

Wixon Advisors, Inc.

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BROCHURE DATE:

March 6, 2017

Custody Notification to the State of Minnesota: The Firm has custody only insofar as it deducts fees directly from client accounts. This form serves as notice that the Firm intends on complying with the additional safeguards as required by Minnesota Law. Please refer to the Custody Section of this document.

This brochure provides information about the qualifications and business practices of Wixon Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at 763-543-1819. 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. Registration does not imply a certain level of skill or training.

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

Material Changes

This section discusses only material changes since the last update of our Brochure (March 30, 2016). The following material changes were made to the Brochure to accurately reflect our advisory business.

No material changes made since the last update.

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Advisory Business

Wixon Advisors, Inc. (the "Firm") is an investment adviser providing investment management services (the "Services") to individuals, small businesses and institutions. The Firm, depending upon the engagement, offers its services on a fee basis which is charged based on assets under management. Prior to engaging the Firm to provide any of the foregoing Services, the client will be required to enter into one or more written agreements setting forth the terms and conditions under which the Firm shall render its Services (collectively the "Agreement").

The Firm's operations began in 1992. Its principal owner is William B. Wixon.

Wixon Advisors offers two types of services: Financial Planning and Portfolio Management Services. Also, clients may engage us to assist with the implementation of an investment plan (created by Wixon or any other party) and monitor the portfolio. However, there is no obligation whatsoever to do so.

Portfolio Management Services

We will monitor and review the client's portfolio on a quarterly basis. Periodic research is done on the investments held in the portfolio and this is discussed with the client. Listening to our clients' requirements and needs is a top priority in discerning their goals, risk tolerance and suitability.

The fee for Supervisory Services will be quoted in advance, and is payable at the beginning of each quarter. This is based on a percentage of the value of the assets under supervision. Clients have 5 days from the signing of the Agreement to receive a full refund of advisory fees without penalty. Thereafter, if the service is terminated there will be a pro-rata refund of any fees paid in advance.

All types of investments will be considered, including investments with and without sales charges. Wixon Advisors does not accept discretionary authority over any client accounts, that is, we will only make investments or changes to accounts after we have discussed those items with our client.

Financial Planning

We may provide a written investment plan or review/redesign a previous plan. The written plan will include specific recommendations regarding strategic allocations and an implementation schedule tailored to the client's individual needs and preferences.

The fee for the written investment plan will usually be \$1500 and agreed upon in advance. If the investment plan is to be included with a financial plan the fee for the investment plan may be incorporated within the fee for the financial plan. One half of the fee for the written investment plan is due and payable upon the signing of the investment supervisory contract. The balance will be due and payable upon delivery. Clients may terminate the services within 5 days of the signing of the Agreement for a full refund, without penalty. Thereafter in the event of termination by the client, the fees are fully refundable if Wixon Advisors, Inc. has not yet begun the work. Otherwise, there will be a pro-rata refund of the fee. Once a financial plan is implemented, the client generally moves into the "Portfolio Management Services" and pays an annual fee for those ongoing supervisory services.

The Firm offers Financial Planning in each of the following Core Areas:

Retirement

- How much money will I need to retire?
- What is the best asset allocation strategy given market conditions?
- What is the viability of Social Security?

Investment Planning

- Investment policy statement
- Risk tolerance analysis
- Asset allocation

Budgeting and savings

- Set up a liquid emergency fund for contingencies
- Analyze your spending
- Establish a savings plan

Protection

- Life Insurance - What will happen in the event of my death?
- Disability Insurance - What will happen if I am unable to work?
- Long Term Care Insurance - What if I require home health or nursing home care?

Tax Analysis / Planning

- Am I paying too much income tax?
- Are there insurance and investment products to reduce my overall tax burden?
- Am I taking advantage of qualified plans?

Estate Tax Analysis / Planning

- Wills, (durable) Power-Of-Attorney, Living Wills - Getting your affairs in order!
- Trusts - Can I avoid inheritance taxes?

