



Tel: 314-889-1100
www.bdo.com

101 S. Hanley Road, Suite 800
St. Louis, MO 63105

Part 2A of Form ADV: *Firm Brochure*

BDO Wealth Advisors, LLC

St. Louis Office:

101 S. Hanley Road, Suite 800

St. Louis, MO 63105

Phone: 314.889.1100

Email: aphelps@bdowealth.com

September 27, 2019

This brochure provides information about the qualifications and business practices of BDO Wealth Advisors, LLC ("BDO WABDO WA"). If you have any questions about the contents of this brochure, please contact us at 904.396.4015 or rokamura@bdowealth.com. 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 with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about BDO WA 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. Our firm's CRD number is 222525.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

P a g e | 1



Item 2 Material Changes

This Firm Brochure, dated September 27, 2019, provides you with a summary of BDO WA advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of June 30. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 09/28/2018:

BDO WA – St. Louis is no longer offering Pension Consulting Services as described in Item 4, 5, 12 and 13.



Item 3	Table of Contents	Page
Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	9
Item 6	Performance-Based Fees and Side-By-Side Management	11
Item 7	Types of Clients	12
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	12
Item 9	Disciplinary Information	15
Item 10	Other Financial Industry Activities and Affiliations	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Item 12	Brokerage Practices	17
Item 13	Review of Accounts	19
Item 14	Client Referrals and Other Compensation	20
Item 15	Custody	20
Item 16	Investment Discretion	21
Item 17	Voting Client Securities	21
Item 18	Financial Information	22



Item 4 Advisory Business

BDO WA is a SEC-registered investment adviser with offices located in St. Louis, Missouri, and Jacksonville and Fort Lauderdale, Florida.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- BDO USA, LLP, sole Member/Owner

No individual partner of BDO USA, LLP owns more than 25% of the partnership interests thereof.

Services to similarly-situated clients may differ based on the BDO WA office providing the service and/or the particular investment style or strategy used by a BDO WA investment adviser representative. Disclosures pertaining to the advisory services fees offered through the Ft. Lauderdale and Jacksonville offices of BDO WA along with other information related to business practices, affiliations and potential conflicts of interest are provided in a separate Form ADV Part 2A brochure for these offices.

Services provided by other BDO WA offices include:

- Discretionary and Non-Discretionary Portfolio Management
- Selection and Monitoring of Separate Account Managers/Independent Money Managers
- Portfolio Overview/Consulting Services
- Pension Consulting Services

These Part 2A brochures are available on request or may be accessed on the SEC's website at www.adviserinfo.sec.gov. This disclosure document provides this information for the St. Louis office of BDO WA.

BDO WA offers the following advisory services to our clients:

CONTINUOUS INVESTMENT ADVISORY SERVICES

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Continuous advice is provided on a discretionary basis only. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal target asset allocation and create and manage a portfolio based on that target. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Warrants
- Commercial paper



- Mutual fund shares
 - Municipal securities
 - Certificates of deposit
 - Variable life insurance
 - Structured Notes
 - Exchange-Traded funds
 - U. S. governmental securities
 - Options contracts on securities
 - Variable annuities
 - Corporate debt securities
- (other than commercial paper)

PERIODIC INVESTMENT ADVISORY SERVICES

Our firm also provides non-continuous asset management of client funds based on the individual needs of the client. We provide clients with asset allocation services designed to create diversified portfolios among mutual funds, exchange traded funds (ETFs) and/or independent money managers. We collect data regarding a client's current investments, goals and objectives, financial circumstances, investment restrictions and limitations imposed by the client (including types of securities or industry sectors), and risk tolerance. Based on the data gathered, we will prepare an Investment Policy Statement (IPS) and recommend an investment strategy and a portfolio of investments.

