



## Item 1 – Cover Page

### Form ADV Part 2A

#### Brochure

September 20, 2024

This Form ADV Part 2A (“Brochure”) provides information about the qualifications and business practices of Fjell Capital, LLC (“Fjell” or the “Firm”). If you have any questions about the content of this Brochure, please contact (701)-491-7600 or email [tstadum@fjellcapital.com](mailto:tstadum@fjellcapital.com).

Fjell is an investment adviser registered with the Securities and Exchange Commission (“SEC”). Registration as an investment adviser with SEC is not intended to imply any level of skill or training. This Brochure is designed to provide you with information about Fjell and its business practices and to assist you in determining whether or not to retain the Firm. The information in this Brochure has not been verified by the Securities and Exchange Commission or any state securities authorities.

Additional information about the Firm can be directly accessed by clicking on the hyperlink to [Fjell's Brochure](#). For further details, please refer to the SEC's Investment Adviser Public Disclosure website at [adviserinfo.sec.gov](http://adviserinfo.sec.gov). You may search using Fjell's unique identification number, the CRD number, to locate specific information.

The Firm's CRD number is 327541.

**Fjell Capital, LLC**  
27 10th Street North  
Fargo, North Dakota 58102

Phone: (701) 491-7600

[www.fjellcapital.com](http://www.fjellcapital.com)



## Item 2 – Material Changes

Fjell Capital has made the following material changes to its advisory services since its last annual updating amendment on March 28, 2024. These changes include:

- **Introduction of New Advisory Services:**
  - Bergen Advisory Services (BAS): a comprehensive wealth management solution combining investment management and financial planning.
  - BluePrint: a standalone financial planning service.
- **Discontinuation of Previous Services:**
  - Scale Advisory Services and Altitude Advisory Services are being discontinued and replaced by Bergen Advisory Services.
- **Changes in Fee Structure:**
  - Bergen Advisory Services introduces a new fee schedule, different from the previous Scale and Altitude structures.
- **Client Transition:**
  - Existing clients of Scale and Altitude will be migrated to BAS upon execution of a new Bergen Advisory Services Agreement.
- **Expansion of Investment Strategies:**
  - Alternative Investments: For eligible clients, Fjell now offers access to alternative investments to enhance portfolio diversification and potentially improve risk-adjusted returns.
  - Separate Account Managers (“SAMS”): For qualified clients with substantial fixed income allocations, Fjell has introduced the option to utilize separate account managers for specialized fixed income management.

**Clients are encouraged to carefully review this Brochure, particularly Items 4, 5, and 8, for detailed information about our new services, fee structure, and expanded investment strategies.**



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## Item 4 – Advisory Services

### A. Firm Information

In July 2020, Fjell Capital, LLC (“Fjell,” the “Firm,” “We,” “Our,” “Us”) was organized as a limited liability company under the laws of the state of Delaware. Subsequently, in August 2023, the Firm’s registration as an investment adviser became effective with the Securities and Exchange Commission<sup>1</sup>. Mr. Thomas Stadum, the Founder and Chief Executive Officer, is the principal shareholder owning 25% or more of Firm. Mr. Jacob Radke, Director, Platform, and Daniel Schuster, Director, Wealth Management, are also shareholders of Fjell, each owning less than 25%.

### B. Description of Advisory Services

Fjell offers two distinct advisory services: Bergen Advisory Services and BluePrint. These services are designed to meet the diverse needs of our clients. Bergen Advisory Services offers comprehensive wealth management by integrating investment management and financial planning, while BluePrint provides standalone financial planning services.

#### 1. Bergen Advisory Services

Bergen Advisory Services (“BAS”) is Fjell’s flagship service, offering comprehensive wealth management by integrating investment management and financial planning. BAS is ideal for clients with \$250,000 or more in assets.

##### BAS’s Investment Management Component

BAS offers investment management services on both a discretionary and non-discretionary basis. These services involve consistent communication and collaboration to deliver solutions tailored to the client’s specific needs. The Firm works closely with each client to determine their investment objectives and risk tolerance to construct the optimal asset allocation.

Asset allocation consists of allocating client assets amongst various asset classes to seek the optimal return for a given level of risk. Once the optimal asset allocation is agreed upon, the Firm will construct a portfolio comprising various investment vehicles. These typically include:

- Equity securities
- Fixed-income securities
- Exchange-traded funds (“ETFs”)
- Mutual funds
- Cash equivalents

The types of fixed-income securities purchased will depend on tax status and risk tolerance. Cash equivalents may include money market funds, Treasury Bills, municipal notes, certificates of deposit, and other fixed-income securities that typically mature in one year or less.

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<sup>1</sup> Registration as an investment adviser with the Securities and Exchange Commission is not intended to imply any level of skill or training.



## Alternative Investments

For eligible clients, Firm may also recommend alternative investments as part of the overall portfolio strategy. The use of alternative investments offers several potential benefits:

1. **Diversification:** Alternative investments can provide additional portfolio diversification.
2. **Enhanced risk-return profile:** These investments may offer the potential for enhanced returns and reduced risks within the context of the overall portfolio.

For more information on alternative investments, including associated risk and eligibility requirements, please refer to Item 8 of this brochure.

## Separate Account Managers

In managing fixed income allocations, Fjell may utilize separate account managers (“SAMs”) for eligible clients, generally those with \$250,000 or more to allocate to fixed income securities. SAMs are third-party investment advisers selected by Fjell to provide specialized management of fixed income portfolios. The use of SAMs offer several potential benefits:

1. **Expertise:** SAMs bring specialized knowledge and experience in fixed income management.
2. **Cost-effectiveness:** Compared to bond ETFs or mutual funds, SAMs may provide more cost-effective solutions for larger fixed income portfolios or allocations.
3. **Customization:** SAMs can tailor fixed income strategies to better align with individual client needs and tax situations.

