
ADV Parts 2A and 2B: FIRM BROCHURE

March 28, 2014

This brochure provides information about the qualifications and business practices of Wealth Strategist Partners, LLC (“Wealth Strategist Partners”). If you have any questions about the contents of this Brochure, please contact us at (312) 863-6080 or susan@wspcio.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.

Wealth Strategist Partners is a registered investment adviser. Registration of an investment adviser with the SEC does not imply a certain 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 Wealth Strategist Partners also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 ***Material Changes***

There following are material changes from Wealth Strategist Partners initial Brochure filing on March 27, 2013:

- While we have updated out Brochure to reflect more disclosure generally in all Items, we do not deem any of these changes to be material.

Pursuant to SEC rules, Wealth Strategist Partners is providing this summary of material changes to its Brochure within 120 days of the close of the Firm's fiscal year. The Firm may further provide clients with other ongoing disclosure information about material changes as deemed necessary. Additionally, Wealth Strategist Partners will provide clients with a new Brochure as necessary based on material changes, without charge.

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BROCHURE SUPPLEMENT(S)		

Item 4 *Advisory Business*

A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

1. Firm Description

Founded in 2006, Wealth Strategist Partners, an Illinois limited partnership/company (“Investment Manager” or “We”), provides wealth management advisory services to individuals and families of significant means. Wealth Strategist Partners also provides wealth management education in the United States and Europe to wealthy families, primarily in conjunction with universities. While we do not consider these education services to be advisory in nature, we believe that these services further Wealth Strategist Partners’ mission of educating wealthy families about the process of investing and protecting wealth.

2. Principal Owners/Ownership Structure

Wealth Strategist Partners is owned by Stuart Lucas and his wife, Susan Lucas. Stuart Lucas has worked as an investment professional for more than 30 years and has extensive experience providing advice to wealthy individuals and families, to their associated trusts and investment vehicles, and to his own family. Stuart Lucas is Wealth Strategist Partners’ Chairman and senior investment professional; Susan Lucas is Wealth Strategist Partners’ President, Chief Operating Officer and Chief Compliance Officer.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Wealth Strategist Partners provides an outsourced chief investment officer function and related investment advisory services for very high net worth clients. In this capacity, Wealth Strategist Partners seeks to create for each client a multi-asset class investment portfolio as part of a comprehensive wealth management strategy, primarily by recommending investments with independent investment managers and/or independently managed investment products. Wealth Strategist Partners’ clients are all wealthy individuals and families and their investment entities (including trusts and family partnerships).

Wealth Strategist Partners recommends other investment advisers or managed products such as separately managed accounts, mutual funds, exchange traded funds and collective investment vehicles such as limited partnerships. We do not typically recommend or provide investment advice with respect to individual corporate equities or bonds.

On occasion, Wealth Strategist Partners is engaged to perform wealth management strategy consulting, which is separate and distinct from our advisory services described above. Additionally, Wealth Strategist Partners provides wealth management education services at the University of Chicago Booth School of Business through their Executive Education Department’s Private Wealth

Management program, in both the United States and Europe. This program is offered exclusively to individuals and families of significant wealth.

From time to time, Wealth Strategist Partners also offers custom wealth management education programs, typically to individual families. We do not consider these educational services to be investment advisory in nature.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

Wealth Strategist Partners works with each client to establish a detailed investment policy, including determining investment goals and risk tolerance, establishing asset allocation parameters, establishing cash flow and liquidity requirements, and setting reasonable expectations for investment returns. Based on the risk and return objectives set forth in each client's investment policy, Wealth Strategist Partners recommends investments to create a diversified portfolio that best fits with the client's goals and priorities and the opportunity set presented by changing market conditions.

As part of its plan to create customized, diversified investment portfolios, Wealth Strategist Partners identifies and recommends independent investment managers and investment products in a range of asset classes. We monitor each of the recommended investments, including each investment's asset class and exposure and periodically recommend rebalancing, tactically shifting focus, and new investments as client circumstances change and/or market events dictate. For those clients who have trustees and/or family offices, Wealth Strategist Partners works with these professionals to design custom performance measurement systems which enable them to conduct performance reporting, portfolio evaluation, and investment administration.

