

# FORM ADV PART 2A DISCLOSURE BROCHURE



**Office Address:**  
1875 Old Alabama Road  
Suite 645  
Roswell, GA 30076

**Tel:** 404-348-4120  
**Fax:** 800-768-0507

**Email:**  
[wnichols@assetguidancegroup.com](mailto:wnichols@assetguidancegroup.com)

**Website:**  
[www.assetguidancegroup.com](http://www.assetguidancegroup.com)

This brochure provides information about the qualifications and business practices of Asset Guidance Group, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 404-348-4120. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Asset Guidance Group, LLC (CRD #291448) is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**APRIL 11, 2018**

## **Item 2: Material Changes**

---

### **Annual Update**

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

---

### **Material Changes since the Last Update**

Initial Filing.

---

### **Full Brochure Available**

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

## Item 3: Table of Contents

### Form ADV – Part 2A – Firm Brochure

#### Item 1: Cover Page

#### Item 2: Material Changes ..... ii

Annual Update ..... ii

Material Changes since the Last Update..... ii

Full Brochure Available..... ii

#### Item 3: Table of Contents..... iii

#### Item 4: Advisory Business ..... 1

Firm Description ..... 1

Types of Advisory Services ..... 1

Client Tailored Services and Client Imposed Restrictions..... 3

Wrap Fee Programs ..... 3

Client Assets under Management ..... 3

#### Item 5: Fees and Compensation ..... 3

Method of Compensation and Fee Schedule..... 3

Client Payment of Fees ..... 5

Additional Client Fees Charged..... 6

Prepayment of Client Fees ..... 6

External Compensation for the Sale of Securities to Clients..... 6

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

Sharing of Capital Gains ..... 6

#### Item 7: Types of Clients ..... 6

Description ..... 6

Account Minimums ..... 6

#### Item 8: Methods of Analysis, Investment Strategies and Risk of Loss ..... 7

Methods of Analysis..... 7

Investment Strategy ..... 7

Security Specific Material Risks..... 7

#### Item 9: Disciplinary Information..... 10

Criminal or Civil Actions ..... 10

Administrative Enforcement Proceedings ..... 10

Self- Regulatory Organization Enforcement Proceedings .....	10
<b>Item 10: Other Financial Industry Activities and Affiliations.....</b>	<b>10</b>
Broker-Dealer or Representative Registration .....	10
Futures or Commodity Registration .....	10
Material Relationships Maintained by this Advisory Business and Conflicts of Interest .....	11
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest .....	11
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>11</b>
Code of Ethics Description.....	11
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.	12
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest	12
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest .....	13
<b>Item 12: Brokerage Practices .....</b>	<b>13</b>
Factors Used to Select Broker-Dealers for Client Transactions .....	13
Aggregating Securities Transactions for Client Accounts .....	14
<b>Item 13: Review of Accounts .....</b>	<b>14</b>
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved .....	14
Review of Client Accounts on Non-Periodic Basis .....	14
Content of Client Provided Reports and Frequency.....	14
<b>Item 14: Client Referrals and Other Compensation .....</b>	<b>14</b>
Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	14
Advisory Firm Payments for Client Referrals .....	15
<b>Item 15: Custody.....</b>	<b>15</b>
Account Statements .....	15
<b>Item 16: Investment Discretion .....</b>	<b>15</b>
Discretionary Authority for Trading.....	15
<b>Item 17: Voting Client Securities .....</b>	<b>16</b>
Proxy Votes .....	16
<b>Item 18: Financial Information .....</b>	<b>16</b>
Balance Sheet .....	16

Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients.....	16
Bankruptcy Petitions during the Past Ten Years.....	16
<b>Item 19: Requirements for State Registered Advisors .....</b>	<b>16</b>
Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2). .....	16
Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities.....	16
<b>Brochure Supplement (Part 2B of Form ADV) .....</b>	<b>18</b>
Principal Executive Officer – Wallace R Nichols JD, MBA .....	18
Item 2 - Educational Background and Business Experience .....	18
Item 3 - Disciplinary Information .....	18
Item 4 - Other Business Activities Engaged In.....	18
Item 5 - Additional Compensation.....	18
Item 6 - Supervision .....	19
Item 7 - Requirements for State-Registered Advisors .....	19

## **Item 4: Advisory Business**

---

### **Firm Description**

Asset Guidance Group, LLC (“AGG”) was founded in 2012 and used as a dba for Mr. Nichols investment advisor representative services and for insurance purposes. In 2017 AGG applied for registration as a registered investment advisor. Wallace R Nichols is 100% owner.