For more information on the selection and monitoring of SAMs, please refer to Item 8 of this brochure.

The Firm’s investment strategies are primarily long-term focused, but the Firm may buy, sell, or re-allocate positions held for less than one year to meet the client’s objectives or due to market conditions. After constructing a portfolio, Fjell will continuously monitor it to ensure it is on track to meet the goals and objectives based on the client’s agreed-upon risk tolerance.

## BAS’s Financial Planning Component

In addition to investment management, BAS includes a comprehensive range of financial planning services. This integrated approach is designed to address the diverse needs, goals, and concerns of clients at various life stages and wealth levels. Through our personalized financial planning process, BAS can help clients navigate a wide array of financial objectives, including but not limited to:

- Cash flow and debt management
- Investment planning and portfolio optimization
- Retirement planning and cash flow analysis
- Business planning (scaling, selling, succession)
- Real estate decisions (home purchase/sale, investment)
- Insurance and risk management
- Education funding (college savings)
- Stock option management
- Tax planning and tax-efficient investing
- Asset protection strategies
- Legacy and estate planning



### Key Features of BAS's financial planning component include:

- **Continuous, Ad-hoc Advice:** Unlike traditional one-time financial plans, BAS offers ongoing, as needed financial planning guidance. Clients can seek advice on specific financial issues as they arise, ensuring that their financial strategy remains adaptive and relevant.
- **Issue-Specific guidance:** Clients have access to expert advice on a wide range of financial topics, as previously listed.
- **Flexible and Responsive:** The service adapts to clients' changing needs. Clients may have periods of frequent financial planning questions followed by months with minimal inquiries. This flexibility ensures that support is available when clients need it most.
- **Integrated Approach:** Financial planning advice is provided in the context of the client's overall financial situation and investment strategy, ensuring a holistic approach to wealth management.
- **No Additional Cost:** The financial planning component is included in the overall asset management fee. Clients can utilize this service as much or as little as needed without incurring additional charges.
- **Customized Deliverables:** While there isn't a single comprehensive plan delivered, clients may receive specific analyses, comparisons, or recommendations in response to their inquiries. These deliverables are tailored to address the particular financial questions or concerns raised by the client.

Our wealth advisors work closely with each client to identify and address their most pressing financial concerns and long-term aspirations, providing timely and relevant advice as their financial situation evolves. Whether a client is just starting their career, in their peak earning years, or approaching retirement, or already retired; BAS provides the ongoing support and expertise to help them make informed decisions and work towards their goals.

**For clients with less than \$250,000 in assets, financial planning services are subject to a separate fee, which may be waived at the Firm's discretion. For detailed information on these fees refer to "Item 5 – Fees and Compensation."**

### Conflicts of Interest Related to BAS

As part of BAS's financial planning services, Fjell may recommend purchasing life insurance products for which the Firm's investment adviser representatives receive compensation in their individual capacities as insurance agents. It is important to note that the receipt of insurance commissions creates a material conflict of interest. Clients are under no obligation to purchase insurance products recommended by Fjell or its representatives.

## 2. BluePrint

BluePrint is Fjell's standalone financial planning service, offering a comprehensive customized financial plans for a flat fee and hourly financial planning services for more limited engagements or ad-hoc advice. This service is designed for clients who seek expert financial guidance without ongoing investment management. BluePrint provides an in-depth analysis of a client's entire financial picture, including but not limited to:

- Comprehensive financial analysis and goal-setting
- Retirement planning and projections
- Investment portfolio review and recommendations
- Tax planning strategies
- Risk management and insurance analysis
- Estate planning considerations
- Education funding strategies
- Cash flow and debt management recommendations



The BluePrint service culminates in a detailed financial plan with actionable recommendations, empowering clients to make informed decisions about their financial future.

### **Transition from Previous Services**

Prior to September 2024, Fjell offered two primary advisory services: Scale Advisory Services and Altitude Advisory Services. These services have been discontinued and replaced by Bergen Advisory Services. Scale was designed for Millennial clients with annual incomes of \$125,000 or more, while Altitude was geared towards pre-retirees with \$500,000 or more in assets. Both services combined financial planning and investment management. BAS now provides a more comprehensive wealth management solution that caters to a broader range of clients.

Existing clients of Scale and Altitude will be transitioned to BAS upon execution of a new BAS Advisory Agreement. During this transition period, some clients may temporarily remain under their previous service structure until they execute a new agreement.

### **C. Tailored Advisory Services**

Fjell's BAS and BluePrint offerings are tailored to meet the individual needs of our clients.

BAS: Clients of BAS are permitted to place reasonable restrictions on purchasing certain securities or the types of securities purchased. The investment management services component of BAS allows tailored solutions and reasonable restrictions. Based on a client's risk tolerance and goals, Fjell will develop a custom-tailored solution to help clients meet their individual needs. Reasonable restrictions may include concentration risk limits (e.g., asset class exposure, industry exposure, single stock exposure), liquidity requirements (maintenance of sufficient liquidity), socially responsible investing (incorporating specific environmental, social, or governance considerations when purchasing equities, ETFs, or mutual funds).

BluePrint: As a standalone financial planning service, BluePrint is inherently tailored to each client's unique financial situation, goals, and needs. The comprehensive financial plan provided through BluePrint is customized based on in-depth discussions with the client and thorough analysis of their financial data. This allows for highly personalized recommendations and strategies that align with the client's specific circumstances and objectives.

