EQUITY LOGIC

Part 2 of Form ADV: Firm Brochure

Firm Brochure

Equity Logic, LLC

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This brochure provides information about the qualifications and business practices of Equity Logic. If you have any questions about the contents of this brochure, please contact us at 415.999.9033 and/or email tomkee@equitylogic.net. 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 Equity Logic also is available on the SEC's website at www.adviserinfo.sec.gov.

Registration does not imply a certain level of skill or training.

Material Changes:

- Account Minimums have been reduced to $100K
- Account Minimums for clients of third party money managers has been increased to $50K
- Thomas Kee may or may not participate with clients in these strategies according to the participation guidelines previously outlined, which have not changed.

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Advisory Business

Equity Logic is a Delaware Limited Liability Company. It is an Investment Advisory firm founded in October, 2010 with an office in Encinitas; CA. Thomas H. Kee Jr. is the principal owner and Managing Director.

Equity Logic provides managed account services and supervises those, but not supervisory services. Equity Logic specializes in managing proactively traded portfolios of US-based equities and ETFs. Market timing plays a critical role in some strategies, but not all. Equity Logic invests in US equities and ETFs, but it does not invest in bonds, preferred stock, or other asset classes unless those are part of equity-based investments such as ETFs which are traded on US exchanges. Instead, Equity Logic focuses on equity-based investments which are traded on established US stock exchanges. That may mean individual stocks, single weighted ETFs, double weighted ETFs, ETFs which have an embedded short bias, and ETFs which have an embedded long bias. That may also mean ETFs that engage in non equity or foreign equity transactions, but those ETFs must trade on US Exchanges themselves to qualify for investment consideration in Equity Logic Managed accounts.

Equity Logic does not tailor its investment strategy to the client except in unique circumstances. Strategy allocations may be different between clients based on their choices, but the defined strategies used by Equity Logic LLC are not designed for any specific client. If a client is attracted to one of the strategies and it is deemed suitable for that client then allocations to that strategy can be considered. Clients may not impose restrictions upon Equity Logic outside the boundaries of the managerial agreement and brochure unless tailored strategies are created, which would require separate mutual consent. If prohibitions restrict accounts from taking advantage of the strategies offered by Equity Logic, Equity Logic may not serve that client within the scope of the Strategies offered by Equity Logic, but may develop a unique strategy for that client after mutual consent has been received.

As of January 3, 2018 Equity Logic had approximately $8.1 million under management of which all is considered discretionary. No assets are being managed on a non-discretionary basis. There are no conflicts of interest to report which could be reasonably expected to impair the rendering of objective and unbiased investment advice.

Fees and Compensation

including Performance Based Fees & Side By Side Management

The compensation of the Manager for its services under this Agreement shall be calculated and paid in accordance with the following Fee Schedule example, as the same may be amended from time to time by mutual written or electronic agreement between the Client and the Manager. The Client will provide written or electronic authorization to the Custodian to pay the fees of the Manager directly from the Investment Account upon a predefined schedule authorized by the client.

This simple fee schedule example is annualized, and requires approval and acceptance by both the Client and Manager.

Participation Fees are premised on high water marks being surpassed. A high water mark is the highest value that an investment fund or account has ever reached. Participation fees, which may also be considered performance fees, are only applicable to Qualified Clients as provisioned by CCR section 260.234. These types of fees could result in a conflict of interest because the manager will make more, the greater the performance. To prevent conflicts from influencing managerial practices, Equity Logic remains transparent, strategies are governed by rules-sets, and client accounts are liquid.