We understand that investing resides within a holistic wealth management strategy and a broader family context that is informed by family values, tax, spending, investment experience, risk management and opportunity. These values inform our work as a client's outsourced chief investment officer. As part of our holistic view of wealth management, we help each client think through creating effective and efficient administrative structures.

Clients may impose restrictions on investing in certain securities or types of securities.

D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

Wealth Strategist Partners does not participate in wrap fee programs.

E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date "as of" which you calculated the amounts.

As of December 31, 2013, Wealth Strategist Partners managed \$939,400,000 in regulatory assets under management on a non-discretionary basis.

Item 5 *Fees and Compensation*

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

With our advisory clients, we are paid a fee in consideration for the investment management services we provide. This fee is based on both the complexity of each client's individual investment strategy and on their investment infrastructure. Fees are negotiated as a fixed rate based on a percentage of a client's assets under management and depends on each client's specific circumstances. We determine each client's fee in our sole discretion generally at the time a relationship is established. Fees are billed to clients quarterly in arrears.

For our consulting clients, we are paid a fee based on time, risk, value-added and the nature of the advice required. For educational services, we are paid a fee per course-day delivered, plus costs incurred. Course fees vary based on whether the course is an open-enrollment course taught in cooperation with a university or a closed course taught for a private client.

B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.

Wealth Strategist Partners generally bills clients for services rendered or incurred. Advisory clients are billed quarterly in arrears; consulting clients are billed a portion of their fee at the commencement of the engagement with the balance due upon performance milestones and/or satisfactory completion of the engagement.

C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.

In addition to the investment advisory services discussed above, clients may incur third-party investment management, brokerage, custodial, administration, reporting/performance measurement and other transaction fees in connection with the implementation of their investment management strategy. These additional fees are negotiated between the client and each third party. Wealth Strategist Partners has no discretion in the negotiation of these fees. However, those clients using Charles Schwab & Co. ("Schwab") as its custodian are able to avail themselves of previously negotiated pricing between Wealth Strategist Partners and Schwab. See also "Brokerage Practices" in Item 12 of this Brochure. Additionally, Wealth Strategist Partners has negotiated reduced fees with at least one investment manager, all of the benefits of which are passed to the clients.

D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

As mentioned above, clients generally pay fees in arrears, or partially at the outset and partially at the completion of a project.

- E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

Neither Wealth Strategist Partners nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

- A. If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a Client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

Wealth Strategist Partners does not accept any performance-based fees.

Item 7 *Types of Clients*

- A. Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

Wealth Strategist Partners provides non-discretionary investment advice to ultra-high net worth individuals, families, family limited partnerships, family offices and related trustees. For new investment management clients, we generally require a minimum account size of \$100 million in investible assets. We reserve the right to accept clients with less than \$100 million in our sole discretion.

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

- A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.

Wealth Strategist Partners' investment analysis focuses on research to develop investment themes and the identification and evaluation of investment managers and investment products we believe are likely to perform well as these themes develop. We then work to implement investments with the recommended managers/products within the framework of each client's investment policy and market conditions.

Our investment philosophy is based on fundamental investment analysis. Each of our senior investment professionals has more than 20 years' experience investing based on his/her own primary research. Our approach to identifying asset classes and investment managers in which to invest is research intensive and adjusted to the specific characteristics of each situation. In evaluating asset classes, investment managers, and investment products, we regularly review literature on the nature of the public and private securities markets, financial newspapers and other business publications, research materials prepared by others, and manager reports. Wealth Strategist Partners' investment professionals attend investment fund meetings, meet one-on-one with and correspond with investment managers, and seek out practitioners and subject matter experts around the world about investments, valuation, industry dynamics, economics, politics, demographics, technological innovation and related investment topics.

Wealth Strategist Partners believes that, in efficient public equity markets, the probability of investment managers consistently adding value through active selection of stocks in broadly diversified portfolios is low, and any value added net of fees and taxes is likely to be at best modestly positive relative to passive strategies. In addition, publicly traded securities, both stocks and bonds, carry a variety of systemic and specific risks. Therefore, when selecting or recommending managers or investment products in efficient public markets, Wealth Strategist Partners usually prefers broadly diversified, low-cost investment portfolios that limit the specific risk of any particular company. We focus our research on identifying investment opportunities where the combination of inefficient markets, differentiated investment strategies, and proficient investment managers create greater possibilities for outperformance net of fees and taxes.

