

Slayton Lewis

22 East 100 South

Third Floor

Salt Lake City Utah 84111

866-752-9866

www.slaytonlewis.com

March 1, 2013

This Brochure provides information about the qualifications and business practices of Slayton Lewis. If you have any questions about the contents of this Brochure, please contact us at 866-752-9866 or info@slaytonlewis.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.

Slayton Lewis 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 Slayton Lewis also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 1, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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 Marnie Sears, our Operations Manager at 866-752-9866 or Marnie@slaytonlewis.com. Our Brochure is also available on our web site www.slaytonlewis.com, also free of charge.

Additional information about Slayton Lewis 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 us who are registered, or are required to be registered, as investment adviser representatives of Slayton Lewis.

Item 3 – Table of Contents

Slayton Lewis.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	3
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-by-Side Management	5
Item 7 – Types of Clients.....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	5
Item 9 – Disciplinary Information	6
Item 10 – Other Financial Industry Activities and Affiliations	6
Item 11 – Code of Ethics	6
Item 12 – Brokerage Practices	8
Item 13 – Review of Accounts.....	8
Item 14 – Client Referrals and Other Compensation.....	8
Item 15 – Custody	9
Item 16 – Investment Discretion	9
Item 17 – Voting Client Securities.....	9
Item 18 – Financial Information.....	9
Item 19 – Requirements for State Registered Advisers.....	10
Brochure Supplement(s)	

Item 4 – Advisory Business

Slayton Lewis was incorporated in December of 2000. The principal owner is William S Campbell who currently owns 100% of all outstanding stock. Slayton Lewis provides investment management along with financial planning services to most Clients.

Investment management includes a current assessment of the Client’s investable assets, a determination of Client’s investment goals and a determination of Client’s investment risk tolerance. Slayton Lewis will present each Client with an asset allocation model that has a high

likelihood of achieving the Client's goals within the time frame desired, taking into consideration Client's tolerance for risk. Slayton Lewis will then implement the investment plan by making the appropriate investment choices and monitoring the portfolio on an ongoing basis. Many times Client will wish to retain legacy positions that they hold in their portfolio or not hold certain types of securities. Slayton Lewis can consider these preferences when formulating an appropriate investment portfolio.

If so desired, Slayton Lewis will provide financial planning services to Client, which may include a review of Client's cash flow, risk management, tax matters, retirement planning along with estate and philanthropic planning. Slayton Lewis may provide Client with a detailed plan along with appropriate strategies to increase Client's effectiveness in those given areas. This service may be included at no additional cost to Client depending upon the amount of Client's investable assets. If additional charges do apply, they will be billed at the current rate of \$250 per hour the Client will be provided with a written estimate before any hourly work begins.

As of March 2011, Slayton Lewis manages \$127 million in assets of which \$118 million is discretionary and \$9 million is non-discretionary.

Item 5 – Fees and Compensation

Investment management fees are based upon the assets managed by Slayton Lewis. The first \$1,250,000 is billed at 100 basis points (1%) the next .75 million dollars is billed at 80 basis points and any amount over 2 million dollars is billed at 60 basis points. Fees may be negotiable for larger accounts and special circumstances. If, for example, the Client has a substantial bond portfolio, Slayton Lewis may charge a lower fee schedule on the bond portion of the portfolio.

On occasion, a retainer fee may be charged if the scope of our engagement requires less portfolio supervision.

Slayton Lewis bills client accounts for a given quarter on the first business day of the following quarter by applying one-fourth of the applicable annual fee to the closing market price value on the just concluded quarter's last trading day. An account billed on the first business day of January, for example, applies one-fourth of the appropriate household rate to the account's market value on the last day of December. Retainer fees are billed monthly for the previous month. All fees are paid in arrears to avoid custody of funds and in certain circumstances some fees may be billed directly to the Client rather than deducted from their investment accounts.

In addition to fees paid to Slayton Lewis, Clients may pay additional management and administration fees to various mutual funds, ETF's or other securities used to construct a client

portfolio. These fees can range from 5 basis points to as much as 150 basis points depending upon the investment vehicle. Slayton Lewis strives to select those securities and funds that provide the most value to the Client and always considers the management expense as part of the selection process. In addition, Client may pay transaction costs to initiate a purchase or sale of assets to be held in Client's portfolio. All management contracts have a 30-day cancellation provision by either party. All billing is calculated upon the actual time the assets are managed from beginning or ending value and pro-rated for the interval from the previous billing period. If, for example, funds were deposited into a client account mid-quarter, fees would only be assessed for the time that those funds were managed and not the entire quarter.

Item 12 further describes the factors that Slayton Lewis 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

Slayton Lewis 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

Slayton Lewis provides portfolio management services primarily to High Net Worth individuals and families. In conjunction with serving those clients, retirement plans that are connected to a client relationship, as well as trusts, corporations and non-profit institutions may also be included. Slayton Lewis requires a beginning account balance of \$1 million to begin working with an individual client and \$2 million for a retirement plan.