Per CCR 260.234:

(1) The term ***qualified client*** means:

(i) A natural person who, or a company that, immediately after entering into the contract has at least $1,000,000 under the management of the investment adviser;

(ii) A natural person who, or a company that, the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, either:

(A) Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than $2,000,000. For purposes of calculating a natural person's net worth:

(1) The person's primary residence must not be included as an asset;

(2) Indebtedness secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time the investment advisory contract is entered into may not be included as a liability (except that if the amount of such indebtedness outstanding at the time of calculation exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess must be included as a liability); and

(3) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the residence must be included as a liability; or

(B) Is a qualified purchaser as defined in section 2(a)(51)(A) of the Investment Company Act of 1940 (15 U.S.C. 80a-2(a)(51)(A)) at the time the contract is entered into; or

(iii) A natural person who immediately prior to entering into the contract is:

(A) An executive officer, director, trustee, general partner, or person serving in a similar capacity, of the investment adviser; or

(B) An employee of the investment adviser (other than an employee performing solely clerical, secretarial or administrative functions with regard to the investment adviser) who, in connection with his or her regular functions or duties, participates in the investment activities of such investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

Equity Logic charges different fees for different strategies. As of November 2018, Equity Logic was offering three different strategies: The Sentiment Table Strategy, Strategic Plan Strategy, and the CORE Portfolio Strategy.

Fees for the Sentiment Table Strategy:

- 2% of AUM + 20% Participation Fee
- $2MM - $5MM = 1.5% + 20% Participation Fee
- $5MM - $10MM = 1% + 20% Participation Fee

Fees for the Strategic Plan Strategy:

- 2% of AUM + 20% Participation Fee
- $2MM - $5MM = 1.5% + 20% Participation Fee
- $5MM - $10MM = 1% + 20% Participation Fee

Fees for the CORE Portfolio Strategy:

- 1% + 20% Participation Fee

Fees for Personalized accounts:

- Personalized accounts may have differing fee structures.
- Those are largely determined by the requirements of the client.

Client Fees may be deducted daily in arrears, but participation fees will be based on quarterly or monthly performance. Assuming a 2% fee, the formula would be: Daily Fee = (2%/# business days in the year)) x Account Balance.

Clients may incur other fees, including commissions, but Equity Logic has no interest in and receives no consideration for those fees. Further, Equity Logic does not require pre-paid managerial fees and does not accept pre-paid management fees. Lower fees for comparable services may be available from other sources. Equity Logic does not participate in “wrap-fee” programs.

Equity Logic does not engage in side by side management (hedge fund and mutual fund management).

Types of Clients

Equity Logic typically provides managed account services to all types of investor so long as Equity Logic deems them suitable, they have the same objective and risk tolerance as Equity Logic strategies, and meet the $100,000 minimum initial investment requirement, or the client signs a letter of intent to meet that minimum within a defined mutually agreed upon timeframe.

If a client comes to Equity Logic through a third party advisor the minimum initial investment is reduced to $50K.

Methods of Analysis, Investment Strategies and Risk of Loss

Strategies:

One or a combination of strategies may be recommended from time to time based on our determination of current and future market conditions and from time to time Equity Logic may refuse to engage in some of the strategies even if requested by the client based on its own assessment of market conditions. Initial strategy allocations are expected to be determined at the onset of the managed account agreement, but may change based on mutual agreement between the client and Equity Logic.

The Strategies listed herein are uniquely defined by Equity Logic and decisions to buy and sell are based on a number of uniquely created variables including technical analysis. The conclusions reached by Equity Logic may or may not be the same as those reached by any media, advisor, wealth manager, broker, newsletter, or other entity that may offer conclusions that may seem similar to those driving the decisions of Equity Logic.

The Strategies we offer:

- Sentiment Table Strategy
- Strategic Plan Strategy
- CORE Portfolio Strategy
- Personalized strategies: For special-situation clients only and not pre-defined.

The Sentiment Table Strategy

- Designed by Thomas H. Kee Jr.
- Managed by Thomas Kee

OBJECTIVE OF THE DISCIPLINE

Short term gains with long periods of net cash positions.