### **D. Wrap Fee Programs**

Fjell does not participate in or offer wrap fee programs.

### **E. Assets Under Management**

The amount of client assets managed by Fjell totaled \$145,943,100 as of September 16, 2024. \$134,874,483 of client assets are managed on a discretionary basis, and \$11,068,617 are managed on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

### **A. Description of Fees for Advisory Services**

#### **Bergen Advisory Services (“BAS”)**

The annual fee for Bergen Advisory Services is charged as a percentage of assets under management, according to the graduated fee table below. Fjell applies “householding” of accounts for fee calculation



purposes. This means that we combine the asset values of related accounts (such as those of spouses, partners, and dependent children) when determining the applicable fee tier. This approach often results in clients qualifying for lower overall fee rates. Lower fees for comparable services may be available from other investment advisers. Fees for BAS may be negotiable based on the factors such as the complexity of the client's financial situation, the size of the account, and the overall relationship with the Firm.

Assets Under Management	Annualized Fee %
First \$750,000	1.25%
Next \$750,000.01 - \$1,750,000	1.00%
Next \$1,750,000.01 - \$2,750,000	0.85%
Next \$2,750,000.01 - \$5,000,000	0.75%
Next \$5,000,000.01 - \$7,500,000	0.65%
Next \$7,500,000.01 - \$15,000,000	0.50%
Over \$15,000,000	0.40%

With this graduated fee schedule, different asset levels are assessed different fees. All clients, regardless of account size, pay the same fee percentage on the same asset level. This graduated fee schedule applies to all client assets under management. As the value of assets under management increases, the fee percentage decreases for each subsequent tier.

### **Financial Planning Fees**

For clients with \$250,000 or more in assets under management, financial planning services are included as part of the investment management fee. For clients with less than \$250,000 in assets under management, a monthly subscription fee starting at \$125 per month applies.

The specific monthly subscription fee will be agreed upon with the client and specified in the Bergen Advisory Services Agreement. This fee may be waived at the Firm's discretion. The Firm also applies a client onboarding fee with a maximum one-time charge of \$500. This fee is assessed to cover the costs associated with the process of onboarding new clients. It includes activities such as gathering the necessary documentation, conducting client intake interviews, setting up accounts, and establishing the client's investment objectives and preferences. The fee helps ensure a smooth and efficient onboarding experience for our clients.

### **Separate Account Manager Fees and Bergen Advisory Services ("BAS")**

For clients whose fixed income portfolios or allocations are managed by separate account managers ("SAMs"), will effectively be subject to two layers of fees: (1) the fees charged by Fjell for BAS, and (2) the fees charged by the SAMs for managing the fixed income portion of the portfolio. SAM fees are separate from and in addition to Fjell's advisory fees for BAS. These SAM fees, typically based on a percentage of assets under management, vary depending on the specific SAM strategy selected and are disclosed to the client before engagement. SAM fees are generally calculated and charged quarterly, based on the account value quarterly, and deducted directly from the client's account by the qualified custodian.

Fjell does not receive any portion of the fees charged by SAMs. While the use of SAMs results in an additional layer of fees, SAMs are generally utilized when they are expected to be more cost-effective than using ETFs or mutual funds for fixed income management, considering the overall investment strategy and the client's specific needs.





Clients should review all fees charged by Fjell, SAMs, and any additional expenses to fully understand the total amount of fees incurred. For more detailed information about SAM fee structures and billing practices, clients should refer to the SAM's own Form ADV Part 2A.

## **BluePrint**

BluePrint offers two fee structures: a one-time flat fee for comprehensive financial planning and an hourly rate for more limited engagements or ad-hoc advice.

### **1. Flat Fee Structure**

BluePrint's one-time flat fee for comprehensive financial planning generally ranges from \$1,500 - \$15,000, depending on the time, complexity, and scope of the plan. The minimum fee for BluePrint is \$1,500. For flat fee services, a 50% deposit is paid upfront to initiate the process, with the remaining balance due upon completion of the financial plan.

### **2. Hourly Fee Structure:**

BluePrint offers hourly financial planning services at a rate of \$500 per hour. There is no minimum or maximum number of hours required. Clients are billed monthly in arrears for hourly services.

Lower fees for comparable services may be available from other financial planners or investment advisers. Both fee structures may be negotiable.

### **Transition of Fee Structures:**

The fee structure for Bergen Advisory Services differs from our previous Scale and Altitude fee structures. Clients transitioning from Scale or Altitude to BAS will be subject to the new fee schedule upon execution of the BAS Agreement. Until that time, existing clients will continue under their current fee structure.

### **Previous Fee Structures (for reference):**

**Scale:** Financial planning fees started at \$125 per month, with a flat 0.75% annual rate for investment management.

**Altitude:** Annual fees ranged from 1.00% to 1.50% for investment management.

Clients are encouraged to review the new BAS fee structure carefully and direct any questions to their investment adviser representative during the transition process.

## **B. Payment of Fees**

### **Bergen Advisory Services (BAS)**

Fees for BAS's investment management services are payable monthly in advance, based on account valuations determined on the last trading day of the prior month. Fees are deducted directly from client accounts at Charles Schwab, the firm's qualified custodian. In instances where the advisory relationship commences in the middle of a billing period, the investment management fee will be prorated based on the number of days the investment management services were provided during that period.



