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**Item 1. Cover Page**

**FORM ADV PART 2A – BROCHURE**

**Chao and Company, Ltd.**

**March 2, 2016**

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**This brochure provides information about the qualifications and business practices of Chao and Company, Ltd.**

**If you have any questions about the contents of this brochure, please contact Amanda Pagenhardt at telephone number 703.847.4380 or via email. [apagenhardt@chaoco.com](mailto:apagenhardt@chaoco.com)**

**This information has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Chao and Company, Ltd. is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). CRD No. 116983.**

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**Item 2. Material Changes**

Chao & Company, Ltd. Has made the following material change to this brochure since the date of its last annual filing (March 26, 2014):

Philip S.L. Chao, the firm's sole shareholder and Chief Investment Officer has been named Chief Compliance Officer.

Amanda Pagenhardt has been named Assistant Compliance Officer.

**Item 4 – Advisory Business and Item 5 – Fees and Compensation**

These sections have been extensively revised to better reflect the services provided and the fees charged for such services. Clients and prospective clients are urged to consider this new information carefully.

**Item 17 – Voting Client Securities**

Chao & Company, Ltd. has indicated that it does not vote client proxies or take responsibility for managing legal proceedings involving client securities.

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**Brochure Supplements attached.**

## Item 4 Advisory Business

Chao and Company, Ltd., incorporated in the Commonwealth of Virginia, has been providing investment advisory and management services since 1991 and has been registered with the SEC since 2010. Philip S.L. Chao is the sole shareholder, Chief Investment Officer and Chief Compliance Officer. Amanda Pagenhardt is our Assistant Compliance Officer. Eileen Huang is our Senior Investment Analyst. We have no subsidiaries.

### ***B. Description of Advisory Services (including any specializations)***

We offer advisory and investment services (as described in section C below) to high net worth individuals, families, and institutions, including tax-exempt entities, retirement plans and institutions. Advisory and investment services to individuals and families may include limited scope personal financial planning and continuous investment advice and portfolio management. Advisory and investment services to institutions may include fiduciary services related to qualified retirement plans, investment consulting and discretionary portfolio management.

#### **a. Portfolio Management Services**

##### ***1. Discretionary and Non-Discretionary Investment Management Services for Individuals and Families***

We provide continuous portfolio management services to individual clients based on their specific investment objectives. Through in-person meetings in which portfolio and investment goals and objectives are determined, a set of specific investment criteria and how the portfolio is managed are agreed upon. Client portfolios can be managed on both a discretionary or non-discretionary basis. This is determined solely by the client. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, growth and income, etc.). This service is not available to employee participants to a qualified retirement plan where we serve as the ERISA fiduciary investment advisor or investment manager.

The core of our portfolio construction and management process is based on the tenants of Modern Portfolio Theory. The premise is to construct a portfolio that balances risks and expected return based on the client's investment criteria and over the client specified investment horizon. A generic portfolio is first constructed using benchmark indexes as proxies for asset and sub-asset classes. This generic portfolio offers a general framework for asset allocation and a guide for implementation. Open-end mutual funds and exchange traded vehicles (ETVs), to include exchange traded funds (ETFs) and exchange traded notes (ETNs) are used as the basic building blocks in portfolio implementation and management. Individual equity securities are used upon a client's request and specification. We use a core-satellite investment allocation approach where the core component is made up of primarily index tracking equity investments and actively managed bond strategies. The satellite component is made up of investments in alternative asset and sub-asset classes, sector investments, and alternative investment strategies. We rely on diversification as the primary method to control portfolio downside risk. Additionally, we may use certain alternative strategies to dampen volatility and to control downside risk. Finally, we also rely on tactical asset allocation to over or under weight asset and sub-asset classes in an attempt to lower portfolio volatility or to enhance expected return. Our tactical asset allocation decisions stem from our global macro view which represents a top down process in influencing our core and satellite asset allocation decisions cyclically.

In selecting and monitoring investment strategies, each mutual fund and ETV is screened and selected on the basis of any or all of the following criteria: performance history (both risk and return); the industry sector (broad or narrow) in which it invests, replicates or tracks an underlying index; the track record and tenure of the portfolio manager; its investment objectives; management style and philosophy; and the management fee and operational structure. We also take into consideration correlation among and between each investment option as an added screening factor to enhance diversification. As a part of our investment due diligence process, we visit with investment managers or team members to better

understand and verify their strategies and to monitor them over time. Clients have the opportunity to place reasonable restrictions on the types of investments employed. Clients retain individual ownership of all securities at all times.

In the case of non-discretionary services, once the client has approved the generic investment portfolio, a list of recommended investments, current prospectuses for recommended mutual funds, and possibly other relevant information are made available to the client. Upon client's final approval, the agreed to investments are either immediately invested or invested over time through the process of dollar-cost-averaging, as agreed upon with the client. The client grants us the flexibility of exact time and date for making the investments and the exact dollar amount invested under the dollar-cost-averaging process. These minor authorizations are not considered or deemed by us as having discretionary authority over the portfolio or client accounts. Prior to taking action to rebalance, make tactical allocations, or sell or buy any securities in the portfolio, we make specific recommendations to the client and will not take any action until and unless approved by the client.