DESCRIPTION OF THE STRATEGY

This strategy looks for overbought or oversold conditions to surface before trades are entered, and when the trades initiated they are contrarian trades, in the opposite direction of the overbought or oversold indicator, undertaken with the understanding that probabilities favor short term market moves in the opposite direction after overbought or oversold indicators surface.

RULES ASSOCIATED WITH THE STRATEGY

1. Wait for an overbought or oversold indicator to surface.
2. If no indicator exists remain in cash
3. When an indicator comes initiate a trade in the opposite direction.

4. If an oversold indicator comes, buy QLD
5. If an overbought indicator comes, buy QID
6. Close the trade if oversold turns to overbought
7. Close the trade if overbought turns to oversold
8. Close the trade if technical indicators suggest we should
9. Do not hold the trade for longer than 14 calendar days.

RISK CONTROLS AND ASSESSMENTS

The strategy ONLY initiates a trade AFTER the market has moved aggressively. This mitigates the risk.

In addition we only will hold positions for 2 weeks, 14 calendar days, and no more. This keeps the strategy from holding onto a position for extended durations. There is one exception, and that is when a re-iteration alert comes within a few days of the original overbought or oversold indicator, and if that happened the two week hold duration would start from the re-iterated date.

Strategic Plan Strategy.

This strategy is designed to take advantage of longer term pivot points in the market using a rules-based swapping technique in conjunction with 2x long and 2x short Market Based ETFs. The strategy does not attempt to be right about market direction, but rather to identify longer term inflection levels, with the understanding that markets often move aggressively in one direction or the other after testing important inflection levels. The Strategic Plan Strategy will trade around a longer term inflection level until the market makes up its mind on direction, and then the strategy will maintain that position until either closing rules are satisfied or profit stop thresholds have been hit.

The CORE Portfolio Strategy

This strategy is designed with a low-volatility objective and we believe it is an exceptional complement to our more aggressive Strategic Plan Strategy and Sentiment Table Strategies. It is a slow but steady objective that has simplified the goal of risk control. This strategy is often neutralized from market risk, and with limited exposure risk measures and volatility levels decline accordingly. The strategy looks for better than market results with lower levels of volatility.

This is not an actively traded strategy, and it can be designed for tax-conscious investors.

We believe that the CORE Portfolio Strategy is an integral part of the portfolios of virtually all of the clients of Equity Logic, but also uniquely appropriate for larger investors with investment mandates that limit risk exposure. Pension Plans, Endowments, and SWFs, for example, can benefit from the objectives of the CORE Portfolio Strategy given their typical mandates.

Grouping Procedures

Equity Logic will operate strategies in the same manner for every account with the exception of strategies uniquely tailored for a unique client. The strategies we offer are designed to take advantage of relative market extremes (durationally dependent on the strategy) in a proactive manner. Some are designed to trade actively at times, especially when those trades occur around relative market extremes. Sometimes intraday trades are required and sometimes these accounts will end in cash. By limiting the entry points to relative market extremes, depending on the strategy being used, Equity Logic attempts to strategically position client's assets on either the long or the short side of the market in order to grow those accounts in a meaningful manner every year, regardless of economic conditions, and regardless of market direction.

For example, each account can be divided into core segments, segments can represent a position, and those positions together can make up a concentrated portfolio designed to take advantage of the market direction anticipated by Equity Logic. Traditional investment philosophy suggests that concentrated portfolios have a higher degree of risk than diversified portfolios, and that means added volatility, but Equity Logic believes that the restriction on entry levels for these positions implemented by Equity Logic and explained in this brochure will enable it to successfully manage risk while still taking advantage of opportunities. Sometimes all assets will be placed into a single ETF which, by definition, is itself well diversified. Every selection will also be restricted to diversified ETFs, although sometimes those may be concentrated in a specific sector.

Investment Decisions:

Thomas H. Kee Jr. manages all of the strategies here or designates a trader to execute trades for that strategy per his guidance.

