

## **Part 2A of Form ADV Firm Brochure**

### **Item 1 –Cover Page**

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This brochure provides information about the qualifications and business practices of Sarofim Advisors Group, Inc. If you have any questions about the contents of this brochure, please contact us at 713-654-4484 or [contact@sarofim.com](mailto:contact@sarofim.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Sarofim Advisors Group, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Sarofim Advisors Group, Inc. is an investment adviser registered with the SEC in compliance with the Investment Advisers Act of 1940. Such registration does not imply a certain level of skill or training.

## **Item 2 –Material Changes**

**Filing Date: March 31, 2011**

**Date Amended: March 29, 2012**

There are no material changes from the brochure dated March 31, 2011.

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## **Item 4 –Advisory Business**

### **Our History and Organization**

Sarofim Advisors Group, Inc. was established in November 1993 as a wholly owned subsidiary of Fayeze Sarofim & Co. Fayeze Sarofim & Co. was founded in August 1958 by Fayeze Sarofim, who continues to lead both firms as Chairman, Chief Executive Officer, and Chief Investment Officer.

As discussed below, Sarofim Advisors Group, Inc. is inactive. If the firm becomes active, it will focus on the investment counseling business. Sarofim Advisors Group, Inc. is registered under the Investment Advisers Act of 1940 and regulated by the Securities and Exchange Commission. The firm's registration as an investment adviser does not imply a certain level of skill or training. Fayeze Sarofim & Co. is also a registered investment adviser.

The Sarofim Group, Inc. is the ultimate corporate parent of a group of affiliated corporations that includes Fayeze Sarofim & Co., Sarofim Advisors Group, Inc., and three other registered investment advisers: Sarofim International Management Company, Sarofim Trust Co., and Sarofim Realty Advisors Co. In addition, the group includes business entities. Fayeze Sarofim owns the controlling stake in The Sarofim Group, Inc.

Sarofim Advisors Group, Inc. was established as part of a proposed corporate reorganization of Fayeze Sarofim & Co. and was to be the registered investment adviser for clients residing in the United States. Almost all of the intended clients were clients of Fayeze Sarofim & Co. Sarofim International Management Company was to be the registered investment adviser for clients residing outside of the United States. For various business reasons, the proposed corporate reorganization was not undertaken with the result that United States clients remained with Fayeze Sarofim & Co. Thus, Sarofim Advisors Group, Inc. has not had and currently does not have any clients.

Sarofim Advisors Group, Inc.'s registration with the SEC has been kept current so that it would be available quickly in the event it was needed for new products or a new identifiable class of clients. If Sarofim Advisors Group, Inc. becomes active, it is anticipated that it will operate in a manner similar to Fayeze Sarofim & Co. and Sarofim International Management Company. Sarofim Advisors Group, Inc. has adopted the same Compliance Policies and Procedures as adopted by the other registered investment adviser affiliates. Also, Sarofim Advisors Group, Inc. has taken those actions necessary to remain viable under state law.

Sarofim Advisors Group, Inc. is a separate legal entity and has its own Board of Directors and elected officers. To a substantial extent, however, the directors and officers are the same as the directors and officers of Fayeze Sarofim & Co. As the oldest and largest member of the group of registered advisers, Fayeze Sarofim & Co. plays the leading role in providing investment advisory services and operational management to clients on behalf of its registered investment adviser affiliates.

Sarofim Advisors Group, Inc. had no assets under management as of December 31, 2011. The total assets managed at by Fayeze Sarofim & Co. and its affiliated investment adviser corporations were \$24,056 million as of December 31, 2011.

Sarofim Advisors Group, Inc. is not affiliated with a brokerage firm.

## **Item 5 –Fees and Compensation**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

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

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

## **Item 7 –Types of Clients**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

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

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.



## **Item 9 –Disciplinary Information**

In this section, advisory firms are asked to disclose all material facts concerning legal or disciplinary events that are material to a client's or a prospective client's evaluation of their advisory business or the integrity of their management.

Neither Sarofim Advisors Group, Inc. nor our management personnel is involved in any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of our advisory business or the integrity of our management.

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

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4.

One of the purposes of this item is to identify relationships or arrangements that may present material conflicts of interest and the procedures that the firm has in place to resolve such conflicts. Neither the firm nor any of its “management persons” has any relationship or arrangement with any “related person” that is material to the firm’s advisory business or to the firm’s clients and that may result in a material conflict of interest.

The firm seeks to avoid all potential conflicts of interest and has adopted policies and procedures to be followed in determining and eliminating conflicts of interest. For example, please see the discussion in the response to Item 11, Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading.

If Sarofim Advisors Group, Inc.’s inactive status changes, this Firm Brochure will be amended to further respond to this item.

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

Although Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management (See the discussion in Item 4), Sarofim Advisors Group, Inc. has adopted Codes of Ethics for employees and some third-party providers and a Code of Business Conduct for employees in the event Sarofim Advisors Group, Inc. becomes active. The firm's codes are the same as the Codes of Ethics and Code of Business Conduct adopted by the firm's corporate parent, Fayez Sarofim & Co. Thus, please see Fayez Sarofim & Co.'s response to Item 11, Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading, in its Part 2A of Form ADV for a discussion of these codes. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to further respond to this item.

## **Item 12 –Brokerage Practices**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

## **Item 13 –Review of Accounts**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

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

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

## **Item 15 –Custody**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

## **Item 16 –Investment Discretion**

Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.



## **Item 17 –Voting Client Securities**

Although Sarofim Advisors Group, Inc. is inactive, has no clients, and has no assets under management (See the discussion in Item 4), Sarofim Advisors Group, Inc. has adopted a Proxy Voting Policy and Procedures in the event it becomes active. The firm's Proxy Voting Policy and Procedures are the same as those adopted by the firm's corporate parent, Fayez Sarofim & Co. Thus, please see Fayez Sarofim & Co.'s response to Item 17, Voting Client Securities, in its Part 2A of Form ADV for a discussion of the Proxy Voting Policy and Procedures. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to further respond to this item.

## **Item 18 –Financial Information**

Sarofim Advisors Group, Inc. is inactive, has no clients and has no assets under management. See the discussion in Item 4. If Sarofim Advisors Group, Inc.'s inactive status changes, this Firm Brochure will be amended to respond to this item.

## **Item 19 –Requirements for State-Registered Advisers**

Sarofim Advisors Group, Inc. is not a state-registered adviser.