Typically, Wealth Strategist Partners researches investment themes and then proactively seeks out managers to express our views. Wealth Strategist Partners often recommends commitments of 5-25% of a client's portfolio to investment segments where we believe the potential for excess risk-adjusted return is particularly attractive and where we can identify qualified managers to exploit the opportunity. Investment themes may play out over a few years or run for a decade or more. Over time, the layering of these themes can build to become the majority of a client's portfolio. This approach may result in greater near-term price volatility than other approaches to wealth management and is not appropriate for investors who are looking for stable, consistent returns and/or a short-term perspective. It may also involve substantial shifts in asset allocation as opportunities evolve, including holding substantial cash positions, or modest borrowing.

As appropriate to each client's objectives and risk tolerance, Wealth Strategist Partners recommends investments with selected private equity and related funds (including certain distressed debt, real estate and venture capital funds). These funds have considerable illiquidity risk and often hold concentrated portfolios. These types of funds may participate in less efficient markets with greater pricing anomalies, which may benefit or disadvantage either the buyer or the seller. One of the challenges today is that a great deal of expertise is applied to the marketing of new private equity funds, and the number of funds has grown considerably. This makes it increasingly difficult to differentiate firms truly exceptional at investing from those that are superb marketers.

Wealth Strategist Partners is extremely selective when recommending hedge funds due to the general lack of transparency hedge fund managers typically provide, the prevalence of high fees, a tendency toward tax-inefficient trading strategies, and risks that are not generally apparent, including cross-collateralization of liabilities.

While recommended investments in alternative asset managers do have benefits for our clients, the performance of alternative asset managers can be more volatile than managers of publicly traded securities, both on an absolute basis and relative to market benchmarks. In addition, alternative managers are generally less regulated. Therefore, there is considerably greater risk of loss and analytical error when investing in alternative asset managers. In addition, some alternative investments are illiquid, which may make it difficult or impossible to exit from an investment or manager that is performing poorly.

Wealth Strategist Partners may recommend investments in market capitalization, industry-or geography-specific funds to gain exposure in markets that we believe are particularly attractive or with managers we believe have valuable skills and other resources that are difficult to replicate.

Wealth Strategist Partners primarily recommends other investment advisers and managed investment products. The independent investment managers or investment products recommended inherently have their own risk factors. As described above, while Wealth Strategist Partners does detailed due diligence and monitors the managers and/or investment products that it recommends, there is no assurance that our analysis of investment themes or investment managers will be correct, or that our clients' investments with such managers or products will be free of fraud, abuse, or other anticipated or unanticipated risks. Furthermore, Wealth Strategist Partners provides its investment advice on a non-discretionary basis. However, Wealth Strategist Partners provides its investment advice with the expectation that our recommendations for manager selection and shifts in asset allocation will be acted upon by each client's financial administrator in a timely manner. If this is not the case, our accountability for performance and our effectiveness will be reduced. It is also possible that a client or the client's independent advisers will selectively implement Wealth Strategist Partners' recommendations in such a way that the performance experienced by the client may diverge from the performance the client would have experienced had all of our recommendations been acted upon in a timely manner.

Before recommending any manager or investment product to our clients, we conduct extensive due diligence. The due diligence process includes both direct research, such as examining underlying governing documents and offering materials and past audits, the investment team's experience, sophistication and depth, and the firm's operational processes and infrastructure, as well as indirect methods of analysis, such as reference checks, and public filings. Further, there is an additional level of diligence performed by the custodians who hold assets for a client. Most, if not all, custodians perform their own independent review of a client's third party managers prior to allowing managers on the custodian's platform.

Despite this extensive due diligence, it is impossible to be aware of all of the risks of investing in any particular manager or investment product. Clients should be prepared to bear a loss of their investment.

- B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.**

There are many market-related and other factors – some of which cannot be anticipated – that could result in an investor losing a portion or all of its investment or prevent an account from generating profits. The data that we review is generally considered reliable but cannot be guaranteed, nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to interpretation. Even if the data and our interpretation of the data is correct, there may be other factors that determine the value of a portfolio other than those considered in fundamental analysis.

Principal Investment Risks

No investment is free of risk. Current and prospective clients are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. Based on the types of investments that we may recommend, all clients should be aware of certain risk factors, which include, but are not limited to, the following:

Investing in securities involves risk of loss that clients should be prepared to bear. An investor may lose money (both principal and any earnings) or fail to make money on an investment. We cannot guarantee that we will achieve a client's investment objectives.

