



Dale Buckner, Inc.
301 S. Polk St., Ste. 420
Amarillo, TX 79101
(806) 358-7977 Main
(800) 299-7526 Toll Free
(806) 358-8050 Fax
www.dalebuckner.com
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This Brochure provides information about the qualifications and business practices of **DALE BUCKNER, INC. (DBI)**. If you have any questions about the contents of this Brochure, please contact us at **806-358-7977** or dale@dalebuckner.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. This Brochure should be delivered to the client within at least 48 hours prior to the client entering into an advisory agreement; or at the same time of entering the contract. If not, then the client has the right to terminate the contract without penalty within five business days without entering into the contract.

DALE BUCKNER, INC. (DBI) 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 **DALE BUCKNER, INC. (DBI)** also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The date of the last brochure was December 31, 2016. The following item has been amended:

- Daniel Martinez resigned from Dale Buckner, Inc. on September 13, 2017

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting DALE BUCKNER, President, by telephone: 806-358-7977 or by email: dale@dalebuckner.com. Our Brochure is also available on our web site www.dalebuckner.com; also free of charge.

Additional information about “DALE BUCKNER, INC. (DBI)” is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Dale Buckner, Inc. (DBI) who are registered, or are required to be registered, as investment adviser representatives of DALE BUCKNER, INC. (DBI)

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Item 4 – Advisory Business

Dale Buckner, Inc. (DBI) was established August 2, 1991. The principal of DBI is Dale E. Buckner. Dale Buckner is the President, Chairman of the Board and the sole shareholder of DBI. He earned a Master of Business Administration in Peru March 6, 1974, earned a Certified Financial Planner® designation on May 15, 1997, and an Accredited Investment Fiduciary® on May 1, 2013. He has been a Registered Representative and Registered Principal with United Planners Financial Services (UPFS) in Scottsdale, Arizona since October 28, 1998. The total Regulatory Assets Under Management as of December 31, 2017 are approximately valued at \$137,119,215. The approximate amount of Regulatory Assets Under Management charged a fee are \$114,894,144. The assets managed on a non-discretionary basis are valued at approximately \$46,463,703. The assets managed on a discretionary basis are valued at \$68,430,441. DBI tailors individual advisory services to meet the needs of the individual client. Clients may impose restrictions on investing in certain types of securities.

Financial Planning

DBI offers services to clients primarily in the role of a financial planner in which detailed analytical work is prepared for the client encompassing all areas of tax, investments, real estate, insurance and retirement planning. In the course of preparing the Client's plan, other individuals may be consulted. These may include accountants, attorneys, trust officers, pension and insurance consultants. The efforts of everyone involved are coordinated into a "teach" approach to achieve the maximum benefit for the Client. In addition, computer software programs allow the planner and Client to analyze projections and coordinate all investment and income data into a comprehensive total program that instantly portrays the impact of any changes.

Hourly Engagements

DBI offers hourly services to clients primarily with a recommendation regarding their retirement accounts outside the firm.

DBI Asset Management

DBI manages client assets under continuous and regular supervision for a fee.

DBI will provide financial advisory services for variable annuities (hereinafter the "The Variable Annuity Advisory Program"). DBI has discretion to allocate variable annuities within the lifestyle asset allocations available inside the client's annuity. At no time will DBI invest less than 15% or more than 85% into a balanced portfolio of stocks. The other percentage is invested in a balanced portfolio of fixed income. DBI will use calendar effects theory, five-year recession theory, and other economic theories to determine what allocation is appropriate.

Item 5 – Fees and Compensation

Financial Planning Fees

The client will compensate DBI for services provided to produce a Financial Plan and Investment Policy Statement at the time of delivery.

Hourly Engagement Fees

The client will pay an advisory fee per hour or an annual/quarterly advisory fee for the Hourly Engagement Services at the time of services.

DBI Asset Management Fees

TD Ameritrade Program Fees

DBI's asset management fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. 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 DBI's fee, and DBI shall not receive any portion of these commissions, fees, and costs.

Managed accounts with DBI have a minimum account size of \$30,000. A quarterly invoice of billed clients will be generated by DBI, which is in addition to the monthly account statements. The invoice reflects the value of the Regulatory Assets Under Management multiplied by the appropriate fee percentage, which yields the approximate fee.