## **Valuation of Alternative Investments and Separate Account Managers (SAMs)**

While Fjell primarily relies on the valuations provided by Charles Schwab & Co. (Schwab) for publicly traded securities, the following details our approach for valuing alternative investments and assets managed by SAMs:

- **Alternative Investments:** Certain alternative investments, even when held on the Schwab platform, may have valuations updated less frequently than publicly traded securities. For alternative investments not held on the Schwab platform, Fjell uses the most recent valuation provided by the investment sponsor or third-party administrator. The valuation of alternative investments may be based on estimates and may not always reflect the actual realizable value of the investment.
- **Separate Account Managers (SAMs):** For fixed income portfolios managed by SAMs, Fjell relies on Schwab's valuations. In cases of discrepancies between a SAM's valuation and Schwab's valuation, particularly for less liquid fixed-income securities, Fjell uses Schwab's valuation for fee calculation purposes. It is important to note that the valuation of less liquid fixed-income securities may sometimes be based on estimates.

## **Financial Planning Fees for BAS Clients with Less than \$250,000 in Assets Under Management**

For clients with less than \$250,000 in assets under management in BAS, monthly financial planning fees are billed through AdvicePay, a third-party billing and payment system. Clients must provide written authorization for Fjell to charge the monthly fee via AdvicePay. This authorization is required for ongoing monthly billing. Clients input their preferred payment method directly into the AdvicePay portal, and Fjell generates a monthly invoice through AdvicePay, which charges the client's designated payment method upon approval.

## **BluePrint**

For BluePrint services, a 50% deposit is due upfront to initiate the process, with the remaining balance due upon completion of the financial plan. For hourly services, clients are billed monthly in arrears.

Fees for BluePrint are billed through AdvicePay, a third-party billing and payment system. Clients must provide written authorization for Fjell to charge the fee via AdvicePay. For flat fee services, this authorization is required for the initial payment and again upon completion/delivery of the completed plan. For hourly services, authorization is required for monthly billing in arrears. Clients input their preferred payment method directly into the AdvicePay portal, and Fjell generates an invoice through AdvicePay, which charges the client's designated payment method upon approval.

## **C. Other Fees and Expenses**

### **Bergen Advisory Services ("BAS")**

#### **Bergen Advisory Services**

The fees for BAS investment management services described previously in this section excludes brokerage costs such as commissions, markups, markdowns, ticket charges, and underlying operating expenses of exchange-traded funds ("ETFs") and mutual funds; Fjell does not receive or share any of such fees. However, should Fjell recommend that a client purchase or hold ETFs or mutual funds, effectively, clients are subject to two (2) layers of fees:

- Direct investment management fees (based on fee schedule), and
- Indirect advisory fees (that is, the advisory fee paid by ETF or mutual fund ("the "fund") to the adviser of the fund).

Please carefully review "Item 12 – Brokerage Practices" for a detailed treatment of brokerage costs.

## **Additional Fees Associated with Alternative Investments**



For clients invested in alternative investments as part of their BAS portfolio, the fee schedule outlined in this section remains the same. Fjell does not charge additional fees for recommending or managing alternative investments. However, clients should be aware that alternative investments often have their own underlying fee structures, which typically include management fees and may include performance fees charged by the managers of these investments. Fjell does not receive any portion of these underlying fees or any compensation for recommending specific alternative investments. These fees are in addition to the fees charged by Fjell and will be outlined in each alternative offerings disclosure documents (e.g., private placement memorandum, prospectus). For information about potential custody fees related to alternative investments, please refer to “Item 15 – Custody.”

## **BluePrint**

BluePrint typically includes recommendations for implementing the financial plan through various financial products and strategies. These recommendations may include:

- Purchasing and selling securities
- Acquiring insurance products
- Utilizing Bergen Advisory Services for investment management

Implementing a BluePrint financial plan will incur additional costs beyond the flat fee. These may include:

- Custodial and brokerage fees
- Investment management fees (if using BAS)
- Insurance premiums

Clients should carefully review these potential additional costs before implementation.

It is important to note that this structure presents material conflicts of interest:

Fjell may generate investment management fees by recommending BAS.

Fjell's investment adviser representatives (IARs), acting in their individual capacities as insurance agents, may receive commissions for recommended insurance products.

Prospective clients should carefully consider these conflicts when evaluating BluePrint recommendations.

## **Additional Fees**

Clients may incur certain charges imposed by custodians, brokers, third-party investment advisors 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 fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to Fjell Capital's fee, and Fjell Capital shall not receive any portion of these commissions, fees, and costs.

## **D. Prepaid Fees and Refunds**

### **Bergen Advisory Services (BAS)**

For BAS, fees paid monthly in advance are prorated, and any unearned portion is refunded upon termination.



## **BluePrint**

If a client terminates BluePrint before completion of the plan, unearned fees will be refunded based on the amount of work completed towards the financial plan.

### **E. Compensation for the Sale of Securities**

Neither Fjell nor any of its supervised persons receive compensation for the sale of securities or other investment products.

### **F. Termination Provisions, Refunds, and Assignments**

Prior to Fjell providing services, a client will be required to enter into one of the following agreements, depending on the service selected:

- Bergen Advisory Services (BAS) Agreement
- BluePrint Agreement

Each agreement sets forth the specific terms and conditions of the engagement and describes the scope of services provided. As stated in "5. Payment Methods," fees for BAS are paid monthly in advance, while payment terms for BluePrint are described in its respective sections.

Clients have the right to terminate their agreement by written notice. The agreement will continue in effect until terminated by either party. In the event of termination:

For BAS: Any unearned fees paid in advance will be prorated and refunded to the client based on the number of days the service was provided during the billing period.

For BluePrint: If a client terminates the service before completion, any unearned fees for flat fee services will be refunded based on the amount of work completed towards the financial plan. For hourly services, clients will only be billed for services provided prior to termination.

All agreements will continue in effect until terminated by either party via written notice to the other party.