In the case of discretionary services, we make all investment selection, implementation and investment timing decisions without first informing or seeking approval from the client.

## **2. *Discretionary Investment Management Services for Institutions***

### **A. Institutional Assets Not Subject to Employee Retirement Income Security Act ("ERISA")**

We provide continuous portfolio management services to institutional clients based on their specific investment objectives and investment guidelines specified in written investment policies. Investment criteria typically include liquidity needs, investment time horizon, expected annual return, maximum portfolio drawdown, cash flow (timing of contributions and distributions), limitations and restrictions, and tactical allocation bands. In compliance with the investment criteria, we construct an optimal generic portfolio using benchmark indexes as proxies for asset and sub-asset classes based on the tenants of Modern Portfolio Theory. Upon approval, the portfolio implementation is allocated on a core-satellite framework. The core component is typically made up of index tracking equity investments and actively managed bond strategies. The purpose of the core component is to primarily replicate market betas (taking on systemic market risks) in seeking market returns for the specific asset classes. The amount of allocation to this core component depends on investment criteria specified by the institutional client. The satellite component is comprised of investments in alternative asset and sub-asset classes, sector investments, and alternative investment strategies. Risk management on the portfolio level is primarily based on diversification achieved through asset allocation. Additionally, we may use certain alternative strategies to dampen volatility and to control downside risk. Finally, we also rely on tactical asset allocation, within the asset bands, to over or under weight asset and sub-asset classes in an attempt to lower portfolio volatility. Our tactical asset allocation decisions stem from our global macro view which represents a top down process in influencing our core and satellite asset allocation decisions cyclically.

Open-end mutual funds and exchange traded vehicles (ETVs), to include exchange traded funds (ETFs) and exchange traded notes (ETNs) serve as the basic building blocks in portfolio implementation and management. In selecting and monitoring investment strategies, each mutual fund and ETV is screened and selected on the basis of any or all of the following criteria: performance history (both risk and return); the industry sector (broad or narrow) in which it invests, replicates or tracks an underlying index; the track record and tenure of the portfolio manager; its investment objectives; management style and philosophy; and the management fee and operational structure. We also take into consideration correlation among and between each investment option as an added screening factor to enhance diversification. As a part of our manager research, we visit with the investment managers or team members to better understand and verify their strategies and to monitor them over time.

As a discretionary manager, we make all asset allocation, investment selection and implementation decisions without first informing or seeking approval from the client.

**B. Institutional Assets Subject to Employee Retirement Income Security Act ("ERISA")**

For ERISA plan sponsor for defined benefit plans, we serve as an ERISA § 3(38) investment fiduciary manager to deliver discretionary investment and portfolio management services. We follow the same investment process and approach as those summarized in section A above.

**b. Financial Planning Services**

We do not offer "comprehensive" personal financial planning services to the public. Accordingly, financial planning services are limited to issue-specific disciplines, such as our retirement planning advisory services. A client who engages us for retirement planning advisory services receives a written report designed to achieve the client's stated retirement financial goals and objectives. Retirement planning advisory services may include analysis of investments during the accumulation and distribution phases and their effect on a client's retirement portfolio.

We gather required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals, budget and known expenditures, and planning assumptions and attitudes towards investment, funding, longevity, inflation and other retirement savings and decumulation related risks. Related documents supplied by the client are reviewed. A final report is presented to the client, and implementation of the report recommendations is entirely at the client's discretion. In performing these services, we strictly rely on all information and data provided by the client and any designated professionals, and we will not take the time or effort to further confirm their validity or completeness.

**c. Consulting Services**

**1. *Personal Consulting Services***

Clients may elect to obtain investment advice on a single episode or event basis. This may include advice on only an isolated area of concern, such as reviewing a client's existing portfolio, without managing the client assets on a regular or ongoing basis.

**2. *Business Consulting Services - Non-Investment Related***

Institutional or business clients may retain us to deliver business consulting services in areas of concern including, but not limited to, the following: general business planning, non-qualified retirement planning, closely held business shareholder issues and employee benefit analysis. Such services are strictly non-investment and/or non-securities related.

**d. Pension Consulting Services**

**1. *Qualified Retirement Plan subject to ERISA***

In the capacity of an ERISA § 3(21) investment co-fiduciary, we offer investment and investment related consulting services to qualified retirement plan sponsors in the following areas:

- Assist the plan sponsor in meeting their ongoing responsibilities as investment fiduciaries pursuant to ERISA.
- Assist in defining the objective of the retirement plan in order to meet the Exclusive Purpose Rule.
- Draft and maintain an Investment Policy Statement for the retirement plan to develop a prudent process for investment selection and monitoring
- Conduct a review of existing investment lineup
- Conduct investment/manager searches to add to or replace a manager on the investment menu
- Prepare written investment reports for plan fiduciaries to meet their ongoing duty to monitor each Designated Investment Alternative

- Prepare, coordinate and manage the Request for Information (RFI) or Request for Proposal (RFP) process for plan service vendors such as recordkeeper, custodian, Fiduciary Advisor, etc.
- Advocate for the Plan Sponsor and negotiate services and terms with service providers
- General plan design consulting.
- Manage fee benchmarking process.
- Coordinate and consult regarding investment and participant communication materials.
- Coordinate and consult regarding participant investment education

Where we are serving as co-fiduciary to the retirement plan, we do not serve in as a ERISA § 3(38) investment fiduciary manager by providing asset allocation models or creating investment solutions to be one or more investment options for plan participants, and we also do not provide any investment advice to any plan participants. We do not serve in the capacity of a “fiduciary advisor” as so defined under the Pension Protection Act of 2006. We do not provide services generally provided by a record keeper, a third party plan administrator or an actuary to a qualified retirement plan.

