

Value Planner, LLC

FORM ADV PART 2A WRAP FEE PROGRAM BROCHURE May 11, 2018

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This wrap fee brochure provides information about the qualifications and business practices of Value Planner, LLC and its registered investment adviser representatives. If you have any questions about the contents of this brochure, please contact us at + 86 20 33266153 or codysun@valueplanner.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration does not imply a certain level of skill or training. Additional information about Value Planner, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Value Planner, LLC's CRD number is 290640.

ITEM 2 MATERIAL CHANGES

There are no material changes in this brochure. Consequently, you should still read this Brochure in its entirety for important information about the Firm.

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ITEM 4 SERVICES, FEES & COMPENSATION

A. FIRM DESCRIPTION

Value Planner, LLC (or “the Firm” or “Value Planner”) was founded in October 2017 as a Delaware limited liability company. Value Planner is an investment advisor registered with the Securities and Exchange Commission (“SEC”). Value Planner is a Robo-Advisor and is the sponsor of the Value Planner, LLC Wrap Fee Program.

B. SERVICES

Value Planner offers individuals and high net worth individuals (“Clients”) automated investment advisory services over the internet to allow Clients convenient and personalized access to portfolio management. This Wrap Fee Brochure is meant to help our Clients understand the nature of the advisory services offered by Value Planner, whether the advisory services offered by Value Planner are right for you, and the potential conflicts of interest associated with your participation in the Value Planner LLC Wrap Fee Program. You should review it carefully.

Value Planner manages assets as part of the Value Planner, LLC Wrap Fee Program. A wrap fee program is a common alternative to a typical advisory fee structure that provides Clients with discretionary advisory, execution and clearing and custodial services for one all-inclusive bundled fee with no additional account activity charges. In exchange for these “bundled” services, Clients pay an all-inclusive (or “wrap”) fee determined as a percentage of the assets held in the wrap account. As such, Value Planner charges Clients a management fee that covers the investment advisory services it provides, as well as the brokerage and custodial services provided by Redbridge Securities, LLC, an unaffiliated broker-dealer (“Redbridge” or “Broker”). Your fee is bundled with our costs for executing transactions in your account(s). Please see Item 6 for additional information on brokerage consideration.

Prior to providing any discretionary services, Value Planner will provide Clients with an Investment Management Agreement (the “Agreement”). Under the Agreement, the Clients provide their current and anticipated financial condition as well as their investment objectives and risk tolerance. Value Planner begins by assessing our Clients’ risk profiles through an online questionnaire via the Value Planner website. The Clients are also provided a Customer Brokerage and Custody Agreement (the “Brokerage Agreement”) with Redbridge, which establishes the Client accounts and through which Redbridge provides the brokerage services.

Clients for whom Value Planner is providing discretionary investment management services grant Value Planner a limited power of attorney permitting Value Planner to buy and sell securities on Clients’ behalf, which are custodied with Redbridge. Redbridge was selected by BBAE Advisors, LLC (“BBAE” or the “Sponsor”). BBAE is an investment advisor registered with the SEC. Value Planner’s Clients will have their trades executed through the Sponsor’s preferred broker, Redbridge, pursuant to the sub-advisor agreement between Value Planner and BBAE (the “Sub-Advisor Agreement”).

Authorization pursuant to the Agreement to manage Clients' assets on a discretionary basis shall remain in full force and effect until revoked by Clients in writing. Pursuant to the Sub-advisor agreement, Value Planner appoints BBAE as a limited agent of the Advisor solely for the purpose of implementing the Advisor's Program as follows:

- a. Operate the Asset Allocator Program to (i) implement Advisor's selections, modifications and replacement of Portfolios for Clients' Program Accounts, and (ii) perform the automatic rebalancing for Clients' Program Accounts; and
- b. Carry out the trade order management process via its clearing firm.

The Value Planner platform maintains and monitors Clients' individual account parameters. This review may include types of account, investment objectives, overall financial conditions, personal and business assets, risk tolerances, and other factors unique to Clients' individual situations. Based on our Clients' parameters, the Sponsor will develop customized investment portfolios. Periodic reviews of Clients' investment programs may result in our Clients' programs being revised by the Sponsor, from time to time.

Value Planner offers discretionary services to Clients by providing real-time access to affordable, professional and customized portfolio management (ranging from highly conservative to very aggressive) through its website. Value Planner will develop customized investment programs and guide our Clients' investments by recommending:

- A customized portfolio of Exchange Traded Funds ("ETFs") and/or
- A customized portfolio of publicly traded equities ("Stocks");

The Value Planner website allows Clients to update their risk profiles online, and this will typically effect a change in their portfolio composition based upon the new risk profile. Value Planner provides Clients with a dedicated login to its website where Clients can view their holdings and their account history. Client portfolios are periodically rebalanced on a discretionary basis to realign the portfolios to the desired weighting across investments.

