

## **Keeler Thomas, Inc.**

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### **FORM ADV PART 2 BROCHURE**

This brochure provides information about the qualifications and business practices of Keeler Thomas, Inc. If you have any questions about the contents of this brochure, contact us directly at 801-226-0800. 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.

Additional information about Keeler Thomas, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Keeler Thomas is 109522.

Keeler Thomas, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

## **Item 2 Summary of Material Changes**

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last annual updating amendment dated February 18, 2014 there are no material changes to report.

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## Item 4 Advisory Business

### Description of Services and Fees

Keeler Thomas, Inc. is a registered investment adviser based in Orem, Utah. Our firm is organized as a subchapter S-Corporation under the laws of the State of Utah. We have been providing investment advisory services since 1987. Richard K. Jones and John L. Unice are our principal owners.

Our advisory services include: financial planning, discretionary and non-discretionary portfolio management, pension consulting, portfolio monitoring and review services, and wealth management, which may be offered to clients on an all-inclusive or individual basis. The process typically begins with a complimentary introduction meeting during which the various services we provide are explained. During or after the initial meeting, if you decide to engage us for investment advisory services, we will collect pertinent information about your personal and financial circumstances and objectives. As required, we will conduct follow-up interviews for the purpose of reviewing and/or collecting additional financial data. Prior to proceeding, we will work with you to determine the scope of the services to be provided.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

### Financial Planning Services

We provide broad-based and structured financial planning services. Financial planning will typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. Dependent upon the scope of the services to be performed by our firm, the preparation of each plan involves fact gathering, compiling, and analyzing of your liquidity needs, personal needs, insurance needs, risk tolerance, and other financial related information relevant to understanding your unique investment circumstances. Once we have review and analyzed your information, we will deliver a written financial plan to you that is designed to help you achieve your stated financial goals and objectives.

As a part of our financial planning service, we commonly recommend products other than securities. Such products may include various forms of life, and disability insurance, tax-deferred annuities, certificates of deposit, etc. Our firm and our Associated Persons will contract with Insurance Companies to offer the referenced insurance products. Neither our firm, nor our Associated Persons are "captive" agents of any company or agency, but remain independent. Companies or products are selected for recommendation based upon your individualized needs and objectives.

Financial plans are based on your financial situation at the time we present the plan to you, and on financial information you provide to our firm. Past performance is in no way an indication of future performance. We cannot offer any guarantees or promises that your financial goals and objectives will be met. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

**Portfolio Management Services**

We provide discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet our clients' individualized needs and investment objectives. If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. In limited circumstances, and at our sole discretion, we may allow clients to impose restrictions on the investments made for their account. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization forms. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account.

**Portfolio Monitoring/Review Services**

We may provide asset allocation services and/or portfolio monitoring/review services on a non-continuous basis. These services will be provided on a pre-determined basis, such as monthly, quarterly, semi-annually or annually. The frequency of the services provided will be agreed upon between you and our firm and will be detailed in the agreement for services. These services may include a review of your existing portfolio with asset allocation recommendations, management and/or monitoring of a participant's investments in a 401(k) plan, and periodic reporting.

**Pension Consulting Services**

As part of our wealth management services, we will offer pension consulting services to 401k plans, other employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include, but are not limited to, an existing plan review and analysis, asset allocation advice, asset management, communication and enrollment services, and working with the client's other advisers (legal, tax, etc.) for advice implementation purposes. These pension consulting services will generally be non-discretionary and advisory in nature.

All client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). We will provide consulting services to the plan fiduciaries as described above. Typically, the named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as we recommend. The plan fiduciary is free to seek independent advice about the appropriateness of any recommended services for the plan. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary.

We also provide plan auditing services for a separate fee. These services include review and recommendations covering such areas as: employee fiduciary training, documentation and filing, investment policy statement development, key management training, investment committee training and support, and other activities as deemed necessary by the client. These functions are outside the scope of the investment and portfolio fees outlined separately in this document.

**Wealth Management Services**

We provide advice to you as part of an ongoing Wealth Management service. These services are designed to help you organize your financial situation and invest your assets based on personal criteria and financial goals. Clients purchasing this service receive written recommendations on planning issues that are raised by our firm or that you bring to our attention. We will have periodic discussions with you to identify any changes in your risk tolerance or stated goals and objectives.

We will gather required information from copies of client documents and statements and from information supplied by you or by your other advisers. Information gathered includes details on your current financial status, future goals, and attitudes toward risk.

