

DISCLOSURE BROCHURE

Form ADV Part 2A

February 28, 2018



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*This brochure provides information about the qualifications and business practices of Foothills Asset Management, Ltd. If you have any questions about the contents of this brochure, please contact Keith Wibel, CFA, at (480) 777-9870. **The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.***

Foothills Asset Management, Ltd. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Foothills Asset Management, Ltd. is available on the SEC's website for "Investment Adviser Public Disclosure" at <https://adviserinfo.sec.gov>. You can search this site by a unique identifying number known as a CRD number. Foothills Asset Management, Ltd.'s CRD # is 108459.

Rule 204-3 of the Investment Advisers Act of 1940 requires that an investment adviser deliver to a client or prospective client its current brochure before or at the time it enters into an investment management agreement with that client. Information provided in the brochure should be carefully considered prior to engaging the services of the adviser.

ITEM 2 - MATERIAL CHANGES

On July 28, 2010, the United State Securities and Exchange Commission ("SEC") published "*Amendments to Form ADV*" which amends the disclosure document that is provided to clients as required by SEC Rules. This Brochure is an updated document prepared according to the SEC's requirements and rules. Our prior Disclosure Brochure was dated February 28, 2017.

This Brochure, dated February 28, 2018, provides you with a summary of Foothills Asset Management's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest among other things.

This Item will discuss only specific material changes that are made to the Brochure and provide you with a summary of such changes. A material change is defined as any change that could affect the advisory relationship or that an average client would consider important to know prior to making an investment decision. Pursuant to current SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We will provide you with other interim disclosures about material changes as necessary.

Upon request, we will provide the entire Brochure to you, at no charge, by contacting our office at (480) 777-9870. Additional information about Foothills Asset Management, Ltd. is available via the SEC's website www.adviserinfo.sec.gov.

Material Changes

There are no material changes to report since our last annual update on February 28, 2017.

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ITEM 4 - ADVISORY BUSINESS

Foothills Asset Management, Ltd. (“Foothills” or the “firm” or “we”) is an independent SEC registered¹ investment adviser founded in 1995. The firm is wholly owned and managed by its principals, Keith Wibel, CFA and his wife, Florence Wibel, as Trustees of the Wibel Family Trust.

As a firm dedicated exclusively to the asset management business, we are free from many of the conflicts of interests that may arise in advisers owned by banks, brokers or other entities. Foothills has no affiliated companies nor does it participate in any joint ventures.

Located in Scottsdale, Arizona, Foothills manages total client assets of approximately \$189 million² managed on a discretionary basis.

Typically, our clients are high-net worth individuals, corporations, trusts, endowments, charitable organizations and retirement plans. Portfolios consist primarily of individual stocks, bonds, mutual funds, exchange traded funds and money market investments. Under most circumstances, we provide investment management services on a discretionary basis. That means that we have the authority to decide which securities to purchase and sell in your account without your prior approval on a trade by trade basis. These decisions are made within the framework of a signed *Investment Policy Guideline* that is tailored to your specifications based on information that you provide to us upon entering into an advisory agreement with our firm.

We recognize that each client is different. We understand that your investment objectives, risk tolerance and constraints are unique and we address them accordingly. Through personal discussions with you, and based on your answers to questions in our *Confidential Client Questionnaire*, we collaborate with you and your other professional advisers to formulate a personalized *Investment Policy Guideline* within the context of your long- and short- term investment goals. We encourage you to promptly notify us of any changes in your investment objectives or financial situation for the purpose of re-evaluating your investment plan.

While we don't prohibit you from placing reasonable restrictions on a particular security or types of securities held in your account, we discourage this practice unless you are legally required to place such restrictions in your account(s).

It is our job and our ultimate goal to make you comfortable with the investment plan and level of risk involved to meet your objectives.

¹ Being registered with the SEC does not imply any certain level of skill or training.

² As of December 31, 2017.