Education

- 529 College Savings Plan
- Coverdell Education Savings Account

Small Business Owners

- Group Health, Pension, and Profit Sharing Plans

Life Events

- Marriage, Birth, Home Purchase/Sale, Job Change, Divorce, Retirement, Inheritance, Savings Goals

The comprehensive financial plan will provide clients with a very clear understanding of their present financial situations and what specific actions are needed to achieve their desired objectives. Analysis covers six core areas:

Cash flow and budgeting
Protection planning
Investment planning
Tax planning
Retirement planning
Estate planning

In some situations not all six modules above are necessary, so we will decide in advance what items need addressing and clarification.

Clients who wish to impose certain restrictions on their portfolio/investments/financial plan may do so, but must notify Wixon Advisors, Inc. of the desire to do so in writing. Clients should be aware that they may implement a financial plan prepared by Wixon Advisors, Inc. at the broker/dealer of their choice. However, if Wixon implements the plan, we will do so through our recommended broker, Gardner Financial Advisors. (See discussion below Other Financial Activities and Brokerage Practices for additional information regarding the relationship between Wixon Advisors and Gardner Financial Services.

Our Mission

Our mission is to maximize the financial well-being of our clients. We recognize that our client is our most important asset; our work is based on the principle of always putting the client's interest first.

Our Clients

Our clients are individuals, couples and small businesses.

What Sets Us Apart

Trustworthiness, independence and our experienced and competent staff may set us apart from others.
Combined, these attributes serve as powerful tools to help our clients reach their financial goals.
As of 12/31/2016 Wixon Advisors, Inc. manages approximately \$53,834,953 in assets on a non-discretionary basis.

Fees and Compensation

Written financial plans generally cost \$1,500, based upon the complexity of the individual client's needs.

Comprehensive ongoing Financial Planning and Portfolio Management fees are charged on a sliding scale based on a percentage of assets under management. Our fee schedule is as follows:

<u>Assets Under Management Fee</u>	
\$ 0.00 -- 100,000	Negotiated Fee
\$ 100,000.01--300,000	1.50%
\$ 300,000.01--1,000,000	1.00%
\$1,000,000.01--1,500,000	0.85%
Over \$1,500,000.00	0.75%

The Firm reserves the right, in its sole discretion, to negotiate fees different from the above schedule.

Fees set forth herein for investment advisory services to do not include brokerage commissions, transactions fees, 12b-1 fees, and/or management / expenses fees paid to mutual fund companies.

The Firm may only implement its investment management recommendations after the client has arranged for and furnished the Firm with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions shall include, but are not limited to, RBC Capital Markets, any other broker-dealer recommended by the Firm, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "Financial Institution(s)"). Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to the Firm's fee.

Investment advisory fees will be payable in May and November, in approximately the middle of the six-month term. A portion of the fee is payable in advance, while the majority of the fee is payable in arrears. The fees due in May are for the first and second quarters of the calendar year. They are computed based on the end of the fourth quarter's market value plus the end of the first quarter's market value. The fees due in November are for the second and third quarters of the calendar year. They are computed based on the end of the second quarter's market value plus the end of the third quarter's market value. The fee calculation for each corresponding quarter is $([\text{Value of Eligible Assets}] \times [\text{Advisory Fee Percentage}] \times .25)$.

Fees are deducted electronically from the investment account designated by the client. Invoices are sent prior to such fee deduction. The "Invoice Statement" will detail; 1) the amount of the fee, 2) market value of the assets and 3) the method of calculating the fee. Upon written notice to and prior approval of Advisor, client may pay the fees directly from the invoice.

The Firm's Agreement and/or the separate agreement with the Financial Institution(s) may authorize the Firm through the Financial Institution(s) to debit the client's account for the amount of the Firm's fee and to directly remit that advisory fee to the Firm in accordance with applicable custody rules. The Financial Institution(s) recommended by the Firm have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to the Firm. If Advisory Services are terminated, Advisor will refund on a pro-rata basis any fees paid in advance.