Services provided to a plan sponsor are specified in a written agreement and we will disclose any change to the information in the agreement required to be disclosed by our firm under ERISA Regulation Section 2550.408b-2(c)(1)(iv).

## ***2. Non-Qualified Retirement Plan or Executive Compensation Plans***

We provide investment consulting services in the same manner as summarized in section 1 above except we are not subject to the ERISA standard and we are not co-fiduciaries.

### **e. Independent Manager Program**

The Company may recommend, as a part of its Portfolio Management Services listed in section (a) above, that certain clients authorize in writing active discretionary management of a portion of their assets by independent money managers under the form of a separate account or limited partnership structure. Clients' funds will invest directly with the independent money managers and custodied via another custodian.

The terms and conditions under which a client shall engage the independent money manager is set forth in two separate written agreements - one between the client and the custodian and the other between the client and the designated independent money manager. The Company shall include the assets being managed by the independent money manager as a part of the Portfolio Management Services.

Factors that the Company will consider in recommending an independent money manager include the client's stated investment objective(s) and the investment strategy and process, manager history, structure, transparency, performance, reputation, financial strength, reporting, fee schedule and service of the independent money manager. In addition to the Company's firm brochure, the client shall also receive a copy of the designated independent money manager's firm brochure.

## ***C. Availability of Tailored Services for Individual Clients***

We advise, design, implement and monitor investment portfolios based on specific client circumstances and criteria. When designing an investment portfolio, the client's liquidity needs, downside risk exposure and tolerance, expected annual return range, investment duration, and objectives are taken into consideration along with client specified constraints, limitations or preferences.

### ***D. Wrap Fee Programs.***

This Item is inapplicable as we do not offer any wrap fee programs.

### ***E. Client Assets Under Management.***

As of December 31, 2015, we have approximately \$1,670,000,000 of client assets under management or advisement, \$84,000,000 of which is managed on a discretionary basis and \$17,000,000 on a non-discretionary basis. In addition we advise on approximately \$1,060,000,000 as a pension consultant.

## Item 5 Fee & Compensation

### *A. Advisory Fees and Compensation.*

#### *a. Portfolio Management Fees*

#### ***DISCRETIONARY and NON-DISCRETIONARY INVESTMENT MANAGEMENT SERVICES for INDIVIDUALS & FAMILIES***

The annual fee for our Portfolio Management Services provided on a discretionary or non-discretionary basis to individuals and families is assessed as a percentage of assets under management, according to the following schedule:

ASSET UNDER MANAGEMENT	ANNUAL FEE ASSESSED
UP TO \$5 Million	The greater of \$7,500 or 0.75%
Next \$1 to \$10 Million	0.55%
Next \$1 and thereafter	0.40%

For individual or family clients, a portfolio minimum of \$1,000,000 is required. We retain the right to modify fees, in our sole and absolute discretion, on a client-by-client basis. Factors considered may include, but are not limited to, the complexity and nature of the advisory services provided, anticipated amount of assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, and account composition. The specific fee schedule is identified in the advisory agreement entered into with the client.

#### ***DISCRETIONARY AND NON-DISCRETIONARY INVESTMENT MANAGEMENT SERVICES for INSTITUTIONS***

The annual fee for our Portfolio Management Services for institutions is assessed as a percentage of assets under management, according to the following schedule:

ASSET UNDER MANAGEMENT	ANNUAL FEE ASSESSED
UP TO \$10 Million	The greater of \$25,000 or 0.50%
Next \$1 to \$50 million	0.40%
Next \$1 to \$200 million	0.30%
Next \$1 and thereafter	0.20%

For institutions, a portfolio minimum of \$5,000,000 is required. We retain the right to modify fees, in our sole and absolute discretion, on a client-by-client basis. Factors considered may include, but are not limited to, the complexity and nature of the advisory services provided, complexity and frequency of reporting, anticipated amount of assets to be placed under management, anticipated future additional



assets, related accounts, portfolio style, and account composition. The specific fee schedule is identified in the advisory agreement entered into with the client.

An institution includes organizations, governments, municipalities, endowments, tax-exempt organizations, and qualified retirement plans subject to ERISA.

***b. Financial Planning Services Fees***

Financial planning fees will be charged in one of two ways:

1. As a fixed fee, typically ranging from \$4,000 - \$7,500 per individual retirement plan, depending on the nature and complexity of each client's circumstances.
2. On an hourly basis at a rate of \$400 per hour. Upon request, an estimate for total hours may be determined at the start of the advisory relationship

***c. Consulting Fees***

***PERSONAL CONSULTING SERVICES***

Personal consulting fees will be charged on an hourly basis at a rate of \$400 per hour. Upon request, an estimate for total hours may be determined at the start of the advisory relationship.