ITEM 5 - FEES AND COMPENSATION

Foothills Asset Management, Ltd. is a fee-only investment advisor. Fee-only investment advisors serve clients by offering investment advice and portfolio management in exchange for a pre-determined, mutually agreed upon fee. We do not receive any other form of compensation for managing your account. This helps to eliminate any subjective influence from a broker-dealer or other financial entity and reduces many types of conflicts of interest sometimes associated with the financial services industry. Our investment management fee is based solely on the total market value of your assets under our management. Simply put, we align our interests with yours.

We believe that the fee-only approach is the best approach because the advisor is more likely to:

- Be objective
- Focus on your needs
- Favor low-cost, high value solutions
- Endeavor to minimize trading and other costs

The specific manner in which fees are charged is established in your *Investment Management Agreement* ("Agreement"). We bill on a quarterly cycle depending on the date that we begin managing the account. The annual fee is prorated quarterly and paid in arrears based upon the quarter-end market value of the assets, including accrued interest, on the last trading day of each quarterly billing cycle. Accounts initiated or terminated during the quarter will be charged a prorated fee. Upon termination of an account, any earned, unpaid fees will be due and payable. You have the right to terminate an agreement without penalty within five business days after entering into the agreement. The *Investment Management Agreement* remains in effect until terminated by either party by written notice in accordance with the terms of the agreement. Neither Foothills nor you may assign the *Investment Management Agreement* to another advisor without the prior written consent of the other party.

Foothills' fees do not include brokerage commissions³, transaction fees, custodial charges, wire transfer and electronic fund fees, and other miscellaneous fees on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of, and in addition to, Foothills' fees. Foothills does not receive any portion of these commissions, fees and costs.

Under the terms of the *Investment Management Agreement* you may choose to have Foothills send the invoice for its management services to you for payment or to have the fees directly deducted from your account(s). If the election is made to have management fees deducted from the account, it should be noted here that the custodian has no duty to verify the calculation of the fee. At the same time we request payment from the custodian, we send a copy of the invoice to you showing the amount of the management fee due, the account value on which the fee is based and how the fee was calculated. The custodian issues a statement to you showing all amounts paid from the account, including all management fees paid to the advisor.

Our standard annual fee schedule is as follows:

<u>Value of Assets</u>		<u>Fee</u>
First	\$ 1,000,000	1.00%
	\$1,000,001 - \$ 3,000,000	0.85%
	\$3,000,001 - \$ 5,000,000	0.75%
	\$5,000,000 - \$10,000,000	0.65%
Over	\$10,000,000	0.50%
Minimum Fee \$1,250 Per Quarter		

Depending upon unique circumstances, such as other account relationships, expected growth in account value, special conditions or unique portfolio guidelines, fees may be subject to negotiation.

³ Please see the section of this Brochure entitled "Item 12 - *Brokerage Practices*," which describes the factors that Foothills considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Because we do not charge performance-based fees, this Item does not apply to our firm.

Foothills Asset Management, Ltd. does not charge performance-based fees.⁴ We charge asset-based fees. Asset-based fees allow us to participate in the growth of your account. Our management fees would decline should your account value decline. Therefore, an incentive exists for us to preserve and / or increase your account value.

In this particular context, “side-by-side management” describes a practice whereby an adviser manages accounts for which it charges performance-based fees while simultaneously managing accounts for which no performance-based fees are charged. This practice has the possibility of creating a conflict of interest that must be disclosed to clients and prospective clients.

⁴ A performance-based fee is an advisory fee based on a percent of capital gains on or capital appreciation of client assets. Performance-based fees paid to investment advisors may be significantly higher than the asset-based fees paid on traditional accounts. Please refer to the section of this Brochure entitled “Item 5 - Fees and Compensation,” which describes how Foothills is compensated for its advisory services.

ITEM 7 - TYPES OF CLIENTS

Foothills Asset Management, Ltd. primarily provides investment management services to high-net worth individuals, corporations, trusts, endowments, charitable organizations and retirement plans. While our minimum portfolio size is \$500,000 of manageable assets to open an account, the minimum may be waived on a case by case basis under certain circumstances as reviewed by the firm's principals.