In the event unique strategies are developed those may not be managed by Thomas H. Kee Jr. directly, depending on the direction of the client in defining the objective.

Risk of loss:

Often, Equity Logic will use double weighted ETFs to take advantage of moves in the market. These instruments are more volatile than traditional investments, and that volatility increases the risk profile of these instruments. Although measures will be taken to control risk, there is no guarantee that the market will remain stable, there is no guarantee that the market will not surprise, there is no guarantee that stops will not occur, and if that happens there is a higher probability of loss because double weighted ETFs have twice the exposure than single weighted instruments.

In fact, Equity Logic expects stops to occur in the accounts it manages, and it expects losses from time to time. By definition, proactive trading strategies require stops to be made and transitions to occur when technically important support or resistance levels break.

Disciplinary Information

There has been no disciplinary action taken against Thomas H. Kee Jr. or Equity Logic.

Other Financial Industry Activities and Affiliations

Neither Equity Logic nor Thomas Kee had any financial industry activities or affiliations that would cause a conflict of interest. There is no relationship or managerial arrangement that Thomas Kee or any associated person at Equity Logic has to report with any issuer of securities.

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

Equity Logic, its management or employees may participate along with clients in any strategies so long as it does so either along with the grouping procedures or after client allocations have been made. In order to participate in grouping procedures Equity Logic would therefore be part of the strategy group alongside clients and receive proportional fills and allocations as do clients.

Brokerage Practices

Equity Logic does not recommend broker-dealers nor receive compensation from broker-dealers. Equity Logic processes orders on an open exchange, based on the supply and demand of securities at various market makers, ECNs and brokerage firms, and orders may be placed at random. Equity Logic does not direct trades to brokerage firms unless that brokerage, ECN, or market maker happens to have the best liquidity at the time of the trade, and Equity Logic will not accept direction from a client to do so.

If a broker recommends or refers a client to Equity Logic he will do so at his discretion and it will not have a material impact or create a conflict of interest for any of the accounts managed by Equity Logic. Referred clients will be treated like every other client. If a conflict of interest arises, Equity Logic will report that conflict to all managed accounts.

Equity Logic will aggregate client accounts that have the same custodian so as not to create favorable or unfavorable incentives for any other client account. In doing so, the ability to execute trades as efficiently as trades in individual account transactions may be reduced. In addition, if more than one custodian exists, orders for aggregated accounts will be made for accounts at each custodian at reasonably the same time, so as not to create a conflict amongst accounts.

Review of Accounts

Equity Logic will review client accounts regularly and maintain a close eye on every position held therein. Because trades will often be aggregated amongst all accounts, a review of all accounts separately is not necessary every time an aggregated trade is made. From there, because the same positions will be held in all accounts so long as those accounts were funded and active at the time of the transaction, a close review of the stocks held in all accounts serves as a constant review of the positions in the accounts themselves.

Account statements will not be provided by Equity Logic, but Equity Logic assumes that the individual brokers for each client's managed account will provide regular account statements and direct access to such accounts through the Internet which the client can access regularly.

Client Referrals and Other Compensation

Equity Logic does not receive consideration for the account management services it provides from anyone other than its clients. Nor does Equity Logic provide compensation to anyone for referrals who is not already registered. If Equity Logic does pay a registered entity a referral fee, that will not create a material conflict of interest, as the referral fees paid by Equity Logic will not cause client account fees to increase, and the referring party will have no authority, responsibility, or obligation to supervise the accounts referred to Equity Logic.

Equity Logic may negotiate fees for sub-accounts from referring RIAs and Wholesalers to properly compensate those industry professionals. These rates may vary between RIAs and Wholesalers.

