee on the 401(k) plan participant's behalf. In the event the 401(k) plan sponsor chooses to pay this fee, if a 401(k) plan participant is no longer employed by the 401(k) plan sponsor, the terminated 401(k) plan participant will incur this fee in the month following the month in which they become terminated in the method described below.*

401(k) plan participant fees are negotiable. Guideline Investments furnishes a detailed schedule of fees which may be charged to 401(k) plan participants in a fee disclosure statement upon enrollment and is provided on an annual basis to 401(k) plan participants. Guideline Investments reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Guideline Investments changes its fees, Guideline Investments will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events that were unforeseeable or due to circumstances beyond Guideline Investments' control. 401(k) plan sponsors are deemed to have approved the fee change unless they notify Guideline Investments in advance of the effective date of change.

IRA and SEP IRA Plans

Guideline Investments charges fees directly to the IRA clients as set forth below. Guideline Investments can waive any of the below fees and offer discounts at our discretion.

<u>Type of Service</u>	<u>Fee</u>
Annual Account Fee*	0.08%

**The Annual Account Fee is calculated and deducted on a monthly basis at 1/12 of the annual stated rate (0.08%)*

based on the account balance on the last day of each month.

Guideline Investments furnishes a detailed schedule of fees charged to IRA clients upon enrollment for services. Fees are non-negotiable. Guideline Investments reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Guideline Investments changes its fees, Guideline Investments will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events that were unforeseeable or due to circumstances beyond Guideline Investments' control. IRA clients are deemed to have approved the fee change unless they notify Guideline Investments in advance of the effective date of change..

B. Billing and Payment

Guideline Investments' fees will be itemized in a monthly invoice and delivered electronically to 401(k) plan sponsors and IRA clients following the end of the month in which services were provided.

Guideline Investments' Annual Account Fee is deducted from the 401(k) plan participant's account balance on a monthly basis and from the IRA client's account balance or via ACH from their designated bank account on a monthly basis. . In the event that an error is reported after the annual account fee has been debited, resulting in overpayment, Guideline Investments may credit such overpayment back to the 401(k) plan participant or IRA client's Guideline Investments account balance or refund the excess payment in the form of a credit on the following month's IRA invoice or 401(k) plan participant statement.

401(k) plan sponsor invoice: In the event a the 401(k) plan sponsor chooses to pay all or a portion of the Annual Account Fee on behalf of 401(k) plan participants, the total amount of each invoice will be automatically debited from the 401(k) plan sponsor's Funding Source (as defined in the Recordkeeper's agreement with the 401(k) plan sponsor) approximately five (5) days after the invoice is issued. In the event that an error is reported after fees have been debited, resulting in overpayment, Guideline Investments may refund the excess payment in the form of a credit on the following month's invoice

IRA client invoice: The total amount of each invoice will be automatically debited from the IRA client's account typically within five (5) days after the invoice is issued. In the event that an error is reported after fees have been debited, resulting in overpayment, Guideline Investments may refund the excess payment in the form of a credit to the IRA client's account or via a credit against the following month's invoice.

C. Third-Party Fees

Guideline Investments does not charge our clients third-party fees.

The Recordkeeper separately charges 401(k) plan sponsors, 401(k) plan participants, and IRA clients for its administrative and recordkeeping services. A schedule of these fees are furnished by the Recordkeeper upon account opening with the Recordkeeper.

The Recordkeeper requires our clients to use Benefit Trust Company (“BTC”) as their custodian. Custodian fees are paid by the Recordkeeper; clients do not pay custodian fees. However, should the Recordkeeper for any reason fail to pay the custodial fees, the 401(k) plan sponsor agrees to pay Benefit Trust Company for services rendered by it based on the fee schedule in the Custodian Agreement between the client and BTC.

BTC retains 10% of the amount collected for invoicing, collecting, and reporting on sub-transfer agency, shareholder servicing, and service fees received from mutual fund company transfer agents that BTC has entered into contractual agreements, if applicable to the mutual funds available for investment. These revenue sharing expenses are billed monthly at 1/12th of the annual stated rate based on month-end net assets.