We manage non-continuous advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's risk tolerance (i.e., aggressive, moderate, conservative, etc.), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

On a quarterly basis (no less than semi-annually, upon instruction from the client), starting after the first full quarter of investment, we provide clients with a report regarding the performance of the portfolio and additional recommendations to rebalance and/or reallocate the client's investments. The investments used in the portfolios are continually monitored, and if a material change occurs in the management or philosophy of an investment, we may contact clients prior to our quarterly meeting and recommend action be taken.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following:

- Mutual fund shares
- Exchange-listed securities (Exchange Traded Funds "ETFs")
- Separate account managers/Independent money managers (please refer to section titled "Selection and Monitoring of Separate Account Managers / Independent Money Managers").

NOTE: We will assist clients, as necessary, in disposing of existing investment products that are not part of the investment plan developed by BDO WA. These investment products can include: Exchange-listed securities (stocks and ETFs), securities traded over-the-counter, foreign issuers, corporate debt securities, certificates of deposit, municipal securities, variable annuities, mutual fund shares, options, warrants and United States governmental securities.

Because some types of investments involve certain additional degrees of risk, they will only be

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Our investment advisory services are based on asset allocation models that take into account the client's personal financial circumstances. Our engagement with a client will include, as appropriate, the following services:

1. We review the client's current investment portfolio against the client's personal circumstances as disclosed to us in the responses to a questionnaire completed by the client.
2. We prepare an analysis of the client's financial circumstances, investment holdings, strategy and goals. We provide a review of basic investment concepts, historical returns for various asset classes, and the advantages of diversification.
3. We provide assistance in identifying a targeted asset allocation and portfolio design based on modern portfolio theory (combining different asset classes in order to project an estimated rate of return consistent with the client's tolerance of risk and other circumstances).
4. We recommend various mutual funds, ETFs and/or independent money managers matched to each of the asset categories in the client's target asset allocation for consideration by the client.
5. We provide clients with a report on a quarterly (or no less than semi-annual) basis with respect to contributions and withdrawals in the client's investment portfolio, and the performance of the client's portfolio measured against appropriate benchmarks (including benchmarks selected by the client). We provide these statements in addition to the monthly statements received by the custodian.
6. We may periodically propose changes to a client's IPS and/or target asset allocation taking into consideration changes in the client's personal circumstances. We may also periodically recommend new mutual funds, ETFs, or independent money managers based on changes in the client's personal circumstances, the performance record of any of the client's investments, and/or the performance of any investment manager selected by the client.

Clients should provide us with any investment restrictions that should be imposed on a portfolio, and promptly notify us of any changes in those restrictions or in the client's personal financial circumstances.

SELECTION AND MONITORING OF SEPARATE ACCOUNT MANAGERS / INDEPENDENT MONEY MANAGERS

As part of our investment advisory services, we may recommend that you use the services of a separate account managers/independent money manager ("SAM") to manage all or a portion of your investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific SAM. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the SAM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will periodically monitor the SAM's performance to assess whether



its management and investment style remains aligned with your investment goals and objectives. We do NOT assume the authority to hire and fire SAM(s); instead, we will make recommendations based on the current situation and ask for your authority to move forward with the recommendation.

You may be required to sign an agreement directly with the recommended SAM(s). You may terminate your advisory relationship with the SAM(s) according to the terms of your agreement with the SAM(s). You should review each SAM's disclosure brochure for specific information on how you may terminate your advisory relationship with the SAM(s) and how you may receive a refund, if applicable.

Clients who are referred to SAM's will receive full disclosure, including services provided and fee schedules, at the time of the referral by delivery of a copy of the relevant SAM's Form ADV Part 2 or equivalent disclosure document. Either our firm or the SAM will provide all appropriate disclosure statements.

Advisory fees charged by SAM(s) are separate and distinct from our advisory fees. Assets managed by SAM(s) will be included in calculating our advisory fee, which is based on the fee schedule set forth in the "Portfolio Management Services Fees" section in this brochure. Advisory fees that you pay to the SAM(s) are established and payable in accordance with the ADV Disclosure Brochure provided by each SAM to whom you are referred. These fees may or may not be negotiable. You should review the recommended SAM's brochure and take into consideration the SAM's fees along with our fees to determine the total amount of fees associated with this program.