Value Planner, as a software based advisor, requires Clients to acknowledge their ability and willingness to conduct the relationship with Value Planner on an electronic basis. Under the terms of the Agreement, Clients agree to receive all account information and account documents (including Brochures), and any updates or changes to the same, through access to the Value Planner website, and Value Planner's electronic communications. Unless noted otherwise on the Value Planner website or within this Brochure, Value Planner's advisory service, the Sponsor's portfolio management services, Redbridge's brokerage services, the signature for the Agreement and Brokerage Agreement, and all other documentation related to the advisory and brokerage services are managed electronically.

In its management of Clients' portfolios, Value Planner will seek to ensure that certain conditions are met and maintained, however Clients may not provide specific restrictions in their account. The software-based advisory services generally include preselected ETFs

and/or Stocks for each asset class within the plans recommended to Clients by Value Planner. Value Planner does not allow Clients to select their own ETFs or Stocks because the preselected securities and asset class is considered to be part of the overall investment plan. Clients must promptly notify Value Planner of any change to their financial situations or investment objectives that might require a review or revision of their portfolios. The investment advisor representative will be reasonably available to Clients for consultation on these matters and will act on any changes in financial circumstances deemed to be material or appropriate as soon as practical after the investment advisor representative is notified in writing by Clients.

At any time, Clients may terminate an account or withdraw all or part of an account, or update their investment profits, which may initiate an adjustment in the account holdings. Unless otherwise directed by Clients, Value Planner will sell the securities in their accounts (or a portion of the account in the case of a partial withdrawal or update) at market price at or around the time of termination, withdrawal or update.

The Client will answer several questions about their risk tolerance levels, investment objectives, financial information and personal information, including age, income and assets. Based on the responses provided by the Client, an algorithm will recommend a portfolio suitable for the Client. However, based on communications with the Client, Value Planner has the ability to override the algorithm,

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Value Planner currently does not have any assets under management.

C. FEES AND COMPENSATION

The annual account fee is non-negotiable and is based on the following chart (the “Wrap Fee”):

Type of Clients	Management Fee	Performance Fee
Non-Qualified U.S. Residents*	1.8% of assets under management per year	0
Qualified U.S. Residents*	1.8% of assets under management per year	20%
Non-U.S. Residents	1.8% of assets under management per year	20%

*Qualified clients are defined by the S.E.C. as clients with at least \$1 million of assets under management with the adviser, or a net worth of at least \$2 million.

Our firm’s fees are billed on a pro-rata annualized basis monthly in arrears based on the value of your account on the last day of the previous month. Fees will be automatically

deducted from your managed account. Please note that fees will be adjusted for deposits and withdrawals made during the month. As part of this process, Clients must understand and acknowledge the following:

1. Redbridge sends statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid;
2. Clients provide authorization permitting fees to be directly paid by these terms; and
3. Redbridge calculates the advisory fees and deducts them from the Client accounts.

Pursuant to the Sub-Advisor Agreement, Redbridge, as the preferred broker and custodian for the Sponsor, will first pay the advisory fees deducted from Client accounts to the Sponsor.

Clients will not have to pay any fees in addition to the Wrap Fee, which includes the Sponsor's fee. However, other advisers providing similar services may require clients to pay for their own transaction expenses, including, but not limited to, investment-related expenses (such as brokerage commissions, clearing and settlement charges, custodial fees, interest expenses, expenses relating to consultants, brokers or other professionals or advisors who provide research, advice or due diligence services with regard to investments); any applicable tax liabilities (including transfer taxes and withholding taxes); and other similar expenses related to their account in addition to advisory fees.

A wrap fee program allows our Clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). This results in a higher advisory fee to you.

Value Planner does not charge Clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) because we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

You may pay product or custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. These fees are not included within the wrap-fee you are charged by our firm and Value Planner does not benefit directly or indirectly from any such fees. An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore may directly affect the ETF's performance and indirectly affect Clients' portfolio performances or an index benchmark comparison. Expenses of an ETF may include

management fees, custodian fees, brokerage commissions and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuers.

Our investment advisory representatives receive a portion of the advisory fee that you pay us, either directly or as a percentage of your overall fee or as their salary from our firm. In cases where our investment advisory representatives are paid a percentage of your overall advisory fee, this may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. This is because, in some cases, we may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement if your account is not actively traded.

