



# Disclosure Brochure

March 8, 2024

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This brochure provides information about the qualifications and business practices of Cannon Capital Management, Inc. (“CCM” or “the Firm”). If you have any questions about the contents of this brochure, please contact us at (801) 566- 3190. 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 Cannon Capital Management, Inc. is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please note that registration as an investment adviser does not imply a certain level of skill or training.

## **Cannon Capital Management, Inc.**

### **Item 2. Material Changes**

This section is to identify and discuss material changes at Cannon Capital Management, Inc. (CCM) since the last annual update of this brochure which occurred on March 31, 2023.

Below are the material changes since the last annual update of this brochure which occurred on March 31, 2023:

- Christopher G. Harris, the former Chief Compliance Officer, is no longer with CCM.
- Clinton C. Cannon is the new CCO of CCM.
- CCM's venture fund Tuvalu Venture, LLC closed and assets were distributed to the private fund investors.
- The Certified Plan Fiduciary Advisor ("CPFA") certification lapsed for both Clinton Cannon & Chase Cannon.

## Cannon Capital Management, Inc.

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## **Cannon Capital Management, Inc.**

### **Item 4. Advisory Business**

Cannon Capital Management, Inc. (“CCM” or “the Firm”) is a fee-based investment advisor that offers two types of advisory services: 1) Portfolio Management and Financial Planning and 2) Pension Consulting and Advisory Services.

CCM has been in business since January of 2008 and is solely owned by Clinton C. Cannon. The experience, education and background of Clinton C. Cannon and the investment advisor representatives of CCM can be found in the accompanying Brochure Supplement document.

#### **Portfolio Management and Financial Planning**

CCM will provide the Client a free initial consultation. Among the purposes served by the initial consultation is to:

- ☐ Introduce the Client to CCM’s firm, its services and staff;
- ☐ Gather applicable information about the Client’s investment objectives, financial condition and risk tolerance that CCM will use in establishing the parameters around which CCM will develop the Client’s investment portfolio and financial plan; and
- ☐ Reach an agreement on the terms of service and compensation for CCM’s services.

If the Client elects to use CCM’s portfolio management services, the Client will sign CCM’s Investment Advisory Agreement. The Client will also sign any custodial agreements necessary to establish a custodial account with a brokerage firm and authorize CCM to execute trades in the account for the Client. Clients will be notified of all transactions by trade confirmations from their broker-dealer/custodian and through communication with CCM.

CCM will also request—through the investment Advisory Agreement—that the Client provide written authorization to allow CCM to automatically deduct its advisory fee from the Client’s account (please refer to the “Fees and Compensation” section on pages 7-8 of this Firm Brochure). CCM will not have the authority to make any other withdrawals from the Client’s account(s) under management.

Client accounts are managed on a discretionary basis, meaning CCM will buy or sell securities in the Client’s account without obtaining prior approval of trades from the client. Clients may impose restrictions on investing in certain securities or types of securities. CCM monitors Client accounts on a daily basis so that it may make any necessary transactions to keep the Client’s account in line with its investment objectives.

CCM and the Client will establish a formal review schedule to discuss the Client’s investment portfolio, their financial plan, and to review the investment returns generated in the portfolio and make any changes to the parameters around which the portfolio is managed.

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While CCM will have discretionary authority to execute buy and sell orders in the Client's account, Clients should always review their brokerage account statements to verify the trading activity and withdrawals that occur in their account(s).

CCM uses a wide variety of investment mechanisms to create portfolios for its clients. Included in the suite of investment choices are the following:

- ☐ Equity or stock tools – publicly traded and exchange-listed securities, securities that are traded over-the-counter and foreign listed issuers of stock that are American Depository Receipts (ADR) and therefore listed on the U.S. exchanges
- ☐ Mutual funds and Exchange traded Funds (ETF's)
- ☐ Corporate debt securities
- ☐ Commercial paper
- ☐ Certificates of deposit (CD'S)
- ☐ Tax free debt securities often referred to as municipal debt
- ☐ Debt issued by the U.S. Government or it's agencies
- ☐ Mutual funds and ETF's that invest in similar debt instruments as those listed above
  
- ☐ Alternative Investments such as Private Equity and Real Estate Investment Trusts (REIT)

