

**Item 1 Cover Page**

# Moreton Asset Management, LLC

## **Part 2A of Form ADV: Brochure**

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Salt Lake City, UT 84111

Jason M. Williams, President  
801-869-4200

This brochure provides information about the qualifications and business practices of Moreton Asset Management, LLC. Moreton Asset Management is an SEC registered investment advisory firm.

Note: Registration does not imply a certain level of skill or training

If you have any questions about the contents of this brochure, please contact us at 801-869-4200 or [Team@MoretonAdvisors.com](mailto:Team@MoretonAdvisors.com). Our website address is [www.MoretonAdvisors.com](http://www.MoretonAdvisors.com).

Additional information about our firm is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with the firm who are registered, or are required to be registered, as investment adviser representatives.

This Brochure has not been approved or verified by any state or federal securities authority.

Dated May 2018

## **Item 2      Material Changes**

### **Material Changes**

This section of the Brochure will address only those material changes that have been incorporated since our last delivery or posting of this document (January 2018) on the SEC's public disclosure website (IAPD) [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

**Moreton Asset Management, LLC (MAM)** is a Limited Liability Company headquartered in the State of Utah. MAM became a State Registered Investment Advisory firm in October of 2004, and an SEC-registered Investment Advisory firm in May of 2013. MAM does advisory business in Colorado, Idaho, Montana, Nevada, Utah, Washington, and Wyoming.

Moreton Asset Management, LLC owners are as follows: 25% owned by William R. Moreton, 30.875% owned by Jason Williams, 29.875% owned by Andy Robbins, and 14.25% owned by Jordan Hansen.

**Jason M. Williams** – President and Managing Partner of MAM

Education:

BS, Political Science Brigham Young University 1999

MBA, University of New Hampshire 2003

Business Experience:

Mar 2012 – present – Moreton Asset Management, LLC, President and Managing Partner

Jan 2014 – present – Moreton Capital Markets, LLC, Registered Rep

Jan 2007 – Feb 2012 – Contango Capital Advisors, Portfolio Manager

Jun 2003 – Jan 2007 – Zions Bank, Portfolio Manager

Nov 1999 – Jun 2003 – Fidelity Brokerage Services LLC, Salesperson

**Andrew J Robbins** – Managing Partner of MAM

Education:

BS, Finance, Brigham Young University, 2001

MBA, Brigham Young University, 2008

Business Experience:

Mar 2012 – present – Moreton Asset Management, LLC, Chief Compliance Officer and Qualifying Officer

Jan 2014 – present – Moreton Capital Markets, LLC, Registered Rep

Dec 2007 to February 2012 – Contango Capital Advisors, Portfolio Manager

Jul 2001 to Dec 2007 – Zions Bank, Portfolio Manager

**Jordan C. Hansen** – Managing Partner of MAM

Education:

BS, Finance University of Utah 2006

MBA, Westminster College, 2012

Business Experience:

Mar 2012 – present – Moreton Asset Management, LLC, Managing Partner

Jan 2014 – present – Moreton Capital Markets, LLC, Registered Rep

Jan 2008 to February 2012 – Contango Capital Advisors, Portfolio Manager

Aug 2005 - Jan 2008 – Zions Bank, Portfolio Manager

**William Roger Moreton** – Minority Equity Owner of MAM

Education:

BS, Economics, University of Utah, 1982

Business Experience:

2004 to present - Moreton Asset Management, LLC, Minority Equity Owner

2004 to present - Moreton Capital Markets, LLC, Chairman/Member

1981 to present - Moreton & Company, President

2003 to 2005 - Multi-Financial Securities Corporation, Registered Representative/Investment Advisor

**About Our Referral Services**

MAM has alliances with Cambridge Investment Research, Inc. (Cambridge) and Independent Financial Partners (IFP), registered Investment Advisory Companies (RIA). MAM has exclusive referral agreements with each of these companies. MAM refers clients to these firms for financial services not offered through MAM and occasionally receives client referrals from these companies. This referral arrangement presents a conflict of interest.

MAM refers clients to registered investment advisory representatives of the Advisory Companies with whom MAM has referral agreements. You make the decision concerning what advisor or advisory firm is best qualified to meet your financial needs, you can impose restrictions on investing in certain securities or types of securities.

Associated representatives of MAM have no discretionary authority or control over investment accounts that have been referred to other Investment Advisory companies.

The advisory companies that MAM has agreements with may have “Wrap Fee Programs\*<sup>†</sup>”. If so, a Form ADV Part 2A brochure and/or Wrap Fee brochure describing the details of that company’s program will be provided to you before or at the time you agree to participate.