The efficiencies of money management work most effectively at or above this asset level. It can be more of a challenge to adequately diversify portfolios with a lower account size.

In some instances, clients with long-standing relationships with Foothills began using our services when the minimum account size was less than the current requirement. Therefore, the minimum requirement now in effect does not apply to this group of clients.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We believe the philosophy behind our investment strategy is sensible and sustainable: we strive to buy shares of good companies at reasonable prices relative to their long-term growth prospects – businesses that have competitive advantages that are likely to persist over time.

We look for companies that have a demonstrated history of:

- Generating consistent growth in earnings per share
- Growth in net income
- A strong balance sheet
- Generating better than average returns on shareholders' equity
- Above-average return on total capital used in the business

The operating results tell us a lot about both the nature of the business as well as the quality of the management.

Equity portfolios, and the equity portion of balanced accounts, are constructed from individual stocks, mutual funds and exchange traded funds ("ETF's), factoring in and being sensitive to transaction costs and the funds' internal management fees. We select mutual funds or exchange traded funds to obtain broad diversification in certain segments of the portfolio, such as international exposure.

Accounts may have between 20 and 40 different companies represented in the portfolios – a number that assures reasonable diversification. Initial stock positions range from 1% to 4% of the portfolio value. Investments in mutual funds or exchange traded funds may represent a larger percentage since the funds themselves are diversified. This allows us to maintain diversification across most economic sectors since we do not have strict limits for over- or under-weighting individual industries or sectors.

Generally speaking, we sell stocks for one of five reasons:

- The stock has reached a price that we consider to be "full" value

- The company has experienced a meaningful deterioration in its business prospects
- The stock itself is a persistent laggard relative to the market or its industry
- The value invested in the company becomes disproportionately large relative to the total portfolio
- We identify a better investment opportunity

If it is determined that a portfolio consisting primarily of fixed income securities is the appropriate type of strategy for you, it is constructed predominately with mutual funds and exchange traded funds. We believe this approach is cost-effective because it minimizes the effect of dealer mark-ups and mark-downs on individual bonds.

We utilize all sectors of the bond market in order to maximize return within acceptable levels of volatility. With the exception of securities guaranteed by the U.S. Government, we limit the amount invested in any single security to assure such broad diversification.

It's our opinion that bonds serve two key purposes in your portfolio:

- They provide consistent income with less volatility than equities
- They act as a "shock absorber" during the inevitable periods of stock market weakness

We focus on the relative value of the various sectors of the bond market which include government, agency, corporate, high-yield and municipal bonds. For example, we increase exposure to corporate bonds when they offer a substantial return relative to Treasury securities. Conversely, we emphasize Treasury securities when investors are not being compensated for taking risk.

We sell bonds for one of three reasons:

- To change the allocation between stocks and bonds
- Credit quality deteriorates
- We find better value in other segments of the market

Your ability to handle risk is related closely to your individual circumstances, including your age, time horizon, liquidity needs, portfolio size, income, investment knowledge, and attitude toward price fluctuations.

Obviously, no one invests money in anything expecting to lose it. Investing in securities involves risk of loss that all investors should be prepared to bear and those risks will never be altogether eliminated. The investment environment is dynamic, with economies and markets in motion all day – every day – across the globe. In addition, stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices. Therefore, on any given trading day, the potential for investment loss exists – as a result of domestic and international conditions and occurrences. Based on both founded and unfounded enthusiasm and fears, there's an emotional, and at times irrational, human element at play, which frequently guides stock market direction.

Having been through the ups and downs of many market cycles, we have learned that emotional responses to the daily gyrations of the stock market and economic news are not conducive to long-term investment success. We purposely design our investment process to give us the flexibility to migrate to the areas of the market that offer the most attractive risk-reward tradeoff.

