Item 1 – Cover Page

GUIDANCE INVESTMENT ADVISORS, LLC

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March 23, 2015

Part 2A of Form ADV Firm Brochure

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This Brochure provides information about the qualifications and business practices of Guidance Investment Advisors, LLC ("GIA"). If you have any questions about the contents of this Brochure, please contact us at (574) 333-2083 and/or weekly_update@Guidancewealth.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Guidance Investment Advisors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Guidance Investment Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Date Prepared: March 23, 2015

Item 2 – Material Changes

The last annual update of the Form ADV Part 2 was 3/26/2014. Since the last update, Guidance has had no material changes.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us by phone at (574) 333-2083 or by email at weekly_update@guidancewealth.com.

Additional information about Guidance Investment Advisors, LLC is available via the SEC's web site www.adviserinfo.sec.gov. This site also provides information about any persons affiliated with GIA who are registered, or are required to be registered, as investment adviser representatives of GIA.

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Item 4 – Advisory Business

Guidance Investment Advisors, LLC ("GIA") is an independent, fee-based, SEC Registered Investment Adviser (RIA) firm. GIA was founded in August 2010, to act as a dedicated Investment Adviser firm for Guidance Wealth, LLC (GW). Guidance Wealth is a wealth management and financial services firm founded in 2009 and operates as a DBA for Guidance Investment Advisors, LLC. John McSorley is the principal owner of GIA and he is also an investment adviser representative for the company.

GIA specializes in managing financial assets for individuals, families, estates, trusts, and group retirement plans. GIA is primarily focused on the selection and monitoring of specific non-proprietary investments, then using these investments inside a set of actively managed portfolio models. Advisory services are typically performed in exchange for a fee which is calculated as a fractional percentage of assets managed (see item 5 for details on our fees).

At GIA our greatest desire is to have a continued working relationship with our clients. We are aware that many people are hesitant to engage the services of an investment advisor merely on the recommendation of another person. We also understand that no one wants to be charged for an initial consultation only to find out they may not need our assistance. Similarly, we have no desire to enter into an advisory agreement unless there is a good working relationship between the parties and our services can be beneficial to the client. For these reasons we offer the initial consultation without obligation and at no charge. This gives us both an opportunity to address any questions prior to entering into any contractual arrangement.

Each client has different objectives and desires, which are determined during the initial consultation, and reaffirmed periodically. Clients determine the level of risk they are willing to take with their assets and their estimated time horizon. The term "time horizon" refers to the amount of time clients feel they have before they think they will start spending the assets in their account, whether it be for their own retirement or some other financial objective.

Investment Advisory Services

GIA provides discretionary portfolio management and retirement plan consulting services. Nondiscretionary portfolio management is available on a case-by-case basis for retirement plans.

Portfolio Management. GIA offers active money management services for individuals, high net worth individuals, families, corporations and not-for-profits, employer-sponsored pensions and qualified plans, trusts and foundations.

Investment Philosophy. We believe strong long-term investment results and the accumulation of wealth are best achieved through the compounding of reasonable gains and risk management. If we can mitigate the major market cycle downturns and capture sizeable portions of major market up-trends we should not only protect client assets, but the long-term value of those assets should grow over time.

Investment Strategy. We employ a flexible investment strategy with the freedom to invest in all asset classes. We combine fundamental and technical analysis in seeking to profit from market trends, biases and the future expectations of companies, industries, regions and countries. We may use a variety of mutual funds or exchange traded funds, stocks, bonds, commodities, as well as separate account managers in the management

of client assets. Our driving objectives in investment strategies are diversification, discipline and consistent favorable and competitive returns.

Item 8 of this brochure further describes our Methods of Analysis, Investment Strategies and Risks of Loss.

Clients are advised to promptly notify GIA if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon GIA's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in GIA's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

401(k) and 403(b) Account Management. GIA also provides investment advisory services to 401(k) and 403(b) participants. Presently, GIA does not provide investment advisory services to a third-party investment manager or fund, nor does GIA provide any trading signals to other registered investment advisory firms.

Employer-Sponsored Retirement Plan Consulting. Under ERISA, plan fiduciaries are required to act with the skill, knowledge and expertise of a prudent expert with respect to plan-related decisions regarding investments, service providers, plan administration, and general ERISA compliance issues. If they do not have this expertise they are required to obtain it, or risk personal liability. GIA offers fiduciary level advisory services, as well as assisting plan sponsors with various aspects of ERISA plan management, including plan design, investment due diligence, vendor searches, fee analysis, employee education and other fiduciary guidance for plan sponsor retirement plan committees.

> **Plan Design.** Through our relationships with multiple nationally recognized plan recordkeeping, benefits consulting and "third party administration" (TPA) firms, GIA is uniquely positioned to help clients design, implement and maintain the right plan for their business and employees.
>
> **Suitability, Fee Analysis and Vendor Searches.** The task of researching and understanding plan provider services, investment options and total plan fees can overwhelm even the most diligent plan sponsor. GIA can provide assistance with determining whether or not current plan fees are reasonable and whether the current plan is designed in the best interest of participants. If desired, GIA can help build a Request for Proposal and search for suitable vendor relationships.
>
> **Employee Education & Communication.** GIA representatives deliver customized education presentations that are comprehensive, compelling and technically proficient. As a result, participants are better informed about asset allocation and risk tolerance, and preparing for retirement. GIA does not provide financial planning, legal or tax advice to plan sponsors or participants. However, company executives and individual participants can contact us directly to provide such services for them on an individual basis, separate from the services being provided on their plan.