We will provide implementation services as part of the Wealth Management service in conjunction with your other professional advisers. We will act as a project manager and coordinate the work of the appropriate parties in a manner consistent with your direction.

### **Selection, Recommendation, Due Diligence and Performance Appraisal of Third Party Investment Advisory Services**

We have entered into agreements with various Third Party investment advisers ("Third Party Advisory Service") for the provision of certain investment advisory services.

We will provide advisory services to Clients in the selection of a particular Third Party Advisory Service. Factors considered in the selection of a Third Party Advisory Service include but may not be limited to: i) Third Party Advisory Service approved by the Broker/Dealer SagePoint Financial. ii) The Client's risk tolerance, goals and objectives, as well as investment experience; and, iii) the size of Client assets available for investment.

All securities transactions will be decided upon and executed by the Third Party Advisory Service. In order to assist in the selection of a Third Party Advisory Service, we will typically gather information from you about your financial situation, investment objectives, and reasonable restrictions you want imposed on the management of the account.

### **Ongoing Performance Monitoring And Appraisal Of Selected Third Party Advisory Services.**

Investment Adviser Representatives (IARs) will periodically review reports you receive from the third party adviser. An IAR will contact you periodically, as agreed upon with each Client, to review your financial situation and objectives, communicate information to the Third Party Advisory Service managing the account as warranted, and to assist you in understanding and evaluating the services provided by the Third Party Advisory Service. You will be expected to notify your IAR of any changes in your financial situation, investment objectives, or account restrictions. You may also directly contact the Third Party Advisory Service managing your account or sponsoring the program.

### **ADDITIONAL INFORMATION CONCERNING THIRD PARTY ADVISORY SERVICES**

A complete description of the programs and services available through a Third Party Advisory Service will be provided to you upon receipt and review of the applicable Third Party Advisory Service's Form ADV and/or Brochure; investment advisory contracts; and account opening documents.

Part 2A of Form ADV, the program wrap brochure (if applicable) or other applicable disclosure documents of the Third Party Advisory Service and of the portfolio manager(s) will be provided to all Clients interested in these programs and in particular portfolio managers.

Please Note: When investing in mutual funds and variable annuities, you are strongly encouraged to review the applicable prospectus. Mutual funds and variable annuities may impose certain restrictions on the frequency, timing and dollar amount of transactions and may impose penalty fees based upon short-term trading patterns. Such restrictions may impact the services provided by a Third Party Advisory Service.

The list of approved unaffiliated Third Party Advisory Services is under periodic review and revision and is therefore subject to change. You should consult directly with your IAR to confirm the most current list. In certain circumstances, certain Third Party Advisory Services may not be available to all Clients.

## **Types of Investments**

We recommend various types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

In addition to providing advice and recommending equity securities, certificates of deposit, investment company and debt instruments, we may purchase or sell other types of investments, such as warrants, commercial paper, variable life insurance, option contracts on securities and interests in partnerships, in certain clients' accounts as set forth in the investment advisory agreement or other account opening documentation. Other investments may also include unit investment trusts (UIT), and Real Estate Trusts (REIT).

Associated Persons may also provide assistance in the selection and retention of Third Party Advisory Service(s) which may manage your assets using a variety of investments. In connection with these referrals, we may assist Clients in selecting mutual funds, variable annuities or model portfolios consisting of mutual funds and/or variable annuities in certain advisory programs.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Certificates of deposit are generally the safest type of investment since they are insured by the federal government. However, because the returns are generally very low, it is possible for inflation to out-pace the return. Likewise, U.S. Government securities are backed by the full faith and credit of the United States government but it's also possible for the rate of inflation to exceed the returns.

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to: the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Mutual funds and exchange traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of the fund other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely which can dilute other investors' interests.

Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of interest.

A real estate investment trust or REIT is a corporate entity which invests in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income taxes. REITs can be publicly or privately held. Public REITs may be listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they actually pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). After 2012 the IRS will stop permitting stock dividends. Most REITs must refinance or erase large balloon debts this year and next. The credit markets are no longer frozen, but banks are demanding, and getting, harsher terms to re-extend REIT debt. Some REITs may be forced to make secondary stock offerings to repay debt, which will lead to additional dilution of the stockholders. Fluctuations in the real estate market can affect the REIT's value and dividends.

### **Assets Under Management**

As of December 31, 2014, we provide continuous management services for \$87,694,755 in client assets on a discretionary basis, and \$34,755,479 in client assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **Financial Planning Services - Fees**

We charge a fixed fee for financial planning services based upon an estimate of the work or resources required to complete the project. Each project is bid individually and separately. One half of the estimated fee will be due upon signing the advisory agreement, with the balance due upon presentation of the plan.