All SAM's that we recommend to our clients must either be exempt from registration or registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority.

SECURITIES RESTRICTED BY BDO USA, LLP ("BDO USA")

BDO WA is a wholly-owned subsidiary of BDO USA LLP, the USA Member Firm of BDO International, a global accounting network. BDO USA provides independent auditing services to publicly-traded companies. If BDO WA were to provide investment advice regarding a security for which BDO USA provides independent accounting services, this could potentially throw into question BDO USA's being considered an "independent" auditor.

This presents a conflict of interest in that, in order to prevent any threat to BDO USA's status as an independent auditor, BDO WA is unable to provide investment advice on certain securities. This disadvantages the client in that:

- (a) there are certain securities that BDO may not evaluate for the client or include in the client's portfolio; and
- (b) if BDO USA accepts as an audit client a firm whose securities are held in client portfolios, or have been recommended by BDO WA, BDO WA must immediately stop providing advice about those securities. This situation may leave the client holding a security without BDO's guidance as to whether the security should be held or sold.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



BDO USA maintains an Independence Data Base that includes a Restricted Entity list (the "Restricted Entity List").

BDO WA may not provide investment advice on any security on BDO USA's Restricted Entity List. If a client wants to include a security on BDO USA's Restricted Entity List in an account managed by BDO WA, or wants BDO WA to advise the client on that security, BDO WA will explain to the client that, due to conflicts of interest, we cannot provide advice on that security. The security will not be included in a managed account, no advice on the security will be provided, and no fees will be charged based on that security.

If BDO USA adds a publicly-traded firm to the Restricted Entity List, and securities issued by that firm are held in accounts advised by BDO WA, BDO WA will take the following steps:

For managed accounts:

- The restricted security will be placed in an account over which BDO WA has no trading authority (an "unmanaged account").
- The client will be notified that the restricted security is in an unmanaged account, and that BDO WA cannot provide advice on the restricted security. BDO WA will not recommend the purchase or sale of any restricted security, and will inform the client that the client must decide what to do with the restricted security going forward.
- BDO WA will exclude the restricted security from calculation of its advisory fee.

For financial planning or consulting accounts:

- BDO WA will inform the client that it can no longer provide advice on the restricted security. The restricted security will not be included in calculating the client's advisory fee (if applicable).

This policy does not apply in the following situations:

- Mutual funds and ETFs: As BDO WA cannot control the investment practices of these investment vehicles, and as these investment vehicles typically own a diverse portfolio, investments in mutual funds and ETFs that hold the restricted securities may be held by BDO WA's related persons and in client accounts.
- Third-party separate account managers ("SAMs"): SAMs recommended by BDO WA may purchase or sell securities on a discretionary basis and without contacting BDO WA beforehand. It is therefore possible that they may purchase or sell restricted securities in the accounts of BDO WA's clients without BDO WA's knowledge. BDO WA will inform the SAMs of the securities on BDO USA's Restricted Entity List and will instruct the SAM's to ignore any requests from any person associated with BDO WA to buy or sell any security on the Restricted Entity List in any BDO WA client's account.



WRAP FEE PROGRAM

We do not sponsor or act as a portfolio manager in a wrap fee program.

ASSETS UNDER MANAGEMENT

As of 06/30/2019, BDO WA was actively managing \$738,561,781 of client assets on a discretionary basis and \$155,112,891 of client assets on a non-discretionary basis.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT SERVICES FEES

The annualized fee for investment management / advisory services are charged as a percentage of managed assets, according to the following schedule:

CONTINUOUS INVESTMENT ADVISORY SERVICES

<u>Asset Under Management</u>	<u>Annual Fee</u>
Up to \$1,000,000	1.00%
Next \$4,000,000	0.70%
Above \$5,000,000	0.50%

PERIODIC INVESTMENT ADVISORY SERVICES

<u>Asset Under Management</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$2,000,000	0.75%
Next \$2,000,000	0.50%
Next \$5,000,000	0.35%
Next \$5,000,000	0.25%
Above \$15,000,000	0.20%

A minimum of \$500,000 of assets under management is required for our portfolio management services.