A portfolio made up of a mixture of stocks and bonds – or several funds consisting of stocks and bonds – may mitigate the risk inherent in all stock market investments. By simultaneously investing in different types of securities in several sectors of the economy, our goal is to protect our clients against industry-specific downturns that have a detrimental effect on your total investment portfolio. Please remember that past performance of any given investment is no guarantee of future results.

ITEM 9 - DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be relevant to your evaluation of Foothills Asset Management, Ltd. or the integrity of Foothills' management.

Neither Foothills Asset Management, Ltd., as a firm, nor any of our investment personnel, has had any legal or disciplinary events in the history of the firm.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The only business that Foothills Asset Management, Ltd. and its investment management personnel engage in is giving investment advice to our clients. We are not affiliated with a broker-dealer and we do not select or recommend other advisors for our clients. Because we are not directly nor indirectly affiliated with, controlled by, or maintain control over other financial industry entities, we avoid related conflicts of interest that may impair the objectivity of our investment advice.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our fiduciary duty requires that we put the interests of our clients above our own. We recognize our fiduciary obligation by avoiding activities, interests, and relationships that run contrary, or appear to run contrary, to your best interests. We also believe that our firm's good name and reputation is a direct reflection on the conduct of each employee. Accordingly, Foothills Asset Management, Ltd. has adopted a *Code of Ethics* ("Code") for all supervised persons⁵ of the firm. All supervised persons must acknowledge and accept the terms of the *Code of Ethics* annually, or as amended.

Our *Code* includes the following:

- Requirements related to the confidentiality of your information
- Prohibitions on:
 - Insider trading (if we are in possession of material, non-public information)
 - The acceptance of gifts and entertainment that exceed our policy standards
- Any actual or potential conflicts of interest or any abuse of an employee's position of trust and responsibility
- Reporting of gifts and business entertainment
- Pre-clearance of employee and firm securities⁶ transactions
- Reporting on a quarterly basis all personal securities transactions
- On an annual basis, we require all employees to re-certify to our *Code*, identify members of their household and any accounts in which they have a beneficial ownership⁷, securities held in certificate form and all securities they own at that time

As a professional investment adviser we follow our own advice. As a result, we may purchase or sell the same or similar securities, or securities that are suitable for an employee or related account, but not suitable for a particular client. The specific guidelines regarding personal trading practices are designed to prevent conflicts between our employees' interests and your interests. Therefore, Foothills employees must obtain pre-clearance from the firm's President or from the Chief Compliance Officer for all trading activities in their personal accounts. Your investment interests will always come before those of our firm or those of our employees.

The provisions of our *Code of Ethics* are not all-inclusive. Rather, they set out basic principles to guide the day-to-day business activities of all personnel. It is not meant to be read once and put away, because issues of integrity are part of our daily business activities and must be discussed if and when they arise.

In addition to adherence to the *Code*, all employees are expected to comply with the spirit and letter of all applicable laws, regulations and firm policies and be sensitive to, and act appropriately in, situations that may give rise to conflicts of interest in direct violation of our *Code*. We expect our employees to conduct themselves in such a manner as to avoid:

- Serving their own personal interests ahead of your interests
- Taking inappropriate advantage of their position with the firm
- Any actual or potential conflicts of interest or any abuse of their position of trust and responsibility

Any client or prospective client may obtain a complete copy of our *Code of Ethics* by contacting our office with their request.

⁵ “Supervised person” means any director, officer, partner or any other employee of Foothills Asset Management, Ltd. who in connection with his or her regular function or duties provides investment advice to advisory clients and is subject to Foothills’ supervision or control. Generally, Foothills regards all employees as supervised persons.

⁶ A “security” means any stock, bond, future, investment contract or any other instrument that is considered a security under the Advisers Act,, such as options on securities, on indexes and on currencies; all kinds of limited partnerships; foreign unit trusts and foreign mutual funds; and private investment funds, hedge funds and investment clubs.

⁷ “Beneficial owner” means any person who owns or has authority over an account or securities whether directly or indirectly.