The type and amount of the fees charged will be negotiated on a case-by-case basis, and are based on the complexity of each individual client's financial situation and the scope of services to be provided. An estimate of the total cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and may request that you pay an additional fee.

You may terminate the financial planning agreement within five days of the date of acceptance without penalty. After the five-day period, either party may terminate the agreement by providing written notice to the other party. Unearned fees will be promptly refunded to the client.

### **Portfolio Management Services - Fees**

Our annual portfolio management fee is billed and payable quarterly in arrears based on the value of your account on the last day of the quarter. If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances, and is based on the following fee schedules:

**Mixed Asset Classes:** 2.0 % of the first \$250,000, 1.875% of the next \$250,000, 1.75% of the next \$500,000, and 1.5% of any amount over \$1,000,000.\*



**Fixed Income/Bond only:** 0.80% or 80 basis points.\*

\* At the advisory representative's discretion, a minimum quarterly fee requirement may apply. The minimum fee will be agreed to in advance and will be clearly set forth in the executed agreement for services.

For extraordinary services, rendered outside the scope of the management agreement, the Firm's hourly rate of \$150 will apply.

In addition to the asset management fee, you will be charged transaction fees by Fidelity, the account custodian, pursuant to the following fixed fee schedule:

- 1,500 shares: \$12.95 + \$.015 each additional share above 1,000 shares. Maximum: 5% of Principal
- Equity Pricing For \$1m households and for households with less than \$1m that have electronic delivery of statements and confirms \$7.95 per online US equity and option trades (options are \$7.95 plus \$0.75 per contract) additional charge of \$.01 per share for any orders over 10,000 shares
- Commission free online trades for a suite of 25 iShares Exchange Traded Funds (ETFs)
- Transaction Fee Funds \$20
- Certain "load" mutual funds may be transacted by the Customer's account at Net Asset Value ("NAV") without a commission charge to the customer

Associated Persons of our firm do not participate in transaction fees charged by Fidelity.

In the implementation of your objectives, we will investigate and recommend securities and non-securities products that we believe are best suited to your goals. Both types of products may pay a commission to Associated Persons of our firm. In the event these individuals receive commissions as a result of securities product recommendations, commissions will be credited against the asset management fee up to, but not exceeding 100% of the fee. We will not offset any portion of our advisory fees for commissions received by these individuals from non-securities products, such as life insurance, disability insurance, tax-deferred annuities, and certificates of deposit, among others.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements.

If an invoice is provided, we encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian please call our main office number located on the cover page of this brochure.

Either party may terminate the management agreement within five days of the date of acceptance without penalty. After the five-day period, you may terminate the portfolio management agreement upon 30-days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. Refunds are not applicable as fees are payable in arrears.

### **Portfolio Monitoring/Review Services - Fees**

The annual fees for such services are payable quarterly in arrears based on the market value of the assets on the last day of the quarter, prorated for a partial quarter. On an annualized basis, our fees for portfolio monitoring/review services, subject to negotiation, are based on the following fee schedules:

<b>Managed Assets</b>	<b>Quarterly Fee</b>
First \$250,000	\$150
\$250,001 - \$1,000,000	\$250
\$1,000,001 +	\$450

Either party may terminate the management agreement within five days of the date of acceptance without penalty. After the five-day period, either party, upon written notice to the other, may terminate the management agreement. The management fee will be pro-rated for the quarter in which the cancellation notice was given. Refunds are not applicable since our fee is paid in arrears.

### **Pension Consulting Services - Fees**

Fees for these services are in accordance with the fee schedule as set forth above under *Portfolio Management Services*.

The client may terminate the pension consulting agreement within five days of the date of acceptance without penalty to the client. Either party to the pension consulting agreement may terminate the agreement by providing written notice to the other party. The pension consulting fees will be prorated for the quarter in which the termination notice is given. Refunds are prorated based on time remaining in the quarter.

### Fees for Plan Auditing Services

The fee schedule for this service will vary depending upon the scope and involvement as established by the client. These service fees will be added to the portfolio management fees previously identified in this document and will range from 0.15% to 0.25% annually."

### **Wealth Management Services - Fees**

Wealth Management fees will be charged on a negotiated fixed fee basis which may range from \$500 to \$14,000 a year. Factors that determine our fee are based on the scope and complexity of the plan, your financial situation, your goals and objectives and the level of involvement and time we will spend with you and your other professionals (other advisers, CPA, Attorney, etc.) throughout the planning process. In limited circumstances, the cost/time could potentially exceed the initial estimate.