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Fjell does not charge any performance-based fees on client accounts it manages.

### **Item 7 – Types of Clients**

Fjell provides investment advisory services to individuals, high-net-worth individuals, non-profit organizations, and businesses.

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

#### **A. Methods of Analysis and Portfolio Construction**

Fjell employs a systematic approach to portfolio construction and management, focusing on both broad market exposure and individual security selection. Our methods include:

1. Asset Allocation Modeling: We utilize historical data and forward-looking projections to determine optimal asset class mixes that align with various risk tolerances and investment objectives.



2. Portfolio Diversification Analysis: We assess correlation between different asset classes and investment vehicles to construct well-diversified portfolios aimed at reducing overall risk.
3. ETFs and Mutual Fund Evaluation: We analyze expense ratios, tracking errors, liquidity, and other factors to select appropriate passive investment management vehicles for our model portfolios.
4. Rebalancing Methodology: We employ systematic rebalancing techniques to maintain target asset allocations and manage risk over time.
5. Tax-Efficiency Analysis: We incorporate tax-loss harvesting strategies and assess the tax implications of investment decisions to enhance after-tax returns for our clients.
6. Risk Management Assessment: We regularly evaluate portfolio risk metrics to ensure they remain aligned with client risk tolerances and investment objectives.
7. Growth at a Reasonable Price (GARP): For individual equity selection, we employ a GARP strategy. This approach focuses on identifying companies with both growth potential and attractive valuations. We aim to invest in companies that demonstrate consistent earnings growth above broad market levels while excluding companies that have very high valuations. The GARP strategy combines elements of both growth investing and value investing.

By applying these methods, we aim to construct and maintain well-diversified, cost-effective portfolios tailored to our client's financial goals and risk profiles. It is important to note that while these methods are designed to optimize portfolio performance, investing in securities involves the risk of loss, and clients should be prepared to bear such risks.

## **B. Investment Strategies**

Fjell's investment strategy is firmly rooted in a disciplined, passive approach with a long-term buy-and-hold philosophy. Our guiding principle is to avoid attempting to time the market or relying on intuition; instead, we focus on risk reduction, reduced volatility, and optimal portfolio management through strategic asset allocation, periodic rebalancing, and tax loss harvesting.

Our core investment vehicles typically include individual stocks, bonds, exchange-traded funds (ETFs), and mutual funds. We construct portfolios using these instruments to achieve broad market exposure and diversification. This approach allows us to create strategies suitable for a wide range of client needs and risk tolerances.

For clients meeting certain eligibility criteria, Fjell may incorporate additional investment strategies to enhance portfolio management:

- Alternative Investments: These investments may be used to enhance portfolio diversification, provide non-correlated returns, or access unique investment opportunities. Our approach to alternative investments involves thorough product due diligence and careful consideration of each client's risk tolerance and investment objectives. Alternative investments may include private equity funds, hedge funds, and real estate investment trusts (REITs).
- Separate Account Managers (SAMs): For clients typically with \$250,000 or more to allocate to fixed income securities, Fjell may utilize SAMs to manage all or a portion of the client's fixed income allocation. SAMs offer specialized expertise, customization, potential cost-effectiveness for larger allocations, and direct bond ownership. The selection and monitoring of SAMs involve a thorough due diligence process to ensure alignment with client objectives and Fjell's investment standards.

The specific alternative investments or SAMs utilized will depend on individual client needs, market conditions, and available opportunities.



Central to our strategy is the careful determination of asset allocation. We design well-diversified portfolios tailored to each client's financial goals, risk tolerance, and time horizons. We aim to reduce risk and enhance long-term returns by allocating investments across various asset classes.

Model Portfolio Approach: Fjell utilizes a diverse range of model portfolios as the foundation for managing client assets within the BAS program. These model portfolios are strategically designed to align with various investment objectives, risk tolerances, and individual client preferences. While the model portfolios serve as the core of our investment management approach, we offer clients the flexibility to place reasonable restrictions on the management of their accounts. For individual stock selection within these models, we employ a GARP strategy to identify promising companies with growth potential at a reasonable price.

Additionally, we emphasize the importance of periodic portfolio rebalancing. This disciplined practice ensures the portfolio remains aligned with the intended asset allocation targets. By selling assets that have become overweighted and reinvesting in underweighted assets, we strive to maintain the desired risk-return profile.

Another key element of our strategy is tax loss harvesting. We actively seek opportunities to offset capital gains by strategically selling securities that have experienced losses. This tax-efficient technique can help reduce overall tax liability and enhance after-tax returns for our clients.

Our commitment to discipline extends to the overall management of client portfolios. We adhere to a steadfast, data-driven approach that relies on rigorous analysis and systematic decision-making. We can maintain a long-term perspective and focus on our client's objectives by avoiding emotional reactions to short-term market fluctuations. At Fjell, our investment strategy is underpinned by asset allocation, periodic rebalancing, tax loss harvesting, and a disciplined approach. By incorporating these elements, we strive to construct well-diversified portfolios that align with our client's financial goals, manage risk effectively, and seek long-term value while maintaining a disciplined and prudent investment approach.

### **C. Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

Fjell provides investment advice on various securities. Here are the primary risks associated with the major types of investment we may use in client portfolios:

- **Equity Securities (Stocks):**
  - Business Risk: The risk that the company's business performance may decline, affecting the stock price
  - Market Risk: Stock prices can fluctuate due to various market factors beyond a company's control
  - Volatility Risk: Stock prices can experience rapid and substantial price fluctuations.
  - GARP Strategy Risk: The risk that growth stocks selected using a GARP strategy may not perform as anticipated, or that the market may favor other investment styles, potentially impacting portfolio performance.
  