***BUSINESS CONSULTING SERVICES - NON-INVESTMENT RELATED***

1. As a fixed fee, typically ranging from \$15,000 - \$150,000, depending on the nature of the consulting services and the complexity or comprehensiveness of the service requested. Also, in the case of a employer sponsored retirement plan, the number of employees, type of Plan, amount and type of plan assets, and the nature and complexity of each client's circumstances are determining factors.
2. On an hourly basis at a rate of \$400 per hour or at a rate of \$4,000 per day. If appropriate, an estimate for total hours may be determined at the start of the advisory relationship.

***d. Pension Consulting Services Fees***

1. As a fixed fee, typically ranging from \$15,000 - \$150,000, depending on the nature and complexity of the consulting services and the complexity or comprehensiveness of the service requested. Also, in the case of a employer sponsored retirement plan, the type of Plan, amount and type of plan assets, and the nature and complexity of each client's circumstances are determining factors.
2. On an hourly basis at a rate of \$400 per hour or at a rate of \$4,000 per day. If appropriate, an estimate for total hours may be determined at the start of the advisory relationship.

***GENERAL INFORMATION ON FEES:***

***Fee Calculation:***

***I. Asset Based Fee***

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the account for any advisory client.

***II. Hourly Fee***

We maintain a detailed log of all activities completed for the client engagement and our monthly invoices reflect the services provided in detail to the client.

***III. Fixed Fee***

Typically we invoice the client the agreed to fixed fee our service is complete and delivered to the client.

## ***B. Payment Method***

For investment management (individual or institutional, discretionary or non-discretionary) and ongoing investment advisory services, typically fees are debited from the client -designated account quarterly in arrears in accordance with the client's written authorization with the custodian and so specified in the Services Agreement. Otherwise, based solely on each client's choosing, we will invoice the client and are paid directly by the client. All asset based fees are calculated based on the value (market value or fair market value in the absence of market value) of the client's account assets reported by the custodian at the end of the previous calendar quarter unless noted otherwise. A copy of the quarterly statement from the custodian is attached with each invoice.

For any services rendered to an ERISA plan, the plan sponsor or plan administrator is invoiced at the end of each calendar quarter in arrears. The plan sponsor may elect to pay the invoice with plan assets held at a qualified independent custodian or with the general assets of the employer.

For all Individual Retirement Financial Planning services, and Business Consulting Services, the client is invoiced monthly for services provided during the prior month. The client is expected to pay the invoice in full within 10 business day upon the receipt.

## ***C. Additional Fees and Expenses***

***Mutual Fund, ETV and Separate Account Fees:*** All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, and ETV and charges or expenses charged by separate account managers. These fees and expenses are described in each fund's prospectus in the case of a mutual fund or ETV and separate account management agreement for any outside separate account managers utilized. These fees generally include a management fee, trading costs, other fund expenses, short-term trading fees and a possible distribution fee. A client could invest in any of our recommended investment directly, without our services. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which investments are most appropriate to each client's financial condition and objectives as a part of a diversified portfolio. Under all circumstances, we will not be compensated or receive compensation of any kind payable by a third party.

Accordingly, the client should review both the fees charged for each investment product and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

### ***Trading and Other Costs:***

All fees paid to the Company for investment advisory services are separate and distinct from transaction fees charged by broker-dealers or custodian(s) associated with the purchase and sale of mutual funds, Exchange Traded Vehicles, fixed-income and equity securities and options among other investments. In addition, fees do not include the services of any co-fiduciaries, accountants, custodians or attorneys.

### ***Professional Fees:***

Fees do not include the services of any co-fiduciaries, trustee(s), accountants, other advisors, or attorneys. Accordingly, the fees of any additional professionals engaged by a client will be billed directly by such professional(s).

### ***Managers Fees and Expenses:***

All fees paid to the Company for any of its Advisory Services are separate and distinct from the fees and expenses charged by independent money managers to their clients.

Each Independent Manager used involves different custodial, administrative, and fee arrangements, and may require certain minimum initial account investments. These fees and expenses are described in each Independent Manager's firm brochure. These fees will generally include a management fee and possibly other fees. The actual management fees may be higher or lower when compared to other Independent Managers employing similar strategies.

In certain circumstances, a client could invest with an Independent Manager directly, without the services of the Company. In that case, the client would not receive the services provided by the Company which are designed, among other things, to assist the client in determining which Independent Managers are most appropriate for the client's financial condition and objectives and to be a part of a diversified portfolio.

#### ***D. Termination and Refunds***

##### Portfolio Management Services

A client has the right to terminate an advisory agreement without penalty within five (5) business days after entering into such an agreement. In addition, an advisory agreement may be terminated at any time, by either party, for any reason upon ten (10) business days prior written notice to the other party. If an account is terminated during a calendar quarter, fees will be adjusted *pro rata* based upon the number of calendar days in the calendar quarter that the advisory agreement was effective. Since the company does not require a retainer and assesses fees in arrears, there is no refund necessary.

##### Financial Planning/Consulting Services

If a client chooses to terminate financial planning or consulting services before they are completed, any work performed by the Company will be billed at the agreed to hourly rate of \$400.00. In the case of a fixed fee arrangement, the fixed fee amount will be adjusted *pro rata* based upon the amount of work completed as of the date of termination.