401(k) plan participants and IRA clients are responsible for the payment of third-party mutual fund fees, which are charged directly from 401(k) plan participant and IRA client assets by the mutual funds in which the 401(k) plan participant or IRA client invests.

Under the Recordkeeper’s Guideline for Professionals program, the Recordkeeper provides billing services to certain third-party advisors for our 401(k) plan sponsor clients. Neither the Recordkeeper, nor Guideline Investments, charge additional fees to, nor does it receive any additional compensation from, third-party advisors, 401(k) plan sponsors, or 401(k) plan participants for these services. The Guideline for Professionals program is not currently available to our IRA clients.

Large 401(k) plans (defined as a plan with 100+ employees) are subject to large plan audits, and 401(k) plan sponsors are responsible for the costs associated with the audit. These costs are not charged by the Recordkeeper, nor Guideline Investments, but rather the independent, third-party auditor the 401(k) plan sponsor chooses to engage with.

D. Prepayment of Fees

Guideline Investments does not accept prepayment of fees.

E. Compensation for the Sale of Securities to Clients

Neither Guideline Investments nor our firm personnel receive compensation for the sale of securities or other investment products.

There are three mutual funds utilized by Guideline Investments in our investment menu that charge purchase and/or redemption fees on shares bought or sold, however neither Guideline Investments nor our firm personnel receive these purchase or redemption fees. Purchase and redemption fees earned from these particular mutual funds are paid to the mutual fund itself. It is important to understand that while the mutual funds charge these fees, these fees are paid by Guideline Investments and are not deducted from or charged to the client’s or investor’s account. These fees are designed to 1) help those funds cover higher transaction costs and 2) protect long-term investors by discouraging short-term, speculative trading. The three funds with these purchase and/or redemption fees are not held within Guideline’s managed portfolios and can only be bought or sold within a custom portfolio. The fees for these three funds vary from 0.25% to 0.50%. Clients and investors are encouraged to read through each fund’s prospectus prior to investing.

Item 6: Performance-Based Fees

Neither Guideline Investments nor our firm personnel accept performance-based fees on a share of capital gains on, or capital appreciation of, the assets of 401(k) plan participants or IRA clients.

Item 7: Types of Clients

Guideline Investments' 401(k) clients are employers who offer employer-sponsored retirement plans to their employees through the Recordkeeper, and has elected Guideline Investments as its ERISA 3(38) investment manager.

Guideline Investments' IRA clients are IRA or SEP IRA clients engaged with the Recordkeeper for administrative and recordkeeping services.

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

A. Methods of Analysis and Investment Strategies

There are four principles that form the basis of Guideline Investments' investment philosophy and guide us through our duties and responsibilities as an investment manager:

- Make saving for retirement simple and more accessible
- Minimize investment fees
- Diversify broadly for better risk-adjusted returns
- Create long-term investment strategies for retirement investors

Guideline Investments subscribes to the concept that investors can maximize their expected returns for a given level of risk through a portfolio of diversified assets (or minimize their risk subject to a given level of expected return). Guideline Investments believes investors should have access to a range of low-fee investments with different risk, covariance, and return characteristics, allowing for the construction of diversified portfolios. Guideline Investments believes that minimizing fees, mitigating risk through diversification, and investing for a long-term horizon are the underpinnings to successfully prepare for retirement.

B. Material Risks

Guideline Investments' investment strategy assumes that investors are risk averse and will only take on increased risk if compensated with higher expected returns. Investors who want higher returns will need to accept greater risk. Different investors will evaluate the trade-off differently based on their own individual risk profile. When choosing between portfolios, the implication is that rational investors will invest in portfolios with the most favorable risk-to-expected-return profiles and corresponding to their level of comfort with risk.

“Long-term investing” is designed to capture market rates of both return and risk. Investing in the capital markets can expose investors to various types of risk that will typically surface at different intervals. These risks include, but are not limited to, market risk, political and regulatory risk, interest rate risk, credit risk, and inflation (purchasing power) risk.