Clients should be aware that Investment Advisor Representatives may also be registered with Gardner Financial Services, Inc., a FINRA registered Broker/Dealer. In such capacity, these advisors may receive commissions or other fees from mutual funds and other securities recommended. The client is advised of this potential conflict of interest. The conflict is present because it may give the Firm an incentive to recommend investment products based on the compensation the advisors could expect to receive rather than the client's needs. The Firm will use its reasonable best efforts to credit commissions paid related to this conflict to mitigate the risk that the conflict poses. The Firm expects to credit (for advisory clients only paying an advisory fee) the commissions for equity trades, front end sales loads with Mutual Funds held direct with the fund company and real estate investment trust commissions for which the Firm is receiving an advisory fee. All clients whose trades are executed through Gardner Financial Services (as discussed throughout) are subject to a minimum "ticket charge" of \$38.00 (as amended from time to time) which is not eligible for a credit or refund against advisory fees. Additionally, any real estate investment trust transaction for which Mr. Wixon receives a commission that is purchased through Gardner Financial Services, the total commission (fee) is split between Gardner and Wixon. Mr. Wixon receives 85% of the fee and Gardner receives 15% of the fee. For advised clients, Wixon will only credit (against advisory fees paid) his 85% share. The 15% split and paid to Gardner Financial Services is not eligible for a credit against advisory fees. Any insurance related commissions are paid to Mr. Wixon and are not credited against advisory fees. Because the Firm does not credit back insurance commissions, the recommendation for a client to buy an insurance product affects the objectivity of Mr. Wixon's advice because he has an incentive to recommend products due to anticipated sales commissions.

Mr. Wixon does not charge an advisory fee on 529 Plans and shall collect commissions only on such accounts.

Wixon Advisor (herein WA) exclusively uses Gardner Financial Services as the introducing broker/dealer to hold all client brokerage accounts. No other broker/dealers are recommended by WA. However, once having purchased the financial plan from WA, the client has the ability to go wherever they wish to execute the plan and for the investment selection and trade execution. There is no obligation created to employ Gardner to implement the financial plan. The price paid for the plan is the same (\$750 to 1,500) regardless of where the investment execution is done. To be clear, if a client engages Mr. Wixon to prepare a financial plan, the client will pay a fixed amount to receive the plan. That fixed amount does not depend on whether or not the client intends on implementing the plan or where the client chooses to implement the plan. However, clients should be aware that Mr. Wixon's recommendation of using Gardner Financial Services to implement financial plans that he prepares, creates a conflict of interest based on the expectation of commission and other brokerage compensation from the purchases or sales of the products recommended in the plan. Gardner is also responsible for supervising the activities of WA (there is an on-site visit each calendar year), and monitoring the trading activity, and continuing education to keep current on all securities licensing for William and Andrew. Clients may choose to use a broker for execution of transactions other than Gardner. Please note that in any case where a client chooses to direct brokerage to a firm other than Gardner, WA may not be able to seek best execution for directed trades.

Since Investment Advisor Representatives may be affiliated with Gardner Financial Services, the Firm shall generally recommend GFS to clients. Since 1992, the Firm has found this organization to be very interested in what is best for the client. Research and full services are available to all client accounts. WA receives 12b-1 fees from some mutual fund companies where the client owns one or more of their mutual funds. These 12b-1 fees are usually 0.25% or one quarter of 1% annually (\$25 per year on a \$10,000 sum invested) but are defined in the prospectus adopted by the particular fund. This money is paid to Gardner Financial, and 85% of this fee or commission is passed on to WA quarterly. This is openly discussed and disclosed to the clients. It is our policy to be transparent in all fees that clients pay for service. If you have any questions regarding 12b-1 fees, please contact us.