Because the Company's fees are paid in arrears, the client will not be due any refund.

#### ***E. Additional Compensation and Conflicts of Interest.***

For clients for whom we provide Pension Consulting Services using a life insurance company group annuity product, and if the insurance company is not able or willing to remove commissions payable, we will be paid monthly by the insurance company based on an annual fee typically ranging from 0.25% to 0.75% of plan assets under advisement. The negotiated fee assessed is based on the asset size of the plan, the expected future contribution flow, and the level of services agreed upon. This fee is described and fully disclosed in the insurance company's group insurance contract with the client.

We are not affiliated with any broker-dealer firms and we do not accept investment commissions on investment transactions. In the case of an insurance product where we are operating as a licensed insurance broker, commissions, if any, paid by the insurance carrier, is considered an additional compensation or remuneration for the agreed upon services. This is fully disclosed to the client. .

We do not buy or sell securities for our own proprietary account.

The Company and its associates are engaged for fee-only services. The Company does not accept commissions or compensation from any other source (*e.g.*, mutual funds, insurance products or any other investment product) and does not charge a mark-up on clients' securities transactions.

Neither the Company nor its associated persons receive "trailer" or 12b-1 fees from an investment company that the firm recommends. Fees charged by issuers are detailed in prospectuses or product descriptions and clients are encouraged to read these documents before investing.

Clients always have the option to purchase recommended or similar investments through a service provider of their own choosing.

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

This item is inapplicable since we do not charge performance based fees on any accounts.

## **Item 7. Type of Clients**

### **A. Clients**

We provide investment advice and portfolio management services to retail clients such as high net worth individuals, families and personal trusts; institutional clients such as endowments, tax-exempts and institutions; and benefit plans such as 401(k), 403(b), defined benefit pension plans, non-qualified plans.

### **B. Engaging the Services of the Company**

All clients wishing to engage us for investment advisory services must first enter into the applicable advisory agreement and sign/complete any other document or questionnaire required by us. The advisory agreement describes our services and the terms, conditions, and responsibilities thereunder. It also outlines our fee, fixed and/or variable, in detail.

In addition, clients may need to complete certain broker-dealer/custodial documentation. Upon completion of all required documents, we will be considered engaged by you. You will be responsible for ensuring that we are informed in a timely manner of changes in circumstances that may affect your investment objectives and risk tolerance.

### **C. Conditions for Managing Accounts**

For retail or institutional (non ERISA retirement plan) clients, a portfolio minimum of \$1,000,000 is required. For institutions, a portfolio minimum of \$5,000,000 is required. The minimum account size may be negotiable under certain circumstances. We may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. We retain the sole discretion to make any exceptions to the account minimum and fee schedule on a client-by-client basis. There is no minimum asset value for qualified retirement plans.

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

### ***A. Methods of Analysis and Investment Strategies.***

In designing a client's portfolio, we first develop a global macroeconomic view, which represents a top down process in asset allocation as well as establishing forward looking expected return per traditional asset class (cash, stocks and bonds). In expressing the global macro view, we use a "core and satellites" approach in designing a client's portfolio. Through a bottom up manager and investment selection process, a set of primarily index tracking, or broad market mutual funds or ETVs are used to represent the "core" portion of the portfolio. The purpose of the "core" is to capture market returns by taking market risks (betas). The "satellites" portion is comprised of investments in alternative assets classes (any asset or sub-asset class that is not considered a traditional asset class) and alternative investment strategies (typically defined as non-traditional or long-only investment strategies). In the case of alternative asset classes, index tracking and broad market mutual funds or ETVs are used. The purpose of the "satellites" is to enhance overall portfolio diversification (lowering asset class correlation in an attempt to lower portfolio volatility) and/or increase expected portfolio returns over time.

On an ongoing basis, we use tactical and dynamic asset allocation strategies to balance the portfolio. Tactical allocation allows the portfolio to take advantage in short term opportunities by over weighting one or more sectors of the global economy, investment styles, or asset classes or underweighting certain segments of the portfolio to minimize risks and volatility. Dynamic allocation

allows the portfolio to adjust over a longer period of time to better express our global macro views. The overriding theme of our investment approach is to minimize portfolio volatility through diversification while reaching for the expected portfolio return over a market cycle.

***B. Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies.***

Every investment involves a certain risk of loss which the client should be prepared to bear, including the risk of a total loss of an investment. Our primary method for managing investment risk is asset diversification. Under normal market conditions, various asset classes, sub-asset classes, investment styles and market sectors to varying degrees offset each other's up or down price movements to minimize extremes. However, in extreme market conditions historically, the benefit of diversification is often diminished and results in uniform movement of all assets to the downside. Although we attempt to minimize the impact of such uniform movements to the downside within a portfolio we manage, there is no assurance that in extreme or abnormal market conditions those significant losses would not occur.

***C. Risks Associated With Types of Securities that are Primarily Recommended (Including Significant or Unusual Risks).***

Alternative Investments

Certain alternative asset classes involve a greater degree of volatility. Clients invested in certain alternative asset classes should expect a higher level of volatility. However, when such assets are introduced to a diversified portfolio made up of other (low or non correlated) asset and sub-asset classes, the portfolio volatility is often lowered over time.

