

Wixon Advisors, Inc.

6439 Sycamore Court
Maple Grove, MN 55369

P. 763-543-1819

F. 763-543-1693

Web: www.wixonadvisors.com

BROCHURE DATE:
September 13, 2018

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

Item 2: Material Changes

This section discusses only material changes since the last update of our Brochure (March 6, 2017). 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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Mission Statement

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.

Item 4: Advisory Business

Wixon Advisors, Inc. (the "Firm") is an investment adviser providing discretionary and non-discretionary 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. Annually, 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, based on the client's investment goals and objectives.

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.

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 1/30/2018 Wixon Advisors, Inc. manages approximately \$11,300,000 in assets on a discretionary basis and approximately \$45,500,000 in assets on non-discretionary basis.

Item 5: Fees and Compensation

Written financial plans generally cost \$750 - \$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 -- 250,000.00	1.50%
\$ 250,000.01—1,000,000.00	1.00%
\$ 1,000,000.01--1,500,000.00	0.85%
\$1,500,000.01--3,000,000.00	0.75%
Over \$3,000,000.00	Negotiated Fee

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.

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 Wixon Advisors or does not return telephone calls or emails. In other words, Wixon Advisors feels strongly that if a client refuses to communicate regarding his or her financial circumstances, that the firm cannot properly manage the account and therefore, will not collect a fee after the client demonstrates an unwillingness to meet with Wixon Advisors. 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 28 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.

Item 6: 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.

Item 7: Types of Clients

The Firm provides services to retail/individual investors and small businesses.

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.

Item 8: 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 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 ******

Item 9: Disciplinary Information

The Firm has no disciplinary history at this time.

Item 10: Other Financial Industry Activities and Affiliations

INSURANCE COMPANY OR AGENCY

Mr. Wixon is insurance licensed to offer insurance products through various Insurance companies. Clients will pay commissions to Mr. Wixon when insurance products are purchased from his recommendations. 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.

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.

Item 11: 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.

Item 12: Brokerage Practices

Wixon Advisor's, Inc. recommends broker-dealers based on the broker's services. Wixon Advisor's, Inc. recommends brokerage and custodial services of RBC Correspondent Services and its affiliates ("RBC"), for which we have an existing relationship. Our relationship with RBC may include benefits provided to our firm, including research, market information, and administrative services that help our firm manage your account(s). In considering which independent qualified custodian will be the best fit for Wixon Advisor's, Inc.'s business model, we evaluate the following factors, which is not an all-inclusive list:

- Financial strength
- Reputation
- Reporting capabilities
- Execution capabilities
- Pricing, and
- Types and quality of research

While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. Such relationships may include benefits provided to our firm, including research, market information, and administrative services that help our firm manage your account(s). We believe that recommended broker-dealers provide quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the recommended broker-dealers, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

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.

Item 13: 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 an annual basis, 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 quarterly or semi-annual 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.

Item 14: 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).

Item 15: 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.

Item 16: Investment Discretion

Before the Firm can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a limited power of attorney, and trading authorization forms. By choosing to do so, you grant us discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may impose limitations on our discretionary authority to invest in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.), as well as other limitations that you communicate to us. Limitations on discretionary authority are required to be provided to the IAR in writing. Please refer to the "Advisory Business" section of this Brochure for more information on our discretionary management services.

Item 17: 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.

Item 18: 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, and is not required to disclose its balance sheet.

Item 19: 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.