ITEM 5 ACCOUNT REQUIREMENTS & TYPES OF CLIENTS

A. ACCOUNT REQUIREMENTS

Value Planner requires a minimum account size of US \$1000. All Client accounts are opened and maintained according to the Agreement between Clients and Value Planner.

In order to open a Wrap Fee Program account with Value Planner, Clients must establish a brokerage relationship with Redbridge, a FINRA member broker-dealer. By entering into the Agreement with Value Planner, Clients authorize and direct Value Planner to place all trades in their accounts through Redbridge. As such, Redbridge will maintain all Client accounts and execute all securities transactions in their accounts without separate commission costs or other fees. Redbridge's procedures are designed to make every attempt to obtain the best execution possible, although there can be no assurance that it can be obtained. Clients should understand that the appointment of Redbridge as the sole broker for their accounts under this Wrap Fee Program may result in disadvantages to Clients as a possible result of less favorable executions than may be available through the use of a different broker-dealer.

The Sponsor trades in Client accounts for any number of reasons, including in response to Client actions such as asset allocation changes, deposits or withdrawals. The Sponsor also trades in order to rebalance Client accounts, to change investment options or otherwise to further the investment objectives that Clients specify via the Value Planner website. The portfolio is adjusted in real time upon (1) receiving initial Client information from Value Planner, (2) receiving updated information from Clients about their risk tolerances or (3) receipt of risk related adjustments from Value Planner. However, transactions will be subject to processing delays in certain circumstances. Trading for new portfolios and adjustments to existing portfolios will generally occur on the same business day, subject to the Sponsor's and Value Planner's trading policies, except where Clients have not yet funded their accounts.

B. TYPES OF CLIENTS

Value Planner's Clients include individuals and high net worth individuals.

ITEM 6 PORTFOLIO MANAGER SELECTION AND EVALUATION

Value Planner and its related persons act as sponsor for the Wrap Fee Program and have selected BBAE as the Sponsor. The Sponsor directly manages the portfolios of Clients pursuant to their Client Agreements. This may create a conflict of interest in that other investment advisory firms may charge the same or lower fees than our firm for similar services. Value Planner requires its portfolio managers to meet firm or industry experience levels and complete specialized training unless they possess equivalent portfolio management experience. Value Planner evaluates a variety of information which may include the portfolio manager's investment strategies, past performance returns and financial strength, technology, portfolio customization model and portfolio rebalancing decision model, among other factors. Value Planner will consider replacing a portfolio manager if, based on its independent judgment, the portfolio manager does not meet return expectations.

Value Planner will use industry standards to calculate portfolio manager performance to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed at least monthly and is reviewed by Value Planner.

ITEM 7 CLIENT INFORMATION PROVIDED TO SPONSOR

Value Planner communicates with the Sponsor on a regular basis as needed (daily, weekly, monthly, etc.) to ensure our Clients' most current investment goals and objectives are understood by the Sponsor. In most cases, Value Planner will communicate such information as part of its regular investment management duties. Nevertheless, Value Planner will also communicate information to the Sponsor when requested by Clients, when market or economic conditions make it prudent to do so, etc.

Value Planner's investment advisers have access to all Client information obtained by Value Planner, in order to be able to communicate with Clients should any questions about their accounts arise. Because BBAE is the sponsor for Value Planner Clients, BBAE will also have access to Client information obtained by Value Planner for the particular accounts they manage. Such information includes Client identifying information such as name, address and tax ID; investment profile information such as investment objective and risk tolerance; and administrative information such as disbursement requests, statements, confirmations and other documents prepared by the custodian or Broker.

ITEM 8 CLIENT CONTACT WITH PORTFOLIO MANAGERS

For the programs described in this Brochure, most Client contacts and communications regarding participation in the Wrap Fee Program will occur through contact with Value Planner via email, the Value Planner website, or the Value Planner website. However, Clients may contact Value Planner at any time during normal business hours. Normal business hours are 10 am to 6 pm Beijing Time. Value Planner will generally conduct all communications with Clients, except that Clients may be referred to the Sponsor directly for complex and non-routine questions or communications. Value Planner will

make reasonable efforts to be available to Clients to discuss management of their accounts, their financial situation and investment objectives. If Value Planner is not available, calls will automatically be forwarded to the Sponsor who will respond to Client communications.

ITEM 9 ADDITIONAL INFORMATION

A. DISCIPLINARY INFORMATION

Value Planner is required to disclose whether there are legal or disciplinary events that are material to our Clients' or prospective Client' evaluation of Value Planner's advisory business or the integrity of its management. None of Value Planner, its principals, or its employees have been involved in any legal or disciplinary proceedings related to past or present investment advisory Clients.

B. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Value Planner is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of Value Planner management or supervised persons is a registered representative of a broker-dealer and no such person has an application pending to become a registered representative of a broker-dealer.

Value Planner is not a registered futures commission merchant, commodity pool operator, or commodity trading advisor and does not have an application pending to register as such. Furthermore, none of Value Planner's principals or supervised persons is registered as, or has an application pending to register as, an associated person of any of the foregoing types of firms.

Value Planner is not affiliated with an insurance company or agency which receives commissions or fees. Value Planner does not have any other arrangements with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser, futures commission merchant, banking or thrift institution, accounting firm, law firm, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships other than those already disclosed herein.

As discussed in Item 4 above, Value Planner uses BBAE as its Sponsor and pays BBAE a fee. Value Planner and BBAE are otherwise unaffiliated and are not related persons.

C. CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Value Planner has adopted a Code of Ethics (the "Code") for all supervised persons of the Firm. The Code summarizes the Firm's values, ethical standards and commitment to address potential conflicts of interest that arise from its activities. Policies and procedures have been designed to implement the principles in the Code. Value Planner will provide a copy of its Code of Ethics to Clients or prospective Clients upon request.

Value Planner does not manage any "proprietary" investment accounts; i.e., accounts that are funded with the Firm's own money and are intended to create profits for the Firm. Accordingly, Value Planner in the ordinary course does not compete with Clients in the market for securities. Similarly, Value Planner does not use its own money to trade as a counterparty with Client accounts.

Value Planner's employees may at any time buy or sell securities that are also held by Clients. This practice may present a conflict of interest in that employees may have an incentive to place trades in order to benefit from any price movements resulting from Client trades. However, our Code of Ethics requires employees to act in the best interests of Clients.

D. REVIEW OF ACCOUNTS

Value Planner regularly reviews and evaluates Client accounts for compliance with Clients' investment objectives, policies and restrictions. The Firm analyzes rates of return and allocation of assets to determine model strategy effectiveness. Such reviews are conducted by Sun Mingzhan.

In all cases, portfolios are reviewed when significant cash or securities are added to or withdrawn from the account or when Value Planner is advised of a change in circumstances that warrants a change in management of the account. Other events that may trigger a review include asset allocation imbalances or significant model or investment strategy changes. Value Planner utilizes various tools and quality control reports available with its custodians and broker-dealers to identify these triggers.

Value Planner has adopted policies and procedures governing the review of its Clients' accounts. Value Planner may not review each individual Client's account, but rather will make sure the underlying algorithms for its model portfolios are working properly to manage the Clients' assets according to their investment guidelines.

Value Planner will provide real-time account balances and returns to Clients via their online console, which is also available through their website and is supported by the Sponsor. Redbridge will also provide Clients at least quarterly statements. Additionally, Clients will receive written statements detailing the portfolio performance no less than quarterly from Redbridge. Clients are advised to carefully review and compare reports and statements provided by Redbridge.

E. CLIENT REFERRALS AND OTHER COMPENSATION

Value Planner and its related persons do not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its Clients. However, we may receive from a broker-dealer or a fund company, without cost and/or at a discount, certain services and/or products, to assist in monitoring and servicing Client accounts. These may include investment-related research, pricing information and market data, software and other technology that provide access to Client account data, compliance and/or practice management-related publications, discounted or free consulting services, discounted or free attendance at conferences, meetings, and other educational or social events, marketing support, computer hardware or software, and other products used by us to assist us in our investment advisory business operations. Value Planner and its related persons currently have no arrangements with unaffiliated third parties in order to market the firm or its investment strategies. We do not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their Clients to Value Planner.

F. FINANCIAL INFORMATION

Value Planner does not require nor solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance. Value Planner is not presently aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Value Planner has not been the subject of a bankruptcy petition at any time during the last 10 years.

PRIVACY POLICY

Value Planner does not disclose nonpublic personal information about its Clients or former Clients to third parties other than as described below. Value Planner collects information about its Clients (such as name, address, social security number, assets and income) from the Firm's discussions with Clients, from documents that Clients may deliver to the Firm (such as subscription documents) and in the course of providing services to Clients. In order to service Clients' accounts and effect investment transactions, Value Planner may provide Clients' personal information to the Firm's affiliates and to firms that assist Value Planner in servicing Client accounts and have a need for such information, such as portfolio managers, brokers, distributors, legal counsel, fund administrators, or accountants. Value Planner does not otherwise provide information about Clients to outside firms, organizations, or individuals except as required or permitted by law. Any party that receives this information will use it only for the services required and as allowed by applicable law or regulation, and is not permitted to share or use this information for any other purpose.