MAM receives a percentage of the advisory fees paid by clients for referrals to Investment Advisory Companies. This amount in most, if not all instances will not affect the normal advisory fee clients would pay. The total fee paid by clients, including the portion to be paid to MAM, will not exceed 2% of the assets under management. The referral compensation MAM receives from the third party RIA could constitute a conflict of interest.

**About our Asset Management Services**

MAM offers financial advisory services and manages client assets on a discretionary and non-discretionary basis. Investment advice and management of discretionary client funds is based on the individual needs of the client. Funds are managed in accordance with local and federal statutes and regulations governing the investment of public funds. Currently, 100 percent of the assets MAM manages are on a discretionary basis.

MAM has an arrangement with RBC, Wells Fargo Bank, N.A. and with US Bank N.A., through which RBC, Wells Fargo, or US Bank provides MAM with their platform services. Clients may choose between these institutions for services. These services include custody and safekeeping of Client assets, brokerage, trading, and administrative services. The fees and costs associated with using RBC, Wells Fargo or US Bank for these services are not passed through to the customer. Clients will not pay any additional fees to those outlined in Item 5. However, if a client selects a different bank for custody and safekeeping, they will be expected to pay those costs directly to that custodian.

MAM offers individually customized fixed income asset management services to corporate, municipal, and governmental institutions. Portfolio managers meet with prospective clients to determine investment objectives, risk tolerances, liquidity requirements, and overall investment needs. Investments may include any or all of the following:

- -Commercial paper and corporate demand note programs
- -Money market funds
- -Corporate debt securities
- -Municipal bonds
- -Certificates of Deposit
- -United States government securities,
- -Government Agency and mortgage-backed securities
- -Preferred stocks
- -Mutual Funds (fixed income and equity, including equity index funds)

Currently, the company has approximately \$1.2 billion in assets under management. All assets are managed on a discretionary basis. MAM does not currently manage any non-discretionary accounts. MAM has a Wrap Fee Brochure which describes the details of the company. This will be provided to you by MAM at or before the time you agree to participate.

\*Wrap Fee Programs or Wrap Accounts: Under a Wrap Fee program, the investor is charged one all-inclusive fee. The fee is based on assets under management, and is all-inclusive; i.e., no additional charges are incurred to the client for expenses associated with: security transactions, custody services, administrative or managerial expenses, etc. The one flat fee “wraps” all these expenses into one fee, charged monthly, quarterly, or annually.

## Item 5 Fees and Compensation

### Our Referral Business (MAM)

MAM receives a percentage of the advisory fee paid by you to the Investment Advisory Company for their services. This amount, in most instances will not affect the advisory fee you would normally pay. The referral compensation MAM receives from the third party RIA constitutes a conflict of interest.

The percentage of the referral fee paid to MAM will depend upon the referral agreement contracted with each RIA. The percentage of the fee received could vary between RIAs. The fee could be ongoing or for the first year of service, depending upon the agreement. This percentage received by MAM is not negotiable.

Information concerning advisory fee schedules, when and how fees are collected, and/or refunded, will be described in the ADV Part 2A Brochure of the RIA you determine can meet your financial needs. Investment advisory and financial planning fees charged by each RIA may vary. However, the total AUM fee paid by clients, including any portion to be paid to MAM, will not exceed two percent. The fees charged by these RIAs will likely be between .75% and 1.75% of AUM. The fees charged to clients by these advisors could depend on a number of variables (size of the account, if the advisor is doing a simple individual one time consultation, a buy/sell agreement, wealth planning, 401K consulting for small vs. large companies etc.).

MAM receives a percentage of life insurance commissions that are paid by the insurance carrier for insurance products sold. The percentage of insurance commissions paid to MAM by the insurance carrier could constitute a conflict of interest.

Neither MAM nor its associates receive compensation (commissions) generated from security related transactions. MAM is an SEC Registered Investment Advisory Company and is not securities registered with FINRA. (See item 10)

MAM and MAM associates *do not offer or recommend Investment Products* to clients who have been referred to other associated RIAs.

There is no obligation for a client to use the Investment Advisory Companies MAM has referral fee sharing agreements with. For information in regards to the termination of the Advisory relationship, refer to the selected RIA's ADV Part 2A brochure.

### Our Asset Management Services

The annualized fee for managed accounts is calculated as a percentage of assets under management, according to the following fee schedule:

<b>Assets Under Management</b>	<b>Annual Fee</b>
\$0 to \$5 Million	0.30%
\$5 to \$10 Million	0.25%
\$10 to \$20 Million	0.20%
\$20 to \$40 Million	0.175%
\$40 to \$100 Million	0.15%
Over \$100 Million	Negotiated

MAM associates do not receive compensation (commissions) generated from security related transactions.