Fees will be billed quarterly in advance, and will be due and payable when invoiced. However, other fees and fee paying arrangements with any particular client may differ from those described above. Fees and fee paying arrangements will be clearly set forth in the advisory agreement signed by the parties. For extraordinary services, rendered outside the scope of the wealth management agreement, an hourly rate of \$150 will apply.

### **Selection, Recommendation, Due Diligence and Performance Appraisal of Third Party Investment Advisory Services - Fees**

The advisory fee you pay to the Third Party Adviser is established and payable in accordance with the brochure provided by each Third Party Adviser to whom you are referred. Compensation may differ depending on the individual agreement with each Third Party Advisor and as a result, we may have an incentive to recommend a particular Third Party Advisor over other investment managers with which our firm may have less favorable compensation arrangements or, alternative investment advisory programs--including programs offered through their own separately registered investment advisory entities.

### **THIRD PARTY ADVISORY SERVICE COMPENSATION**

Compensation generally, consists of four elements: i) management and advisory fees shared by the Third Party Advisory Services, the Firm, and its IARs; ii) transaction costs - if applicable - which may be paid to purchase and sell such securities; iii) custody fees; and iv) an additional Administrative fee paid to SPF for its supervisory services.

Such compensation, in turn, is recaptured through one of the following pricing structures:

#### **Wrap Pricing:**

Under these programs, the inclusive "wrap" fee covers account management, brokerage, clearance, custody and administrative services. In other programs, you may be charged separately for such services. The wrap fees may be higher or lower than if such services were obtained separately. Generally, wrap programs are relatively less expensive for actively traded accounts. However, they may result in higher overall costs to you in accounts that experience little trading activity.

Please note that the same or similar services may be available elsewhere at a lower cost to the Client.

#### **Unbundled Pricing:**

Other Third Party Advisory Services may be provided on an "unbundled" fee basis. In such cases, the Third Party Advisory Service's fee may be separate from the advisory fee charged by the IAR and our firm. Transaction costs may also be charged for the execution and clearance of advisory transactions directed by such Third Party Advisory Services. Further, compensation to the IARs may be in the form of commissions earned in the underlying securities portfolios, which are managed by the Third Party Advisory Service. In addition to the Firm's share of the Third Party Advisory Fee, it may charge an additional administrative fee for its Administrative and supervisory services.

You will receive an account statement from the Third Party Advisory Service at least quarterly, which includes the amount of any fees paid directly to such Third Party Advisory Service, or any other adviser selected by the Client to manage the account. These fees are in addition to the internal advisory fees and expenses paid by the mutual funds or variable annuity companies to their separate investment advisers. In addition, variable annuity companies generally impose mortality charges on such accounts, of approximately 1.25% annually.

The Firm's Administrative fees will either be bundled into the wrap fee or disclosed as a separate charge in unbundled programs.

The amount of total fees, the services provided, the payment structure, termination provisions and other aspects of each program are detailed and disclosed in: i) the Third Party Investment Advisory Service's Form ADV Part II; ii) the program wrap brochure (if applicable) or other applicable disclosure documents; iii) the disclosure documents of the portfolio manager or managers selected; or, iv) the Third Party Advisory Service's account opening documents.

Our Firm will not be paid fees through a direct contract with you. Rather, we will receive a portion of the advisory fee you pay to the Third Party Advisor as a solicitor in accordance with Rule 206(4)-3 promulgated by the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940.

Please note that the same or similar services may be available elsewhere at a lower cost to the Client.

### **ENGAGING A THIRD PARTY INVESTMENT ADVISER**

You will sign an advisory agreement or contract directly with the sponsor/adviser of the Third Party Advisory Service selected. The advisory relationship may be terminated by you or by third parties to the contract in accordance with the provisions of the program contract. You will typically receive a pro rata refund of any prepaid advisory fees. Additionally, you may terminate an advisory contract without being assessed any fees or expenses within (5) business days of its signing.

There is no guarantee that the advisory services offered will result in your goals and objectives being met. Nor is there any guarantee of profit or protection from loss. The fees and expenses you pay in connection with Third Party Advisory Service may be higher than the cost of similar services offered through other financial firms or the fees associated with other financial services. No assumption can be made that any particular fee arrangement, including wrap fee arrangements; timing services or portfolio management services of any nature will provide better returns than other investment strategies. Use of "wrap fee" programs may result in your paying fees in excess of the combined total of separate Advisory fees and brokerage commissions paid by transaction.