DBI's fee schedule is as follows:

ASSET MANAGEMENT FEE

<u>Values</u>	<u>TD Ameritrade Managed by DBI</u>
\$25,000 to \$99,999	1.5%
\$100,000 to \$499,999	1.0%
\$500,000 to \$999,999	.75%
\$1,000,000 to \$2,499,999	.60%
\$2,500,000 to \$4,999,999	.50%
\$5,000,000 and above	.45%

If total value of assets held by any client and their spouse is more than \$100,000.00 in all accounts, DBI will bill clients starting at 1% on all accounts.

DBI will waive charges on Money Market and Cash held in a client's account.

DBI does not bill a management fee for non-traded assets held in the client's accounts; such as, but not limited to, non-traded REITS, Direct Participation Programs and/or Limited Partnerships.

These fees do not include transaction costs such as commissions or custody fees. Advisory fees are billed each calendar quarter, in advance. Fees are calculated by multiplying one-fourth of the indicated annual fee by the total dollar amount of the Regulatory Assets Under Management as of the last business day of the immediately completed quarter. If assets are deposited after the inception of the quarter, the fee chargeable with respect to such assets will not be charged until the next quarterly billing. For valuation purposes, the assets will be treated as if they were held in the account at the end of the quarter.

The specific manner in which fees are charged by DBI is established in a client's written agreement. Clients may also elect to be billed directly for fees or to authorize DBI to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Certain "load" mutual funds and unit investment trusts may be purchased or sold in the Client's T.D. Ameritrade account at Net Asset Value ("NAV") without a commission charged to the Client. Those particular mutual funds and unit investment trusts are hereinafter referred to as NAV funds. Any Rule 12b-1 or service fees paid by NAV funds will be retained by T.D. Ameritrade. T.D. Ameritrade charges no transaction fee on both No Load and Load Mutual Funds. T.D. Ameritrade's Mutual Fund Short-term redemption fee is 0.5% of principal - minimum \$24.00; maximum \$75.00 (Short-term redemptions are defined as redeeming shares held for 90 days or less. Certain funds may also charge a short-term redemption fee as stated in the prospectus. T.D. Ameritrade reserves the right to exempt certain funds from this fee including funds that allow short-term trading. DBI passes on these costs.

DBI effects securities transactions only through T.D. Ameritrade Institutional Services, DBI counts on the executions performed by T.D. Ameritrade Institutional Services to give our Clients acceptable execution. DBI does not "shop" multiple clearing houses for best execution. In addition, Client assets may be invested in mutual funds and exchanged traded funds. Clients should be aware that in addition to the investment advisory fees paid by the client in connection with DBI's investment management services, each investment company (mutual funds, ETF's, UIT's) also charges separate management fees and other expenses to shareholders.

Variable Annuity Advisory Program Fees

As a participant in the VA Advisory program, client will pay an annualized fee in addition to transaction charges in accordance with the Asset Management Fee schedule. The applicable

fees referenced on said schedule include all fees and charges for the services of a Registered Investment Advisor, except for sponsor company charges, IRA and Qualified Retirement Plan account termination fees, or contingent deferred sales charges.

The client will still be responsible for all fees explained in the prospectus provided at account inception.

The DBI fee will be payable quarterly in advance. Payments are due and will be assessed on the first day of each calendar quarter based on the value of the account on the last business day of the preceding quarter.

DBI will not bill for any Variable Annuity Contract that was issued less than three years from the first day of the calendar quarter. DBI will also not bill for any compensation received from the insurance company.

Due to the taxation of Variable Annuities ("VA") DBI will bill you directly.

DBI can negotiate this fee schedule:

ASSET MANAGEMENT FEE

<u>Values</u>	<u>Variable Annuities Managed by DBI</u>
\$25,000 to \$99,999	1.0%
\$100,000 to \$249,999	.75%
\$250,000 to \$499,999	.60%
\$500,000 and above	.50%

DBI receives 12b-1 fees on certain load mutual funds and trails on managed variable annuities. This fact is fully disclosed to the Client at the time of the sale. Occasionally these assets are managed by third party managers or wrap accounts that charge an additional management fee. All fees are fully disclosed at the time of purchase. The contract is deemed terminated after written instructions are received in our principal business office. Unearned fees are refunded pro-rata within 30 days of termination. Fees are negotiable for Advisory Clients. The fees for the first full quarter are non-refundable.