As of December 31, 2014, GIA managed client assets of $122,798,598. $105,558,586 of these assets are managed on a discretionary basis. $17,240,012 of these assets are managed on a non-discretionary basis.

Item 5 – Fees & Compensation

Portfolio Management Service Fees

For individual Portfolio Management services, GIA charges an annual aggregated fee, based on a percentage of total RIA household assets under management. Household is defined as all RIA accounts owned by an individual and their spouse. GIA's fees are exclusive of, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. GIA does not receive any portion of these brokerage commissions, transaction fees, and other related costs. Fees are charged per the GIA fee schedule in the client agreement. The annual fee varies (between 0.25% and 1.50%) depending upon the market value of the assets under management and the type of investment management services to be rendered. Clients are encouraged to bring additional assets under management to help reduce the overall fee charged. For assets above $50 Million, advisory fees are negotiable. GIA uses money market/stable value funds and cash defensively and tactically in its management process, therefore assets invested in money market/stable value funds and cash are subject to GIA's management fee.

GIA offers programs which allow us to bring specialty investment services to our clients by using third- party or separate account managers. Many of these services do not include any compensation for the advisor; therefore GIA will assess a fee in addition to the underlying fees already charged by the investment manager for this service. GIA does not offer a "Wrap Account" program, which is a type of investment account in which all expenses, including advisory fees and commissions, relating to the account are wrapped into a single annual fee. We believe that all fees should be separately accounted for and fully disclosed to the client.

Financial Planning/Consulting Service Fee

Under a separate financial planning agreement, GIA provides financial planning/consulting services for individuals, families and estates. GIA's fixed fees range between $500 and $25,000, depending on the scope of the work, and its hourly fee is predicated on the complexity and scope of services to be performed. The firm charges the following standard hourly rates for its services:

Clerical	$65
Para planner	$100
Advisory Representative	$150
Advisory Representative, CFP	$250

An estimate of the total cost will be determined at the start of the advisory relationship, and shall be clearly set forth in the agreement for services. Extraordinary research or analysis may involve additional costs and will be negotiated on an individual basis prior to beginning such work.

In most cases, fees for financial planning/consulting services are billed upon completion of the contract work. In certain situations a portion of the fees may be required in advance. GIA will not require that more than 50% of the fee be paid in advance, with the remaining amount due upon completion of the services rendered. Under no circumstances will GIA require prepayment of a fee more than six months in advance and/or in excess of $500, as services will be rendered within six months of receipt of payment.

The client may terminate the consulting agreement within five days of the date of executing the agreement for services without penalty. After the five-day period, either party may terminate the agreement by providing

written notice to the other party. In the event there are any prepaid *unearned* fees, GIA will promptly refund a pro-rata share of the unearned fees to the client.

Advisory services for Employer Sponsored Retirement Plans

GIA provides both advisory and consulting services on employer sponsored retirement plans. Depending on the size of the plan and the scope of services desired, GIA's annual base advisory service fee can range from 1.00% to 0.061% (at $50 Million with the minimum fiduciary services provided) of the total plan assets under management. The actual aggregated fee percentage charged depends on the size of the account and the level of services requested. Additional service fees may apply depending on optional services selected by each respective plan sponsor. These additional service fees may be as high as 1.00%. GIA may also elect to charge a flat fee depending on the scope of work performed.

Investment Advisory Agreement

Both the description of services offered and the specific manner in which fees are charged by GIA are established in the client's written "investment advisory agreement" with GIA. Depending on the type of account, GIA bills its fees either on a monthly or quarterly basis. Individual clients are billed in advance, while billing is in arrears for Employer Sponsored group retirement plan accounts. GIA's fee is based on the total value of the account on the last day of the previous management period. Fees are typically deducted from the client's account. In rare circumstances and under a written agreement the client can elect to pay us directly. Employer Sponsored Retirement Plan clients can elect to pay GIA directly for fees or they can authorize GIA and the record-keeper to directly debit fees from the plan account. Either GIA or their clients may terminate advisory agreements for any reason with written notice. Upon receipt of written notice of termination (or communication by the Brokerage firm or custodian), GIA will cease advisory work on the client's account.

Important Note: In addition to advisory and underlying investment fees, client accounts are also subject to various custodial or account administration fees. These fees vary with each custodian. Please contact your Custodian for a full list of all fees. GIA's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investments and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund transfer fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also carry expenses, including management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to GIA's fee; however GIA shall not receive any portion of these charges, fees or commissions.

Timing for Fee Billing

Client will pay Adviser a fee for its investment management services. The actual fee will be a fractional percentage of the market value of all assets in the Account on the last trading day of the previous management period. For individual client accounts, the management fee is payable monthly in advance. For employer sponsored retirement plans, fees are billed quarterly or monthly and in arrears. Assets may also be subject to any management fees and expenses as set forth in the prospectuses of those funds. Such fees and expenses are paid by the funds but are ultimately borne by the investor.