### **SOLICITOR'S DISCLOSURE STATEMENT**

If referred to our firm by another firm or individual not affiliated with us, the referring person is considered a solicitor. You will also receive a Solicitor's Disclosure Statement, pursuant to SEC Rule 206(4)-3. The Solicitor's Disclosure Statement provides, among other things, disclosure regarding the affiliation, if any, between our firm and the Third Party Advisory Services, the terms of the solicitation agreement between our Firm and the Third Party Advisory Services, including the amount of compensation to be paid to our Firm for the solicitation; and the additional cost to you, if any, as a result of the solicitation agreement.

### **Additional Fees and Expenses**

In addition to the investment advisory fees disclosed under the *Advisory Business* section above, you will also be charged transaction fees pursuant to a fixed schedule for trade execution (see disclosures above under *Portfolio Management Services* ). These transaction charges are paid to Fidelity, the account custodian, and are retained by Fidelity for its clearance and execution services. Neither our firm nor SPF shares in any portion of the transaction charges. If the account is opened with securities previously purchased through SPF or our firm, either our firm or SPF may have already received commissions on the purchase. If the account is opened with cash proceeds from the sale of securities purchased through SPF or our firm, either our firm or SPF may have already received commissions on the sale.

You are under no obligation to accept recommendations made by representatives of our firm, effect transactions through our firm, Associated Persons of our firm, or SPF. You may be able to purchase recommended no-load funds outside of our advisory programs at little or no transaction cost and without an advisory fee.

We may also recommend that you invest in a business development company ("BDC"), which is a form of publicly registered investment company. Like private equity funds, BDCs invest in a portfolio of generally illiquid securities of privately held companies. Fees for advice and execution on these securities are based on the total asset value of the account, which includes the value of the securities purchased as well as any cash position. Cash assets may be held temporarily in money market funds or other short-term-bearing arrangements. If this is the case, such assets may also be subject to fees payable to the manager of those funds in addition to the fees charged by our firm.

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Disclosure Brochure.

### **Compensation for the Sale of Securities or Other Investment Products**

Principals and other Associated Persons that provide investment advice on behalf of our firm are also registered representatives of SagePoint Financial, Inc., ("SPF"). SPF is a registered full services general securities broker-dealer with the Securities and Exchange Commission, a registered investment adviser, a member of the Financial Industry Regulatory Authority, and the Securities Investor Protection Corporation. SPF is a diversified financial services company engaged in the sale of specialized investment products. Our advisory representatives may recommend securities or insurance products offered by SPF to you as part of your investment portfolio. If you purchase these recommended products through an Associated Person of our firm, those individuals will receive the normal commissions associated with these products in their separate capacity as a registered representative of SPF. All such compensation is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities and/or insurance transactions for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm unless done in conjunction with an investment management program as disclosed above under the "Advisory Business" section.

As Registered Representatives of SPF, our Associated Persons on behalf of our firm may recommend the purchase or sale of investment products in which the Associated Person and SPF or a related entity may have some financial interest, including the receipt of commission based compensation. Certain mutual funds (and/or their related persons) in which you may invest make 12b-1 fee payments to broker dealers. These payments may be distributed pursuant to a 12b-1 distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. SPF and/or our Associated Persons may receive such 12b-1 fees or other compensation to the extent permitted by applicable law.

Persons providing investment advice on behalf of our firm may also be licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

We may recommend that you purchase variable annuities to be included in your investment portfolio(s). Persons providing investment advice on behalf of our firm may earn commissions on the sale of the variable annuities in his or her capacity as a registered representative of SPF. We routinely offset management fees earned on advisory accounts where our Associated Persons, in their separate



capacities as Registered Representatives of SPF, earn commissions from the sale of variable annuity products with respect to your advisory account(s). You are under no obligation, contractually or otherwise, to purchase variable annuities through any person affiliated with our firm. Please refer to the *Other Financial Industry Activities and Affiliations* section below for additional disclosures on this topic.

Any material conflicts of interest between you and our firm, or our employees are disclosed in this Disclosure Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Disclosure Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## **Item 7 Types of Clients**

We offer personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. Individuals associated with our firm will provide investment advisory services on our behalf. These individuals are appropriately licensed, qualified, and authorized to provide advisory services, and are known as Investment Adviser Representatives.

There are no minimum account balances, fees, or other conditions that are required for you to open or maintain an account with our firm.