Fees for accounts are negotiable based on factors such as referring source, the type of client (corporation, municipality, individual, etc.), the complexity of the client's situation, the composition of the client's account, pre-existing relationships, related accounts, competitive environment, market conditions, the potential for additional account deposits, custody location, the total amount of client assets under management, and other reasons MAM deems appropriate. The minimum opening account size is \$3 million. However, this is subject to management discretion. MAM may open an account that is smaller than \$3 million for reasons it deems appropriate, including, but not limited to: account's potential for future growth, other existing accounts, access to a new market, etc.

Fees for MAM accounts are calculated and charged monthly in arrears. Fees are charged directly from the client account assets, as described in the advisory contract. Clients must give permission to their Custodian to allow such an arrangement. Fees are based on the average daily balance of the assets under management.

MAM may also enter into an advisory relationship with a client and/or bill/invoice the client directly for advice rendered on an hourly basis.

MAM may also receive 2a-7 (money market trailers) fees from investment companies for some funds that are held in MAM accounts.

**Termination of the Advisory Relationship:** A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any unpaid, earned fees will be due and payable. Uncharged fees will be calculated pro-rata according to the number of days open/managed.

Neither MAM nor any supervised persons therein accept compensation for the sale of securities (commissions) or other investment products, including asset based sales charges or service fees. MAM will not require or solicit payment of fees to exceed \$500 per client more than six months in advance of services provided.

**MAM Wrap Fee Program:** Refer to Moreton Asset Management, LLC Wrap Fee Brochure for information regarding MAM's Wrap fee program.

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

MAM does not receive compensation from any Performance-Based Fees for its referral business and does not participate in side-by side management.

### **Our Referral Services**

Information concerning the practices of the Investment Advisory Firm you have chosen to work with will be provided in their ADV Part 2A on or before the time you choose to participate.

### **Our Asset Management Services**

There are no performance-based fees charged to clients at this time.

(For information on the fees, refer to Item 5)

## **Item 7      Types of Clients**

### **Our Referral Services**

Clients that can best utilize the services of the advisor that MAM may put you in touch with are:

- Individuals,
- Trusts,
- Estates or charitable institutions,
- Corporations and business entities
- State or municipal government entities

Clients referred to Investment Advisory Companies consist primarily of Accredited Investors, Business Owners and High Net Worth individuals.

There may be minimum investment amounts imposed by the RIA depending upon the service type and the RIA.

### **Our Asset Management Services**

MAM provides advisory and asset management services to the following types of clients:

- Individuals (high net worth individuals, accredited investors, business owners)
- Trusts,
- Estates or charitable institutions,
- Corporations and business entities,
- State and municipal government entities,
- Credit unions and banks,
- Insurance companies,
- Other entity types as deemed appropriate by MAM

Typically, a \$3 million minimum is required to open an account.

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

### **Our Referral Services**

The third party advisors that MAM has referral fee agreements with are or have been associates of MAM or its affiliates and/or introduced by other business partners.

Each of the third party advisors MAM has agreements with, along with the Investment Advisor Representatives that our clients are introduced to have their own specialties or expertise in the financial services industry. The backgrounds and reputations of both the RIA and the Advisory Representative are reviewed by management prior to MAM beginning discussions and/or agreement arrangements or making any client introductions. As stated in section 4, there is no obligation for a client to go with a third party RIA that we may suggest. MAM does not recommend third party RIAs that we do not have referral agreements with. This referral arrangement with a third-party RIA represents a conflict of interest.

You will receive an ADV Part 2A Brochure from your RIA at or before the time you decide to take advantage of their services explaining their methods of analysis and strategies. \*

MAM is an SEC registered investment advisory firm, who refers investment management clients to RIAs with whom they have a fee sharing agreement\*. The referral agreements that MAM has with a third-party RIA presents a conflict of interest.

### **Our Asset Management Services**

#### **Methods of Analysis**

MAM may use any or all of the following methods of analysis in managing clients' assets:

**Technical Analysis:** Analyzing historical data in order to recognize and understand patterns that may predict future price movement. However, technical analysis does not consider the underlying financial condition of a company. Therefore, any technical analysis performed would be done in tandem with other forms of analysis.

**Fundamental Analysis:** Measuring the value of a security by looking at macroeconomic factors and company-specific financial factors. Macroeconomic analysis will include trends and conditions of the overall economy, industry, and the company itself, to determine if the company is undervalued or overvalued. However, fundamental analysis does not endeavor to anticipate market movements, which could result in the price of a security moving up or down along with the overall market regardless of the specific factors considered in evaluating the security or its issuing entity.