- **Fixed Income Securities (Bonds):**
  - Interest Rate Risk: When interest rates rise, bond prices typically fall.
  - Credit Risk: The risk that the bond issuer may not be able to make interest or principal payments.



- Inflation Risk: Inflation reduces the purchasing power of a bond's future cash flows.
- Liquidity Risk: Some bonds may be difficult to sell at a desired time or price.
- Call Risk: The risk that a bond will be called by its issuer before its stated maturity date.

- **Exchange-Traded Funds (ETFs)**

ETFs represent a significant portion of Fjell's investment strategy. While ETFs offer many benefits, they also have inherent risks that clients should understand. These risks are as follows:

- Market Risk: ETFs are subject to market fluctuations and the risks of their underlying securities. This means an ETF can decline in value along with its underlying assets.
- Tracking Error Risk: The returns of an ETF may deviate from the performance of its underlying index. This discrepancy, known as a tracking error, can be due to various factors including fund expenses, changes in the underlying index, and timing of dividends.
- Trading Risk: ETFs trade like stocks, which means their price can fluctuate throughout the trading day. This intraday pricing can lead to the possibility of buying or selling at a less favorable price, especially during periods of high market volatility.
- Liquidity Risk: During market stress, ETFs may trade at a significant discount or premium to their net asset value (NAV). This can be particularly pronounced for ETFs that hold less liquid underlying assets.
- Authorized Participant Concentration Risk: ETFs that have a limited number of authorized participants may be subject to the risk of these participants unwillingness or inability to proceed with creation and redemption orders. This could result in a variance between the market price of the ETF and the underlying value of the securities it holds.
- Trading at Prices Other Than NAV: an ETFs shares may trade above (premium) or below (discount) its NAV or net asset value. This deviation can be larger for ETFs with less trading volume or those holding international securities that trade on foreign exchanges that are closed during U.S. trading hours.
- Underlying Securities Risk: The specific risks of the underlying securities in the ETF's portfolio can affect the overall ETF. For example, a bond ETF will be subject to interest rate risk, while a sector-specific ETF will be exposed to the risks affecting that particular industry.
- International ETF Risks: ETFs that invest in foreign securities may involve additional risks such as currency fluctuations, political instability, differing financial standards, and lower liquidity in some markets.

- **Mutual Funds**

- Market Risk: the possibility that the overall market will decline, affecting the value of mutual fund investments.
- Manager Risk: For actively managed funds, the risk that the fund manager's investment strategies may not produce the intended results.
- Style Drift Risks: The possibility that a fund manager may deviate from the stated investment style or objective, exposing investors to unanticipated risks.
- Tax Implications: For taxable accounts you may owe taxes on the capital gain distributions even if the fund overall has declined in value.



- **Exchange-Traded Funds and Mutual Funds**

- Asset Class Risk: Funds that focus on a particular asset class (e.g., stocks, bonds, or specific sectors) are subject to the risks associated with that asset class.
- Foreign Investment Risk: Funds that invest in foreign securities may involve risks not typically associated with U.S. investments, such as currency fluctuations and political instability.
- Passive Investment Risk: For index funds and most ETFs, there is a risk that the fund may not be able to replicate the performance of the index exactly.
- Concentration Risk: Funds that focus on a particular sector or geographic region may be more volatile than more diversified funds.
- Redemption Risk: The risk that a fund will experience large redemptions, which could affect the fund's performance and increase trading costs.

It's important to note that while ETFs and mutual funds provide diversification, this does not guarantee a profit or protect against a loss in declining markets. Investors should carefully read a fund's prospectus to understand its specific risks, fees, and investment objectives before investing.

## **Item 9 – Disciplinary Information**

There are no legal, regulatory, or disciplinary events involving Fjell, its principal owner, Mr. Tom Stadum, or any of its management persons.

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

### **A. Broker-Dealer Registration Status**

The Firm is not registered as a broker or dealer, nor does it have an application pending to register as a broker-dealer.

### **B. Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Adviser, and Non-U.S. Registrations**

Fjell is not registered with the U.S. Commodities Trading Commission as a Commodity Pool Operator or Commodity Trading Firm.

### **C. Material Relationships**

The Firm's Founder and CEO, Mr. Thomas Stadum, and other investment adviser representatives ("IARs") of Fjell are individually licensed insurance agents with contractual relationships with multiple carriers. As part of the Firm's financial planning services, they may directly recommend purchasing life insurance or annuity products. However, this creates a conflict of interest as Mr. Stadum and other IARs are compensated directly by insurance carriers in their individual capacities as insurance agents.

Clients of Fjell are under no obligation to implement financial planning recommendations through Mr. Stadum or the IARs in their roles as insurance agents. It is important to recognize the inherent conflict of interest in this arrangement, as Mr. Stadum and IARs are incentivized to sell products for which they receive insurance-based compensation in addition to their investment advisory fees. Clients are encouraged to make informed decisions considering their individual needs and preferences, considering this potential conflict of interest.





#### **D. Separate Account Managers ("SAMs")**

Fjell has established relationships with certain SAMs to provide specialized management of fixed income portfolios for eligible clients. While Fjell does not receive compensation from these SAMs, this arrangement creates a material relationship that may affect the investment advice provided to clients.

Fjell conducts due diligence on these SAMs and monitors their performance on an ongoing basis. The selection of SAMs is based on various factors including their expertise, investment strategy, performance history, and alignment with client needs. Fjell does not receive any compensation, revenue sharing, or other financial benefits from SAMs.