What is a 12b-1 fee? A 12b-1 fee is a fee paid by a mutual fund to various counterparties out of the fund assets to cover distribution expenses and sometime shareholder services expenses. 12b-1 fees may be paid to broker/dealers (which, in turn, pass them on to registered reps who sell the funds), however, the manner in which fees are paid including to whom they are paid vary and are based on the 12b-1 plan adopted by each mutual fund's independent board of directors. Certain 12b-1 fees may be paid to Wixon Advisors. Clients can refer to the

following SEC resource that discusses in detail the different types of fees associated with mutual funds:
<http://www.sec.gov/answers/mffees.htm>

The Firm uses non-proprietary products including: Franklin-Templeton Funds, American Funds and Variable Annuities. Research services are through RBC Correspondent Services, a division of RBC Capital Markets Corporation, Member NYSE, FINRA, SIPC. There may be a need to do ACAT (Automated Customer Account Transfer) Transfers, Direct Rollovers, IRA Transfers, consolidation, or set up of a brokerage account to purchase some of the above referenced securities, or to hold securities that the customer already owns.

Wixon Advisors retains that right to waive some or all of the asset fees as they deem fit in the normal course of doing business. This could be for many reasons, but most often occurs when the advisory client simply stops communications and meetings with WA, does not return telephone calls or emails, it becomes impossible under these circumstances to properly manage the client assets, as we do not take discretion. In other words, Mr. Wixon feels strongly that if a client refuses to communicate with him regarding his or her financial circumstances, that he cannot properly manage the account and therefore, will not collect a fee after the client demonstrates an unwillingness to meet with Mr. Wixon. Clients may receive a negotiated fee higher or lower than the standard fee schedule for a variety of reasons. If you have any questions about the fee you are being charged, we encourage you to call us for discussion.

Research is used for all client accounts where it is deemed helpful to make an investment decision for the customer. Whether a client directly pays for this service is dependent upon the scope of other services being provided.

Procedures to direct the client to the services of a full service broker/dealer include careful analysis by Wixon Advisors. Mr. Wixon will draw from his 35 years experience in determining how to best achieve the goals and objectives of the client. We are obligated and committed to use all means available to us (including the services of a broker/dealer) to work towards the goals for the customer with reasonable and fair fees for the services provided.

However, a client always has the option to purchase products recommended through other broker dealers that are not affiliated with us.

Performance Fees and Side-By-Side Management

The Firm does not accept performance fees – that is, fees based on a share of capital gains or capital appreciation of client assets.

The Firm does not currently have side-by-side management conflicts.

Types of Clients

The Firm provides services to retail/individual investors and various institutional clients.

The Firm's minimum account size for individuals and small entities/institutions is \$250,000. The Firm, in its sole discretion, reserves the right to negotiate lower account minimums.

Methods of Analysis, Investment Strategies and Risk of Loss

The Firm uses Modern Portfolio Theory to create specific portfolios for each client. Financial Planning questionnaires and software are also used to develop financial plans.

Cash Balances. The Firm may, from time to time, use a significant portion of cash or cash equivalents in its investment strategy based on its analysis of overall market factors.

Risks related to certain types of investments:

Real Estate Investment Trusts

Wixon Advisors may recommend investments in REITS, traded or non-traded. There are many risks related to REIT investments such as the following: Lack of a public trading market creates illiquidity and valuation complexities, distributions are not guaranteed and may exceed operating cash flow, distributions and REIT status may carry tax consequences, early redemption is often restrictive and may be expensive, fees may be complex, diversification can be limited, REITS carry real estate risk and are generally regarded as long term investments. Investors should be aware that many of the REITS available through Wixon Advisors and/or Gardner Financial Services are unaudited. Not all states require private investments to provide audited financial statements to investors. Investors should understand that when there are no audited financials produced, we cannot independently verify the value of the security. In such cases, we would rely on the managing partner to value it accurately. This presents a risk to investors. For more information, please refer to the following FINRA Investor Alert: <http://www.finra.org/investors/protectyourself/investoralerts/reits/p124232>

Private Placements

Wixon Advisors may recommend investments in other types of private placements in addition to REITS. There are many risks related to private placements investments such as the following: The investment may not offer any guarantee of profitability or return, there may be limited or no substantial operating history of the company, the investment may carry tax risks, there may be limited ability to sell your investment and limited liquidity, shares or holdings may be restricted against resale for certain time periods, there may be other risks associated with each particular investment and those risks should be fully examined prior to making such an investment.