There are risks associated with each type of investment vehicle used by CCM in the creation of a portfolio. Each investment vehicle could face the possibility of bankruptcy and the value of the underlying security, be it equity or debt, could fall to zero and result in a complete investment loss. CCM believes that the creation of a diversified portfolio severely limits the possibility of a complete portfolio loss; but, in an extreme environment such a possibility exists. However, CCM does not utilize any strategies or invest in any securities in which the loss could be greater than the investment cost of the security. CCM does not participate in any wrap fee programs.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests

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ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations;
- Never put our financial interests ahead of yours when making recommendations;
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

For more information about our conflicts of interest, please review items 5, 10, 11 and 14 or reach out to us using the contact information on the cover page of this brochure.

As of December 31, 2023, CCM had total Assets Under Management of \$304,159,448, of which \$191,709,702 are Discretionary and \$112,449,746 are Non-Discretionary.

### **Pension Consulting and Advisory Services**

CCM serves as an ERISA 3(21) investment co-fiduciary with the Plan Sponsor, a 3(38) investment - fiduciary or a Plan Consultant for Qualified Retirement Plans at the Plan Sponsor's direction. CCM's compensation is entirely fee based and includes no compensation or revenue sharing from securities used by the Plan. CCM's services in this area refer to 401(k) Plans.

CCM's Pension Consulting and Advisory Services include the following:

- ☐ Developing an Investment Policy Statement (IPS) for the Plan
- ☐ Selecting and monitoring Plan investment options for the Plan consistent with the Plan's IPS
- ☐ Scheduling and developing Trustee agendas for the Plan
- ☐ Attending, conducting and documenting Trustee meetings
- ☐ Participant investment education – through group and one on one meetings
- ☐ Coordinating Plan administration with the respective Plan service providers
- ☐ Consulting with Plan trustees regarding administration and Plan compliance with rules and regulations

CCM advocates its Pension Clients use an open architecture investment platform which allows greater flexibility and control of the investment options used by the Plan Sponsor. When an open architecture platform is used by the Client, CCM will create "pre-made" risk- based or Target Date investment portfolio models for the Plan Participants to select from using the Plan investment options. The pre-made risk- based or Target Date investment portfolios are in addition to the individual fund options from which a Plan Participant may choose to use as their investment tools in creating their own investment portfolio. CCM will offer direct advice when asked, but does not have the authority to direct the individual Plan Participants' investment choices.

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As such, CCM does not have discretionary control over individual Plan Participants investment decisions. CCM's compensation is not conditional upon the use of the pre-made risk-based or Target Date portfolio models by the Plan Participant – please refer to the "Fees and Compensation" section on pages 7 - 8 of this Firm Brochure.

The investment Securities used in the Pension Consulting and Advisory Services by CCM include:

- ☐ Publicly traded Mutual Funds and Exchange Traded Funds
- ☐ Sub-advised funds with relationships through insurance firms such as John Hancock, Principal Financial, etc.

Funds used by Clients may consist of both actively managed and passive or indexed funds.

CCM does not offer investment advice or use other investment vehicles other than those listed above in its Pension Consulting and Advisory Services.

There are risks associated with each type of investment vehicle recommended by CCM in the Pension Consulting and Advisory Services. Each investment vehicle could face the possibility of bankruptcy and the underlying funds, be it equity or debt, could fall to zero and result in a complete investment loss. CCM believes that the creation of a diversified portfolio severely limits the possibility of a complete portfolio loss; but, in an extreme environment such a possibility exists. However, CCM does not recommend or provide any strategies or funds in which the loss could be greater than the investment cost of the security.

CCM does not participate in any wrap fee programs.

### **Item 5: Fees and Compensation**

#### **Portfolio Management**

CCM prefers to deduct its fees for services by directly submitting a bill to the brokerage/custodian firm servicing the Client's account. Clients grant permission for this direct billing in CCM's Investment Advisor Agreement. However, if a Client would prefer that billing for services be made to them, a fee notice will be sent to the Client with payment expected within 30 days of the fee notice.