The use of SAMs may result in higher overall fees for clients, as discussed in Item 5 of this brochure. However, Fjell believes that for eligible clients, the potential benefits of specialized fixed income management outweigh these additional costs. Clients are under no obligation to use SAMs recommended by Fjell and are encouraged to review all fees and potential conflicts of interest before engaging in SAMs.

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

#### **A. Code of Ethics**

Fjell has implemented a Code of Ethics (the "Code") that defines our fiduciary commitment to each client. This Code applies to all persons associated with Fjell ("Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our client. Fjell and its Supervised Persons owe a duty of loyalty, fairness, and good faith towards each client. Fjell's Supervised Persons must adhere not only to the specific provisions of the Code but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of Fjell's Code, please contact us at (701) 491- 7600.

#### **B. Personal Trading with Material Interest**

Fjell allows our supervised persons to purchase or sell the same securities that may be recommended to and purchased on behalf of clients. Fjell does not act as a principal in any transaction. In addition, the Firm does not act as the general partner of a fund or advise an investment company. Fjell has no material interest in any securities traded in client accounts.

#### **C. Personal Trading in the Same Securities as Clients**

Fjell allows our supervised persons to purchase or sell the same securities that may be recommended to and purchased on behalf of clients. Owning the same securities we recommend (purchase or sell) to you presents a conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted the Code to address insider trading (material non- public information controls), gifts and entertainment, outside business activities, and personal securities reporting. When trading for personal accounts, Supervised Persons may have a conflict of interest if Trading in the same securities. The fiduciary duty to act in the best interest of its clients can potentially be violated if personal trades are made with more advantageous terms than client trades or by Trading based on material non-public information. We attempt to mitigate this risk by enforcing and adhering to the Firm's Code of Ethics, as described earlier in this section.



## **D. Personal Trading at the Same Time as Clients**

While Fjell allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of clients, such trades are typically aggregated with client orders or traded afterward. At no time will Fjell, or any Supervised Person of Fjell, transact in any security to the detriment of any client.

## **Item 12 – Brokerage Practices**

### **A. Selection and Recommendation for Client Transactions**

- We seek to select broker-dealers(s) who execute transactions on terms that are, overall, most advantageous when compared to other service providers. We consider a wide range of factors, including, among others:
  - Combination of transaction execution services and assets custody services (generally without a separate fee for custody)
  - Capability to execute, clear, and settle trades (buy and sell securities for your account) Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
  - Breadth of available investment products (e.g., stocks, bonds, mutual funds, ETFs) Availability of investment research and tools that assist us in making investment decisions Quality of services
  - Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.)
  - Reputation, financial strength, and stability Prior service to us and our other clients
  - Availability of other products that may benefit Fjell (Please see “Item 14 – Client Referrals and Other Compensation”)
- 1. Research and Other Soft Dollar Benefits - Fjell does not participate in soft dollar programs sponsored or offered by any broker-dealer. However, the Advisor receives certain economic benefits from the custodian. “Please see Item 14 – Client Referrals and Other Compensation.”
- 2. Brokerage for Client Referrals - Fjell does not receive any client referrals for directing client transactions to broker-dealers for trade execution.
- 3. Directed Brokerage - Fjell exclusively directs all client transactions to Charles Schwab & Co., Inc. for execution. Schwab is a registered broker-dealer and Fjell's sole custodial relationship for safeguarding client assets. Not all advisers require their clients to direct securities transactions to a single broker-dealer. By directing all brokerage transactions to Schwab, clients may be unable to achieve the most favorable execution of client transactions; and this practice may cost clients more money.

### **B. Aggregating and Allocating Trades**

Fjell will generally aggregate client transactions or orders. Trade aggregation is the process of bunching orders for multiple client accounts. This practice attempts to obtain more favorable pricing and reduced transaction costs (e.g., commissions) for client accounts.

Fjell will generally allocate trade executions on an average price basis. Partial trade executions will generally be executed on a pro-rate basis.

There is no guarantee that each client order is aggregated. Client orders not aggregated may result in less favorable pricing and increased costs (e.g., commissions) for client accounts.



## **Item 13 – Review of Accounts**

### **A. Frequency of Reviews**

Fjell continuously monitors client accounts through the diligent efforts of our investment adviser representatives. These ongoing reviews ensure the consistent alignment of investment strategies and goals. The frequency of these reviews may vary based on the complexity of the client's financial situation and the nature of their Investments. The primary purpose of these reviews is to evaluate the ongoing suitability and performance of the client's portfolio and proactively identify any necessary adjustments to their investment strategy in response to changes in their circumstances. Additionally, to ensure quality control, the Firm's CEO, Mr. Thomas Stadum, conducts quarterly reviews of a sample of accounts. Our dedicated team of investment adviser representatives is committed to providing clients with well-monitored portfolios that reflect their evolving needs and objectives.

### **B. Non-Periodic Review of Client Accounts**

Non-periodic reviews may be triggered by material market, economic or political events or changes in a client's financial situation, e.g., change in investment objective or risk tolerance, retirement, termination of employment, relocation, inheritance, or any other concern that may be prompted by the client.

### **C. Fjell's Investment Policy Committee**

Fjell's Investment Policy Committee guides the Firm's investment strategy. This committee evaluates a comprehensive range of quantitative and qualitative factors, including internal costs, expense ratios, diversification, tracking errors, and other relevant considerations. They aim to make well-informed investment decisions, ensuring cost-effectiveness and efficiency while maintaining a balanced and optimized portfolio.

The investment policy committee at Fjell plays a pivotal role in shaping our investment decisions. We can thoroughly analyze various factors to align our strategies with our client's objectives. With continuous evaluation of quantitative and qualitative elements, we strive to deliver cost-effective, optimized portfolios that support long-term financial success.