AGG is a fee-based financial planning and investment management firm. Wallace R Nichols will also offer insurance services and products through AGG. AGG will offer to sell annuities, insurance, or other commissioned products.

AGG does not act as a custodian of Client assets.

An evaluation of each Client's initial situation is provided to the Client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the Client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the Client on an as-needed basis and may charge fees of their own. Conflicts of interest will be disclosed to the Client in the event they should occur.

---

### **Types of Advisory Services**

#### ASSET MANAGEMENT

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

#### Discretionary

When the Client provides AGG discretionary authority the Client will sign a limited trading authorization or equivalent. AGG will have the authority to execute transactions in the account without seeking Client approval on each transaction.

#### Non-discretionary

When the Client elects to use AGG on a non-discretionary basis, AGG will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, AGG will obtain prior Client approval on each and every transaction before executing any transaction.

#### PRIVATE PLACEMENTS

AGG may provide investment advice and due diligence about certain privately-issued securities for those Clients who represent they are accredited investors and who otherwise meet certain investor standards. (To qualify as an accredited investor, you must have a net worth, not including your primary residence of at least \$1 million; or have an income

exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.) AGG will collect all available information—marketing materials, auditing reports, balance sheets, offering memorandum, subscription agreement, review historical records and access opportunities and risks for investment now and for the years ahead. Prepare and seek answers to relevant due diligent questions. Interview manager and/or make site visit. Consider the time horizon and the sponsor’s strength over an extended period of time. Due diligence will continue throughout the duration of the investment. AGG will meet with the Client at least on an annual basis for the duration of the investment.

The fees for these services will be included as part of the clients portfolio and will be included as part of the Asset Management section in Item 5 of this brochure.

### FINANCIAL PLANNING

If financial planning services are applicable, a thorough review of all applicable topics including but not limited to; Wills, Estate Plans and Trusts, Investments, Taxes, Qualified Plans, Insurance, Retirement Income Planning, and Social Security will be reviewed. If a conflict of interest exists between the interests of AGG and the interests of the Client, the Client is under no obligation to act upon AGG’s recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through AGG. Financial plans will be completed and delivered inside of thirty (30) days contingent upon timely Client delivery of all required documentation.

### THIRD PARTY MANAGERS

When deemed appropriate for the Client, AGG may recommend that Clients utilize the services of a Third Party Manager (“TPM”) to manage a portion of, or your entire portfolio. All TPMs that AGG recommends must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about your financial situation and objectives, an Associated Person of our firm will make recommendations regarding the suitability of a TPM or investment style based on, but not limited to, your financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPM, AGG will monitor the performance of the TPM to ensure their performance and investment style remains aligned with your investment goals and objectives.

In such circumstances, AGG receive solicitor fees from the TPM. AGG acts as the liaison between the Client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. AGG helps the Client complete the necessary paperwork of the TPM, provides ongoing services to the Client, will provide the TPM with any changes in Client status as provided to us by the Client and review the quarterly statements provided by the TPM. AGG will deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM. Clients placed with TPM will be billed in accordance with the TPM’s Fee Schedule which will be disclosed to the Client prior to signing an agreement.

### SEMINARS AND WORKSHOPS

AGG holds seminars webinars, and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature

and no specific investment or tax advice is given. AGG may offer some seminars or webinars for a disclosed fee, please see Item 5.

---

### **Client Tailored Services and Client Imposed Restrictions**

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

Agreements may not be assigned without written Client consent.

---

### **Wrap Fee Programs**

AGG does not sponsor any wrap fee programs.

---

### **Client Assets under Management**

As this is the initial filing of this brochure, AGG has no Client assets under management.

---

## **Item 5: Fees and Compensation**

---

### **Method of Compensation and Fee Schedule**

#### ASSET MANAGEMENT

AGG offers direct asset management services to advisory Clients. AGG charges an annual negotiable investment advisory fee not to exceed 1.8% based on the total assets under management.

The annual fee may be negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of the previous quarter. Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened or closed mid-billing period, unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

#### FINANCIAL PLANNING

AGG charges a negotiable fixed fee for financial planning. Prior to the planning process the Client will be provided an estimated plan fee. Services are completed and delivered inside of thirty (30) days contingent upon timely Client delivery of all required documentation. Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client. AGG reserves the right to waive the fee should the Client implement the plan through AGG.