Exchange Traded Vehicles (ETVs)

Equity-based ETVs are subject to risks similar to those of stocks. If the stocks invested within an ETV decline due to weakening fundamentals, crumbling technical support, global events, or any other market fluctuations, the value of the ETV will go down. Fixed income-based ETVs are subject to risks similar to those of bonds such as increasing interest rates or increasing credit risks; and in the case of non US\$ denominated bonds would be subject to currency and political risks. Investment returns will fluctuate and are subject to market volatility, so that an investor's ETV shares, when redeemed or sold, may be worth more or less than their original cost.

**Item 9. Disciplinary Information**

This Item is inapplicable since we and our employees do not have any disciplinary record.

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

We are a SEC registered investment adviser. We are also a licensed insurance agent or broker for one or more insurance companies. Philip S.L. Chao, Principal, in his individual capacity, is also an insurance agent or broker for one or more insurance companies. Thus, we and our executive officers will be able to purchase products for clients for which they may receive separate, yet customary compensation. The implementation of any or all recommendations is solely at the client's discretion.

In addition to providing the advisory services described above, we also provide non-investment related business consulting services. The majority of these services are provided under Financial Planning or Consulting agreements where an hourly or fixed fee is payable by the client for the services rendered. Mr. Chao may spend as much as 20% of his time with these related activities.

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

### ***A. Code of Ethics.***

We have adopted a Code of Ethics pursuant to SEC Rule 204A-1 that obligates us and our employees to put the interests of our clients before our own interests and to act honestly and fairly in all respects in dealings with clients. All of our personnel are also required to comply with applicable federal securities laws.

Our Code of Ethics describes the firm's fiduciary duties and responsibilities to our clients and sets forth our practice of supervising the personal securities transactions of our employees with access to client information. Our employees may buy or sell securities for their personal accounts identical to or different from those recommended to you. It is our expressed policy that our employees must put the interests of our clients ahead of their personal interests.

To supervise compliance with our Code of Ethics, we require that anyone associated with the firm and has access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's Assistant Compliance Officer. We require such employees to also receive approval from the Assistant Compliance Officer prior to investing in any initial public offerings (IPOs) or private placements (limited offerings). Our Code of Ethics further includes our policy prohibiting the use of material non-public information.

Any individual not in observance of the above may be subject to discipline.

We will provide a complete copy of our Code of Ethics to any client upon request to our Assistant Compliance Officer at 703.847.4380 or by making a written request to our principal address as set forth on the cover page to this disclosure brochure.

### ***B. Client Transactions in Securities where Adviser has a Material Financial Interest.***

We have no affiliation with any individual or institution that carries a material financial interest. Further, we do not buy or sell securities of any kind for our firm's own account for the purpose of reselling to clients. We do not conduct any trades between our own account and a client account.

### ***C. Investing in Securities Recommended to Clients.***

Under our firm's 401(k) plan, employee participants are given the opportunity to self direct investments into a group of ETFs. Individual employees may also, from time to time, own interests in mutual funds and ETVs that are also recommended to our clients.

Since mutual funds and ETVs are broadly diversified and our firm and our employees have no direct control over the purchase or sale of any individual security there under, this is deemed to be free of conflict of interest for our firm's 401(k) plan and/or individual employees to purchase, hold or sell ETVs or mutual fund shares that have been recommended to our clients or held by them. Due to the scale of an ETV or a mutual fund, the timing of the purchase or sale by our firm's 401(k) plan and/or employees will not in any manner affect the price of the mutual fund. Moreover, employee-participant trading in the ETFs under the 401(k) plan is limited to once a day and each trade is bundled with others by the third party administrator to our firm's 401(k) Plan and our firm and employees have no control, influence or discretion regarding the timing of each trade.

### ***D. Conflicts of Interest Created by Contemporaneous Trading.***

We primarily use mutual funds and ETVs and infrequently separate accounts in building and managing client portfolios. If an individual security is to be purchased, and an employee is also interested in purchasing the same individual security, we will always execute the purchase for the client account first. In the case of selling an individual security in a client's portfolio, the same priority preference is afforded to the client. All transactions for clients are executed before any employee's personal security transaction.



## **Item 12. Brokerage Practices**

### ***A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.***

We participate in the Schwab Advisor Services program (Schwab Advisor Services) offered to independent investment advisers by Charles Schwab & Company, Inc., (“Schwab”) a FINRA registered broker dealer, Member SIPC/NYSE. Clients in need of brokerage and custodial services will have Schwab recommended to them.

While there is no direct link between our use of Schwab Advisor Services and the investment advice we give to our clients we do receive certain economic benefits through our participation in the program that are typically not available to Schwab retail investors.

As a user of Schwab Advisor Services, Schwab makes available to us other products and services that benefit us, but may not benefit its clients’ accounts. Some of these other products and services assist us in managing and administering clients’ accounts, including:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk serving Schwab Advisor Services participants exclusively;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts;
- Ability to have investment advisory fees deducted directly from client accounts;
- Access to an electronic communication network for client order entry and account information;
- Receipt of compliance publications; and
- Access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors.