CCM's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. CCM does not receive any portion of these commissions, fees, and costs. The fee schedule for Cannon Capital Management, Inc. Portfolio Management Services is as follows:

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All Equity & Mixed Equity and Fixed Income Portfolios:

- .95% on assets up to \$1,000,000.00
- .85% on assets from \$1,000,001.00 to \$2,500,000.00
- .75% on assets from \$2,500,001.00 to \$4,000,000.00
- .65% on assets from \$4,000,001.00 to \$5,500,000.00
- .60% on assets > \$5,500,001.00

Fees are quoted on an annual basis. Fees are assessed at the beginning of each calendar quarter using the account's fair market value as of the last business day of the calendar quarter.

Investment advisory services may be terminated by either party with a two- day written notice. Should investment advisory services be terminated by either party, fees assessed at the beginning of the quarter will be refunded on a prorated basis. CCM does not negotiate its management fee; however, CCM does offer discounts to select friends of the Firm, employees and family.

### **Pension Consulting and Advisory Services**

CCM will bill for its services based on the Plan Sponsor's direction – some Plan Sponsors prefer to have Plan Participants pay for CCM's services, in which case a fee for service is submitted to the Plan Record keeper for payment. If a Plan Sponsor desires to pay for CCM's services themselves, a fee for service is submitted directly to the Plan Sponsor; payment is expected within 30 days of fee for service notification.

The fee schedule for Cannon Capital Management, Inc. Pension Consultant and Advisory Services is as follows:

- .50% \$0 - \$500,000.00
- .45% \$500,001 - \$1,000,000
- .41% \$1,000,001 - \$2,000,000



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.38% \$2,000,001-\$3,000,000  
.36% \$3,000,001-\$4,000,000  
.34% \$4,000,001-\$5,000,000  
.32% \$5,000,001-\$6,000,000  
.29% \$6,000,001-\$7,000,000  
.27% \$7,000,001-\$8,000,000  
.25% \$8,000,001-\$10,000,000  
.23% \$10,000,001-\$13,000,000  
.20% \$13,000,001-\$20,000,000  
Negotiated > \$20,000,000

Fees are quoted on an annual basis. Fees are assessed at the beginning of each calendar quarter using the account's fair market value as of the last business day of the calendar quarter. Pension consulting services may be terminated at any time by either party with written notice.

Clients may be charged certain fees and expenses imposed by third party broker-dealers, insurance companies, investment companies and/or custodians such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Such charges, fees and commissions are exclusive of and in addition to CCM's fee. CCM does not receive any additional compensation from any third-party fees or commissions.

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

CCM does not provide any services for performance-based (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### **Item 7. Types of Clients Served by CCM**

CCM serves a wide variety of clients including individuals, pension and profit-sharing plans including 401(k) Plan Sponsors, trusts, Estates, charitable and non-profit entities as well as for profit corporations, LLC and partnerships and other business entities.

The minimum account size for Portfolio Management Services is \$500,000.00 or as negotiated with a representative of CCM. The minimum account size for Pension Consulting and Advisory Services is \$500,000.00 or as negotiated with a representative of CCM.

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

#### **Portfolio Management**

The investment advisory services are based on the following philosophies and investment disciplines for the equity (stock) and fixed income (bond) markets.

##### Equity Investment Philosophy and Discipline:

Our equity investment philosophy is founded on a belief in diversification, minimal costs, and that some sectors of the market consistently perform better than other sectors of the market. We design our investment allocations around these differences.

Our investment discipline incorporates our philosophy and adds to it the structure of a consistent and disciplined valuation review of investment sectors including: Large Cap Stocks, Medium Cap Stocks, Small Cap Stocks, Foreign Developed Stocks, Emerging Market Stocks, Alternative Investments and Natural Resources. Based on this review we will from time to time adjust our allocations to take advantage of sectors that are inordinately cheap or unusually expensive.

We use a variety of Exchange Traded Funds (ETF's) or other similar investment vehicles to strategically allocate funds in a portfolio designated for equity exposure. The ETF's we use will generally be index funds of a broad asset class such as Large Cap, Mid Cap, Emerging International Markets, etc. or narrower sector funds such as in healthcare, finance, energy or technology. Our use of ETF funds is to create an effective means to allocate assets in a strategic manner. We feel that by using a combination of mutual funds and ETF's we can create an equity investment portfolio that will be more efficient from a volatility or risk standpoint and yet provide a diversified portfolio with significant opportunity to grow over an investor's time horizon.