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

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- Charting Analysis - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.
- Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
- Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends.
- Long Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

- Short Term Purchases/Trading - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.
- Modern Portfolio Theory (MPT) is a theory of investing which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets. MPT is a mathematical formulation of the concept of diversification in investing, with the aim of selecting a collection of investment assets that has collectively lower risk than any individual asset. The risk, return, and correlation measures used by MPT are mathematical statements about the future. In practice investors must substitute predictions based on historical measurements of asset return and volatility for these values in the equations. Very often such expected values fail to take account of new circumstances which did not exist when the historical data were generated.

Our investment strategies and advice will vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors.

We use software based upon Modern Portfolio Theory (MPT) to develop strategic asset allocation models based on our econometric and market forecast. MPT attempts to balance a portfolio's risk and return level based on a particular client's risk tolerance and investment objectives. The software used helps to provide clients with access to risk tolerance assessments, efficient frontier plotting, fund profiling and performance data, as well as portfolio optimization and re-balancing tools. Target allocations of model portfolios are established and reviewed at least annually for rebalance based on the investment committee's view of changing economic, fiscal, monetary, tax, and market changes. Technical analysis and tactical asset allocation is used as a risk control measure, along with trailing stops on the equity portion of the portfolio.

The foundation of our investment approach is bottom up security selection with top-down asset allocation. We employ a fundamental approach to equity valuations with primary focus on identifying the best industry sectors on a macroeconomic basis and then individual stocks within the selected sectors based upon price/value relationship. We select mutual fund managers based upon their performance, track record, investment strategy, public reports on and comparison of managers, and or their disclosure documents.

Fixed income decisions are based on fundamental analysis of macroeconomic and interest rate trends. Fixed income security selection emphasizes high-quality securities with a total return objective. Example - Grade A or better by Standard and Poor's or Moody's, with pricing at par or less. Adjustments in security quality may be made in response to specific client objectives.

For the Third-Party Advisory Referral Program, our recommendations for third-party advisers and programs will be based on research reports and analysis of performance provided by third-party advisers and publicly available research and reports regarding investment strategies and programs generally offered by a variety of third-party investment advisers. We may also utilize computer software programs provided by such third-party advisers in providing advice to our clients.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally at your request, or when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Generally, we do not use option writing as part of the investment strategy in managing accounts. However, when agreed to in advance, and in writing, we may utilize option writing, specifically covered calls, as an investment strategy in managing your account. Because this strategy is generally considered to carry a higher degree of risk, it will only be utilized when consistent with your tolerance for risk, and in accordance with your investment guidelines.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

### **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

## **Item 9 Disciplinary Information**

Keeler Thomas, Inc. has been registered and providing investment advisory services since 1987. Neither our firm nor any of our Associated Persons has any reportable disciplinary information.

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

### **Registrations with Broker-Dealer**

Persons providing investment advice on behalf of our firm are registered representatives with SPF, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. SPF may provide brokerage services to one or more of the third-party advisers to whom we refer Clients, in which capacity SPF may receive brokerage fees for transactions completed on behalf of our advisory clients, a portion of which may be paid to your advisory representative. Please refer to the "Fees and Compensation" section above for additional disclosures on this topic.

For brokerage programs provided by SPF, SPF furnishes certain materials and forms for the programs, including account agreement forms to be used by representatives of SPF when opening Client accounts. SPF reviews and, if applicable, approves the material solely in its capacity as broker-dealer for the account.

SPF may also act as paying agent with respect to payments made by third-party advisers to the Firm under solicitor's agreements between them. SPF does not act as an investment adviser with respect to any accounts, which, are referred directly by our firm to third-party advisers. **THE CLIENT DOES NOT HAVE AN INVESTMENT ADVISER RELATIONSHIP WITH SPF UNLESS THE CLIENT HAS SIGNED A DIRECT ADVISORY CONTRACT WITH SPF, AND THEN ONLY IN RELATION TO THE ASSETS SUBJECT TO THAT CONTRACT.**

### **Insurance**

Persons providing investment advice on behalf of our firm may also be licensed as an insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are



separate from our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

### **Recommendation of Other Advisers**

We may recommend that you use a third party adviser based on your needs and suitability. The third party advisers may offer timing services, asset allocation services, and wrap fee accounts. We will receive compensation from the third party adviser for recommending that you use their services by participating in the advisory fee charged by the third party adviser. These compensation arrangements present a conflict of interest because we have a financial incentive to recommend the services of the third party adviser. You are not obligated, contractually or otherwise, to use the services of any third party adviser we recommend.

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

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our advisory practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Charles Unice, Senior Partner at 801-226-0800 or [chuck@keelerthomas.com](mailto:chuck@keelerthomas.com).