**Asset Allocation:** In addition the selection of specific industries, and companies within those industries, we endeavor to identify an appropriate ratio of security types suitable to each client's investment policy statement. Asset allocation helps with overall portfolio diversification, but may result in a smaller potential return if one particular industry, sector, or security experiences a dramatic increase in yield.

There are many risks involved with each of the aforementioned types of analysis, some of which have already been listed. All our analysis is based on the assumption that our data used to analyze is accurate. A risk always exists that the effectiveness of our analysis may be reduced due to inaccurate or biased data.

## **Investment Strategies**

MAM portfolio managers may use any or all of the following investment strategies in managing clients' assets. Any strategies used are appropriate to the needs of the client and consistent with the client's investment objectives:

**Buy and Hold to Maturity:** The majority of our discretionary accounts will employ this type of strategy at least to some degree. Under this strategy, we intend to take advantage of higher coupon rates on longer-term bonds relative to shorter-term bonds. The intent is to invest in securities and capture the coupon payments and any other income until they mature. A benefit of such a strategy is that the return on the portfolio is more predictable. A risk of this strategy is that by holding a security to maturity, potential gains could have been made had the security been sold prior to maturity.

**Roll-out Trades:** This strategy involves the purchase of a bond with the intention of selling it at a gain before it has matured, and replacing it with another bond, usually from the same issuer, to a later maturity date, thus capturing a capital gain, and replacing a short-duration bond with a longer-duration bond. Because MAM is not paid on a performance basis nor are commissions or extra fees charged on a transactional basis, there is no incentive to 'churn' the account. Risks with this strategy involve incurring a loss when the security is sold, or holding a security longer than originally intended because it cannot be sold without incurring a loss. This strategy also results in more frequent trading than with a buy and hold-to-maturity strategy, and because of the potential capital gains, a less favorable tax treatment.

**Laddered Portfolios:** Under this strategy, a portfolio will hold several securities that mature at regular intervals, for example, monthly. As one security matures, the proceeds from the maturity are used to purchase another security at "the end of the ladder", so in this example, one month longer than the longest existing security in the portfolio. The benefit of such a strategy is that the portfolio has regular natural maturities that can be used for the liquidity requirements of the client. This strategy is also a sub-strategy of the "Buy and Hold-to-Maturity" strategy. Risks of this strategy are that the liquidity requirements of the portfolio may not line up with the 'regularly planned' intervals of the ladder.

**Customized 'Target Liquidity Date' Portfolios:** Under this strategy, portfolio managers review the client's target liquidity dates. These dates may include a target date for when a tax payment will come due, tuition, building construction projects, loan payments, etc. By communicating with the client and obtaining the correct information, the portfolio managers can structure a portfolio in a way that yield can be maximized because funds are being invested up until the point they are needed, and no un-needed liquidity will cause the yield of the portfolio to be less. The obvious risk of such a structure is that not enough "buffer" of liquidity is built into the portfolio and unforeseen liquidity needs will arise at some point, requiring one or more securities to be sold. Losses could be realized under such a scenario.

The main sources of information that MAM uses to analyze these investment strategies are:

- Financial newspapers and magazines
- Research materials prepared by others
- Corporate rating services
- Annual reports, prospectuses, filings with the SEC
- Company press releases

## **Risk of Loss**

\*Investing in any securities transactions involves the risk of loss of your assets. You should consider this factor before making any investment decisions.

**Item 9      Disciplinary Information**

There are no legal or disciplinary events to report on behalf of MAM, or its associated persons.

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

William R. Moreton is the President/Managing Member of Moreton Capital Markets, LLC, a related broker dealer under common ownership and control, as well as the President of Moreton & Co. an insurance broker, Town & Country Holding Co., a life insurance holding company and Hampton Soules, an insurance company. These activities combined are estimated to utilize approximately ninety (90%) percent of Mr. Moreton's time.

William R. Moreton is a broker/dealer agent with Moreton Capital Markets, LLC. Jason Williams, Andrew Robbins, and Jordan Hansen are registered representatives of Moreton Capital Markets, LLC, each working in administrative capacities. Each of the four aforementioned individuals utilize less than 10 hours per week in their capacities with Moreton Capital Markets, LLC.