No Assurance of Investment Return. All investments in securities include a risk of loss of principal (invested amount) and any profits remaining in the account. The performance of any investment is not guaranteed. Guideline Investments cannot guarantee performance or that a loss will not be experienced. Investing in securities involves a risk of loss that each client must be prepared to bear.

Risk associated with Investment Companies. Investments in investment companies, which include mutual funds, involve substantially the same risks as investing directly in the instruments held by these entities. However, the investment may involve duplication of certain fees and expenses. By investing in an investment company, the strategy becomes a shareholder of that fund. As a result, investors in a strategy that invests in an investment company are indirectly subject to the fees and expenses of the individual funds. These fees and expenses are in addition to the advisory fees charged by Guideline Investments to clients. If the investment company fails to achieve its investment objective, the strategy’s investment in the fund may adversely affect its performance.

Use of Algorithms Risk. Algorithms and associated software are used in connection with Guideline Investments’ advisory services and contribute to operating, information and technology systems risks. For example, algorithms are used as part of the process whereby Guideline Investments recommends one of its managed portfolios based on certain data/information provided to Guideline Investments, and in connection with trading and rebalancing of client accounts. There is a risk that the algorithms and data input into the algorithms could have errors, omissions, imperfections and malfunctions, including but not limited to coding errors. While Guideline Investments has processes governing the testing and monitoring of its algorithms, there is a risk that the algorithms and associated software may not perform as intended for various reasons, including unintended consequences due to modifying the algorithms or underlying software code. Any decisions made in reliance upon incorrect data carries potential risks. Issues in the algorithm are often extremely difficult to detect and could go undetected for long periods of time and never be detected. These risks are mitigated by testing and human oversight of the algorithms and their output. However, there is no assurance that the algorithms will always work as intended.

Common Risks Associated with Investing in Securities Generally. Investments in securities may be subject to a number of risks, including the following:

- *Current Market Conditions.* In recent years, global debt and equity markets have experienced increased volatility and turmoil, which can adversely affect a portfolio.
- *Liquidity in Financial Markets.* The financial markets in the U.S. and elsewhere have experienced a variety of difficulties and changed economic conditions, which could adversely affect the value of a portfolio’s assets.
- *Government Intervention and Market Disruptions.* The global financial markets have undergone fundamental disruptions that have led to extensive and unprecedented government intervention that could prove detrimental to the efficient functioning of the markets and adversely affect a portfolio.
- *Inflation.* Inflation and rapid fluctuations in inflation rates have had in the past, and could in the future have, negative effects on the economies and financial markets, which may in turn affect the markets in which a client invests. For example, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. Governmental efforts to curb inflation, such as (for example) raising interest rates, often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a client’s investment returns.
- *Force Majeure Events.* There is a risk that a client’s investments will be impacted by force majeure events (i.e.,

events beyond the control of the party claiming that the event has occurred, such as energy blackouts, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes and telecommunication failures). Certain force majeure events (such as an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries or jurisdictions in which investments are located. Additionally, a major governmental intervention into industry, including but not limited to the nationalization of an industry or the assertion of control over an investment, could result in a loss to a client. Any of the foregoing would therefore adversely affect the performance of a client's investments.

Reliance on Affiliates with respect to Certain Shared Services and Personnel. Certain affiliates of Guideline Investments, including the Parent and Recordkeeper, provide various administrative and operational services and personnel to Guideline Investments through a shared services arrangement. This includes certain back office, information technology, human resources, technology services, intellectual property, and other support services utilizing certain shared property, equipment and facilities, and personnel. Guideline Investments' clients are also customers of the Recordkeeper and Guideline Investments provides its services through the platform provided by the Recordkeeper, which provides recordkeeping services to clients and 401(k) plan participants. The Recordkeeper also assists Guideline Investments with rebalancing trades, allocations of trades to clients and 401(k) plan participants, transmits trade orders to the third-party custodian for execution, allocation of dividends to clients and 401(k) plan participants, advisory services fee withdrawals, among other matters.