Fixed Income Risk. The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

Alternative Investments Risk. We recommend to clients the use of alternative investments such as investments in real estate, private equity investments or hedge funds. Investments in such “alternative assets” may be illiquid, which may impair the ability of the client to exit such investments. The underlying investment funds may utilize highly speculative investment techniques, including leverage, highly concentrated portfolios, senior securities positions, control positions and illiquid investments. The underlying investment funds may also utilize derivative instruments to attempt to hedge the risks associated with certain of their investments. Such derivative transactions may expose the assets of such investment funds to the risks of material financial loss, which may in turn adversely affect the financial results of the client. Clients who invest in such investment funds will pay Wealth Strategist Partners' advisory fees and those of the underlying investment managers, and certain other fees and expenses of underlying investment funds in which the client invests. Investors in such investment funds may also pay carried interest, performance or incentive allocations to an underlying manager or sponsor of an underlying investment fund in which they invest.

No Right to Control Third Parties Investment Products. We have no opportunity to control the day-to-day operations of the investment managers and investment products we recommend for our clients. Most investment managers have the authority to change the level of risk in their products after clients invest; even if such a change becomes apparent and is troubling to us, it may not be possible or practical for the client to sell such investments.

Highly Volatile Markets. The prices of financial instruments in which a client may invest can be highly volatile. Price movements of forward and other derivative contracts in which a client may be invested are influenced by, among other things: interest rates; changing supply and demand relationships; trade, fiscal, monetary and exchange control programs and policies of governments; and national and international political and economic events and policies. Each client account is subject to the risk of failure of any of the exchanges on which their respective positions trade or of their clearinghouses.

Exchange Traded Funds. A client may invest in exchange-traded funds (“ETFs”), which are shares of publicly traded unit investment trusts, open-end funds, or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indices may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons based on the policies of the exchange upon which the ETF trades. In addition, a client may bear, along with other shareholders of an ETF, its pro rata portion of the ETF’s expenses, including management fees.

Item 9 ***Disciplinary Information***

- A. If there are legal or disciplinary events that are material to a client’s or prospective client’s evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.**

Like other registered investment advisers, Wealth Strategist Partners is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client’s evaluation of Wealth Strategist Partners or the integrity of Wealth Strategist Partners management. No events have occurred at Wealth Strategist Partners that are applicable to this Item.

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

- A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.**

Neither Wealth Strategist Partners nor any management person is registered or has an application pending to register as a broker-dealer or a registered representative.

- B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities, disclose this fact.**

Neither Wealth Strategist Partners nor any of its management persons is registered or has an application pending to register as a futures commission merchant, commodity pool operator,

commodity-trading adviser, or associated person of the foregoing, and Wealth Strategist Partners does not anticipate such affiliations in the future.

- C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.**
- 1. Broker-dealer, municipal securities dealer, or government securities dealer or broker**
 - 2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)**
 - 3. Other investment adviser or financial planner**
 - 4. Futures commission merchant, commodity pool operator, or commodity trading advisor**
 - 5. Banking or thrift institution**
 - 6. Accountant or accounting firm**
 - 7. Lawyer or law firm**
 - 8. Insurance company or agency**
 - 9. Pension consultant**
 - 10. Real estate broker or dealer**
 - 11. Sponsor or syndicator of limited partnerships**

Wealth Strategist Partners has no arrangements with a related person who is a broker-dealer, an investment company, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its advisory services or its clients. As mentioned in Item 5 above, Wealth Strategist has negotiated favorable commissions or fee structures with a broker-dealer, Schwab, and at least one fund manager and may negotiate other favorable fee arrangements for its clients in the future. In addition, while not material, we have made early stage investments with various private fund advisers who in turn provide our clients and employees of our Firm with preferential terms on the investment.

- D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with**

those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

As part of our services to our clients, we recommend third party investment managers and products to our clients. As such, we necessarily defer day-to-day management and back office operations of these investment managers and product managers. Wealth Strategist Partners will be reliant on these third-party investment adviser's investment acumen and resources. We do, however, perform our own due diligence on each investment manager or investment product we recommend. As no additional fees are charged surrounding these investments and any investment completed will be within each client's investment criteria, Wealth Strategist Partners believes that no material conflicts of interest arise in connection with these arrangements.

