

Dixon Financial Services, Inc

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March 19, 2015

This brochure describes the qualifications and business practices of Dixon Financial Services, Inc. If you have any questions about the contents of this brochure, please contact us at 925.283.3104 or invest@dfsinc.com. 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.

Dixon Financial Services, Inc. is a Registered Investment Advisory firm. Being a Registered Investment Adviser does not imply any particular level of skill or training.

Additional information about Dixon Financial Services is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

There have been no material changes to this brochure since the prior annual update.

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Item 4 Advisory Services

Dixon Financial Services, Inc (DFS) is a Registered Investment Advisory firm that has provided Investment Advisory services since 1989. The owner of and principal adviser for DFS is Michael Dixon. DFS has approximately \$465 million in assets under management.

Our goal is to help our clients manage their financial assets to support their lifestyle objectives. Every client has different values, resources and lifestyle objectives, and we use these three factors as raw materials to work with each client to design a financial lifestyle plan. We begin by developing a document called an Investment Policy Statement (IPS) with each client. This document covers a client's investing goals, future financial desires and risk tolerance. In addition, each IPS contains a policy framework for investing a client's assets through our Asset Allocation Advisory Service. Asset Allocation is a process of creating a portfolio based on the three primary asset classes - stocks, bonds and cash. Using these, we create a diversified portfolio by purchasing mutual funds and occasionally Exchange Traded Funds (ETFs) that represent a wide range of sub-classes of these assets. For example, the stock portion of the portfolio may in part consist of a small cap US fund, a large cap international fund, and a large cap US fund. Our management of these accounts and each client's underlying objectives is an ongoing process. We work to keep the portfolios on track with their associated Investment Policy Statements, and with our clients to incorporate changes in their goals, resources and values into their IPS.

Dixon Financial Services provides a number of other services, usually in conjunction with our advisory services discussed above. We often coordinate with attorneys, insurance representatives and accountants to help our clients with various aspects of financial and estate planning. We have no attorneys or accountants on staff, so we do not provide either legal or tax advice, but we are happy to work with our clients' attorneys and accountants, and we do so periodically. Finally, we provide cash flow management services and general financial advisory services to small businesses when requested by our clients.

Item 5 Fees and Compensation

Our current fee schedule is below.

Client Assets	Per Annum	Per Quarter
Up to \$250,000	1.50%	0.38%
Next \$250,000 to \$500,000	1.00%	0.25%
Next \$500,000 to \$1,000,000	0.75%	0.19%
Next \$1,000,000 to \$2,000,000	0.55%	0.14%
Amounts above \$2,000,000	0.40%	0.10%

Upon execution of the "Dixon Financial Services Investment Adviser Agreement" and the initial allocation of funds invested, prorated fees for the current quarter are due and payable. We deduct subsequent fees quarterly, in advance, from each client's account. The Asset Allocation Advisory Service may be terminated by either party thirty (30) days after written notice. Any prepaid fees will be prorated from the date of termination and DFS will refund the difference.

Accounts managed by DFS but serviced by another independent registered investment adviser or an asset management company may be billed directly by the third party. A portion of those fees are paid back to DFS. The total amount, on a percentage basis, is always approved in advance by each client and may be .1% to .5% higher than the fee schedule above, depending on the third party and the size of the account.

DFS does not negotiate fees. There may be certain exceptions in unusual situations, such as when we review and report on a client's assets that we do not directly manage. In these instances, which we review on a case-by-case basis, we charge an administrative fee.

Our clients are responsible for some additional fees and expenses not included in the above schedule. In general, all of our clients will incur transaction fees (commissions) from their broker, as well as mutual fund fees. Unless specifically requested by a client, we do not purchase funds with sales fees, including front-end loads and surrender fees. This helps keep our clients' costs down. A few clients incur custodian fees, including holding and maintenance fees for a small number of specific assets that we do not include in most accounts. Please refer to Item 12 of this brochure for more details about brokerage (custodian) fees. Although we don't generally recommend annuities to our clients, some of our clients do have them and they are often subject to custodian fees.

Item 6 Performance-Based Fees and Side-By-Side Management

Dixon Financial Services does not charge performance-based fees.