Typically, equity portfolios will be comprised of up to 100% ETF's. Under certain conditions, individual stock positions will be held in portfolios.

Risks in our analysis and implementation of investment strategies include the following:

- ☐ Faulty information released by the companies in which we have made an investment
- ☐ Incorrect analysis of information regarding an investment
- ☐ Undisciplined implementation of our strategies

## **Cannon Capital Management, Inc.**

Despite the analysis performed by CCM of the investments it makes for its clients, any investment carries market risk and investors may lose their principal investment. While CCM does not engage in frequent trading strategies, all trades may carry a cost of execution, called a brokerage fee, and excessive trading can result in increased costs to the Client without an equivalent increase in return. Individual stocks will generally carry a greater amount of risk than an ETF security as the ETF will have a greater number of stocks within its holdings and thereby reduce the risk of the overall portfolio. Individual stocks and ETF securities can be leveraged which in turn increases the risk of greater loss and return. CCM does not leverage individual stocks or use leveraged ETF securities.

### Fixed Income Philosophy and Discipline

We believe in using fixed income mutual funds, exchange traded funds and private market funds to generate the highest level of income relative to the prevailing credit and maturity conditions existing in the market and as set by our client's preferences. We incorporate a discipline that involves creating a diversified portfolio of fixed income securities to meet our client's specific needs and circumstances.

We use Exchange Traded Funds (ETF's), private market funds and, in some cases mutual funds, to strategically provide income to our client portfolios. The use of fixed income ETFs allows us to quickly create a diversified portfolio of fixed income instruments from a maturity, type and credit quality standpoint. Generally, the fixed income ETF's we use will be passive and based upon an index with a specific maturity, type of issuer and credit rating that allows us the opportunity to create a more efficient fixed income portfolio by incorporating individual fixed income securities with those in a fixed income ETF.

Risks in our analysis and implementation of investment strategies include the following:

- ☐ Faulty information released by the companies in which we have made an investment
- ☐ Inability of the issuer of debt to pay back their commitment
- ☐ Undisciplined implementation of our strategies

Despite the analysis performed by CCM of the investments it makes for its clients, any investment carries market risk and investors may lose their principal investment. While CCM does not engage in frequent trading strategies, all trades may carry a cost of execution, called a brokerage fee, and excessive trading can result in increased costs to the Client without an equivalent increase in return. ETF securities can be leveraged which in turn increases the risk of greater loss and return. CCM does not leverage ETF securities.

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### **Item 9. Disciplinary Information**

Neither CCM nor any of its Representatives have had any legal or disciplinary events in their past, nor are they aware of any such pending events. Clients and prospective Clients may view the CRD records (registration records) for CCM or any of its representatives through the SEC's Investment Advisor Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The CRD number for CCM is 144247. The CRD numbers of the management of CCM and its representatives are listed alongside their biographical information in the accompanying Brochure Supplement document.

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

As noted in Item 2 above, CCM's venture capital private equity fund was closed in 2023 along with Vanuatu Capital, Inc., which provides management services to the private equity fund. Neither CCM nor any of our employees is affiliated with a broker-dealer, insurance agent, accounting firm, other investment adviser, etc.

CCM exclusively operates within its defined scope of financial activities, maintaining a clear separation from other industry engagements and affiliations. This approach ensures a focused and impartial execution of its objectives, minimizing potential conflicts of interest that may arise from external financial involvements.

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

#### **Code of Ethics**

Pursuant to SEC Rule 204A-1, CCM has a Code of Ethics that promotes the fiduciary duty of CCM and its Representatives. The Code of Ethics articulates the importance of trust as a foundation to the relationship between an investment advisor and its clients and establishes policies and procedures to ensure that CCM and its Representatives place the interests of the Clients first. The confidential information, fiduciary standard of care, personal trading on the part of the CCM and its Representatives, outside business activities of Representatives, and the disclosure of conflicts of interest.

A copy of CCM's Code of Ethics is available upon request for any Client or prospective Client.

#### **Participation or Interest in Client Transactions and Personal Trading**

CCM or its owners and Representatives may buy or sell securities which the firm has recommended to its clients. Individual transactions initiated by owners and associates of CCM as well as by CCM itself must first be cleared by the Chief Compliance Officer of the firm and are not allowed to front

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run any of the trades done on behalf of Cannon Capital Management's clients.