ITEM 12 - BROKERAGE PRACTICES

Unless we receive specific directions from you regarding the placement of brokerage business⁸, Foothills Asset Management, Ltd. makes the selection of the broker-dealers used to place trades in your account(s).

Foothills has a duty to make a good faith effort to “seek best execution” for all trades. In general, to “seek best execution” means to use a reasonable process in looking for the most favorable execution in terms that are realistically available for the trade, so that the total costs (when buying) or proceeds (when selling) for each transaction are the most favorable under the prevailing market conditions. Our selection of brokers is based upon a number of factors, such as:

- Reasonableness of commissions
- Ability to obtain a favorable price
- The broker’s reputation and integrity
- Trading expertise and responsiveness to trade orders
- Receipt of no-cost research
- Ability to provide economic and market data

Foothills’ broker committee, consisting of portfolio managers and traders, approves the selection of brokers and conducts an annual review and evaluation of the overall quality of trades affecting best execution. The custodian that you select for your account will influence our selection of broker-dealers for securities transactions. It is important that you verify that your custodian will provide you with *at least* quarterly reports on transactions and holdings for each of your accounts.

Research and Additional Benefits

As a registered investment adviser, we receive support services and have access to research products from some account custodians and/or other brokerage firms. Examples of such products and support services are indicated below, generally provided to investment advisers that utilize the service platforms of account custodians and/or other

brokerage firms without cost (and/or at a discount). While Foothills does *not* participate in any formal “soft dollar brokerage arrangement”, we do consider the receipt of support benefits and other services when directing the execution of trades to a particular brokerage. Foothills clients do not pay more for investment transactions effected and/or assets maintained at Charles Schwab & Co., (“Schwab”), generally our recommended custodian for client assets under our management, as a result of these provided services. However, this relationship can create a conflict of interest. The availability of these services from Schwab benefits us because we do not have to produce them or purchase them.

As stated, under most circumstances Foothills recommends that you establish a brokerage account with Schwab Advisor Services™, a division of Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker/dealer, member SIPC (Securities Investor Protection Corporation), to act as custodian of your assets. However, depending on your account(s) size or associated factors, we may recommend custody elsewhere. Schwab does not charge custodial fees; rather, they are compensated by accountholders through brokerage commissions or other transaction-related fees for securities trades executed through Schwab.

Whether or not you agree to the selection of Schwab as your custodian, it is important to note that we typically place all trades through them. Schwab will assess a “trade-away settlement fee” on any account transaction executed through a third-party broker-dealer. We have determined that in most instances, any execution cost savings that may be achieved by trading through third-party brokers would be outweighed by the Schwab trade-away fees. Therefore, we generally place all trades through Schwab. Our best execution considerations evaluate Schwab along with other brokers in determining any recommendation that we may make to you.

Schwab offers products and services that benefit us in managing and administering your account and/or the accounts of other clients, such as:

➤ Technology that:

- provides access to client account data
 - facilitates web-based trade execution
 - assists in allocation of aggregated trade orders for multiple client accounts
- Ability to provide current market research and pricing information
 - Ease of payment of advisory management fees from your account, if you so choose
 - Assistance with back office functions, recordkeeping and client reporting

Additional services are also available to assist us in managing and developing our business enterprise, such as consulting, publications and educational conferences on practice management, information technology, regulatory compliance and marketing. By participating in the Schwab Advisor Services™ platform, some fees for various services may be discounted or waived, provided that our collective assets custodied with Schwab are maintained at their required minimum level. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

As mentioned above, we may recommend that you custody your account with a bank or other institutional custodial broker, depending on the size of your account. Other institutions may charge a custodial fee, and/or a “trade-away settlement fee,” allowing Foothills to exercise its discretion in selecting the appropriate broker-dealer and custodian.

In evaluating whether to recommend or require that you custody your assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements that benefit our business as part of the total mix of factors we consider. This may create a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients, primarily supported by the scope, quality and price of Schwab’s services and not Schwab’s services that benefit Foothills only.