Financial planning services are offered based on a flat fee ranging from \$100 to \$2,000. Fees for financial plans are due upon signing of the financial planning Agreement.

### THIRD PARTY MANAGERS

AGG has entered into a Solicitor Agreements with Howard Capital Management, Inc. and Synergy Financial Management, LLC. Howard Capital Management, Inc. and Synergy Financial Management, LLC are Registered Investment Advisors registered with the Securities and Exchange Commission that provide investment portfolio advice and supervisory services.

#### ***Howard Capital Management, Inc.***

AGG has entered into a solicitor agreement with Howard Capital Management, Inc. ("HCM"). When acting as a solicitor the third party money manager will deduct fees from the client account and will pay AGG their portion of the fee.

For client's utilizing HCM's management services, HCM agrees to pay to AGG an annual referral fee, calculated and payable quarterly. Such referral fee shall be subject to any applicable breakpoints. With respect to each referred client, AGG and HCM shall execute a Solicitor Referral Fee Schedule which sets forth the referral fee to be paid to AGG. The fees charged by HCM will be as follows:

Assets Under Management	Annual Fee
First \$500,000	2.2%
Next \$500,000	1.7%
Amount above \$1,000,000	1.2%

HCM agrees to pay to AGG one half of the annual referral fee, calculated and payable quarterly.

The relationship between AGG and the Third Party Money Manager will be disclosed to the client in writing prior to commencement of the services. AGG does not charge additional management fees for Third Party managed account services. Client's signature is required to confirm consent for services within Third Party Investment Agreement. Client will initial AGG's Investment Advisory Agreement to acknowledge receipt of Third Party Money Manager's fee schedule and required documents including Form ADV Part 2 disclosures.

#### **401(k) Optimizer Program Fees**

AGG solicits the services of HCM for their 401(k) Optimizer Program. In such circumstances, AGG receives an annual referral fee. AGG acts as the liaison between the client and HCM for the purpose of having HCM provide HCM 401(k) Optimizer Program services to such clients. HCM agrees to pay to AGG an annual referral fee in the amount of \$100.00, unless otherwise mutually agreed upon in writing. AGG does not charge additional fees for services provided. The fee will be disclosed to the client prior to signing an agreement.

#### ***Synergy Financial Management, LLC***

AGG has entered into a solicitor agreement to utilize the services of Synergy Financial Management, LLC ("Synergy") and receive a solicitor fee for soliciting Clients. The total fee will be billed by Synergy and Synergy will pay AGG their share of the total fee as outlined in their solicitor agreement.

<b><i>Fee Schedule for Synergy Financial Management, LLC</i></b>			
<b><i>Assets Under Management</i></b>	<b><i>Annualized Fee</i></b>	<b><i>Synergy's Fee</i></b>	<b><i>AGG's Fee</i></b>
\$0 - \$1,000,000	1.50%	0.50%	1.00%
\$1,000,001 - \$3,000,000	1.25%	0.50%	0.75%
Amounts over \$3,000,001	1.00%	0.50%	0.50%

AGG's fee may be negotiable. Advisory fees are charged quarterly in advance. The initial fee under the Fee Schedule is calculated from the date of executed agreement to the end of the initial calendar quarter based on the agreed upon asset deposits to be made in the Account(s). Subsequent fees will be determined for calendar quarter periods and shall be calculated on the basis of the market value of the Account(s) on the last business day of the previous quarter. Such fees shall become due and payable the first business day following the last day of each quarter. Synergy will deliver to the client an invoice with the fee calculation, including a detailed breakdown of who receives the fees and the time period covered by the fees.

In the event of termination Synergy will refund to Client the prorated portion of the fee for the quarter of termination. This amount will be deducted from any refund otherwise due, and any remaining balance due will be deducted from the Account(s) upon termination. Transaction processing charges paid to Custodian are not subject to refund in the event of termination of this Agreement because they were incurred at the time the service was performed. All fees due under this Agreement at termination will be deducted from Client's Account(s) before assets are delivered from the Account(s).

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened or closed mid-billing period, unearned fees will be refunded to the Client. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs. Client can go directly to Synergy for advisory services.

#### **SEMINARS AND WORKSHOPS**

AGG holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given. AGG may offer some seminars for a fee of \$49.

---

#### **Client Payment of Fees**

Investment management fees are billed quarterly in advance, meaning that we invoice you before the billing period. Fees are usually deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

AGG, in its sole discretion, charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

---

### **Additional Client Fees Charged**

Custodians may charge transaction fees on purchases or sales of certain mutual funds, bonds, equities, and exchange-traded funds. These charges may include mutual fund transactions fees, postage and handling and miscellaneous fees.