Moreton Capital Markets, LLC, (MCM) is an affiliated broker/dealer and member of the Financial Industry Regulatory Authority (FINRA) and SIPC, as well as various state jurisdictions. MCM is a broker/dealer that trades equities and fixed income securities and shares commissions with other broker/dealers on accounts referred to them by MCM or its affiliates.\*

MAM may refer clients to MCM, but MCM has commission sharing agreements with broker/dealers that can also be a RIA with whom MAM has referral agreements. In the event securities accounts are opened or securities transactions are placed by a clients' Investment Advisor Representative and MCM has a commission sharing agreement with that broker/dealer, MCM would receive a portion of the commission received by the broker/dealer, this commission sharing arrangement would not increase the amount of commission normally charged by the broker/dealer. This commission sharing arrangement would present a conflict of interest.

MAM does not sell securities to, nor buy securities from MCM.

MCM and MAM could have the same client referrals depending upon the type of services the client requires. MAM could receive advisory referral fees for advisory services and MCM could share in security commissions for securities, mutual funds and variable contracts. This would also present a conflict of interest.

William R. Moreton is the president of Moreton & Company, an insurance broker, through which commercial insurance products and employee benefit plans are offered. This activity utilizes the bulk of Mr. Moreton's time (over 30 hours per week).

Town & Country Life Insurance Co. is a related insurance carrier whose primary products are deferred annuities and group dental insurance, in business since 1955. William R. Moreton is the chairman and President of Town & Country Life. Town & Country is owned 100% by Town & Country Holding Co. This activity utilizes (2%) of Mr. Moreton's time.

Jason Williams, Andy Robbins and Jordan Hansen are owners/members of RWH Holdings, LLC

RWH Holdings, LLC is a holding company, owned entirely by Jason Williams (1/3), Andy Robbins (1/3), and Jordan Hansen (1/3).

### **Our Referral Services**

MAM has alliances with Cambridge Investment Research, Inc. (Cambridge) and Independent Financial Partners (IFP), registered Investment Advisory Companies (RIA). MAM has exclusive referral agreements with each of

these companies. MAM receives referral clients from these firms and refers clients to these firms for financial services not offered through us.

MAM refers clients to registered investment advisory representatives of the Advisory Companies with whom MAM has referral agreements. You make the decision concerning what advisor or advisory firm is best qualified to meet your financial needs, you can impose restrictions on investing in certain securities or types of securities.

### **Our Asset Management Services**

Where appropriate, MAM and MAM affiliates may refer clients among each other. These affiliates include: Cambridge Investment Research, Inc. (Cambridge) and Independent Financial Partners (IFP), registered Investment Advisory Companies (RIA), as well as Moreton & Company. The services provided by the affiliates are distinct from and complementary to our advisory services. MAM has a referral program for their affiliates whereby MAM will pay up to 50% of its annual fee revenue for the life of the account to an affiliate for the referral of a client. In many instances, referrals will be made between affiliates and no commission or fee sharing will occur. The affiliates may choose to pass a portion of this referral fee to the referring officer.

**Conflicts of Interest:** Because of MAM associations and revenue sharing agreements, and because the managers and/or employees therein may share compensation, clients should be aware that this creates a conflict of interest. Objectivity may be impaired by these individuals when making recommendations. MAM will always endeavor to put the client's interests first, and to adhere to its fiduciary duty as an RIA. In order to achieve this objective, MAM does the following:

- Employees must obtain prior approval of any outside business activity to assure any conflicts of interests can be addressed.
- MAM maintains and documents investment policy statements from clients for every account MAM manages. All investment policy statements describe client's financial goals, investment objectives, and risk tolerances.
- Regular reviews of all client accounts are performed to verify that the investment policy statement is up to date, discuss upcoming liquidity needs or cash flows, changes in investment objectives, etc. and to ensure that the account is being managed according to the client's overall objectives.

*\* MCM does not: hold securities or cash, place securities transactions for its self or others, or carry customer accounts.*

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

### General

MAM has adopted a Code of Ethics (Code) for all of its Associated Persons 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, 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. The Code sets forth responsibilities that each of the firm's associates must comply with. Included in the Code is:

- to provide fair and full disclosure of all material facts and to act solely in the best interest of each of its clients at all times
- to adhere to MAM Insider Trading and Personal Securities Transaction Policies and ethical standards
- to comply with all federal and state securities laws at all times
- understand the fiduciary *duty* to the client
- to adhere to the provisions relating to the confidentiality of client information

All Associated persons of MAM must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of the Code will be made available to all prospective clients and clients upon request. Requests may be via phone (801-869-4200), email ([team@moretonadvisors.com](mailto:team@moretonadvisors.com)), or fax (801-869-4204).

To prevent conflicts of interest, all employees of MAM must comply with the firm's Written Supervisory Procedures.