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

Slayton Lewis' investment strategies are based on the concepts of asset allocation and low-cost index investing. Portfolio construction and analysis is based on frameworks such as Modern Portfolio Theory and mean variance optimization utilizing historical statistical analysis coupled with economic and market research to formulate asset allocations that seek to maximize risk adjusted returns. Asset allocation seeks to reduce the risk of loss but does not preclude one from risk of loss and clients should be prepared to experience losses from time to time.

Slayton Lewis will typically invest in a mix of global stocks, bonds, commodities & real estate with a focus on long term performance and low costs. There are a number of risks involved with investments of such nature, including:

Stock Market Risk - the risk that stock prices will decline.

Country/Regional Risk - the risk that world events such as political turmoil, natural disasters or economic factors will adversely impact the value of investments.

Currency Risk - the risk that the value of a foreign investment will lose value in U.S. dollar terms

Credit Risk - the risk that a bond issuer fails to pay principal or interest in a timely manner.

Interest Rate Risk - the risk that the market value of bonds will go down when interest rates go up.

We do not recommend one particular type of security but instead advocate a diversified investment approach. There are risks involved with a diversified portfolio approach.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Slayton Lewis or the integrity of the management of Slayton Lewis.

There are no items to report.

Item 10 – Other Financial Industry Activities and Affiliations

There are no items to report

Item 11 – Code of Ethics

Slayton Lewis has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Slayton Lewis must acknowledge the terms of the Code of Ethics annually, or as amended.

Slayton Lewis anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Slayton Lewis has management authority to effect,

and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Slayton Lewis its affiliates and/or clients, directly or indirectly, have a position of interest. Slayton Lewis' employees and persons associated with Slayton Lewis are required to follow Slayton Lewis' Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Slayton Lewis and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Slayton Lewis' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Slayton Lewis will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Slayton Lewis' clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Slayton Lewis and its clients.

Slayton Lewis' clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Marnie Sears.

It is Slayton Lewis' policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Slayton Lewis will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Slayton Lewis manages client accounts on a discretionary basis. These discretionary accounts are held at the custodians, which are suggested by Slayton Lewis and where Slayton Lewis' right of withdrawal is limited to payment of fees where prior consent has been obtained.

Currently, Slayton Lewis has chosen TD Ameritrade and Charles Schwab to provide custody services to our clients. These custodians were selected based upon the perceived value they provide which includes commission and transaction charges, technical integration, trading efficiency and client servicing. Slayton Lewis is indifferent as to which custodian is used and will allow each client to make their own selection subject to certain considerations.

Neither custodian provides Slayton Lewis with direct compensation for the client accounts that are set up with each organization nor do they provide any referrals. Slayton Lewis does not use the resources of either Brokerage for research. Both custodians offer some affinity discounts on certain software and financial services as a result of our custody arrangement but Slayton Lewis does not deem those benefits to be material.

Item 13 – Review of Accounts

Upon engagement of Slayton Lewis by the Client, a thorough review of the Client's goals, expectations and risk tolerance is discussed and quantified. An Investment Policy Statement is strongly advocated. This document details the various asset classes the Registrant will use to construct and manage the portfolio for each Client along with the expectations of each security selection used to manage those assets in each asset class. Once a portfolio structure is agreed upon, each Client account is reviewed on at least a quarterly basis by the firm Principal, Portfolio Manager and certain staff members to assess the appropriateness of the portfolio composition in light of current economic conditions and the Client's investment goals. If a security has fallen from the performance margins as determined by Slayton Lewis, or if compelling market or economic conditions warrant, a new position or portfolio allocation may be selected to replace the current one. In addition, a client's portfolio will be reviewed prior to any meeting or in conjunction with liquidity issues or other cash flow movements.

Item 14 – Client Referrals and Other Compensation

Slayton Lewis does not compensate any third party for Client referrals.

Item 15 – Custody

Slayton Lewis does not retain custody of any client funds. All client accounts are maintained with independent custodians, currently Charles Schwab or TD Ameritrade. Slayton Lewis has no access to client funds except for deducting management fees in accordance with the client management agreement.

Clients receive statements each month from the appropriate custodian showing current holdings along with trades and activities in the account that may have transpired during the previous month. Slayton Lewis urges each client to carefully review such statements and compare official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Slayton Lewis 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.

When selecting securities and determining amounts, Slayton Lewis observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Slayton Lewis 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. Slayton Lewis may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Balance Sheet- Slayton Lewis does not require nor solicit prepayment of fees in advance and therefore does not need to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contracted Commitments to Clients- Neither Slayton Lewis nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years- Slayton Lewis nor its Principals have filed bankruptcy in the past ten years.

Item 19 – Requirements for State Registered Advisers

Slayton Lewis is registered with the Securities and Exchange Commission and is not a State-Regulated Adviser.