## **Item 14 – Client Referrals and Other Compensation.**

### **A1. Economic Benefits of Utilizing Schwab Firm Services Platform**

Fjell has established an institutional relationship with Schwab Advisor Services, a division of Charles Schwab & Co. dedicated to serving independent investment advisers. As an investment adviser utilizing Schwab's platform, the Firm receives access to software and related support without cost because of Fjell's clients' custody of assets at Schwab. It utilizes Schwab as its sole executing broker-dealer. Services provided by Schwab benefit many, but not all, of Fjell's clients. The receipt of economic benefits from Schwab's custodian creates a potential conflict of interest since these benefits influence Fjell's recommendation of Schwab as its custodian and sole executing broker-dealer.

### **A2. Services that May Only Benefit Fjell**

Schwab also offers other services to Fjell that may not benefit Fjell clients. These services include educational conferences and events, ongoing support, consulting services, and discounts for various service providers. Access to these services incentivizes the Firm to recommend Schwab, representing a conflict of interest.



## **B1. No Compensation Received for Referrals to Service Providers**

Fjell does not receive any compensation for client referrals. However, Fjell may refer clients to unaffiliated service providers such as attorneys, tax preparers, accountants, estate planners, real estate agents, and loan officers (“Service Providers”). Fjell does not receive any compensation for these referrals. In turn, these Service Providers may refer clients to Fjell.

Whether Fjell receives a client referral or refers a client to a Service Provider, no compensation is received or paid.

## **Item 15 – Custody**

### **Investment Management Accounts and Fee Deductions at Qualified Custodians**

As disclosed in “Item 5 – Fees and Compensation,” Fjell directly debits advisory fees from client accounts. As part of the billing process, Charles Schwab & Co. (“Schwab”), acting as qualified custodian, is advised of the fee amount to be deducted from each client’s account. Schwab then provides each client with a custody statement monthly, which reflects the deduction of the monthly fee.

### **Importance of Verification of the Fee Calculation**

As Schwab does not calculate the fee deduction amount, it is vital for clients to carefully review their custody statements to ensure the accuracy of the calculation. If clients believe there is an error on their custody statement, they should contact Fjell directly.

### **Standing Letters of Authorization**

Some of our clients request us to assist them in sending money from their accounts held at their qualified custodian, Schwab. Examples of these situations include transferring funds to pay college tuition expenses, making required minimum distributions, or disbursing charitable donations to non-profit organizations. To accommodate these requests, custodians require that clients complete third-party standing letters of authorization (“SLOA” or “SLOAs”). An SLOA grants Fjell the authority to direct custodians to disburse client funds to one or more third-party accounts without requiring written authorization for each transfer. When a client grants us this authority through an SLOA, we are deemed to have custody of those assets. Because we are deemed to have custody of those assets, we have implemented control and oversight procedures. As part of our control procedures, we only accept account-specific SLOAs. We do not accept broad, non-account specific SLOAs.

### **Alternative Investments and Custody Fees**

1. For alternative Investments held as part of a client’s portfolio, Fjell utilizes Schwab’s alternative investment platforms. The custody fee structure varies depending on the specific platform used: Schwab Alternative Investment OneSource platform and Schwab Alternative Investment Marketplace platform. Alternative Investments held through these platforms do not incur additional custody fees.
2. Schwab Alternative Investment Custody Services: Alternative Investments held through this service may incur additional custody fees. These fees are charged by Schwab and are separate from and in addition to Fjell’s advisory fees and any fees charged by the alternative investment itself.

Prior to investing in any alternative investment, clients will be informed of any applicable custody fees. Clients are encouraged to review their custody statements carefully and contact Fjell with any questions about fees related to alternative investments.



## **Class Action Lawsuits**

We do not determine if securities held by clients are the subject of class action lawsuits or if they are able to participate in litigation to recover damages on a client's behalf for losses as a result of actions, misconduct, or negligence by issuers of securities held.

## **Item 16 – Investment Discretion**

Bergen Advisory Services offers investment management to clients on both a discretionary and non-discretionary basis. All clients are required to execute either a discretionary or non-discretionary investment management agreement.

Discretionary investment management agreements grant the Firm authority to execute client securities transactions without obtaining client permission. Non-discretionary investment management agreements necessitate obtaining client permission before effecting any transactions in client accounts.

For clients utilizing Separate Account Managers (“SAMs”) for fixed income management, Fjell maintains discretionary authority to select, hire, and terminate SAMs on behalf of the client. When a SAM is engaged, Fjell delegates discretionary trading authority to the SAM for the fixed income portion of the client's portfolio.

Clients should be aware that some SAMs may have separate agreements directly with the client that could limit termination rights to the client only. In such cases, there may be a potential conflict between Fjell's discretionary authority and the terms of the SAM's agreement. Fjell will work with clients and SAMs to resolve any such conflicts, which may include obtaining client consent for Fjell to act on their behalf of clients in terminating a SAM relationship.

## **Item 17 – Voting Client Securities (Proxy Voting)**

The Firm does not vote proxies for securities held in client accounts. Clients are solely responsible for receiving and voting proxies for all securities maintained in their portfolios.

Proxies are sent by Schwab, the qualified custodian, or the transfer agent directly to the client. And, although the Firm will not vote proxies, Fjell will assist the client with general questions regarding proxy voting.

## **Item 18 – Financial Information**

Fjell does not require the payment of fees of \$1,200 or more, six months or more in advance. No financial condition of which the Firm is currently aware would impair the Firm's ability to meet its contractual commitment to its clients. The Firm has not been the subject of a bankruptcy petition within the past ten years.