Schwab Advisor Services also makes available to us other services intended to help us manage and further develop our advisory business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab Advisor Services may make available, arrange and/or pay for these types of services rendered to us by independent third parties.

Additional benefits received because of our use of Schwab Advisor Services may depend upon the amount of transactions directed to, or amount of assets custodied by, Schwab. We are required to maintain a minimum level of client assets with Schwab Advisor Services to avoid a quarterly service fee. While as a fiduciary we endeavor to act in our clients’ best interests, our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature cost or quality of custody and brokerage provided by Schwab which may create a conflict of interest.

#### ***1. Research and Other Soft Dollar Benefits.***

We reserve the right to participate in soft dollar arrangements under the Section 28(e) safe harbor provisions of the Exchange Act. The only services we currently receive that could potentially be considered “soft dollar” services are the research and market data provided by Schwab under the Schwab advisor program. However, we do not have any commission requirements to receive the research and market data benefits. The only requirement is the \$10 million in advisory assets as stated in Item 12A above.

#### ***2. Brokerage for Client Referrals.***

We do not and have not received any referrals from a broker-dealer and this factor is not a part of the

consideration in selecting or recommending broker-dealers to clients.

### ***3. Directed Brokerage.***

We participate in the Schwab Advisory Services program offered to independent investment advisers by Charles Schwab & Company, Inc. Clients in need of brokerage and custodial services will have Charles Schwab & Company recommended to them. We do not participate in any transaction fees or commissions paid to the broker dealer or custodian and we do not receive any fees or commissions for the opening or maintenance of client accounts at recommended brokers.

Not all investment advisers require their clients to direct brokerage. By directing brokerage, we may not be able to achieve most favorable execution of client transactions and that this practice may cost clients more money.

Clients are free to select a broker-dealer of their choice when we manage portfolios and investment assets. We reserve the right to decline any client account that directs the use of a broker dealer other than Schwab if we believe that the broker dealer would adversely affect our fiduciary duty to the client and/or ability to effectively service the client portfolio. When clients designate specific brokers or dealers through which transactions are to be effected, orders for such directed brokerage clients will be placed after orders for clients that leave the selection of brokers to our discretion. For these accounts, it may not be possible for us to obtain the lower commission rates which might be attainable if we had full discretion in the selection of the executing firm. Clients directing brokerage may also incur other transaction costs or greater spreads or receive less favorable net prices on transactions for their accounts than might otherwise be the case.

### ***B. Order Aggregation.***

From time to time, we aggregate trades for ETVs if the volume or the number of client accounts create an economic advantage to them from a pricing or trading cost standpoint.

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

The underlying securities within a client's account are continuously monitored by Eileen Huang, Senior Analyst at our firm. Philip SL Chao, Principal and Chief Investment Officer conducts formal quarterly portfolio level reviews.

Accounts are reviewed in the context of each client's stated investment objectives and guidelines.

Amanda Pagenhardt, Assistant Compliance Officer, reviews transactions in each client portfolio on a monthly basis to verify that transactions have been executed according to the order entry instructions from Mr. Chao.

### ***A. Frequency and Nature of Review.***

Accounts are reviewed on a on an ongoing, but no less frequent than quarterly, as stated above. Clients receive written reports from both our firm quarterly and their independent custodian monthly. We encourage our clients to compare the reports received from our firm with those of their custodian.

### ***B. Factors Prompting a Non-Periodic Review of Accounts.***

Client portfolios and accounts are reviewed on an ongoing basis by Eileen Huang, Senior Analyst, in an effort to identify any unusual performance issues for a client portfolio as compared with specific benchmark.

Significant changes in global macro variables such as market, political or economic circumstances, or changes in a client's individual financial objectives or circumstances may trigger more frequent reviews.



### **C. Content and Frequency of Regular Account Reports.**

In addition to the monthly and annual written account statement sent to clients by the broker-dealer custodian, we send clients a performance report at the end of each calendar quarter. The report details the performance of each account and the performance of the portfolio against one or more benchmarks and provides a detailed gain/loss report for the reporting period.

For 401(k) retirement plan clients where we serve as a co-investment fiduciary, a comprehensive monitoring report is prepared by us. This report measures each investment option against a set of criteria established under the 401(k) plan investment policy statement and provides recommendations regarding the investment choices that failed to meet the stated criteria. This written report is sent to the client quarterly. On a monthly basis, in assisting our plan sponsor clients in meeting their duty to prudently monitor plan investment options, we provide an investment-by-investment report based on data provided by Morningstar.

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

### ***A. Economic Benefits Received from Non-Clients for Providing Services to Clients.***

We do not accept or receive any benefits (cash or non-cash) other than our agreed to advisory and/or consulting fee in relation to our investment advisory business.

### ***B. Compensation to Non-Supervised Persons for Client Referrals.***

We do not directly or indirectly compensate anyone or any entity for client referrals.

## **Item 15. Custody**

Custody of client assets will be maintained in almost all cases with Charles Schwab and Company. We will not have custody of any assets in the client's account. Clients will be solely responsible for paying all fees or charges of the custodian. Clients typically authorize us to give the custodian instructions for the purchase, sale, conversion, redemption, exchange or retention of any security, cash or cash equivalent or other investment for the client's account.