Item 12 further describes the factors that DBI considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

DBI's advisers are also associated with UPFS as a registered representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS registered representative, DBI's advisers may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, variable annuities, variable life insurance, stocks and bonds, and limited partnerships. If a client purchase or sells securities products through a DBI adviser

in this capacity, then he will receive commissions and related compensation, such as mutual fund service fees. Clients are under no obligation to purchase recommended securities or investment products through UPFS or DBI's advisers and may purchase such products through other unaffiliated brokers of their choice.

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

DBI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

DBI provides portfolio management services to individuals and high net worth individuals. DBI's account size requirements are as follows: Minimum Family Investment is \$60,000.00 and Minimum Individual Investment is \$30,000. Exceptions can be made by DBI management on a case by case basis during a meeting of the brokerage committee.

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

"Investing in securities involves risk of loss that clients should be prepared to bear." Each client's account is considered a separate account. Risk considerations are discussed in depth as the account is opened and before each non-discretionary trade.

Tactical Asset Allocation attempts to get the client a market rate of return while investing in a balanced portfolio of assets with less risk than the S&P Index. The risk is that the client will receive less than a market return during Strong Bull Markets when aggressive asset class investments (such as Growth, Small Cap, Emerging Markets, etc.), outperform all others.

Strategic Asset Allocation is for maximum income. Investing is in a balanced portfolio of investments that pay higher dividends, income, interest, etc. than S&P Index stocks. The primary risk is that the account can be volatile during regular market sell offs and recessions. The client can experience significant losses should they sell/cash out their account during one of the episodes.

Item 9 – Disciplinary Information

No Legal or Disciplinary Information to Report

Item 10 – Other Financial Industry Activities and Affiliations

DBI's principals and associated persons are licensed as registered representatives of a broker-dealer and as insurance agents of insurance companies; as such, they may be compensated by commissions for the sale of these products. There is an inherent conflict of interest between recommending as an adviser or advisory representative, products for which the associated persons will be compensated as registered representatives of a broker-dealer. This conflict is disclosed to client.

Principals and associated persons of DBI are also registered as representatives of UPFS, a FINRA registered broker-dealer. DBI may recommend securities or insurance products offered by UPFS, and consequently representatives will receive the usual and ordinary commissions from those transactions. Thus a conflict exists between DBI's advisory recommendations and the fact that representatives of DBI may be compensated therefrom.

DBI may also recommend third-party advisers who offer timing services, asset allocation services and wrap fee accounts. DBI, or its associated persons, may be compensated thereunder by a portion of the advisory fee as a percentage of the Regulatory Assets Under Management. Any such arrangement with third-party advisers will be disclosed to the Client, at the time of solicitation, by the use of a Solicitors Written Disclosure Statement.

Principals of DBI and associated persons of DBI are registered as insurance agents with various insurance companies, and may be compensated from the sale of insurance products to advisory clients.

Associated persons of DBI, in their capacity as registered representatives, may receive 12b-1 fees as a result of placing clients in mutual funds. The receipt of 12b-1 fees by the representative is fully disclosed to the Client at the time of recommendation. T.D. Ameritrade may receive 12b-1 fees which they may retain.

In addition, associated persons of DBI may receive referral fees from third-party advisers with whom they have placed Client assets. Those referral fees are generally a percentage of the investment management fees collected by the third-party advisers. Any such arrangement for referral and compensation is disclosed to the client at the time of solicitation.

DBI, does not pay referral fees to independent professionals who refer clients to DBI for asset management.

Item 11 – Code of Ethics

DBI has adopted the "RED CARPET POLICIES" Brochure and provides a copy to any client or prospective client who requests it. Following is a summary of the brochure:

1) Code of Ethics. The Advisors Act imposes a fiduciary duty on investment advisors. DBI has a duty of upmost good faith to act in the best interests of our clients. Our fiduciary duty compels our advisors to act with integrity in all our dealings. DBI's Code of Ethics covers Standard of Conduct, Protection of Material Non Public Information, and Personal Conduct. The policy covers Code of Ethics violations and sanctions.

2) Personal Trading Policy. This covers matters to consider before an Investment Advisor places a trade, personal trading restrictions, (general trade, initial public offerings and private placements) and the reporting of personal securities transactions. The policy covers Personal Trading policy violations and sanctions.