Item 7 Types of Clients

Dixon Financial Services has the following types of clients:

- Individuals who have personal investment or retirement accounts such as IRAs.
- Business owners who maintain investment accounts for the company or act as plan administrators for their company retirement and pension plans.
- Trustees who administer personal trusts for themselves, for their families, for an estate or for a charitable trust.
- Charitable Organizations that maintain endowment accounts or charitable accounts.
- Corporations that maintain accounts for non-profit organizations or associations.

Account Requirements

The minimum account size for a client of Dixon Financial Services is typically \$500,000. We may make, at our discretion, exceptions to this based on a variety of factors. These factors include, but are not limited to, considerations such as growth potential, relationship of a potential client to us or to a current client, and the type of client.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

At DFS, we do not analyze or select individual securities. Instead, we focus on allocating our clients' investment dollars among three major asset classes: stocks, bonds, and cash. We then try to identify mutual funds that focus on providing broad exposure to major sub-classes in both domestic and international markets. This strategy is called Asset Allocation, and is derived from a Nobel Prize winning financial theory called Modern Portfolio Theory. This theory provides a framework for creating portfolios with expected returns based on a given level of risk by diversifying the portfolio's investments over a wide range of securities. Rather than directly holding large numbers of individual securities in our clients' accounts, we invest our clients' funds in a mix of mutual funds that hold a large number of securities in that fund's area of focus. For instance, a fund we use that focuses on large cap international stocks has holdings in over 500 companies. The allocation is determined by an asset mix we develop for each client by working with them to discover their financial needs, their goals and their overall feelings about risk. A client's asset mix typically includes Fixed Income Funds, Large Cap US funds, Small Cap US funds, International Large Cap funds, and others. Each client's mix is part of their Investment Policy Statement. By holding a few carefully selected mutual funds, our clients can indirectly hold thousands of different stocks while keeping trading costs and trading frequency low.

We use mutual funds and occasionally ETFs from several different companies, but our focus is on mutual funds from Dimensional Fund Advisors (DFA). DFA's funds are largely developed using Modern Portfolio Theory, a core principle of our general investment philosophy. We use historical data from those funds or similar indices as part of our process to develop the asset mix for each client's Investment Policy Statement. The types of historical data used include returns, the standard deviation (a measure of risk) around those historical returns and correlation between asset classes. Correlation is a measure of how closely the price of a security moves in relation to the prices of other securities.

Dixon Financial Services also uses financial simulation programs to calculate the effect of various rates of return from different asset classes. These calculations help us develop investment plans for our clients.

Our strategy does not incur frequent trading. The strategy we use focuses on long term holdings and keeping a good balance of asset classes. However, asset classes and the funds representing them usually have different returns over time, so our clients' accounts can get out of balance. To

bring these accounts back in line with our clients' Investment Policy Statements, we trade once per quarter, and only on those accounts that are significantly out of balance. Trades will also occur when a client deposits or withdraws money from an account, or if a client requests a trade. One of our goals at DFS is to minimize trading as much as possible. Frequent trading increases our clients' costs and may create a greater tax liability for them.

Our Asset Allocation Strategy is specifically designed to minimize risk by diversifying over a wide range of asset classes and sub-classes. While this strategy helps reduce risk compared to a portfolio with only a few stocks, it does not eliminate risk entirely. Market risk, the risk of markets falling in response to economic downturns, political changes, new laws and other events, remains the biggest risk for this strategy. Market risk can include just a country or regional market, or can involve global markets. This is a risk common to all investments and investment strategies.

Please be aware that investing in securities, including investment in our Asset Allocation Strategy, involves risk of loss, including loss of principal, which our clients should be prepared to bear.

Item 9 Disciplinary Information

This item requires us to discuss any legal or disciplinary events that are material to a client's or a prospective client's evaluation of our advisory business or the integrity of our business.

Neither Dixon Financial Services nor its employees have any such events to discuss in this section.

Item 10 Other Financial Industry Activities and Affiliations

The owner and certain employees of Dixon Financial Services are licensed insurance agents and may sell life, health and disability insurance. Those individuals may maintain license arrangements with several insurance companies as necessary to meet the needs of clients. They operate as independent agents without any special arrangement with any particular insurance company. The sale of insurance products accounts for less than 2% of the representative's time of Dixon Financial Services.