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

---

### **Prepayment of Client Fees**

Investment management fees are billed quarterly in advance.

Financial planning fees will be due, in full, upon signing of the financial planning Agreement.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to AGG.

---

### **External Compensation for the Sale of Securities to Clients**

AGG does not receive any external compensation for the sale of securities to Clients, nor do any of the investment advisor representatives of AGG.

---

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

---

### **Sharing of Capital Gains**

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

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

---

## **Item 7: Types of Clients**

---

### **Description**

AGG generally provides investment advice to individuals, high net worth individuals, and business entities.

Client relationships vary in scope and length of service.

---

### **Account Minimums**

AGG does not require a minimum to open an account, however, some Client Account minimums may be determined by the TPMs to whom AGG refers its Clients.

---

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

---

### **Methods of Analysis**

Security analysis methods may include fundamental analysis and technical analysis. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

In developing a financial plan for a Client, AGG's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the Client's specific situation.

The main sources of information used may include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

---

### **Investment Strategy**

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time by providing written notice to AGG. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

---

### **Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with AGG:

- *Market Risk:* The prices of securities held by mutual funds in which Clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the Client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the Client's overall portfolio. Small and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a Client invests in open end mutual funds or ETFs, the Client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a

market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which Client invests.

- *REIT Risk:* To the extent that a Client invests in REITs, it is subject to risks generally associated with investing in real estate, such as (i) possible declines in the value of real estate, (ii) adverse general and local economic conditions, (iii) possible lack of availability of mortgage funds, (iv) changes in interest rates, and (v) environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Short-term purchases:* Short-term investments are typically held for one year or less. Generally there is not a high expectation for a return or an increase in value. Typically, short-term investments are purchased for the relatively greater degree of principal protection they are designed to provide. Short-term investment vehicles may be subject to purchasing power risk — the risk that your investment's return will not keep up with inflation.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.
- *Options Trading:* The risks involved with trading options are that they are very time sensitive investments. An options contract is generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur in the relevant time period (i.e., before the option expires). Additionally, options are less tangible than some other investments. An option is a "book-entry" only investment without a paper certificate of ownership.
- *Private Equity/Placement Risk:* Because offerings are exempt from registration requirements, no regulator has reviewed the offerings to make sure the risks

associated with the investment and all material facts about the entity raising money are adequately disclosed. Securities offered through private placements are generally illiquid, meaning there are limited opportunities to resell the security. Risk of the underlying investment may be significantly higher than publicly traded investments.

The risks associated with utilizing TPMs include:

- Manager Risk
  - The TPM fails to execute the stated investment strategy
- Business Risk
  - TPM has financial or regulatory problems
- The specific risks associated with the portfolios of the TPM's which is disclosed in the TPM's Form ADV Part 2.

The specific risks associated with financial planning include:

- Risk of Loss
  - Client fails to follow the recommendations of AGG resulting in loss
  - Client follows the recommendations of AGG resulting in loss
  - Client has changes in financial status or lifestyle and therefore plan recommendations are no longer valid

## **Item 9: Disciplinary Information**

---

### **Criminal or Civil Actions**

AGG and its management have not been involved in any criminal or civil action.

---

### **Administrative Enforcement Proceedings**

AGG and its management have not been involved in administrative enforcement proceedings.

---

### **Self-Regulatory Organization Enforcement Proceedings**

AGG and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of AGG or the integrity of its management.

## **Item 10: Other Financial Industry Activities and Affiliations**

---

### **Broker-Dealer or Representative Registration**

No affiliated representatives of AGG are registered representatives of a broker-dealer.

---

### **Futures or Commodity Registration**

Neither AGG nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

---

**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Managing Member, Wallace R Nichols is also a licensed insurance agent and sells insurance products and services through AGG. Approximately 50% of Wallace R Nichols' time is spent in this practice. He will offer Clients services from this activity.

Managing Member, Wallace R Nichols, is an Attorney at Law for WR Nichols & Associates, PC. Mr. Nichols may offer this service to clients of AGG.

These practices represent a conflict of interest because it gives an incentive to recommend products based on the commission amount received or other compensation. These conflicts are mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent or attorney of their choosing.