Because of the services provided to Guideline Investments by its affiliates, Guideline Investments' performance of certain administrative and operational duties related to the management of client accounts is dependent on such affiliates and the talents and efforts of individuals employed by such affiliates and provided under the shared services arrangement. If an affiliate ceases to perform such shared services, or to do so effectively, Guideline Investments and the administration of its client accounts could be adversely affected.

Cybersecurity. The information and technology systems of Guideline Investments, its affiliates, key service providers and clients may be subject to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons or security breaches, usage errors by employees, power outages or catastrophic events such as fires, hurricanes or other similar events. In the unlikely event that these systems are compromised, become inoperable for extended periods of time or cease to function properly there could be significant interruptions in the operations of Guideline Investments and its affiliates or its client accounts or a compromise of the security, confidentiality or privacy of sensitive data, including personal information. Guideline Investments and its affiliates has in place cybersecurity risk procedures and an enterprise-wide business continuity plan that is designed to address risks associated with these cybersecurity attacks, although there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Accordingly, there is no guarantee that such efforts will succeed especially since Guideline Investments does not directly control the cybersecurity systems of issuers or third-party service providers.

C. Risks of Specific Securities

Investors should be aware that there is a material risk of loss using any investment strategy. Our mutual fund investments are not guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. Investing in mutual funds carries the risk of capital loss. All mutual funds have costs that lower investment returns. Primary asset classes of the funds represented in Guideline Investments portfolios include stocks ("equities"), bonds ("fixed income"), and cash equivalents, which present a lower risk. . The following is a summary of

certain common risks associated with those investment types.

Common Risks Associated with Equity Investments. Investments in equities may be subject to a number of specific risks, including the following:

- *Equity Securities.* Equity securities (stocks) held in a portfolio may decrease in response to activities of companies or market and economic conditions.
- *Growth Stocks.* Growth stocks may be more sensitive to market movements because their prices tend to more heavily reflect future investor expectations rather than just current profits. They may also underperform value stocks during given periods.
- *Value Stocks.* Value stocks may perform differently from the market as a whole and may be undervalued by the market for a long period of time. They may also underperform growth stocks during given periods.
- *Small-Capitalization Companies.* Small cap stocks may exhibit erratic earnings patterns, competitive conditions, limited earnings history, and a reliance on one or a limited number of products.
- *Initial Public Offerings.* Initial public offerings (IPOs) are subject to high volatility and limited availability.

Common Risks Associated with Fixed Income Investments. Investments in fixed income can expose clients to certain specific risks such as the following:

- *Credit Risk.* Fixed income securities (bonds) are subject to the risk that the bond issuers may not be able to meet interest or principal payments when the bonds come due.
- *Below Investment Grade Rated Securities.* Below investment grade bonds are subject to a higher probability that the issuers may not be able to meet payment of interest or principal on a timely basis or at all. These securities also may be less liquid than investment grade securities and experience higher price volatility. It may not be possible to sell these securities at the desired price and within a given time period.
- *Interest Rates.* Interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall. Interest rates continue to be at historic lows. Investments with longer maturities, which typically provide higher yields than securities with shorter maturities, may subject a portfolio to increased price changes resulting from market yield fluctuations.
- *Income Risk.* The income received by a portfolio may decrease as a result of a decline in interest rates.
- *Prepayment Risk.* There is a risk of prepayment in mortgage- and asset-backed securities. This risk arises when market interest rates are below the interest rates charged on the loans that comprise the securities. Elevated prepayment activity may result in losses in these securities.

Liquidity Risk. Investments that trade less can be more difficult or more costly to buy, or to sell, than more liquid or active investments. It may not be possible to sell or otherwise dispose of illiquid securities both at the price and within a time period deemed desirable.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

Guideline Investments has no criminal or civil actions to report.

B. Administrative Proceedings

Guideline Investments has no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

Guideline Investments has no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

Guideline Investments is under common ownership and control with Guideline Securities, LLC. Guideline Securities, LLC has an application pending to register as a Broker-Dealer. Two Guideline Investments management persons have applications pending to register as representatives of Guideline Securities, LLC.