Foothills Asset Management, Ltd. aggregates (“bundles”) trading transactions when practical to achieve volume discounts. Transactions, for example, may be aggregated

when we make a decision to buy or sell the same security across multiple accounts at or near the same time. We also allocate block trades on an average share price. If accounts are held at multiple custodians, however, it will be necessary to trade through several brokers and we will not always have the ability to aggregate trades. In those instances, we are likely to receive different pricing on the same security. For similarly managed accounts, we process trades on a rotational basis to treat all client relationships fairly.

In the event that you direct us to use a particular broker-dealer, and we are able to accommodate that request, please understand that we may not have the ability to negotiate commissions or obtain volume discounts; thus, best trade execution may not always be achieved, creating a disparity in commission charges among accounts.

Currently, Foothills does not participate in a wrap fee program⁹. If, or when, we participate as an adviser in a wrap fee program, clients by and large pay the program sponsor a single fee (“wrap fee”) that is intended to cover all costs, including trading costs. The wrap sponsor (or the broker it designates) will process trades using a portion of the wrap fee to pay all brokerage commissions. As a rule, no portion of the fee is available to pay any other broker and as a result, the use of another broker would predictably impose an additional cost to the client account. Thus, the decision to participate in a wrap fee program is effectively a decision to direct all brokerage for the account to the sponsor (or the broker it designates.) Because Foothills cannot use a broker other than the sponsor to execute the wrap fee trades, wrap fee clients should understand that trades may not always receive best execution.

⁸ Please note that we do not encourage this practice.

⁹ A wrap account is one in which a brokerage (wrap sponsor) manages an investor's portfolio for a flat quarterly or annual fee. This fee covers all administrative, commission, and management expenses. The sponsor selects participating investment advisers (wrap adviser) to make investment decisions for the account based upon a particular investment style or asset allocation.

ITEM 13 - REVIEW OF ACCOUNTS

Account reviews are designed to ensure that the securities purchased or held in your account(s) are consistent with your specific investment objectives as outlined in your Investment Policy Guidelines. Your account is reviewed on an ongoing basis by our portfolio managers, to verify that investments are being managed in accordance with guidelines and whether fees and/or transaction costs are reasonable. In addition, we encourage you to meet with us at least annually to re-evaluate your investment objectives and discuss whether revisions to those objectives are called for. We will be happy to conduct a special review of your account upon request or should unusual market occurrences prevail.

Transaction confirmation notices are provided to you as they occur so that you are aware of all purchases and/or sales of securities in your account. Regular summary account statements from the custodian that detail all cash and asset transactions must be provided to you at least quarterly, but in most instances are delivered monthly if the activity in the account warrants. In addition, Foothills provides detailed reports to you at least quarterly including reporting of all assets under management, all transactions that occurred during the accounting period (i.e., dividend and interest receipts), current capital gain/loss report, account performance and additions to and withdrawals from the account that you may have made.

To better serve you in attaining your investment goals, we remind you that it is very important to advise us of any changes in your investment objectives or your financial situation. Based upon this information, we can better determine if your portfolio requires modification.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Foothills Asset Management, Ltd. does not compensate any person or entity, either directly or indirectly, for client referrals. In addition, we also do not receive any economic benefit, including commissions, equipment or non-research services, from a non-client in connection with giving advice to clients.¹⁰

¹⁰ Please refer to the section of this Brochure entitled “*Item 5 - Fees and Compensation*,” which describes how Foothills is compensated for its advisory services.

ITEM 15 – CUSTODY

As a matter of policy and practice, Foothills Asset Management, Ltd. does not take custody of assets in your account(s). This means that we do not accept, or hold, directly or indirectly, your funds or securities, or have any authority to obtain possession of them, with the exception of debiting your account for advisory fees, if you authorize us to do so. Having the authority to place trades in your account does not mean that we have custody of the account assets.