Billing Process

For advisory fees the account billing process is automated. Clients who wish to terminate their advisory arrangement with GIA should notify us before the next scheduled billing cycle to avoid paying these expenses. Clients who elect to terminate their Advisory Agreement after the periodic billing has been completed will not be refunded any portion of prepaid advisory or administration fees. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement without having their account billed *(see above section on Financial Planning/Consulting Services for possible return of 'unearned' planning/consulting fees).* GIA does not have the ability to control the underlying management or administration fees charged by the custodians or by the investments offered or those held by the client.

Other Fees and Compensation

GIA typically charges a fee for services based on assets under management. However there may be specific investments desired by the client which require the representative to be paid solely on a commission basis from the investment company offering the product. When this situation arises, the client will be informed of the situation, and any fees or commissions associated with such an investment purchase, as well as any potential conflict of interest, will be fully disclosed.

Not all investment products are available through all brokers or agents; however GIA does not offer its own proprietary products. Therefore, depending on the investment product in question, Clients can purchase the same investment products we offer through other brokers or agents that are not affiliated with us.

To protect our clients from the inherent conflicts of interest involved in commission-based investment products, GIA makes every effort to select investments which can be managed under a fee arrangement. At the time this document was published, less than 10% of our firm's revenue is derived from non-advisory fees and/or product sales commissions.

For clients with smaller account levels it is sometimes difficult to fully diversify assets into low cost investments. There are also situations in which clients want specific products which only pay commission compensation and charging a management fee on top of the commission would create a conflict of interest for GIA. However, investment product commission structures vary, and therefore we cannot adequately address every conceivable situation and remedy in this paragraph. Therefore, in those rare cases when we offer commission based products, GIA will exclude those assets from the advisory fee calculation and subsequent billing.

Item 12 of this brochure further describes the factors GIA considers in selecting broker-dealers for *client* transactions.

Item 6 – Performance-Based Fees & Side by Side Management

GIA does not currently accept performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client. Our advisory fee compensation is charged only as disclosed above in Item 5. Additionally, GIA does not manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly, flat or an asset-based fee, also known as side-by-side management.

Item 7 – Types of Clients

As described in Item 4, GIA offers advisory and planning services for individuals, high net worth individuals, families, trusts, not-for-profit institutions, corporations, foundations, employer sponsored pensions and qualified plans. Our typical clients are those who are experienced and comfortable with saving and investing for their retirement and their family's future, board members and/or trustees acting on behalf of the trust for an organization they represent, and employers/business owners looking for an advisory group to assist them in making prudent decisions for their employees' retirement assets. In order to be able to offer our clients our most effective work, GIA recommends (but does not require) that clients have at least $500,000 in total manageable assets. We believe this allows us to prudently diversify client accounts into lower cost investment vehicles and avoid conflicts caused by certain investment minimums.

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

Methods of Analysis & Investment Strategies -

GIA employs a flexible investment strategy in the management of client assets. We have the ability to seek opportunities globally, to use investments of all sizes and in all sectors, and to hold fixed income instruments and cash or equivalents when we believe it is in the best interest of the client.

GIA typically utilizes mutual funds. In some cases, GIA may recommend domestic and foreign equity securities (common stock), fixed income, commodities, and/or exchange traded funds ("ETFs"). We utilize all or parts of a multi-faceted approach in managing assets, including broad-based economics, fundamental, technical, qualitative and quantitative analysis. Our investment process demonstrates our strong belief in the benefits of portfolio diversification. Our goal is to meet or exceed the return targets we have set for each portfolio while controlling or limiting volatility in the portfolio through asset allocation strategies. The first step in our process is determining which types of investments, or "asset classes," we will use in portfolio construction. We will use the asset classes which we believe to be appropriate for each portfolio's investment objectives. As the investment environment changes, we alter the asset allocation strategy to reflect those changes. These models focus on long term future asset class return, risk, and correlation expectations.

Model Portfolios (not applicable to Employer Sponsored Retirement Plans)

For each of the standard model portfolios managed by Guidance Wealth, two versions are offered: the No-Transaction Fee **(NTF)** version and the Transaction Fee **(TF)** version. The primary reason for offering two versions is performance as it is affected by the Funds' fee structures. A majority of the funds in the TF version have lower expense ratios and therefore usually have higher performance, all other things being equal, (even with the Transaction Fee) as compared to their equivalent in the NTF model. However, the TF version is not appropriate for all account balances because the transaction fee is a set dollar amount – not a percentage of the account balance or the total amount of the purchase or sale of an investment. We have negotiated this fee to $25 with Fidelity, with the exception of a limited number of mutual funds with higher TF rates. With smaller account balances, a $25 per transaction charge might significantly reduce an account's performance over time. However, our analysis has shown that with larger account balances, the additional return generated through the fund's lower expense ratios can more than offset these charges.

When we conducted a cost-benefit analysis to determine at what account balance level the TF version would be cost effective, we considered the approximate number of trades per year, the variance of expense ratios, and the dollar amount of the transaction fees. Through this analysis, we determined that an account with over $200,000 invested in the mutual fund model portfolio may benefit from having the TF version over the NTF version. This was set as the minimum balance to be invested in the TF version of our models. Below that point, it was determined to be less cost effective to be invested in the TF version.