3) Privacy Policy. In this policy the definitions of "consumer", "client" and "confidential" information are explained. Privacy Notices are outlined: (a) Initial Privacy Notices, (2) Annual Privacy Notices and (3) Revised Privacy Notices. DBI is not required to send privacy notices or provide opt-out elections to consumers unless we intend to share the Consumer's non-public personal information with a non-affiliated third party. Safeguarding of client records and information is detailed in the privacy policy.

"RED CARPET POLICIES" can be found in their entirety at www.DaleBuckner.com

Principal (s) of DBI may, at the client's complete discretion, execute securities transactions through a registered Broker/Dealer only in the states in which the principals are registered for securities sales. In such instances, the registered principal or and any other employees of DBI, who are also registered with a broker-dealer, may receive the usual and customary commission for such transactions. These may include 12b-1 fees paid by the respective mutual fund dealers or contingent deferred sales loads (CDSLs) paid by the mutual funds themselves.

A conflict of interest exists between the client's well-being in being placed with certain mutual funds and the fact that the registered principal of DBI, and other representatives affiliated with DBI, may in fact receive pecuniary compensation in the form of 12b-1 fees and CDSLs for placing the client in those particular mutual funds.

From time to time, the principals of DBI or its associated persons may purchase securities, which are also recommended to the clients. In such case, clients' transactions will always precede any DBI purchases and clients will always receive the favorable price. DBI will keep and maintain personal securities trading records in order to prevent any abuses such as front running or insider trading.

While it is unlikely that any persons associated with DBI may ever have access to inside information, DBI has adopted an insider trading policy in order to prevent any abuse of information that may result therefrom.

The policy requires, among other things, that employees and agents of DBI attend an education program explaining insider-trading rules, and employees and agents report all securities transactions at least quarterly. Principals of DBI will monitor all trading for possible insider trading by matching trades against major moves in value of any transaction.

Item 12 – Brokerage Practices

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients.

DBI uses T.D. Ameritrade as the Custodian Broker/Dealer.

From time to time a purchase of securities will be made in a block account for more than one client. In that event, the block purchase price is averaged and each client will receive the same average price, plus his normal transaction fee.

DBI's advisory representatives are registered representatives of UPFS, which necessitates UPFS keep and maintain certain records and perform other compliance functions in relation to the advisory activities of DBI. These obligations require UPFS to coordinate with and have the cooperation of certain custodians and/or broker-dealers. Accordingly, UPFS has established a list of custodian or brokerage firms in which DBI client assets may be placed, and DBI client custodial choices will be limited to that list.

Clients are free to select any broker approved by UPFS or DBI to effect transactions in their account so long as the assets are in the custody of a custodian recommended by UPFS or DBI. Generally, DBI places all trades through T.D. Ameritrade, and client accounts will be established there and transaction executed therefrom. Due to this restriction, DBI may not, in effect, be obtaining best execution for clients. However, DBI balances this with the back-office support, computer support and research obtained from UPFS to justify placing most client trades with T.D. Ameritrade.

Item 13 – Review of Accounts

- 1) DBI recommends investment strategies, investment recommendations and financial plans be reviewed by both a RIA representative and the client at least once a year. In most cases this is done 2 to 4 times a year at no additional charge.
- 2) Tactical Asset Allocation and Strategic Asset Allocation for maximum income can require more frequent review of accounts. DBI will notify the client by letter to the address of record or email, should letters be suppressed, to have a special meeting to reallocate the account should discretion not be granted on the client's account. This is done at no additional charge.
- 3) A report of the account balances and year to date gains or losses will be prepared at no additional charge during each of these scheduled meetings. Additional reports are available online with Internet access by the client through Albridge/Statement One at no additional charge.

Item 14 – Client Referrals and Other Compensation

DBI does not compensate related persons, clients and solicitors for referrals.

Item 15 – Custody

DBI does not take custody of client assets. The custodian is responsible for supplying required monthly or quarterly statements to the client. Consolidated account statements can be prepared from time to time by DBI. The client is urged to compare these DBI prepared statements to the custodian prepared statements.

Item 16 – Investment Discretion

In some cases, DBI usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. The Adviser has a fiduciary obligation to manage the Account in the Client's best interest and to the best of his ability and judgment.

When selecting securities and determining amounts, DBI observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, DBI's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to DBI in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, DBI does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. DBI may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about DBI's financial condition. DBI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for SEC-Registered Advisers

All principals and associated persons must be FINRA registered. Professional designations preferred include CFP®, CPA, and MBA.

See Supplements attached.