Clients will receive directly from the custodian a monthly statement showing all transactions occurring in the client's account during the period covered by the account statement, and the funds, securities and other property in the client's account at the end of each reporting period. Clients are urged to carefully review the account statement sent by the broker-dealer/custodian and to compare the account statement provided by the broker-dealer/custodian with any statements that we provide. Further, a soft or hard (based on each client's preference and election) copy confirmation is generated and forwarded to the client for each buy or sell transaction that was effected in the client account. Please note that the value of each security is provided to us by the custodian on a daily basis, but the portfolio value or security value within an account listed in our quarterly client report may vary from those sent by the broker-dealer/custodian based on accounting procedures, reporting dates and valuation methodologies of certain securities.

## **Item 16. Investment Discretion**

Under written authorization from the client we may manage client portfolios on a discretionary basis. This written trading authorization by the client is also provided to the broker-dealer custodian. Based on the client's investment criteria, we will first offer the client, in writing, a general asset allocation recommendation. After we receive client consent to the asset allocation recommendation, we will have full and complete discretion as to the timing, amount and priority of implementation and selecting the specific investments to be purchased and sold, subject to any restrictions set in writing by the client.

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

We do not vote proxies on behalf of our clients. Therefore, although we may provide discretionary investment advisory services relative to client investment assets, it is the client that maintains exclusive responsibility for: (i) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (ii) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. We and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. Clients can contact Amanda Pagenhardt (703.847.4380) if they have questions regarding a particular solicitation.

Although we have discretion over client accounts, we will not be responsible for handling client claims in class action lawsuits or similar settlements involving securities owned by the client. Clients will receive the paperwork for such claims directly from their account custodians. Each client should verify with their custodian or other account administrator whether such claims are being made on the client's behalf by the custodian or if the client is expected to file such claims directly.

## **Item 18. Financial Information**

### **Prepayment of Fees**

Because we do not require or accept prepayment of more than \$1,200 in fees six months or more in advance, we are not required include a balance sheet with this disclosure brochure.

### **Financial Condition**

We do not have any adverse financial conditions to disclose.

### **Bankruptcy**

We have never been the subject of a bankruptcy petition.

***Brochure Supplement  
Part 2B of Form ADV***

**Item 1. Cover Page**

**Philip S.L. Chao**

Chao and Company, Ltd.  
8460 East Tyco Road, Suite E  
Vienna, VA 22182-2219

**This *brochure supplement* provides information about Philip S.L. Chao that supplements the Chao and Company Ltd. firm *brochure*. You should have received a copy of that *brochure*. Please contact Amanda Pagenhardt at telephone number 703.847.4380 or via email at [apagenhardt@chaoco.com](mailto:apagenhardt@chaoco.com) if you did not receive the Chao and Company Ltd.'s *brochure* or if you have any questions about the contents of this supplement.**

**Additional information about Philip S.L. Chao is available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2. Educational Background and Business Experience**

**Name: Philip S.L. Chao, CFP, AIFA**

Year of Birth: 1956

Education:

B.S., Biological Sciences, University of Southern California, 1978.

Career Summary:

Business Experience:

Principal/Chief Investment Officer/Chief Compliance Officer, Chao & Company, Ltd., 10/1991 to present;

OSJ Registered Principal, SunAmerica Securities, Inc., December 1995 to December 2000.

Exams and Designations:

Mr. Chao holds the Certified Financial Planner ("CFP") certification. This certification is relevant to Mr. Chao as a financial professional providing investment advice to clients.

*Important Information about the Certified Financial Planner (CFP®) Designation:*

*The CFP certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.*

*To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:*

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;*
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;*
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and*
- Ethics – Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.*

*Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:*

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and*

- *Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.*

*CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.*

In addition, Mr. Chao holds the Accredited Investment Fiduciary Analyst ("AIFA") designation. The AIFA program is sponsored by fi360 through the Center for Fiduciary Studies, LLC. In order to hold the designation, an individual must obtain certain educational, industry experience, and examination requirements. Continuing education requirements must be met in addition to adherence to a code of ethics. This certification allows Mr. Chao to evaluate and assess an entity's conformity to a "Global Fiduciary Standard of Excellence." To learn more about the certification, please visit the fi360 website at [www.fi360.com](http://www.fi360.com).

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### **Item 3. Disciplinary Information**

No disciplinary actions have been taken against Philip S.L. Chao.

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### **Item 4. Other Business Activities**

Chao & Company is an insurance broker for one or more insurance companies. Philip SL Chao, Principal and Chief Investment Officer, in his individual capacity is an insurance agent for one or more insurance companies. Thus, Chao & Company and its executive officers will be able to purchase products for clients for which they will receive separate, yet customary compensation. While Chao & Company and Philip Chao endeavor at all times to put the interest of the clients first as part of Chao & Company's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and will affect the judgment of these individuals when making recommendations.

Mr. Chao may spend as much as 30% of his time with these related activities.

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### **Item 5. Additional Compensation**

Philip S.L. Chao does not receive any additional compensation from external sources in relation to his investment advisory role with the firm.

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### **Item 6. Supervision**

Amanda Pagenhardt, our Assistant Compliance Officer, is responsible for supervising the trading activity of Philip S.L. Chao. She routinely reviews all trading activity in both his personal accounts as well as his client trading activity.