The Code of Ethics requires monthly reports on all personal securities transactions of all company associates, with the exception of transactions in investment company securities and/or other exempt transactions: Information regarding investor orders must not be used in any way to influence trades in personal accounts or in the accounts of other clients, including those of other Employees. Trading ahead of a client's order is known as "front running" and is prohibited. Following a client's order with Employee trading activity is known as "piggybacking" or "shadowing" and is likewise prohibited. Six-month short-swing transactions (e.g., a sale and a purchase, or a purchase and a sale, occurring within a six-month period) are also prohibited.

MAM has strict reporting requirements for trade transactions placed by the associates of the company. Trade blotters of all customer trades are created and then checked against the monthly brokerage statements received by the company from the associate's broker/dealer to ensure that there are no conflicts of interest where customer transactions are concerned. Associated persons of the firm are not allowed to actively trade in securities that may be recommended to clients.

Further, such Code of Ethics imposes certain policies and procedures concerning the misuse of material non-public information that is designed to prevent insider trading by any officer, partner, or associated person of MAM.

## **Item 12      Brokerage Practices**

### **Our Referral Services**

MAM is not securities licensed or registered with the Financial Industry Regulatory Authority (FINRA).

MAM, when referring clients, does not recommend broker/dealers to clients, the ultimate decision to recommend or require a certain broker/dealer is typically made by the Advisor Representative of the RIA, however, it is the clients decision as to what broker/dealer trade transactions will be placed through.

William Moreton shares commissions with other broker-dealers on accounts that were referred to those other broker-dealers or registered investment advisers by Moreton Capital Markets, LLC. As a licensed broker-dealer agent, William Moreton also receives commissions through the sale of insurance products (sold through MCM or Moreton & Company). Jason Williams, Andy Robbins, or Jordan Hansen do not receive compensation (commissions) from securities transactions.

MAM is affiliated with Moreton Capital Markets, LLC, (MCM) a FINRA Member broker/dealer. MCM shares commissions with other FINRA member broker/dealers for clients referred to them by MCM. MCM does not hold customer accounts, does not trade for customer accounts nor does it have trading accounts, and does not receive securities or cash from customers.

Conflicts of interest could exist if the Investment Advisory Firm that MAM refers you to, is a FINRA member broker/dealer. If there are securities transactions in an account with a broker/dealer that MCM has a commission sharing agreement with, MCM could share a percentage of the commissions charged by that broker/dealer. This would be considered a conflict of interest

### **Our Asset Management Services**

MAM is not securities licensed or registered with the Financial Industry Regulatory Authority (FINRA). MAM is a Registered Investment Advisory firm with the Securities and Exchange Commission.

MAM recommends broker/dealers to their asset management clients. The ultimate decision regarding which broker/dealer to use for individual trades is made by MAM. Portfolio Managers always try to select the brokers or dealers, which will provide the best services at the best rates, all else equal. If dictated by a client's investment policy statement (IPS) or by a regulatory body's requirements, MAM will use only those broker dealers that are allowed on the IPS or the regulatory body's list of Certified Dealers.

MAM has arrangements with Wells Fargo Bank, N.A., RBC, and with US Bank through which Wells Fargo, RBC, and US Bank provide MAM with their platform services. These services include custody and safekeeping of Client assets, brokerage, trading, and administrative services. The fees and costs associated with using Wells Fargo, RBC, or US Bank for these services are not passed through to the customer. Clients will not pay any additional fees to those outlined in Item 5. However, if a client selects a different bank for custody and safekeeping, they will be expected to pay those costs directly to that custodian.

There is no referral agreement between MAM and Wells Fargo Bank N.A., between MAM and RBC, or between MAM and US Bank and there are no commissions sharing agreements between MAM and any other broker/dealer that MAM uses for their asset management services.

MAM will endeavor to ensure that no client or account will be favored over another.

Neither MAM nor its associates receive compensation (commissions) from securities transactions.

MAM is affiliated with Moreton Capital Markets, LLC, (MCM) a FINRA Member broker/dealer. MCM only shares commissions with other FINRA member broker/dealers for clients that have been referred to them by MCM. MCM does not hold customer accounts, does not trade for customer accounts nor does it have trading accounts, and does not receive securities or cash from customers. MCM does not have referral agreements with broker-dealers used by MAM for their asset management services.

Conflicts of interest could exist if the Investment Advisory Firm that MAM refers you to is a FINRA member broker/dealer. If there are securities transactions in a brokerage account with a broker/dealer that MCM has a commission sharing agreement with, MCM could share a percentage of the commissions charged by that broker/dealer. Additionally, MAM employees who are also employees of MCM may receive commissions from MCM in their capacity as employees of MCM.