Not all mutual funds that meet our screening and selection process have an NTF share class. For these funds, we use a different but comparable mutual fund. Through additional analysis using the same criteria as above, we have determined that accounts with between $100,000 and $200,000 invested in the mutual fund model portfolio could benefit from potentially higher performance with having a few Transaction Fee mutual funds instead of using the comparable funds. These portfolios would still be invested mostly in NTF mutual funds, but in the case that an NTF share class is not available, the TF fund will be purchased.

When comparing the funds in the NTF version to the TF version, there may be funds that are in one version of a model and not in the other version of that same model. Usually this is because some mutual funds only have one share class. If the fund only has a share class that has a TF, we will look for a similar fund that fits in with the other funds in that model for the NTF version. If the fund only has a share class that is NTF, it could be part of the NTF version and the TF version. At any point there could be NTF funds in the TF model, and those NTF funds would not have transaction fees when the funds are bought and sold.

A majority (but not all) of the funds in the TF portfolio version have a $25 fee charged by the custodian (Fidelity) when they are bought or sold in an account. Guidance Wealth does not receive any part of this fee or any other compensation or incentive for using the TF or the NTF funds.

We base our investment decisions on a range of fundamental and technical factors provided to us by various sources. Fundamental factors include, but are not limited to, measures such as earnings growth rates, return on capital and dividend yield. We utilize a top-down technical overlay to enhance our asset selection process with a buy, sell, and allocation discipline. Technical factors include measures such as price performance, volatility and trading volume.

GIA may invest all or a significant portion of a client's assets in mutual funds in order to employ the investment strategies described. We may also buy or sell individual securities or buy investments that employ inverse strategies if we believe the value of the security or market segment is likely to depreciate in value. Securities that employ inverse strategies seek to deliver the opposite of the performance of the index or benchmark that they track by engaging in short selling, swap agreements and/or futures contracts. An inverse strategy is typically more volatile and risky than traditional investment strategies due to their exposure to leverage and derivatives including total return swaps and futures. These strategies are generally designed to achieve their desired exposure on a short-term basis. Holding these types of securities for longer periods of time potentially increases their risk due to the effects of compounding and the difficulty of timing the market. As a part of our investment strategy and during periods in which we want to have limited market exposure, we may invest in money market/stable value funds or other short-term interest bearing instruments. Under certain circumstances, and in agreement with the client, we will also purchase and sell futures contracts or purchase and sell options on securities, securities indexes, and futures contracts in an effort to extend or protect gains and mitigate possible losses.

Precious metals may be part of a client's overall investment portfolio. Guidance can provide assistance in choosing a broker for transactions of physical precious metals on behalf of the Client. The price the Client pays for the purchase could be the same as if the Client went directly to the broker, without the assistance of Guidance.

All investment strategies inherently expose our clients to various types and varying degrees of risk. We discuss those risks in greater detail below.

Investment Risk

Investing in securities involves exposing financial assets to various risks that clients should be prepared to bear. The first step is taking time to understand what those risks might be.

Mutual Fund & Exchange Traded Fund (ETF) Risk. There are specific risks involved in the management of mutual funds and ETF which are described in detail in their prospectus. In general, ETFs and mutual funds expose the investor to the strategy specific risk of the fund.

ETFs are subject to substantially the same risks as those associated with the direct ownership of the securities comprising the index on which the ETF is based. Additionally, the value of the investment will fluctuate in response to the performance of the underlying index, and may trade at a premium or discount to the index.

Precious Metal Risk. Precious metals markets are speculative and volatile. Prices for these items may rise or fall significantly over time.

Market Risk. Stock markets can be volatile. In other words, the prices of stocks can rise and fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. Investments may decline in value if the stock markets perform poorly. There is also a risk that the investments will underperform the securities markets or particular segments of the securities markets.

Portfolio Turnover Risk. Portfolio turnover refers to the rate at which the selected investments are replaced. This type of turnover also occurs in mutual funds where the individual securities are traded by the fund management teams. Turnover costs (transactional and brokerage costs) will be directly affected by the rate that underlying securities are bought and sold, which will reduce the return applicable to these investments. This cost can be mitigated if the underlying securities can be bought and sold without corresponding commission costs. Active trading of securities can also increase realized capital gains or losses, which will affect the taxes paid or owed.

Foreign Risk. Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, or economic developments and can perform differently from the U.S. market. Special risks associated with investments in foreign companies include exposure to currency fluctuations, less liquidity, less developed or less efficient trading markets, lack of comprehensive company information, political instability and differing auditing and legal standards.

Small and Medium-Size Company Risk. Small and medium size companies typically have narrower markets and more limited managerial and financial resources than do larger, more established companies. As a result, their performances can be more volatile and they often face a greater risk of business failure.

Issuer-Specific Risk. The value of a specific security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole. The value of securities of smaller issuers can be more volatile than that of larger issuers. The value of certain types of securities can be more volatile due to increased sensitivity to adverse issuer, political, regulatory, market, or economic developments. With Bonds there is also the risk of default by the issuer.