### **Personal Trading Practices**

Our firm or persons associated with our firm may buy or sell -for their personal account(s)- the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our firm nor our Associated Persons shall have priority over your account in the purchase or sale of securities. This policy is designed to prevent Associated Persons from benefiting from transactions placed on behalf of advisory accounts. Please refer to the "Brokerage Practices" section in this Brochure for information on our block trading practices.

## Item 12 Brokerage Practices

We routinely recommend the brokerage and custodial services of Fidelity Brokerage Services LLC (together with all affiliate, "Fidelity"), a securities broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. We have an arrangement with Fidelity through which Fidelity provides our firm with Fidelity's "platform" services. The platform services include, among other items, brokerage, custodial, administrative support, record keeping and related services that are intended to provide support to our firm in conducting business and in serving the best interests of our clients. These services directly benefit our firm, which creates a conflict of interest. Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables our firm to obtain many

no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

Persons providing investment advice on behalf of our firm who are registered representatives of SagePoint Financial, Inc. ("SPF"). These individuals are subject to FINRA Conduct Rule 3040 that may restrict them from conducting securities transactions away from SPF unless SPF provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through SPF and its primary clearing firm, Pershing. Currently, SPF has provided advisory representatives of our firm with written authorization to place securities transactions with Fidelity.

We place all of our securities transactions with Fidelity and then periodically evaluate our relationship with Fidelity to ensure that Fidelity remains competitive with other firm providing custodial and brokerage services. This could mean that in a specific circumstance, you could pay a higher commission on a trade placed with Fidelity than you would if we had arrangements with several broker/dealers and could compare costs on each transaction. In deciding to use Fidelity and in deciding to continue using Fidelity, we have considered and continue to consider the full range and quality of services, including, among other things, execution capability, commission rate, reputation in the marketplace, financial responsibility, responsiveness to our clients and our firm, and the value of value of research services and additional brokerage products and services Fidelity provides. In recognition of the value of research services and additional brokerage products and services Fidelity provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere. We use research received from Fidelity in our general investment decision making to service all of our clients' account, not just for those accounts for which commissions may be considered to have been used to pay for the research received.

There is no requirement that you use the broker that we recommend; however, we reserve the right to not accept your account if you choose to select a broker or dealer other than Fidelity.

### Block Trades

Transactions for each client generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but are not obligated to, combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding

factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. Accounts owned by our firm or persons associated with our firm will not participate in block trading with client accounts.

We combine multiple orders for shares of the same securities purchased for discretionary accounts; however, we do not combine orders for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

### **Client Referrals**

We do not receive or consider client referrals from a broker dealers or third party.

## **Item 13 Review of Accounts**

We will conduct periodic reviews of your account(s) to ensure the advisory services provided to you and the portfolio mix remains consistent with your stated investment needs and objectives. The nature, frequency, and scope of reviews vary according to the level of services requested by the client. Depending upon the review needed, reviewers can include the investment adviser representative assigned to the account, the portfolio manager, and/or staff members. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

We will provide you with a quarterly progress statement regarding your account based on the internal rate of return. We will also provide additional written quarterly and annual reports concerning the investment management activities in your account in accordance with the terms of your agreement for services. Reports we provide to you will contain an invoice for the quarter, account information such as inventory and appraisal of account holdings, and investment performance for the quarter. Additionally, the custodian holding your funds and securities will send you a confirmation of every securities transaction and a brokerage statement at least quarterly. You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you do not receive a statement from your custodian, please contact Charles Unice, Senior Partner at 801-226-0800 or [chuck@keelerthomas.com](mailto:chuck@keelerthomas.com).

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

### **Solicitor's Disclosure Statement**

We directly compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals. In order to receive a cash referral fee from our firm, Solicitors must comply with the requirements of the jurisdictions in which they operate. If you were referred to our firm by a Solicitor, you should have received a copy of this Disclosure Brochure along with the Solicitor's disclosure statement at the time of the referral. If you become a client, the Solicitor that referred you to our firm will receive either a percentage of the advisory fee you pay our firm for as long as you are a client with

our firm, or until such time as our agreement with the Solicitor expires or a one-time, flat referral fee upon your signing an advisory agreement with our firm. You will not pay additional fees because of this referral arrangement. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with our firm. Therefore, a Solicitor has a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. We request that our Solicitors disclose to you whether multiple referral relationships exist and that comparable services may be available from other advisers for lower fees and/or where the Solicitor's compensation is less favorable.