NOT ALL PRODUCTS RECOMMENDED BY WIXON MAY BE SUITABLE FOR ALL INVESTORS

**** THE MAJORITY OF THE INVESTMENT RECOMMENDATIONS MADE BY THE FIRM INVOLVE RISK, INCLUDING LOSS OF PRINCIPAL RISK. CLIENTS SHOULD BE PREPARED TO BEAR THE RISK OF LOSS WHEN INVESTING ****

Disciplinary Information

The Firm has no disciplinary history at this time.

Other Financial Industry Activities and Affiliations

BROKER-DEALER

Mr. Wixon is licensed in securities (Series 7, 24, 63) through Gardner Financial Services Inc., a registered broker/dealer, member FINRA, SIPC. He is in good standing at Gardner Financial Services Inc. and current on his registration. Note: Series 65 exam passed on 12-4-1998. As part of his registration with GFS, Mr. Wixon serves as a branch manager of the Wixon Advisors branch office of Gardner Financial. Mr. Wixon’s duties as branch manager include review of customer accounts and compliance activities. Since GFS is a registered broker/dealer, GFS is required to list the Wixon Advisors location as a branch office and must designate a branch manager.

INSURANCE COMPANY OR AGENCY

Mr. Wixon is insurance licensed to offer fixed or variable products through various Insurance companies. Clients will pay commissions to Mr. Wixon when he recommends that they purchase insurance products. Insurance products can include Life Insurance, Disability Insurance, Long Term Care Insurance, Health Insurance, Fixed Annuities and/or other products. Therefore, as a result of Mr. Wixon’s receipt of commissions for such sales, a conflict of interest exists in that Mr. Wixon could recommend an insurance product because of the type of compensation he expects to receive. Clients should always remember that they are under no obligation to

purchase insurance products from Mr. Wixon. Mr. Wixon endeavors to fully discuss such conflicts with all clients prior to purchase and clients are always encouraged to ask as many questions as necessary to ensure full understanding of the products being recommended, the compensation they are paying for such products and the incentive to recommend insurance or other products due to anticipated sales commissions.

Current affiliations include: Allianz Life; The National Benefit Corp.; Genworth; Delta Dental; Lincoln Benefit Life; Lincoln National; Medica; Principal; Reassure; Unum Life; West Coast Life; John Hancock and MetLife.

SELLS PRODUCTS OR SERVICES OTHER THAN INVESTMENT ADVICE TO CLIENTS.

The Firm is often requested to give advice on many other types of products. If suitable and appropriate, other products may be implemented including various types of insurance. This will usually account for no more than 15% of work done for the average client. However, every client presents a different financial history, which must be analyzed, and decisions made as to an appropriate strategy going forward. The client's best interests are always served. This is our fiduciary responsibility and our promise to our clients.

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

The Firm and persons associated with the Firm ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures. The Firm has adopted a Code of Ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws. In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its associated persons. The Code of Ethics also requires that certain of the Firm's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain types of investments such as initial public offerings and limited offerings. Additionally, the Firm's Chief Compliance Officer is charged with the responsibility of reviewing all personal securities trades on a monthly basis to mitigate risk and address the associated conflicts of interest.

Clients may contact the Firm to request a copy of its Code of Ethics. Unless specifically permitted in the Firm's Code of Ethics, none of the Firm's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of the Firm's clients.