Short-Selling Risk. Positions (purchases) in shorted securities are speculative and more risky than "long" positions (purchases) because the cost of the replacement security is unknown. Therefore, the potential loss on the short sale is unlimited, whereas the potential loss on long positions is limited to the original purchase price. Any strategy that includes selling securities short could suffer significant losses. Short selling will also result in higher transaction costs (such as interest and dividends), which reduce return, and may result in higher taxes.

Derivatives Risk. Investments in futures and options are considered "derivative" investments. A small investment in derivatives could have a potentially large impact on performance. The use of derivatives involves risks different from or possibly greater than the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value, and there is the risk that the hedging technique will fail if changes in the value of a derivative held do not correlate with the portfolio securities being hedged.

Put and Call Options Risk. There are risks associated with the sale and purchase of call and put options. A seller (writer) of a covered call option assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. If the option is uncovered, and the Seller must purchase the security at the current market price because the option is exercised, the loss could be significant. The buyer of a put or call option risks losing the entire premium invested in the option.

Inflation Risk. For some investors, the fear of loss of their account value may drive them to opt for lower returns with less market risk. However, even when an investment aims to provide steady predictable returns, there is still a risk that inflation will chip away at the client's purchasing power, possibly nullifying some of the gains.

Risk of Loss. All investments in securities include a risk of loss of principal (invested amount) and any profits that have not been realized (the securities were not sold to "lock in" the profit). Stock markets and bond markets fluctuate substantially over time. In addition, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that is out of our control. We will do our very best in the management of assets; however, we cannot guarantee any level of performance or that there will not be a loss of account assets.

GIA does not represent, warrant or imply that the services or methods of analysis used by GIA can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes. No guarantees can be offered that clients' goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by GIA will provide a better return than other investment strategies**.**

Item 9 – Disciplinary Information

We do not have any legal, financial or other "disciplinary" item to report. We are obligated to disclose any disciplinary event that would be material when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us. This statement applies to our Firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliates

Relationship with Guidance Wealth, LLC

GIA is related by common ownership and management to Guidance Wealth, LLC ("Guidance Wealth"). Guidance Wealth provides wealth management services. Guidance Wealth also acts as a DBA for Guidance Investment Advisors, LLC ("GIA").

Relationship with Guidance Tax & Accounting, LLC

GIA and Guidance Tax & Accounting, LLC are under common control. Guidance Tax & Accounting is a professional tax planning and preparation firm for individuals and small businesses. Services include, but are not limited to: individual income tax preparation & electronic filing for Federal, State, & Local returns, calculation of estimated quarterly income tax payments, securities cost basis calculations, rental property and small business tax assistance, guidance on how to maximize tax benefits (i.e. when to start Social Security payments, IRA distribution planning, transaction timing strategies), tax projections for the following year, and charitable giving strategies. Fees are charged based upon services rendered from Guidance Tax & Accounting. Guidance Tax & Accounting, LLC may also be marketed as Guidance Tax or Guidance Tax Service.

Broker Dealer Affiliation

GIA maintains an ongoing relationship with Mutual Securities, Inc., FINRA registered Broker-Dealer ("BD"). Mutual Securities acts as a supervisory organization providing direct business oversight, assistance with professional continuing education and other support services, and as a conduit for agent and broker commissions. In exchange for providing these services, Mutual Securities receives a percentage of any investment commissions received. Mutual Securities does not dictate what is offered to our clients, nor does it have any proprietary investments to promote. Therefore this Broker-Dealer relationship does not constitute a conflict or potential conflict of interest**.**

Certain Investment Advisor Representatives (or "IAR"s) of GIA are separately licensed as registered representatives and/or principals of Mutual Securities, Inc. These IARs recommend securities products for which they and the broker dealer receive compensation. Thus, a potential conflict may exist between the interest of GIA and those of the advisory client. Clients are under no obligation to purchase or sell securities through the IAR of GIA acting as a registered representative of the broker dealer**.** ***(****Please also see Item 11 – Code of Ethics.)* Similarly, IARs of GIA who are properly licensed to sell insurance may offer such products. GIA and the IAR receive fees for these services. None of our members, managers or advisory representatives is currently registered as futures commission merchants, commodity pool operators, commodity trading advisors, nor does GIA have any relationship with any entity performing such services.

Professional Business Relationships

GIA maintains professional business relationships with multiple regional insurance agencies/firms. A client's financial or investment related needs may suggest the need for an insurance firm and their products (i.e. life and health insurance, annuities, etc.). GIA does not recommend one specific company; instead, we maintain a list of firms we feel comfortable recommending to our clients. From time to time GIA may receive a share of commissions paid to these agencies/firms as compensation for our referral. Advisory clients are under no obligation to utilize these insurance services and such arrangements have no effect on the advisory work performed or the respective fees charged to our advisory clients.

GIA also maintains professional business relationships with various legal, accounting, recordkeeping, third-party administrators (TPAs) and other investment advisory and consulting firms, both locally and around the country. These informal relationships are created to share industry information and insight. GIA does not receive any compensation or shared revenue with any of these entities; therefore these relationships hold no conflict of interest for our clients.