Neither Guideline Investments nor our firm personnel are registered as, or have pending applications to register as, either a Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor, or an associated person of the foregoing entities.

Relationships or Arrangements Material to Guideline Investments' Advisory Business. The Recordkeeper and Guideline Investments seek to offer a full-service retirement solution to clients. The Recordkeeper provides its clients with recordkeeping and integration services for 401(k) plan and IRA clients. To the extent requested by a Recordkeeper 401(k) plan client, Guideline Investments provides investment advice and investment management services as an investment adviser. Guideline Investments provides investment advice and investment management services as an investment adviser to all IRA clients. Guideline Investments' services are only currently available to clients of the Recordkeeper. As a result, Guideline Investments and the Recordkeeper have a financial incentive to offer a bundled service offering to such clients and their participants, though clients of Guideline Investments might be able to obtain more (or less) favorable fees and/or services if a client were to choose a different service provider.

Notwithstanding the above, Guideline Investments, as a fiduciary, will seek to act in the best interests of clients who have engaged Guideline Investments to act as an investment adviser. Additionally, Guideline Investments is a separate entity from the Recordkeeper, with its day-to-day operations handled by a manager/executive who works in tandem with Guideline Investments' separate investment committee.

C. Material Relationships and Possible Conflicts of Interests

Neither Guideline Investments nor its representatives have any conflicts of interest to disclose.

D. Material Conflicts of Interest From Other Investment Advisers or Managers

Guideline Investments does not recommend or select other investment advisers for clients.

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

A. Code of Ethics

Guideline Investments has a written Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers of 1940, as amended (the “Advisers Act”) that covers areas such as insider trading, personal securities transactions, conflicts of interest, gifts and entertainment, service on a board of directors, recordkeeping, and violations reporting.

We periodically review and amend our Code of Ethics so that the policies and procedures remain current, and we require firm personnel to annually attest to their understanding and adherence to the Code of Ethics provisions. A copy of the firm’s Code of Ethics is made available to any client or prospective client upon request at no charge.

B. Recommendations Involving Material Financial Interests

Guideline Investments does not recommend that clients buy or sell any security in which a related person to Guideline Investments or Guideline Investments has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

Guideline Investments’ representatives may buy or sell mutual funds for themselves that Guideline Investments also recommends to our clients. Though this may provide an opportunity for our representatives to buy or sell the same securities before or after Guideline Investments recommends the same securities to 401(k) plan participants or IRA clients, Guideline Investments does not believe any such transaction could potentially create a conflict of interest because all advice is generated through our proprietary algorithm and due to the nature of mutual pricing, Guideline Investments’ representatives will receive the same price as 401(k) plan participants or IRA clients.

D. Trading Securities at or Around the Same Time as Clients’ Securities

From time to time, Guideline Investments’ representatives may buy or sell securities for themselves at or around the same time as clients. Though this may provide an opportunity for our representatives to buy or sell securities before or after Guideline Investments recommends securities to 401(k) plan participants or IRA clients, our representatives do not profit off of the recommendations they provide to 401(k) plan participants or IRA clients. Guideline Investments does not believe such transactions could potentially create a conflict of interest because all advice is generated through our proprietary algorithm.

Item 12: Brokerage Practices

A. Selection of Custodians and/or Broker-Dealers

The Recordkeeper requires our clients to use Benefit Trust Company as their custodian.

Guideline Investments does not maintain relationships with any broker-dealers. In the event that we do so, Guideline Investments is committed to negotiating reasonable fees for our clients, which includes selecting only commission-free, low expense ratio mutual funds that trade at NAV at the end of a given day.

Research and Other Soft Dollar Benefits

Guideline Investments conducts our own investment research. Currently, Guideline Investments does not have a soft dollar program or any plans to implement one.

Brokerage for Client Referrals

Guideline Investments does not receive referrals from a broker-dealer and/or third party in exchange for use of that broker-dealer and/or third party's services.