Brokerage Practices

The Firm shall generally recommend that clients utilize the brokerage and clearing services of its introducing broker, Gardner Financial Services, Inc. and the clearing broker and independent custodian, RBC Correspondent Services and its affiliates for investment management accounts. Some of the factors the Firm considers in selecting and recommending broker dealers for client transactions and custody services are:

- Execution capability
- Speed of execution
- Commission and execution costs
- Financial responsibility
- Other factors as described in our written procedures

When the Firm recommends that a client use Gardner and/or RBC, the Firm and Mr. Wixon have a conflict of interest related to the recommendation. The conflict exists because Mr. Wixon can receive compensation in the form of commissions from Gardner Financial Services for trades sent there for execution. This conflict could impair Mr.

Wixon's ability to provide impartial advice. However, the Firm addresses this conflict by conducting an annual best execution review and by discussing the arrangement with the clients orally during client meetings.

At this time, the Firm does NOT engage in soft dollar arrangements.

At this time, the Firm does NOT make use of block trading given the few individual equities are used in financial plans.

In certain instances, the Firm may receive client referrals from outside parties. Please see the "Payment for Client Referrals" section below.

Review of Accounts

If engaged to perform asset supervisory services, the Firm will normally review the client's investment portfolio quarterly. Financial plan reviews will be conducted on a periodic basis (usually every year), or more frequently if there are significant changes to the plan.

For those clients to whom the Firm provides investment management services, each client's asset allocation is developed in a client interview and after careful consideration of the client's risk tolerance, time horizon, liquidity needs and any social/ethical preferences. The Firm monitors client portfolios as part of an ongoing process while regular account reviews are conducted on a monthly basis.

Reviews are conducted by the Firm's compliance staff based on criteria outlined in the Firm's Policies and Procedures. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the Firm and to keep the Firm informed of any changes thereto. The Firm shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Reviews may be documented or undocumented based on the nature of the review.

Payment for Client Referrals

If a client is introduced to Wixon by a solicitor or other investment adviser, Wixon may pay a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisors Act of 1940 and the rules set forth by the respective state jurisdictions. Any such referral fee will be paid solely from Wixon's investment management fee, and will not result in additional charges to the client. Each solicitor is required to provide a copy of this Brochure to the client, along with a copy of a disclosure document that contains the terms of the solicitation arrangement (including compensation).

Custody

The Firm does NOT maintain physical custody of client assets. All assets are held at qualified custodians, other broker dealers, or mutual fund companies direct. Wixon Advisors does deduct fees from client accounts automatically. While this practice does "technically" constitute custody, the SEC and several states have stated that certain provisions of the custody requirements do not apply to such firms. However, the State of Minnesota requires that Wixon comply with specific additional safeguards as a result of our ability to directly debit fees from client accounts. Wixon has complied with the following additional safeguards required by Minnesota law:

We receive written authorization to deduct such fees from the clients;

We concurrently send the custodian an invoice in the amount of the fee to be deducted and send the client an invoice itemizing the fee including the formula used to calculate the fee, the amount of assets under management the fee is based upon, and the time period for the fee; and
We have notified the state of Minnesota in this Form (filed with the Form ADV Part I) of our intent to comply with these additional safeguards.

Investment Discretion

At this time, the Firm does not accept discretionary authority.

Voting Client Securities

At this time, the Firm does NOT vote client securities. Clients should receive all shareholder communications from their independent custodian or transfer agent of securities. Clients are welcome to ask questions should they have any regarding shareholder communications that they receive.

Financial Information

At this time, the Firm does not accept prepayment of more than \$500 in fees per client, six months or more in advance, does not have discretionary authority and is not required to disclose its balance sheet.

Requirements for State-Registered Advisers

William B. Wixon is the Owner, President and Chief Compliance Officer of Wixon Advisors. The details of his formal education and his business background can be found in the accompanying Brochure Supplement.

Wixon Advisors, Inc is not actively engaged in any business other than giving investment advice and those related activities listed above and throughout this document.