Separate Accounts Relationships

From time to time, GIA offers clients a specific third party investment management program made available directly to GIA for our clients. These third party managers are referred to as "separate account managers". GIA usually receives no direct or indirect compensation from the third party managers or sub-advisors for these arrangements. However, GIA currently has a specific solicitation arrangement with a third party advisor for a small number of client accounts, and is paid a small fee for this arrangement.

Solicitation Arrangements

GIA currently acts as a solicitor for another advisory firm, First Affirmative Financial Network, LLC. First Affirmative provides SRI (Socially Responsible Investing) screening on some accounts. GIA does not have any trading authority on the First Affirmative accounts. In exchange for our solicitation services, GIA receives a fee from First Affirmative. This solicitation agreement is fully disclosed to the client.

Item 11 – Code of Ethics

Guidance Investment Advisors, LLC Code of Ethics

In accordance with the Advisers Act, Rule 204A-1, GIA has adopted a Code of Ethics. This Code of Ethics outlines all who are deemed to be access persons and mandates their compliance with applicable regulations and federal laws. Additionally, these employees must engage in high ethical standards at all times and place the client's interest above their own. The Code of Ethics includes, but is not limited to, provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All supervised persons at GIA must acknowledge the terms of the Code of Ethics annually, or as amended.

At the heart of this code is a requirement to always act in the best interest of our client and to fully disclose all fees, expenses and any conflicts or potential conflicts of interest. A copy of this Code of Ethics will be provided to any client or prospective client upon request. GIA's Code of Ethics mandates that our advisors act in the best interest of our clients. As such, if GIA or its representatives offer any investment with which we have a conflict of interest, it must be disclosed in advance.

Qualified Plan Managed Portfolio Fee Disclosure. In the course of its duties with our employer-sponsored retirement plan clients, GIA does its best to keep base advisory fees low for all participants. GIA also offers an optional Asset Account Modeling service to most plans for an additional fee. This fee is fully disclosed in advance and combined with the base advisory fee to be charged pro rata to all participants. Additionally, educational and enrollment material provided to plan participants fully discloses such fees.

No Proprietary Investments. At present, GIA does not offer any investments in which our members, our representatives or any person related to us, have a partnership or act as a general partner. Furthermore, GIA does not offer any investments in which our members, our representatives or any person related to us act as an investment advisor for the investment company.

Oversight of Trading Processes. GIA's employees and persons associated with GIA are required to follow GIA's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of GIA can trade for their own accounts in securities which are recommended to, and/or purchased for, GIA's clients. In addition, a related person can have an interest or position in a certain security or securities which may also be recommended to the clients. All access persons are required to report all personal securities transactions at the onset of being classified an access person and for all subsequent personal transactions in order to prevent "Front-Running".

Records will be maintained for all securities or insurance products bought or sold by the firm, associated persons of the firm and related entities. A principal of GIA, or qualified representative of the firm, reviews these records on a quarterly basis.

In certain instances, IAR's trading in their own accounts or for related persons may create either actual or perceived conflicts of interest. As such, GIA has established the following restrictions:

- A director, officer or IAR shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her affiliation with GIA or the

broker dealer, unless the information is also available to the investing public on reasonable inquiry. No person shall prefer his or her own interest to that of the advisory clients.

- All clients are fully informed that certain individuals receive separate compensation when effecting transactions during the implementation process.
- GIA and its employees may not participate in private placements without pre-clearance from the Firm's Chief Compliance Officer.
- GIA respects the right of clients to specify investment objectives, guidelines, and conditions or restrictions on the overall management of their accounts.
- Any individual not in observance of the above may be subject to termination.

Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored to reasonably prevent conflicts of interest between GIA and its clients. As an adviser to our clients, our clients' interests must always be placed first and foremost, and our trading practices and procedures prohibit unfair trading practices and seek to disclose and avoid any actual or potential conflicts of interests or resolve such conflicts in the client's favor.

Item 12 – Brokerage Practices

As a matter of policy and practice, GIA does not accept any formal or informal arrangements or commitments to utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis. Similarly, as a matter of policy and practice, GIA does not select or recommend broker-dealers in return for client referrals.

The Custodian and Brokers We Use

GIA does not maintain custody of client assets [that we manage/on which we advise], although we may be deemed to have custody of client assets if clients give us authority to withdraw assets from their account (see Item 15 – Custody, below). Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We generally recommend that our clients use Fidelity Investments (Fidelity). GIA is independently owned and operated and is not affiliated with Fidelity. The qualified custodian will hold client assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that clients use Fidelity, clients will decide whether to do so and will open their account with them by entering into an account agreement directly with them. We do not open the account for clients, although we may assist clients in doing so. Even though client accounts are maintained at Fidelity, we can still use other brokers to execute trades on accounts as described below (see section entitled "*Client Brokerage and Custody Costs*" below).

How We Select Brokers/Custodians. We seek to recommend a custodian/broker who will hold client assets and execute transactions on terms that we believe will be most advantageous when compared to the other available providers and their services. We consider a wide range of factors, including among others:

- combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for accounts)
- capability to facilitate transfers and payments to and from account (wire transfers, check requests, bill payment, etc.)
- available investment products (stocks, bonds, mutual funds, exchange traded funds [ETFs], etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- reputation, financial strength, and stability
- prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below (see "*Products and Services Available to Us From Fidelity*")

Client Brokerage and Custody Costs. For our client accounts that Fidelity maintains, Fidelity generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that they execute or that are settled into client Fidelity accounts.