Wealth Strategist Partners has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting, banking, tax preparation, insurance brokerage, investment management services, and other personal services. None of the above relationships creates a material conflict of interest with any of Wealth Strategist Partners clients or its investors.

From time to time, Wealth Strategist Partners may receive training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it may do business or to whom it may make referrals. At no time will Wealth Strategist Partners accept any benefits, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider.

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

- A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.**

As fiduciaries, Wealth Strategist Partners and its employees have certain legal obligations to put clients' interests ahead of their own. Wealth Strategist Partners has adopted a written code of ethics based on principles of openness, honesty, integrity and trust. At least once a year, each Wealth Strategist Partners employee is required to acknowledge this code and agree to be bound by it.

Wealth Strategist Partners' code of ethics covers standards of business conduct, confidentiality of client information, personal trading requirements, insider trading, reporting of personal securities transactions, restrictions on accepting and giving of significant gifts, political contribution policies, and reporting of certain gifts and business entertainment items, among other things.

The code includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

Employees of Wealth Strategist Partners who violate the code of ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal.

Employees are also required to promptly report any violations of the code of ethics of which they become aware.

Wealth Strategist Partners will provide a copy of its code of ethics to any existing or prospective investor upon request to its Chief Compliance Officer, Susan Lucas, at (312) 863-6080.

- B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

Examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients.

Participation or Interest in Client Transactions

Wealth Strategist Partners' principals invest in investment products or with investment managers that we also recommend to clients. In addition, our principals are direct or indirect beneficiaries of family entities for which Wealth Strategist Partners is the investment adviser. We may recommend the same investments to family entities and to other clients. We do not believe that these investment practices create a conflict of interest but rather reflect an alignment of interest between us and our clients.

- C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.**

Personal Trading

In rare cases, Wealth Strategist Partners business may provide Wealth Strategist Partners and its employees with access to material nonpublic ("insider") information. The code of ethics includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

In its role as an investment adviser to its clients, Wealth Strategist Partners and its principals and employees make investment recommendations to their clients. As mentioned above, Wealth Strategist Partners and its principals and employees may trade and invest for their own accounts in the same securities as those in which it invests on behalf of their clients. Our code of ethics has procedures designated to ensure that principals and employees do not enter into transactions in their personal accounts which could materially disadvantage our clients. Our Code of Ethics requires supervised persons to submit monthly or quarterly brokerage account statements, as applicable, for review. The Chief Compliance Officer will review these account statements on a quarterly basis in order to identify any conflicts of interest.

- D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

This item is not applicable to Wealth Strategist Partners.

Item 12 *Brokerage Practices*

- A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).
1. *Research and Other Soft Dollar Benefits.* If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.
 - a. Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.
 - b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients' interest in receiving most favorable execution.
 - c. If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.
 - d. Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.
 - e. Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.
 - f. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.

Wealth Strategist Partners does not select broker-dealers for its clients; however, we do recommend that some of our clients use Schwab as a custodian. We do not receive any consideration in exchange for this recommendation; rather, Wealth Strategist Partners researched various broker-dealers and found Schwab to offer, for competitive commission cost, excellent services and a

combination of services best suited for our clients given WSPs non-discretionary relationships with its clients and considering the types of assets in which its clients typically invest. We do not engage in soft dollar benefits.

B. Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

- 1. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.**
- 2. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.**

Wealth Strategist Partners does not select broker-dealers for clients, nor do we receive client referrals from broker-dealers or third parties. Clients select their own broker-dealer for trade execution.

C. Directed Brokerage.

- 1. If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.**
- 2. If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.**

Wealth Strategist Partners does not engage in directed brokerage activities.

D. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

Because we do not have discretionary authority over our client accounts and do not trade securities

for our clients, this is not applicable to Wealth Strategist Partners.

Item 13 *Review of Accounts*

- A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.**

Senior investment professionals at Wealth Strategist Partners review client accounts at least twice per year or more frequently if so stated in a client's investment management agreement. Reviews are conducted with clients and their investment consultants, managers and custodians as appropriate. Our client account reviews are intended to evaluate performance and to identify investment needs and challenges.