---

**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

AGG solicits the services of TPMs to manage Client accounts. In such circumstances, AGG receives solicitor fees from the TPM. AGG acts as the liaison between the Client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. AGG is responsible for:

- helping the Client complete the necessary paperwork of the TPM;
- providing ongoing services to the Client;
- updating the TPM with any changes in Client status which is provide to AGG by the Client;
- reviewing the quarterly statements provided by the TPM; and
- delivering the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM to the Client.

Clients placed with TPMs will be billed in accordance with the TPM's fee schedule which will be disclosed to the Client prior to signing an agreement. When referring Clients to a TPM, the Client's best interest will be the main determining factor of AGG.

These practices represent conflicts of interest because AGG is paid a Solicitor Fee for recommending the TPMs and may choose to recommend a particular TPM based on the fee AGG is to receive. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to act in the best interest of his Clients. Clients are not required to accept any recommendation of TPMs given by AGG and have the option to receive investment advice through other money managers of their choosing.

---

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

---

**Code of Ethics Description**

The affiliated persons (affiliated persons include employees and/or independent contractors) of AGG have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of AGG affiliated persons and addresses

conflicts that may arise. The Code defines acceptable behavior for affiliated persons of AGG. The Code reflects AGG and its supervised persons' responsibility to act in the best interest of their Client.

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

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

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

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

The firm will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

---

### **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

AGG and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

---

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

AGG and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide AGG with copies of their brokerage statements.

The Chief Compliance Officer of AGG is Wallace R Nichols. He reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over affiliated persons' transactions.

---

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

AGG does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. While AGG doesn't trade in its Clients' accounts, affiliated persons are required to disclose all reportable securities transactions as well as provide AGG with copies of their brokerage statements.

The Chief Compliance Officer of AGG is Wallace R Nichols. He reviews all affiliated persons trades each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over affiliated persons' transactions.

---

**Item 12: Brokerage Practices**

---

**Factors Used to Select Broker-Dealers for Client Transactions**

AGG may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the Client's choosing. AGG will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. AGG relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by AGG.

- *Directed Brokerage*

In circumstances where a Client directs AGG to use a certain broker-dealer, AGG still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: AGG's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients and conflicts of interest arising from brokerage firm referrals.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by AGG from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, AGG receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of

AGG. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when AGG receives soft dollars. This conflict is mitigated by the fact that AGG has a fiduciary responsibility to act in the best interest of its Clients and the services received are beneficial to all Clients.

AGG utilizes the services of custodial broker dealers. Economic benefits are received by AGG which would not be received if AGG did not give investment advice to Clients. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to AGG's accounts, ability to conduct "block" Client trades, electronic download of trades, balances and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client accounts.

---

### **Aggregating Securities Transactions for Client Accounts**

AGG is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of AGG. All Clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

---

## **Item 13: Review of Accounts**

---

### **Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved**

Account reviews are performed quarterly by the Chief Compliance Officer of AGG. Account reviews are performed more frequently when market conditions dictate.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, AGG suggests updating at least annually.

---

### **Review of Client Accounts on Non-Periodic Basis**

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

---

### **Content of Client Provided Reports and Frequency**

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by AGG's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

---

## **Item 14: Client Referrals and Other Compensation**

---

### **Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

AGG receives a portion of the annual management fees collected by the TPM(s) to whom AGG refers Clients.

This situation creates a conflict of interest because AGG and/or its Investment Advisor Representative have an incentive to decide what third party money managers to use

because of the higher solicitor fees to be received by AGG. However, when referring Clients to a TPM, the Client's best interest will be the main determining factor of AGG.

---

### **Advisory Firm Payments for Client Referrals**

AGG may enter into agreements with individuals and organizations, which may be affiliated or unaffiliated with AGG, that refer Clients to AGG in exchange for compensation. All such agreements will be in writing and comply with the requirements of Federal or State regulation. If a Client is introduced to AGG by a solicitor, AGG may pay that solicitor a fee. While the specific terms of each agreement may differ, generally, the compensation will be based upon AGG's engagement of new Clients and is calculated using a varying percentage of the fees paid to AGG by such Clients. Any such fee shall be paid solely from AGG's investment management fee, and shall not result in any additional charge to the Client.

Each prospective Client who is referred to AGG under such an arrangement will receive a copy of this brochure and a separate written disclosure document disclosing the nature of the relationship between the solicitor and AGG and the amount of compensation that will be paid by AGG to the solicitor. The solicitor is required to obtain the Client's signature acknowledging receipt of AGG's disclosure brochure and the solicitor's written disclosure statement.

