

Introduction

Borer Denton & Associates, Inc. ("we" or "us") is registered with the Securities Exchange Commission ("SEC") as an investment adviser. Our services and compensation structure differ from a registered broker-dealer, and it is important for retail investors to understand the differences between them. Free and simple tools are available to research firms and financial professionals at www.investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers and investing.

What investment services and advice can you provide me?

Our firm primarily offers investment management services to retail investors whereby we provide ongoing advice and monitoring based upon individual client needs. Investments are typically managed on a discretionary basis, subject to an investment management agreement ("IMA") and are continuously monitored as a standard component of this service. Clients may limit our discretion by providing us with written instructions. Advice also may be provided on a non-discretionary basis, meaning clients make the ultimate decision regarding the purchase and sale of investments, and also includes continuous monitoring.

For more detailed information about our Advisory Business and the types of clients we generally service, please see Items 4 and 7, respectively in our [Form ADV Part 2A](#).

Given my financial situation, should I choose an investment advisory service? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What fees will I pay?

Clients pay an asset-based fee, calculated as a percentage of assets under management subject to an IMA executed with us. We employ a tiered fee schedule that begins at a rate of 1% of assets managed for smaller accounts, with the fee rate lowering as asset grow above \$1,000,000. Fees are paid semi-annually from client accounts, subject to your authorization in the IMA. Asset-based fees subject us to a potential conflict of interest in that the more assets there are in your advisory account, the more you will pay in fees, and thus we have an incentive to encourage you to increase the assets in the account.

BDA's advisory fees do not include other expenses incurred by you in connection with our advisory services, such as custodial fees, and transaction costs. Investments in mutual funds include embedded management fee paid to the mutual fund's manager as well as other fees and expenses associated with the mutual fund. As such, clients are subject to two layers of advisory fees on the portion of their account invested in mutual funds. You will pay such fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For more detailed information about our fees and costs related to our management of your account, please see Item 5 in our [Form ADV Part 2A](#).

Help me understand how these fees and costs might affect my investments. If I give you \$1,000,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What is the impact of commissions on your overall compensation?

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- **Asset-based fees:** Asset-based fees subject us to a potential conflict of interest in that the more assets there are in your advisory account, the more you will pay in fees, and thus we have an incentive to encourage you to increase the assets in the account.
- **Commission compensation:** BDA personnel are separately licensed as registered representatives of a broker-dealer, Henley & Co. These individuals, in their separate capacity, can effect securities transactions for which they will receive compensation from commissions charged to the account separate from advisory fees. The prospect of incremental compensation presents the incentive to recommend investment products based on the compensation received rather than on the client's needs, including the size and frequency of trades.

It should be noted that clients are not obligated to purchase recommended investment products from our employees or their associated broker-dealer. BDA has processes in place to monitor activities by its associates on behalf of advisory clients in a broker-dealer capacity. For more detailed information about our conflicts of interest, please review Items 4, 5, 10 and 12 of our [Form ADV Part 2A](#).

What does it mean to direct brokerage?

How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

BDA employees earn a salary, and Firm principals are entitled to income from revenues earned. BDA professionals who are also registered representatives receive commissions on any transactions placed through Henley & Co., and are eligible to receive commissions and/or renewals on various products they may solicit on behalf of Henley & Co. in that separate capacity.

Do you or your financial professionals have legal or disciplinary history?

No. We encourage you to visit www.investor.gov/CRS for a free and simple search tool to research our firm and our financial professionals.

As a financial professional, do you have any disciplinary history? If so, for what type of conduct?

Additional Information

Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov (CRD#: 135729). You may contact our office at any time to request a current copy of our [Form ADV Part 2A](#) or our client relationship summary at 610-238-0888 and ldenton@b-d-a-inc.com.

Who is my primary contact person? Is he or she a registered representative of a broker-dealer in addition to being a representative of the investment adviser?