- B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.**

In addition to the bi-annual client account reviews, we may review client accounts when any of the following occur: any major change in the investment environment; any major change in reported investment performance that is inconsistent with the investment environment and the client's risk parameters; any major change in a client's investment objectives or liquidity; or any major change in client assets under management.

- C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.**

Wealth Strategist Partners works closely with our clients, with their independent custodians, their trustee organizations and their family offices, if applicable, to design reporting formats that meet their needs and that also hold the recommended third party advisers and managers accountable. Reports vary in frequency depending on the nature of the investment and the needs of the client. We may create additional reports based on the needs of each client. Reports are written and are delivered either electronically or via hard copy.

Item 14 *Client Referrals and Other Compensation*

- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.**

No one who is not a client provides an economic benefit to us in exchange for WSP providing investment advice.

- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.**

Neither Wealth Strategist Partners nor a related person directly or indirectly compensates any person who is not a supervised person for client referrals.

Item 15 *Custody*

- A. If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.

Wealth Strategist Partners does not maintain custody over client accounts. We bill our clients rather than deduct fees directly from their account. Clients have established their own, independent relationships with their chosen qualified custodians and receive statements directly from their chosen custodian. We urge our clients to compare the statements they receive from their qualified custodians with any statements they receive from us.

Item 16 *Investment Discretion*

- A. If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Wealth Strategist Partners does not accept discretionary authority to manage securities accounts on behalf of clients.

Item 17 *Voting Client Securities*

- A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.

We do not have authority to vote proxies on behalf of our clients, nor will we accept the authority to do so.

- B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.

Wealth Strategist Partners does not have the authority to vote client securities.

Item 18 *Financial Information*

- A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.**
- 1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.**
 - 2. Show parenthetically the market or fair value of securities included at cost.**
 - 3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.**

Wealth Strategist Partners does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

- B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.**

Wealth Strategist Partners does not have discretionary authority or custody over client funds or securities. Regardless, we do not have any financial condition that impairs our ability to meet contractual and fiduciary commitments to our clients.

- C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.**

Wealth Strategist Partners has not been the subject of a bankruptcy proceeding.

Form ADV Part 2B: BROCHURE SUPPLEMENT

March 28, 2014

This brochure supplement provides information about Wealth Strategist Partners, LLC (“Wealth Strategist Partners”) that supplements the Wealth Strategist Partners’ Brochure. Please contact Susan Lucas, Chief Compliance Officer at (312) 863-6080 if you did not receive Wealth Strategist Partners’ Brochure or if you have any questions about the contents of this supplement.

Stuart E. Lucas

Year of Birth: 1959

Title: Chairman and Principal

180 North Stetson

Suite 1310

Chicago, IL 60601

312-863-6080

Item 2 Educational Background and Business Experience**Education:**

Mr. Lucas received a bachelor's degree with high honors from Dartmouth College. He also received an MBA from Harvard Business School, and is a Chartered Financial Analyst ("CFA"). The CFA designation is an international professional certification offered by the CFA Institute to financial analysts who complete a series of three examinations. To become a CFA charter holder, candidates must pass each of three six-hour exams, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have 48 months of qualified, professional work experience. CFA charter holders are also obligated to adhere to a Code of Ethics and Standards governing their professional conduct.

Business Background:

From 2000 to 2002, Mr. Lucas served as the Senior Managing Director of the Ultra-High Net Worth Group within Private Client Services at Bank One. Prior to his tenure at Bank One, he served as general manager of Wellington Management Company's European operations and as the Assistant Portfolio Manager of a Forbes Honor Roll mutual fund. In addition, for the last several years, Mr. Lucas has co-managed his family's investment office with his sister-in-law and his brother.

General Background:

Mr. Lucas has worked as an investment professional for 30 years. As a principal of Wealth Strategist Partners, LLC, Mr. Lucas provides investment management leadership and advice to a small number of wealthy individuals and families, including his own family. For many years, Mr. Lucas (a fourth-generation descendent of E.A. Stuart, founder of the Carnation Company) co-managed his family's investment office with his sister-in-law, Melissa Lucas, and his brother, William. Wealth Strategist Partners is now the investment adviser to the Lucas family investment entities.

Designation

Mr. Lucas is the Chairman and Principal of Wealth Strategist Partners.