### **Item 15: Custody**

---

#### **Account Statements**

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by AGG.

AGG is deemed to have constructive custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of AGG.

### **Item 16: Investment Discretion**

---

#### **Discretionary Authority for Trading**

AGG may require discretionary authority to manage securities accounts on behalf of Clients. AGG has the authority to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize AGG discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

AGG allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to AGG in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. AGG does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

## **Item 17: Voting Client Securities**

---

### **Proxy Votes**

AGG does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, AGG will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

## **Item 18: Financial Information**

---

### **Balance Sheet**

A balance sheet is not required to be provided because AGG does not serve as a custodian for Client funds or securities and AGG does not require prepayment of fees of more than \$500 per Client and six months or more in advance.

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

AGG has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

### **Bankruptcy Petitions during the Past Ten Years**

AGG has not had any bankruptcy petitions in the last ten years

## **Item 19: Requirements for State Registered Advisors**

---

**Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).**

**Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities**

None to report.

Item 1 Cover Page

**SUPERVISED PERSON BROCHURE**  
FORM ADV PART 2B



Wallace R Nichols, JD, MBA

**Office Address:**  
1875 Old Alabama Road  
Suite 645  
Roswell, GA 30076

**Tel:** 404-348-4120  
**Fax:** 800-768-0507

**Email:**  
[wnichols@assetguidancegroup.com](mailto:wnichols@assetguidancegroup.com)

**Website:**  
[www.assetguidancegroup.com](http://www.assetguidancegroup.com)

This brochure supplement provides information about Wallace R Nichols and supplements the Asset Guidance Group, LLC's brochure. You should have received a copy of that brochure. Please contact Wallace R Nichols if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Wallace R Nichols (CRD #5988582) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**APRIL 11, 2018**

## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

---

#### Principal Executive Officer – Wallace R Nichols JD, MBA

- Year of birth: 1959
- 

#### Item 2 - Educational Background and Business Experience

##### Educational Background:

- UNM School of Law; Juris Doctor; 1992
- Texas Tech University; MBA – Statistics; 1987
- Angelo State University; BBA – Accounting; 1984

##### Business Experience:

- Asset Guidance Group, LLC; Investment Advisor Representative; 01/2018 – Present
  - Asset Guidance Group, LLC; Managing Member/Insurance Agent; 01/2012 – Present
  - WR Nichols & Associates, PC; Attorney at Law; 11/2007 - Present
  - First American National Investment Advisors, LLC dba Asset Guidance Group, LLC; Investment Advisor Representative; 08/2016 – 12/2017
  - Cetera Advisor Networks LLC; Investment Advisor Representative/Registered Representative; 09/2014 – 08/2016
  - CSSC Investment Advisory Services, Inc.; Investment Advisor Representative; 11/2011 – 10/2014
  - CSSC Brokerage Services, Inc.; Registered Representative; 10/2011 – 10/2014
- 

#### Item 3 - Disciplinary Information

*Criminal or Civil Action:* None to report.

*Administrative Proceeding:* None to report.

*Self-Regulatory Proceeding:* None to report.

---

#### Item 4 - Other Business Activities Engaged In

Managing Member, Wallace R Nichols is also a licensed insurance agent and sells insurance products and services through AGG. Approximately 50% of Wallace R Nichols's time is spent in this practice. He will offer Clients services from this activity.

Managing Member, Wallace R Nichols, is an Attorney at Law for WR Nichols & Associates, PC. Mr. Nichols may offer this service to clients of AGG. Approximately 25% of his time is spent in this capacity.

These practices represent a conflict of interest because it gives an incentive to recommend products based on the commission amount received or other compensation. These conflicts are mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another insurance agent or attorney of their choosing.

---

#### Item 5 - Additional Compensation

Wallace R Nichols receives commissions on the insurance he sells and is compensated for his services as an Attorney at Law. He does not receive any performance based fees.

---

**Item 6 - Supervision**

Wallace R Nichols is the sole owner and investment adviser representative of AGG. He is solely responsible for all supervision and formulation and monitoring of investment advice offered to Clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual. He can be reached at: [wnichols@assetguidancegroup.com](mailto:wnichols@assetguidancegroup.com) or at: 404-348-4120.

---

**Item 7 - Requirements for State-Registered Advisors**

*Arbitration Claims:* None to report.

*Self-Regulatory Organization or Administrative Proceeding:* None to report.

*Bankruptcy Petition:* None to report for the last 10 years.