## **Cannon Capital Management, Inc.**

Allowing CCM, its ownership or associates to buy or sell securities which the firm is recommending to its clients could create a conflict of interest between CCM and its clients. CCM recognizes this potential conflict of interest and adheres to a strict code of ethics which has as its central point the principal of Duty of Loyalty to our clients. Duty of Loyalty means that all actions taken by anyone associated with CCM will be done within the scope of the laws and regulations of our industry, with complete integrity and placing the benefits of our clients first and foremost. Neither CCM nor any of its Representatives recommend securities to its clients in which it has a material financial interest.

### **Item 12. Brokerage Practices**

CCM does suggest the use of certain custodians to its clients. The suggestions CCM makes are based on the ability of the respective custodian(s) to execute orders in a timely and efficient manner while minimizing the cost of the transaction. CCM does not engage in the practice of using "soft dollar" commissions from the brokerage fees generated by its clients to purchase products or services from third party vendors. CCM does not recommend a particular broker- dealer based on obtaining referrals from the broker-dealer. CCM does not receive any compensation, either direct or indirect, from any brokerage charged to Client accounts.

Trades executed for clients whose assets are held in custody for them by Charles Schwab will be charged a commission rate based on the schedule established by Charles Schwab. Clients whose assets are not held in custody at Charles Schwab will have their trades executed by brokers with whom CCM will, in conjunction with the broker, determine the commission rate paid for the respective trades. CCM will seek to minimize the cost of the trades on behalf of the client. CCM will aggregate the purchase or sale of securities for various Client accounts. The aggregation of trade orders creates efficiency in price execution and prohibits any one client from receiving a favorable treatment of a trade.

### **Item 13. Review of Accounts**

Client investment advisory portfolios are reviewed on a daily or weekly basis. Reviews are triggered by systematic monitoring of the portfolios, investment actions taken by the Portfolio manager and through formal reviews with the respective clients. All reviews are conducted by a member of the Firm's investment committee consisting of: Clinton C. Cannon and CFA, Managing Director, Chace T. Cannon, AIF, QPFC and Managing Director, Managing Director.

## **Cannon Capital Management, Inc.**

Every client receives a quarterly report which depicts the cost basis and market value of each security and the portfolio as a whole. Included in the report is a listing of all securities that have been bought or sold within the most recent calendar quarter. Along with the quarterly reports of their individual portfolio, a quarterly update of the capital markets is included. Between quarterly reports, clients may receive notifications regarding events that may affect the capital markets or specific investments held in their respective portfolios. brokers it uses to execute trades on behalf of its clients or for any referrals made by CCM to other Item 14. Client Referrals and Other Compensation

CCM does not receive any revenue sharing or any other type of compensation from any of the entities.

CCM does not offer a referral fee to persons or entities.

### **Item 15. Custody**

Clients will engage an independent broker-dealer/custodian to maintain their accounts and so CCM will not have physical custody of Clients' assets, monies or securities. CCM may withdraw advisory fees directly from Clients' accounts (please see Item 5 "Fees and Compensation"). CCM is deemed to have custody solely due to the direct withdrawal of fees but does not entail all of the same legal and regulatory requirements as an investment adviser with physical custody of Clients' assets, monies or securities. Clients will receive account statements from their broker-dealer/custodian on a monthly basis and on a quarterly basis from CCM. CCM urges Clients to compare the account statements they receive from the broker-dealer/custodian with those sent by CCM.

### **Item 16. Investment Discretion**

CCM has investment discretion for Clients who choose to employ CCM's Portfolio Management Services. Investment discretion is granted to CCM as part of the investment advisory agreement the Client signs with CCM.

Pension Consulting and Advisory Services Clients do not grant investment discretion to CCM and for those Clients, CCM performs its services in a non-discretionary manner.

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### **Item 17. Voting Client Securities**

Cannon Capital does not have and will not accept authority to vote client securities. Issuer and issuer related communications are generally delivered by the custodian directly to the client. By signing the custodian application, the client acknowledges that Cannon Capital will not accept voting rights on securities.

### **Item 18. Financial Information**

CCM does not require the prepayment of fees from its clients six months or more in advance and is not required to disclose additional financial information with this document.