Item 3 Disciplinary Action

Mr. Lucas has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 Other Business Activities

Mr. Lucas teaches wealthy individuals and families about wealth management. He designed and teaches the Private Wealth Management executive education program in Chicago and Madrid for the University of Chicago Booth School of Business. He is the author of the book, *Wealth: Grow It and Protect It*, is a featured speaker around the world and author of numerous articles on wealth management. In addition, Mr. Lucas serves on the boards of National Public Radio Foundation and the Stuart Foundation. He chairs the investment committee of NPR, Inc. and serves on the investment committee of the Stuart Foundation.

Item 5 Additional Compensation

Mr. Lucas does not receive an economic benefit for providing advisory services, other than regular salary, bonus and profit distributions to owners, if any, paid by Wealth Strategist Partners.

Item 6 Supervision

Mr. Lucas is supervised for compliance matters by Mrs. Lucas, Wealth Strategist Partners' Chief Compliance Officer. Mrs. Lucas may be reached at (312) 863-6080.

Susan Koenigsberg Lucas

Year of Birth: 1961

Title: President and Chief Compliance Officer

180 North Stetson

Suite 1310

Chicago, IL 60601

312-863-6080

Item 2 Educational Background and Business Experience**Education:**

Mrs. Lucas received a bachelor's degree with honors in Economics from Wellesley College. She also received a Master's degree from the University of Chicago.

Business Background:

Prior to Mrs. Lucas joining Wealth Strategist Partners, she was on the senior team at Talisman Management, a private equity firm, and managed the consulting practice at B2P based in Chicago. Earlier in her career, she worked as a strategy consultant at the Boston Consulting Group and at Bain and Company, doing corporate strategy work for Fortune 500 companies in the US and Europe.

Designation

Mrs. Lucas is the President and Chief Compliance Officer of Wealth Strategist Partners. (Mrs. Lucas is the spouse of Mr. Lucas.).

Item 3 Disciplinary Action

Mrs. Lucas has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 Other Business Activities

Mrs. Lucas is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

Item 5 Additional Compensation

Mrs. Lucas does not receive an economic benefit for providing advisory services, other than regular salary, bonus and profit distributions to owners, if any, paid by Wealth Strategist Partners.

Item 6 Supervision

Mrs. Lucas is Wealth Strategist Partners' Chief Compliance Officer and, in that capacity is responsible for ensuring that the Firm's personnel comply with all compliance policies and procedures. Since Mrs. Lucas cannot supervise her own activities, Stuart Lucas is

responsible for reviewing compliance related policies as they apply to Mrs. Lucas. Mr. Lucas can be reached at (312) 863-6080.

Melissa Friedman Lucas

Year of Birth: 1962

Title: Independent Contractor

180 North Stetson

Suite 1310

Chicago, IL 60601

312-863-6080

Item 2 Educational Background and Business Experience

Education:

Mrs. Friedman Lucas received her bachelor's degree in biochemical sciences from Princeton University.

Business Background:

For more than a decade, Mrs. Friedman Lucas was a principal in the Lucas family office. She continues to provide investment leadership and advice to the Lucas investment entities, and also acts as CIO for another extended family, leading the process of managing their liquid wealth following the sale of their family business.

Prior to her work for wealthy families, Mrs. Friedman Lucas was with The Capital Group Companies. She joined Capital as part of the Associates program from which she graduated to become a chemical analyst and investor within Capital Guardian Trust Company. Subsequently she moved to Capital Research Company, where she researched the chemical and health care industries and managed nearly \$500 million of investments, influencing investment in these areas throughout the American Funds family of mutual funds.

Designation

Mrs. Friedman Lucas is an independent contractor to Wealth Strategist Partners.

Item 3 Disciplinary Action

Mrs. Friedman Lucas has never been the object of any legal or disciplinary event, proceeding or action.

Item 4 Other Business Activities

Mrs. Friedman Lucas is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

Item 5 Additional Compensation

Mrs. Friedman Lucas does not receive an economic benefit for providing advisory services, other than regular salary, bonus and profit distributions to owners, if any, paid by Wealth Strategist Partners.

Item 6 Supervision

Mrs. Friedman Lucas is supervised for compliance matters by Mrs. Lucas, Wealth Strategist Partners' Chief Compliance Officer. Mrs. Lucas may be reached at (312) 863-6080.