### **Other Compensation**

Please refer to the "Fees and Compensation" section in this Brochure, persons providing investment advice on behalf of our firm are licensed insurance agents, and are registered representatives with SPF, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. Through this relationship, our firm or an Associated Person could be eligible to receive incentive awards from SPF. Also, certain Associate Persons may receive 12b-1 fees from mutual funds that pay incentive awards. Not all funds that we recommend pay 12b-1 fees. We do not distinguish between funds that do and do not pay 12b-1 fees in our investment recommendations. Insurance companies may pay renewal or trail commissions on products recommended by our firm. We do not distinguish between insurance products that do or do not pay trail commissions in our recommendations. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the "Fees and Compensation" section above.

Additionally, if you elect to purchase insurance products through an Associated Person of our firm that also holds an insurance license, our firm and/or our Associated Person will receive customary commissions based compensation.

For Advisory Referral Program accounts, we are paid by a participation in the advisory fee you pay to third-party advisers to whom we refer your accounts. We have entered into contracts with various third-party advisers performing portfolio management. A copy of the third-party adviser's disclosure brochure, or other equivalent document, will be provided to you when we recommend the third-party adviser.

### **SagePoint Financial, Inc.'s Revenue Sharing Disclosure**

SagePoint Financial, Inc. (SPF) maintains revenue sharing arrangements with certain mutual funds, insurance companies, direct participation programs (DPPs), real estate investment trusts (REITs) and third party money managers. These sponsors have greater access to our representatives to provide training and other educational presentations and product information so that they can serve investors better.

In addition to the customary sales charges, the sponsors make payments to SPF to participate in the program. For mutual funds, SPF receives a payment of up to 0.25 percent (25 basis points) on all sales of mutual fund shares (the "Gross Sales Payment"). Alternatively, SPF may receive from certain mutual funds a flat fee that does not exceed the Gross Sales Payment. SPF may also receive an additional payment, paid quarterly, of up to 0.11 percent (eleven basis points) per year of the assets under management held at SPF. For variable annuities, SPF receives a Gross Sales Payment of up to 0.35 percent (35 basis points). In addition, SPF may also receive an additional payment, paid quarterly, of up to 0.1 percent (10 basis points) per year of the assets under management. For variable universal

life insurance, SPF receives an annual flat fee payment (\$11,111.11 for Platinum sponsors and \$8,333.33 for Gold sponsors) and a payment of 5 percent of target premiums. For DPPs and REITs, SPF receives a Gross Sales Payment of up to 2 percent. For third party money managers, SPF may receive up to 0.20 percent (20 basis points) per year of the assets under management or up to 20 percent of management fees earned on behalf of registered representatives of SPF. In addition, SPF may also receive a flat fee of up to \$50,000.

Registered representatives of SPF do not receive additional compensation from SPF in connection with sales of the sponsors' products as opposed to other mutual fund families, insurance companies, DPP sponsors, REIT sponsors or third party money managers. In connection with sales of the sponsors' mutual funds, however, SPF often absorbs the nominal "ticket charge," which is normally borne by your representative (up to \$15 per transaction).

Because of these revenue sharing arrangements, representatives may prefer recommending products offered by a sponsor over other mutual funds, variable products, DPPs, REITs or third party money managers available through SPF. You should feel free to ask your representative how he or she will be compensated for any transaction involving a sponsor's products.

## **Item 15 Custody**

We directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent qualified custodian. You will receive account statements from the independent qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

We will also provide you with a quarterly progress statement regarding your account, and we will make additional written quarterly and annual reports concerning the investment management activities related to your account based on express terms of the executed agreement for services.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you do not receive a statement from your custodian, please contact Charles Unice, Senior Partner at 801-226-0800 or [chuck@keelerthomas.com](mailto:chuck@keelerthomas.com).

## **Item 16 Investment Discretion**

Before we can buy or sell securities on your behalf, you must first grant our firm discretionary trading authority over your account by signing our discretionary management agreement, a power of attorney, and/or trading authorization forms. You may grant our firm 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. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s).

## Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

## Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

## Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

## Item 20 Additional Information

### Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Charles Unice, Senior Partner at 801-226-0800 or [chuck@keelerthomas.com](mailto:chuck@keelerthomas.com), if you have any questions regarding this policy.



**Trade Errors**

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

**Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

**Business Continuity Plan**

Our Business Continuity Plan is available to you upon engagement of our firm for advisory services or thereafter by prior request.

**Electronic Means of Communication**

By entering into an advisory agreement with our firm, you agree to the use of electronic means of communication, such as email and that certain types of electronic communications are not necessarily secure. No confidential information will be sent via electronic communication.