The owner and certain employees of Dixon Financial Services are also licensed to sell securities through a broker/dealer, Loring Ward Capital Management Inc. Our clients have the ability to request that a licensed individual of DFS act as a Registered Representative to effect security transactions. Such transactions may result in a commission payable to the Registered Representative. Such a request is very unusual and would need to be made by a client. The commission would be disclosed to and approved by the client before the transaction would be completed.

Dixon Financial Services has entered into an agreement with Loring Ward Advisor Services to make their Strategic Asset Money Management program, Synervest Program, and other investment services they offer, available to us. We have a similar agreement with Bellatore Financial, Inc.

Dixon Financial Services has also entered into an agreement with SEI Investments to make their mutual funds, money managers, and asset management programs available to us.

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

Code of Ethics

An employee or adviser of DFS will place the needs and best interests of our clients above the needs and interests of themselves or business associates in all cases, and will not allow the pursuit of financial gain or other personal benefit to interfere with the exercise of sound professional judgment and skills. A complete copy of our code of ethics is available upon request.

Participation or Interest in Client Transactions

At times the interest of the accounts belonging to the owner and employees of DFS may correspond with client interests. At no time do any of these corresponding interests represent a material interest in the security involved.

DFS obtains information from a wide variety of public sources and has no direct sources of inside or private information. In the event that a conflict of interest arises that has significant financial implications to our clients, we will fully disclose it. All rules and regulations of the Investment Advisors Act of 1940 will be strictly enforced. Dixon Financial Services will maintain personal transaction records and will not permit insider trading.

Personal Trading

The owners and employees of DFS may and do invest in the same securities that DFS recommends to our clients and that clients hold in their accounts. This can be considered a conflict of interest in that we may have an incentive (our own investment) to encourage our clients to invest in a particular security; however, the securities we recommend to our clients are almost always mutual funds and are always large enough and liquid enough that neither our nor our clients' transactions can materially affect the price of the security. It is also possible that DFS or an employee of DFS could be buying or selling securities for our own accounts about the same time as the same securities are bought and sold for our clients. To avoid conflicts of interest here, neither DFS nor its employees may trade in advance of our clients' trades. In addition, neither DFS nor its employees will take an opposite position to one recommended to a client.

Item 12 Brokerage Practices

Dixon Financial Services does not maintain custody of our client's assets that we manage, although we may be deemed to have custody of these assets if we are given authority by our clients to withdraw assets from their accounts (see Item 15 – Custody). Our clients' assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. The qualified custodians we recommend are Charles Schwab & Co., Inc. (Schwab) and TD Ameritrade. Dixon Financial Services is independently owned and operated and not affiliated with any qualified custodian, including the two we recommend. A qualified custodian holds our clients' assets in their brokerage accounts and will buy and sell securities when instructed by our clients or by DFS using limited power of attorney if a client has approved.

While Dixon Financial Services recommends that our clients use either Schwab or TD Ameritrade, we do not require our clients to use a particular custodian. We do, however, have some restrictions. There are some custodians that do not integrate well with our computer systems and software. Because of this, we are not able to manage accounts held with those custodians. Regardless of the custodian chosen, our clients open their accounts directly with the custodian. We will assist in this process as required. Not all advisers require their clients to use a particular broker-dealer or other custodian recommended by the adviser.

How We Select Brokers/Custodians

We seek to recommend a custodian who will hold our clients' assets and execute transactions on terms that we feel offer the best value when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- 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.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us and our clients, as discussed below (see "Products and Services Available to Us From Custodians")

Brokerage and Custody Costs

The custodians that maintain accounts for our clients generally do not charge separately for custody services but are compensated by charging commissions or other fees on trades they execute or settle into each client's account. Our clients are responsible for these fees. In very rare cases, and only at the request of a client, we may need to have a trade executed on an account by a broker that is different from the broker that is actually holding the account. In addition to commissions, this may result in a flat dollar amount called a "trade away" fee. These fees are in addition to the commissions or other compensation our client pays the executing broker-dealer.

We have determined that having the recommended custodians execute trades is consistent with our duty to seek "best execution" of our clients' trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How We Select Brokers/Custodians.")