There is no referral agreement between MCM and Wells Fargo Bank N.A., between MCM and RBC, or between MCM and US Bank and there are no commissions sharing agreements between MCM and any other broker/dealer that MAM uses for their asset management services. However, because MCM uses RBC for its clearing and safekeep services, and MAM uses RBC for its custody services, a conflict of interest may exist because some of the fees charged to MCM and to MAM by RBC are shared by the two affiliated firms.

MAM uses several different broker-dealers for securities transactions. Some of these broker-dealers provide soft-dollar benefits to MAM in the form of research. No client brokerage commissions (markups or markdowns) are generated by MAM as a result of trades directed to such broker-dealers. The research benefits MAM receives from broker-dealers is a benefit MAM derives simply by being a customer of such broker-dealers. There are no quotas or targets MAM is required to meet in order to qualify to receive any research or other soft dollar benefits. The pricing of transactions is not affected as a result of this arrangement.

MAM is authorized in its discretion (but is not obligated) to aggregate, batch or combine purchases and sales and other transactions made for the Account with purchases and sales and other transactions in the same or similar securities or instruments for other clients of MAM. MAM will endeavor to process all Account transactions in a timely manner, but MAM neither represents nor warrants that any such transaction will be processed or effected by the qualified custodian or broker-dealer on the same day as requested.

## **Item 13      Review of Accounts**

### **Our Referral Services**

Reviews may be triggered by material changes in variables such as your individual circumstances or the market economic or political environment.

Typically, accounts are reviewed at least annually, some RIA require quarterly reviews of client accounts for continued suitability, change of objectives or do the risk factors for the client remain the same.

You should refer to your RIA's Form ADV Part 2A brochure for their policies and practices.

### **Our Asset Management Services**

Reviews may be triggered by material changes in variables such as your individual circumstances or the market economic or political environment.

Accounts are reviewed by at least one of the MAM portfolio managers (Jason Williams, Andy Robbins, Jordan Hansen, and Ben Sehy) at least annually, but are monitored continually for suitability. The annual reviews compare your portfolio holdings and the portfolio as a whole to your investment policy statement and to your stated liquidity requirements, risk tolerance, and other circumstances. Accounts will also be monitored, and reviewed in the context of the market and economy.

Monthly statements will be provided to clients via an online system with a login ID and password. Additionally, statements will be provided to clients by the qualified Custodian at least quarterly. Please refer to Item 15 for more information.

### **Trade errors**

While we will attempt to correct trading errors as soon as they are discovered, MAM and its employees may not be responsible for poor executions or trading errors caused by the brokers with whom MAM transacts, unless such errors resulted from our negligence, fraud or willful misconduct.

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

### **Our Referral Services**

MAM shares a percentage of investment advisory fees for the referral of clients to other investment advisory companies.

Because of potential conflicts of interest, all referral fees are paid in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any applicable state securities law requirements. Additionally, all referral fees will be paid entirely from the investment management fee MAM collects from clients. No additional charges from those described in Item 5 will be made to clients.

MAM receives economic benefit in the form of commissions for insurance products from the carrier. Clients are not obligated to use any recommended insurance company, agency or broker, this creates a conflict of interest.

MAM does not receive products or services (known as soft dollar benefits) from its referral services.

MAM is not securities licensed and does not share in compensation (commissions) generated from security related transactions.

From time to time, MAM may compensate parties for the referral of clients for life insurance, business consulting, business succession plans, and executive compensation. This compensation is only made if the referrer is dually licensed for that product. All referral arrangements are negotiable on a case-by-case basis.

### **Our Asset Management Services**

MAM may pay a referral fee to or receive a referral fee from its affiliated companies and/or other third-party companies for referring clients. This creates a conflict of interest.

MAM receives soft-dollar benefits from broker-dealers in the form of research. These soft-dollar benefits are described in Item 12.

MAM is not securities licensed and does not share in compensation (commissions) generated from security related transactions.

All referred clients will be informed of the services MAM provides and the fees charged to determine if a MAM account is suitable to their objectives and needs. Solicitor disclosures for referrals will be delivered to clients and documented prior to clients entering into an Account agreement with MAM.

Currently, all MAM referrals are made from affiliated entities.

## **Item 15      Custody**

### **About our Referral Services**

MAM does not maintain custody of assets. Your broker/dealer, investment advisor, bank or other qualified custodian holds your assets.

You will receive quarterly reports from the custodian of your account detailing your individual assets and all activity in the account, unless you request a more frequent statement.

Additionally, you will receive an annual performance report for each calendar year, summarizing all portfolio activity for that year.

You should carefully review each of the statements you receive to ensure that all the activity in the account is accurate.