For some accounts, Fidelity may charge a percentage of the dollar amount of assets in the account in lieu of commissions. Fidelity's commission rates and asset based fees applicable to our client accounts are given to account holders and may be found on their website or by request to the custodian. Fidelity charges a flat dollar

amount as a "Prime Broker" or "trade away" fee for each trade that we have executed by a different broker but where the securities bought or the funds from the securities sold are deposited (settled) into Fidelity accounts. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize client trading costs, we direct the custodian (Fidelity) to execute most trades. We have determined that having the custodian (Fidelity) execute most trades is consistent with our duty to seek "best execution" of trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*" above).

Products and Services available to us with Fidelity. Fidelity Institutional Wealth Services provides us and our clients with access to their institutional brokerage-trading, custody, reporting and related services, many of which are not typically available to Fidelity retail customers. Fidelity also makes available various support services. Some of those services help us manage or administer our clients' accounts; while others help us manage and grow our business. Fidelity's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us. These services are not provided by Fidelity in connection with transactions placed in client accounts.

Services that Benefit our Clients. Fidelity's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Fidelity include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Fidelity's services described in this paragraph generally benefit clients and their accounts.

Services That May Not Directly Benefit our Clients. Fidelity also makes available other products and services that benefit GIA but may not directly benefit clients and their account. These products and services assist us in managing and administering our clients' accounts. These services are not provided in connection with transactions placed in client accounts. They include investment research, both Fidelity's own, and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Fidelity. In addition to investment research, Fidelity also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only GIA. Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services are not provided in connection with transactions placed in client accounts. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance

Fidelity provides some of these services themselves. In other cases, they will arrange for third party vendors to provide the services to us. At times, Fidelity will also discount or waive fees for some of these services or pay all

or a part of a third party's fees. Fidelity may also provide us with other benefits, such as occasional business entertainment for our personnel.

Our Interest in Services offered by Fidelity. The availability of these services from Fidelity benefits us because we do not have to produce or purchase them. We believe, however, that our selection of Fidelity as custodian and broker is in the best interest of our client. Our selection is primarily supported by the scope, quality and price of Fidelity's services (see "*How We Select Brokers/Custodians*") and not Fidelity's services that benefit only us.

Client Directed Brokerage

If the client directs that trades be executed through another Broker-Dealer, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by that Broker-Dealer. GIA will assume no responsibility for obtaining the "best execution" of these client trades.

Trade Aggregation

Transactions for each client account generally will be executed independently unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. GIA may (but is not obligated to) combine or "batch" such orders in an effort to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among its 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 transaction costs and will be allocated among GIA's clients in proportion to the purchase and sale orders placed for each client account on any given day. If GIA cannot obtain execution of all the combined orders at prices or for transactions costs that it believes are desirable, the Firm will allocate the securities that it does buy or sell as part of the combined orders by following GIA's order allocation procedures.

Item 13 – Review of Accounts

Accounts will be reviewed internally on a regular basis. The client will be provided with information at least annually, and client accounts will be rebalanced as required. For non-qualified accounts the firm may tax harvest at any time on an as needed basis. Reviews are conducted by Investment Advisor Representatives (IARs) of the firm. GIA may also provide clients with quarterly performance reports of their managed accounts.

Changes in a client's situation, such as investment goals, financial position, unusual economic, industry or individual investment developments may trigger a review. Marriage, divorce, death, change in employment, birth of a child, retirement, etc. may also trigger the need for additional reviews. Additionally, more active accounts and/or larger accounts may be reviewed more often as situations dictate.

Clients should receive custodial statements at least quarterly detailing transactions made on their behalf.

Item 14 – Client Referrals and Other Compensation

EverBank Referral Arrangement:

Some GIA representatives participate in EverBank Advisor Services. EverBank is an FDIC insured bank designed primarily to offer higher savings rates and other attractive options for those clients who hold a significant amount of cash. GIA representatives can refer clients to EverBank to purchase their products and services. EverBank's relationship with GIA and GIA representatives is a referral relationship. EverBank has no relationship with or control over GIA representatives with respect to any financial advice, securities, or other non-EverBank products or services offered by GIA or its representatives. GIA and its representatives receive compensation or sales awards from EverBank for promoting EverBank products. EverBank's services and rates either paid or charged to client accounts are not impacted by the referral fee paid to GIA or its representatives.

While GIA endeavors at all times to put the interests of the client first and foremost, activities that provide additional compensation such as referral agreements create conflicts of interest. Referral fees provide GIA representatives an incentive to recommend investment products based on the compensation received rather than on the client's needs. We attempt to minimize these conflicts of interest by only referring clients that indicate a desire to hold their accounts in cash or those clients that express ultra conservative portfolio goals. Clients are in no way required to follow the investment plan recommended by our representatives and all fees are fully disclosed to the client prior to any transactions taking place. GIA and its representatives do not receive or accept client referrals from EverBank.