Products and Services Available to Us from Institutional Service Programs

The custodians that we work with provide a variety of support services that are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts with the custodian. If our clients collectively have less than \$10 million in assets, these custodians may charge us quarterly service fees of up to \$1,200. These services are not contingent upon us committing any specific amount of business to the custodian in trading commissions or assets in custody. Services that directly benefit our clients generally include software and support services that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting
- Provide investment research and publications from the brokerage and from third party sources

In addition, there are also services custodians provide to us that do not help our clients directly but are intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession

- Access to employee benefit providers, human capital consultants, and insurance providers
- They may also provide us with other benefits, such as occasional business entertainment of our personnel.

The availability of these Institutional Services free of charge from custodians benefits us, but creates a conflict of interest in that we have an incentive to direct our clients towards the particular brokerages that we receive these benefits from rather than a brokerage that might provide the most favorable execution. We believe that the execution methods and pricing obtained from our recommended brokerages is very competitive and that the benefits our clients receive from the provided services outweigh the benefits of getting the least expensive trade.

Trade Aggregation

Dixon Financial Services generally is not able to combine trades of the same security for multiple clients (trade aggregation) because we evaluate each account on an individual basis according to the needs and requirements of each client. This means it is possible we could buy or sell the same securities for different clients at the same or slightly different times. This may result in higher trading costs for our clients. In the rare cases where we are purchasing securities other than mutual funds, this also may result in pricing differences between clients. When we do aggregate trades, trading costs will be split proportionally between all client accounts involved in the trade.

Item 13 Review of Accounts

Account Reviews

We review accounts on a quarterly basis to evaluate changes that may occur in the allocation of a client's portfolio due to the performance of individual asset classes relative to the allocation outlined in the client's Investment Policy Statement to determine if rebalancing should occur. Client needs or requests may result in a temporary deviation from the allocation in the Investment Policy Statement. In these cases, portfolios will not be rebalanced until we are otherwise instructed by the client. We review Investment Policy Statements as needed. DFS strongly encourages our clients to talk to us about any changes to their financial lifestyle needs or goals, or about significant life events such as a marriage or retirement. Changes like these will normally trigger a review of the client's Investment Policy Statement and the associated investment model. All reviews are done by either Michael Dixon or one of Dixon Financial Services' Investment Advisers. Finally, all daily transactions are reviewed and acknowledged by at least two employees.

Reports

Dixon Financial Services provides computer generated performance reports no less than on a quarterly basis for clients utilizing our Asset Allocation Advisory Service. This report includes both details and summaries of account performance and holdings.

Some accounts with DFS are managed by a third party advisory service (see Item 10 for more information). The third party service delivers quarterly statements to clients with such accounts.

All clients will also receive quarterly and annual statements from the custodian holding their accounts.

Item 14 Client Referrals and Other Compensation

Dixon Financial Services does not pay cash or provide an economic benefit to anyone or any organization who introduces us to a client. Likewise, DFS does not receive any cash or other economic benefit for making referrals to other advisers or third party service providers.

Item 15 Custody

Clients of Dixon Financial Services will receive statements at least quarterly from the qualified custodians that maintain our clients' assets. We strongly encourage our clients to carefully review those statements. Clients should also take the time to compare these statements against the statements provided by DFS or one of our third party advisory services. Most clients have authorized us to deduct our advisory service fees directly from their accounts. Comparing these two sets of statements allows our clients to ensure that all transactions, including the deductions for the advisory fees, are proper and correct.

Item 16 Investment Discretion

The Investment Policy Statement that each client signs to establish an Advisory Service relationship with Dixon Financial Services defines the discretion we have to buy and sell securities for our clients without their prior consent. This "discretionary authority" is limited to the purchase and sale of securities within specific asset classes approved by the client in the Investment Policy Statement, and must be done in accordance with the investment model outlined in each client's Investment Policy Statement or as otherwise approved by the client.

Item 17 Voting Client Securities

Dixon Financial Services does not vote proxies for clients. Most clients do not have individual stock holdings in their accounts, but for those who do, the proxy statements will be mailed by the account custodian directly to the client at the address the custodian has on file.

Item 18 Financial Information

This section requires us to report any financial issues that DFS has that might make it difficult to meet our contractual obligations to our clients. We are also required to report any past bankruptcies here.

Dixon Financial Services is financially sound, does not have any past bankruptcies, and therefore does not have any items to report under this section.