Directed Brokerage

Guideline investments does not allow clients to execute transactions through a specified broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

Guideline Investments maintains the ability to block trade across accounts. While block trading may benefit clients by purchasing or selling larger blocks in groups, we do not feel that clients are at a disadvantage because mutual funds invested in receive the same NAV.

Item 13: Review of Accounts

A. Frequency of Reviews and Who Makes Those Reviews

Guideline Investments reviews our managed investment portfolios on a routine basis to ensure portfolio characteristics and investment performance adhere to the defined portfolio goals. Guideline Investments reviews the funds in our investment menu on a routine basis, evaluating the funds' performance, fees, and representations of the underlying assets.

B. Factors That Trigger a Non-Periodic Review of Client Accounts

Non-periodic reviews may be triggered by material market, economic, or political events.

C. Content and Frequency of Regular Reports Provided to Clients Regarding their Accounts

Guideline Investments provides 401(k) plan participants and IRA clients with a monthly report detailing their account, including: assets held, asset value, and calculation of fees. 401(k) plan participants and IRA clients may also view their account balance and transactions from their online dashboard with the Recordkeeper, updated daily.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales, Awards, or Other Prizes)

Guideline Investments does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to Guideline Investments' clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

Not applicable.

Item 15: Custody

Guideline Investments has custody of client funds and securities because the Recordkeeper, a related person, is authorized or permitted to withdraw client funds or securities maintained at our custodian (Benefit Trust Company) upon its instruction to the custodian. Neither Guideline Investments nor the Recordkeeper, act as a "qualified custodian" but Guideline Investments is subject to the SEC's Custody Rule. Guideline Investments is therefore obligated to comply with the following requirements as imposed by the Custody Rule:

- Use of "qualified custodians" to hold client assets. The related party maintains client funds and securities with a "qualified custodian" that maintains the client's funds and securities in a separate account under the client's name.
- Client Notification. Guideline Investments has notified the clients whose funds and securities we have custody over in writing of the qualified custodian's name, address, and the manner in which the funds or securities are maintained.
- Account statements for clients detailing their holdings. Clients will receive statements on at least a quarterly basis directly from the qualified custodian(s) that holds and maintains their investment assets. Clients are urged to carefully review all custodial statements and compare them to any reports provided by Guideline Investments.

- Annual surprise exams. Guideline Investments has entered into a written agreement with an independent public accountant to examine the assets of which it is deemed to have custody on a surprise basis every year.

Item 16: Investment Discretion

Guideline Investments exercises discretionary trading authority with regard to funds invested in our managed portfolios. This enables Guideline Investments to buy, sell, and specify the number of securities in a 401(k) plan participant and IRA client's account without first obtaining the 401(k) plan participant or IRA client's specific consent. This authority is limited to the transfer or exchange of 401(k) plan participant or IRA client funds between asset classes within mutual fund families and/or other securities to achieve results consistent with the goals of the 401(k) plan participant or IRA client's selected investment portfolio. This discretion does not extend to 401(k) plan participants or IRA clients who have created a custom portfolio.

Item 17: Voting Client Securities (Proxy Voting)

Proxy voting is carried out by the mutual fund manager for each security the fund holds. 401(k) plan participants and IRA clients should direct all proxy questions to the mutual fund manager. Should a fund require proxy votes for its own management, Guideline Investments will assume voting authority for 401(k) plan participants and IRA clients in accordance with our proxy voting policies. Proxy voting is carried out by the mutual fund manager for each security the fund holds. Should a fund require proxy voting for its own management, Guideline Investments will assume voting authority for its clients and will vote such proxies based on its proxy voting procedures and guidelines. In the event where a potential conflict of interest exists or may exist with respect to a proxy vote, Guideline Investments will disclose such conflict to its applicable clients prior to voting. Proxy materials as well as a copy of Guideline Investments' Proxy Voting Policy will be made available upon request by contacting support@guideline.com.

Item 18: Financial Information

Not applicable.