Other Referral Arrangements:

GIA does not accept any compensation other than advisory fees from our clients per the contracted arrangements. Other than those professional firms listed in Section 10 with whom we share industry knowledge, EverBank as stated above, and the various independent information services for which we pay customary subscription fees, there is no other organization or entity which offers an economic benefit to us.

Item 15 - Custody

Accounts are held at the various firms that custody client accounts. GIA will not maintain custody of clients' funds or securities, with the exception of deduction of GIA's fees from clients' accounts that are authorized in the advisory agreement between clients and GIA.

Clients should receive account statements directly from the custodian of their account(s) at least quarterly. The statement will be sent to the email or postal mailing address provided by the client to the custodian. Clients should carefully review these statements promptly when received. GIA urges clients to carefully review such statements and compare such official custodial records to the account statements sent from us. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

GIA manages money on a discretionary and non-discretionary basis. In most circumstances, clients grant GIA complete discretion. Clients who open discretionary accounts are required to execute an Investment Advisory Agreement which, among other things, grants GIA advisor representatives authority to manage their assets on a discretionary basis, meaning we have the authority to select the identity and amount of securities to be bought or sold in the clients' account without obtaining specific client consent. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objective for the particular client account. For non-discretionary accounts, GIA will contact the client prior to executing any transaction.

As mentioned above, clients may generally not impose restrictions on investing in certain securities or types of securities. When selecting securities and determining amounts, GIA observes the investment policies, limitations and restrictions of the clients for which it advises, if any. For registered investment companies, GIA's authority to trade securities may also be limited by certain federal securities and tax laws.

Item 17 – Voting Securities

GIA does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Proxies are mailed to each client directly by the respective custodian. Clients may request a copy of GIA's full Proxy Voting Policy by contacting us using the information on page 1 of this brochure. Policies may be updated from time to time.

From time to time, securities held in the accounts of clients may be the subject of class action lawsuits. GIA offers no legal services, and therefore has no ability or obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. GIA also has no duty to evaluate a client's eligibility or any duty to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, GIA has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct or negligence by corporate management of issuers whose securities are held by clients. GIA will not be obligated to provide advice or take any action on behalf of a Client with respect to securities formerly held in the account(s), or the issuers thereof, which become the subject of any legal proceedings, including but not limited to bankruptcies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide clients and prospective clients with certain financial information or disclosures about their firm's financial condition. GIA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Guidance Investment Advisors, LLC
Privacy Policy

At Guidance Investment Advisors, LLC ("GIA"), our relationship with you is our most important asset. We are privileged that you have entrusted us with your financial affairs and are committed to safeguarding the privacy of the information we collect. As an SEC-regulated financial institution, GIA is required to obtain certain personal, nonpublic information about you. The following Privacy Policy demonstrates our commitment to the confidentiality of your personal information.

HOW AND WHY WE OBTAIN PERSONAL INFORMATION

GIA may collect this nonpublic personal information about you in any of the following ways:

- New Account Application (i.e. Social Security number, date of birth, income and assets)
- Transaction activity (types of transactions, balances)
- Information about your transactions and account experience with Guidance Investment Advisors, LLC
- Information from consumer reporting agencies (for example, to verify your identity, to assess your creditworthiness)
- Information from other outside sources regarding your employment, credit, or other relationships relevant to the services provided by us
- Passport, National Identity card, or Driver's License, as required by laws and regulations addressing due diligence and related matters
- Demographic and other general information we obtain that allows us to develop new services that we can offer you; GIA limits the collection, use, and retention of your personal information to the extent of assisting us to properly administer our business, service your account and to continue to improve our services to you.

HOW GIA PROTECTS THE COLLECTION OF YOUR INFORMATION

GIA recognizes the importance of protecting your personal information and therefore we take the responsibility of handling both your trust and personal information extremely seriously. GIA does not sell client information to anyone. GIA does not disclose any nonpublic personal information about you, whether you are a current client or a former client, to anyone, except as permitted by law or as authorized by you. We may share your personal information that we collect "*on a strictly limited, confidential basis*" with the following entities:

- Affiliates such as service providers;
- Unaffiliated third parties such as the custodian;
- Regulatory agencies such as the SEC along with federal and state law enforcement agencies;
- Governmental agencies such as the IRS;
- Credit reporting and verification resources;
- In connection with a subpoena or similar legal process, a fraud investigation, or an audit.

GIA restricts access to your personal and account information to those associates and third parties who need to know that information to provide products or services to you on behalf of GIA or to assist you with the ongoing maintenance of your account. We maintain physical, electronic, contractual and procedural safeguards to guard your nonpublic personal information which include:

- computer safeguards, secured files and buildings;
- regular training of associates on privacy and information security, and on their obligations to protect client information;
- secure destruction of client information.

GIA will provide you with a copy of our privacy policy annually, as long as you maintain an account with us. GIA reserves the right to make changes to this policy and in so doing, we will notify you in writing before we make changes that affect the way we collect or share your information. If you are a former client of GIA, your information will be treated in the same manner as that of our current clients.

You can obtain a written copy of our Privacy Policy by emailing us at *weekly_update@guidancewealth.com* by calling us at 1-574-333-2083.