Custody

Equity Logic will not have custody of client accounts. Instead, Equity Logic will work with the custodian of client accounts to manage those accounts properly. Fees are calculated and paid through the custodian of each account managed by Equity logic and Equity logic does not take custody of any monies other than the fees it is paid through the custodial transaction, which is a third party operating between Equity Logic and the Client for purposes of avoiding custody issues

Investment Discretion

Equity Logic maintains discretionary authority over the accounts it manages. Equity Logic will manage securities on behalf of its clients and aside from the limitations stated in this brochure, execute transactions in the good faith of its clients. Equity Logic will at no time have the authority to withdraw from or deposit monies into client accounts. Equity Logic acts as a manager for those accounts only, in accordance with managerial agreements submitted to the custodian of client accounts.

Voting Client Securities

Equity Logic does not vote client securities. The custodian, transfer agent, or broker for client accounts is responsible for providing proxies to the client. Equity Logic will not entertain questions about security specific solicitations.

Financial Information

Equity Logic has not been the subject of any bankruptcy proceeding over the past 10 years, further, Equity Logic does not require payment or prepayment of fees in advance from any client at any time.

Equity Logic has no financial condition which might impair its ability to meet the contractual commitments of its clients. In the event of a major disaster or collapse of the financial system whereas transactions could not be executed and financial markets could not be accessed as a result of, but not limited to, natural disaster, technological collapse, or otherwise, Equity Logic would not be able to meet its contractual duties.

Equity Logic has no conflicts of interest aside from participation fees, but if any material conflicts of interest arise Equity Logic would immediately notify its clients and address the conflict so that no conflicts of interest exist.

Requirements for State-Registered Advisers

Item 1:

Thomas H. Kee Jr.

Equity Logic, LLC

PO Box 922

La Jolla, CA 92038

866.213.2067

Item 2: Educational Background and Business Experience

Educational Background: Thomas H. Kee Jr. holds two Bachelor's Degrees in Business and Economics from Saint Mary's College of California (1992).

Date of birth: 1970

Business Experience:

Mr. Kee has over 20 years of experience in the financial industry. He is a financial advisor for Equity Logic. His responsibilities include strategy creation and implementation, client communication, economic and market analysis, compliance policy and procedure implementation.

Item 3: Disciplinary Information:

Mr. Kee (the "supervised person") has not been involved with any legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person.

Item 4: Other Business Activities:

(A) Mr. Kee (the "supervised person") is not actively engaged in any investment-related business or occupation, including being registered, or having an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), or commodity trading advisor ("CTA"), nor is the supervised person an associated person of an FCM, CPO, or CTA.

(B) Mr. Kee (the "supervised person") is actively engaged in a business or occupation for compensation not discussed in response to Item 4.(A), above, that provides a substantial source of the supervised person's income but does not involve a substantial amount of the supervised person's time. That business is a Newsletter-subscription business called Stock Traders Daily.

Item 5: Additional Compensation:

Mr. Kee (the "supervised person") does not receive, from any non-Client, any economic benefit associated with advising Clients (such as sales awards and prizes, any bonus that is based on number or amount of sales, client referrals or new accounts, not including salary).

Item 6: Supervision:

Mr. Kee is the principle of Equity Logic and is regulated by the state of CA but not supervised by anyone at Equity Logic. Instead, he is a supervisor.

Item 7: Requirements for State-Registered Advisors:

Mr. Kee is registered with NASD and the State of California.

Of additional note:

Mr. Kee has not been accused of or found liable in any of the below:

1. Mr. Kee has not been found liable in an arbitration claim alleging damages in excess of $2,500, involving any of the following:

(a) an investment or an investment-related business or activity;

(b) fraud, false statement(s), or omissions;

(c) theft, embezzlement, or other wrongful taking of property;

(d) bribery, forgery, counterfeiting, or extortion; or

(e) dishonest, unfair, or unethical practices.

2. Mr Kee has not been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

(a) an investment or an investment-related business or activity;

(b) fraud, false statement(s), or omissions;

(c) theft, embezzlement, or other wrongful taking of property;

(d) bribery, forgery, counterfeiting, or extortion; or

(e) dishonest, unfair, or unethical practices.