During the course of providing investment management services to you, should you wish to deposit securities or funds into your account, we will assist you in delivering those types of assets to your custodian. We respectfully request that you do not mail or deliver securities, checks or cash to us. Instead, please notify us that you need assistance in making delivery of assets to your custodian and we will provide you with appropriate forms, delivery instructions or other types of assistance. If we receive your assets inadvertently, we will return them promptly to you or notify you that we need your assistance in ensuring delivery to the custodian.

It is our policy to ensure that your funds and securities are always maintained with a qualified custodian that provides at least quarterly account statements directly to you or your authorized representative. Foothills produces a reconciliation report daily to verify that our internal accounting records match the custodian's records to ensure that all of your managed holdings are accounted for. We urge you to compare the account statements you receive from your custodian with the reports that you receive from Foothills Asset Management, Ltd.

ITEM 16 - INVESTMENT DISCRETION

Foothills Asset Management, Ltd. recommends, and usually receives, discretionary authority¹¹ at the outset of an advisory relationship, as stated in the firm's advisory management agreement. This authority allows us to decide which securities are purchased and sold in your account, the amount of each transaction and when transactions are made. Such discretion is exercised in a manner consistent with your investment objectives, limitations and account restrictions, if any.

While we prefer that you do not place restrictions on our discretion in selecting appropriate securities for your account, upon request and review, we may allow you to place reasonable restrictions on certain types of investments for your account. All such restrictions must be provided to us in writing, and must be authorized and signed by a principal of the firm.

¹¹ An adviser has “discretionary authority” if the client permits the adviser to decide which securities to purchase and sell on the client’s behalf as set forth in the advisory agreement duly executed by the client and accepted by the advisor.

ITEM 17 - VOTING CLIENT SECURITIES

Foothills Asset Management, Ltd. operates in a fiduciary¹² capacity for your account. We owe you a duty of good faith, loyalty, and full disclosure, including with regard to our proxy voting practices. Under the rules of the *Investment Advisers Act of 1940*, it is a fraudulent, deceptive, or manipulative act, practice or course of business for an investment adviser to exercise voting authority with respect to your securities, unless:

- the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interest of its clients
- the adviser describes its proxy voting procedures to its clients and provides copies on request
- the adviser discloses to its clients how they may obtain information on how the adviser voted their proxies

At the time of entering into an agreement with Foothills Asset Management, Ltd., you are required to decide whether you reserve the right to receive shareholder communication and vote proxies as the shareholder of record, or whether you will grant us the authority to receive all shareholder communication and vote the proxies relating to securities held in your account.

If you authorize us to vote proxies, we will vote in your best interest. However, there may be instances when certain votes are not in your best interest, such as when the cost of voting the proxy exceeds any benefit to you.

Through an agreement with Broadridge Investor Communication Solutions (“Broadridge ProxyEdge[®]”), a nationally known shareholder service and proxy voting provider, Foothills utilizes services to act as an independent voting agent to ensure that voting procedures are carried out and documented. Broadridge uses research from Glass Lewis & Co. to determine voting recommendations.

In deciding proxy voting matters, we may monitor and review Broadridge's recommendations for corporate actions such as changes in the state of incorporation or governance; mergers and other corporate restructurings; anti-takeover provisions; changes to capital structure, including increases and decreases of capital and preferred stock issuance; stock option plans and other management compensation issues; and social and corporate issues.

You may obtain a copy of our complete proxy voting policies and procedures upon request. You may also obtain information about how particular proxies were voted on behalf of your account.

¹² An investment adviser holds a position of special trust and confidence with a client. As a fiduciary, the adviser is required to act with undivided loyalty to the client. This includes disclosure of how the adviser is to be compensated and any corresponding conflicts of interest.

ITEM 18 - FINANCIAL INFORMATION

As a registered investment adviser, we are required to provide you with certain financial information or disclosures about our firm's financial condition. Foothills Asset Management, Ltd. has no financial condition that is reasonably likely to impair its ability to meet its contractual and fiduciary commitments to our clients and we have not been the subject of any bankruptcy petition or proceeding at any time.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 six months or more in advance.