### **About Our Asset Management Services**

MAM does not maintain custody of assets. MAM will choose a custodian for the assets in your account. MAM has an agreement with Wells Fargo Bank, NA, an agreement with RBC, and an agreement with US Bank.

Clients will receive quarterly reports from the custodian of your account detailing your individual assets and all activity in the account, unless client requests a more frequent statement.

In addition to the statements provided by the custodian, monthly reports will be provided to you from us via an online system. The statements will typically be available to download by the third business day of the month. Clients will also have the ability, via a login and password, to view activity in their account at any time during the month.

You should carefully review each of the statements you receive to ensure that all the activity in the account is accurate.

If there is ever a discrepancy between the online statement MAM provides, and the statement the custodian provides, the custodial statement will serve as the official statement.

We previously disclosed in the “Fees and Compensation” section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client’s custodian is advised of the amount of the fee to be deducted from that client’s account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact MAM directly if they believe that there may be an error in their statement.

## **Item 16 Investment Discretion**

### **Our Referral Services**

Discretionary and Non-discretionary accounts may be offered through the RIA you decide to use. Information concerning their policy for discretionary accounts will be provided to you before any such investment activity takes place.

### **Our Asset Management Services**

Discretionary and Non-discretionary accounts are offered through MAM. In discretionary accounts, MAM makes investment decisions in client accounts without contacting you prior to trading activity. Even with the discretionary authority granted to MAM, MAM is still responsible to ensure that all trades are within the parameters spelled out in your Investment Policy Statement.

Discretionary authority is given to MAM by you through the parameters detailed in the Account Agreement and the Investment Policy Statement.

In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular account. Thus, when selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which we advise. Additionally, in many cases, the discretion is subject to mutually agreed upon investment guidelines relative to the client's portfolio.

### **Documentation of Discretion**

Discretionary authority is provided in our contract with each client. Additionally, we maintain a Limited Power of Attorney for all our discretionary accounts for the purpose of directing and or effecting investments, for the direct payment of fees, custodial fees and/or other charges incurred by the managed account.

In non-discretionary accounts, you are consulted prior to any trading activity, and your authorization must be granted before any of the following activities can occur:

- the actual security to buy or sell
- the dollar amount or shares to be purchased or sold

## **Item 17      Voting Client Securities**

### **Our Referral Services**

To find out what the “Voting Client Securities” policy is with your RIA refer to their ADV Part 2A Brochure.

You should receive proxies or solicitations directly from the custodian of your securities, such as your broker/dealer, or from the transfer agent for the securities you hold. The documents should include information about whom you can contact with any questions about a particular solicitation.

### **Our Asset Management Services**

As a rule, MAM votes proxies for all client accounts. Voting is done in the best interest of MAM’s asset management clients as well as in accordance with MAM policies and procedures. Clients that prefer to vote their own proxies, may do so with a written request to MAM.

MAM will always vote proxies in the best interest of its clients. We will retain all proxy voting books and records. This includes a record of all votes cast, proxy statements received, any material that was used in the making of the decision of how to vote proxies, and copies of client written requests advising us on how to vote proxies. If a conflict of interest in voting an action arises, MAM will contact the client and notify them of the conflict. In such instances, the services of an independent third party will be enlisted to vote.

Clients may contact our office via telephone, email, fax, or a written letter, to obtain a copy of our proxy voting policies and procedures.

## **Item 18      Financial Information**

We do not require or solicit prepayment of more than \$500 in fees per client and six months or more in advance, and do not have any material additional financial disclosures.

### **Our Referral Services**

MAM does not hold client securities or cash and does not require prepayment of advisory fees.

MAM has never been the subject of a bankruptcy petition or proceeding.

Please refer to item 5 for all MAM acceptable fee compensation.

### **Our Asset Management Services**

As described in Item 5, MAM will not require or solicit payment of fees in advance of services rendered.

MAM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

Please refer to Item 5 for all MAM acceptable fee compensation.

## **Item 19 Requirement for State Registered Advisors**

MAM does not meet any of the reportable criteria for this section that has not already been addressed in previous items in this brochure.

Disclosure Statements:

There are no disclosures of disciplinary history for MAM or any of its associated persons. Jason Williams, Andrew Robbins, Jordan Hansen, Ben Sehy, and William Moreton have never:

- been found liable in an arbitration claim alleging damages.
- been found liable to in a civil, self-regulatory organization or administrative proceeding.
- been the subject of a bankruptcy petition.
- And do not have any disciplinary history to disclose

Please refer to Item 10 – Other Financial Industry Activities and Affiliations for outside business activities and additional compensation for the above references individuals.