This account size may be negotiable under certain circumstances. BDO WA may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Clients are invoiced, in advance, at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value) of the client's account,

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



including accrued interest, at the end of the previous quarter. Fees will be debited from the client's account in accordance with the client authorization in the Client Services Agreement or paid by check directly from the client. BDO WA will send to Client a quarterly statement showing the amount of the advisory fee due, the Account value on which the fee is based and how the fee was calculated. The Custodian will send Client a quarterly statement showing all amounts paid from the Account, including all advisory fees paid by Custodian to BDO WA. Fee adjustments are not made for contributions and withdrawals to accounts within a calendar quarter, however, in the event a client terminates his or her Investment Management Agreement with BDO WA, the advisory fee for the calendar quarter in which the termination occurs will be pro-rated based on the number of days that the Account was open during the quarter, and client will be refunded the difference.

We encourage you to reconcile our invoices and statements with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian, please call the applicable office number located on the cover page of this brochure.

Limited Negotiability of Advisory Fees: Although BDO WA has established the aforementioned fee schedules, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Furthermore, minimum account requirements and fees charged to pre-existing clients that have transitioned their accounts to BDO WA from a predecessor registered investment adviser may differ from the aforementioned fee schedule(s).

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

GENERAL INFORMATION

In performing our services, BDO WA shall not be required to verify any financial information received from the client or from the client's other professionals, and is expressly authorized to rely on the information provided. Moreover, clients are advised that it remains their responsibility to promptly notify their respective BDO WA account manager if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating and revising our previous recommendations and/or services.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason, upon written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.



Mutual Fund/ETF Fees: All fees paid to BDO WA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or exchange-traded funds (ETFs) to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Our recommendations are typically limited to no-load or load-waived mutual funds. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review the fees charged by the funds and our fees to fully understand the total amount of fees to be paid.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information.

Product and Service Fees in General: The fees and expenses charged by funds and independent money managers are factors considered in making investment recommendations to clients.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Note: BDO WA does not receive fees from any mutual fund, custodian or broker dealer in connection with our advisory services (i.e., 12b-1 fees or commissions).

ERISA Accounts: BDO WA is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, BDO WA may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset BDO WA's advisory fees.

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

BDO WA does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.



Item 7 Types of Clients

BDO WA provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans
- Charitable organizations
- Corporations or other businesses not listed above

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the previous disclosures in Items 4 and 5.

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

METHODS OF ANALYSIS

The methods of analysis and investment strategies may vary among investment adviser representatives. Please ask your investment adviser representatives the methods of analysis and strategies to be used in determining advice for your account.

We use any or all of the following methods of analysis in formulating our investment advice and/or managing client assets:

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of equities, fixed income, and cash suitable to the client's investment goals and risk tolerance. The methodology we use is based on Modern Portfolio Theory. In Modern Portfolio Theory, certain mathematical principles are applied to the historical or forecasted performance of asset classes, and combinations of classes to identify asset allocations that attempt to maximize the client's rate of return within the constraints imposed by the client's circumstances. We then recommend mutual funds, exchange traded securities (equities or ETFs) and/or independent money managers deemed to correlate with certain asset classes to the client for investment.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the



same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Funds (mutual funds or ETFs) we recommend to clients are reviewed against a number of quantitative criteria, including manager tenure and track records, amounts invested or assets under management and other measurement statistics. In addition, mutual fund managers must meet qualitative criteria, including consistency of investment style, employee turnover, efficiency and capacity. Mutual funds are reviewed against these quantitative and qualitative criteria to determine whether a fund will be recommended.

Recommended funds (mutual funds or ETFs) are also reviewed each quarter to determine whether they continue to meet the quantitative and qualitative maintenance criteria. Any approved funds that fail to meet maintenance criteria may be placed on watch or removed from the recommended list. Advisory clients investing through removed funds will be informed of the removal and provided with new recommendations.

Separate Account Manager / Independent Money Manager Analysis. We examine the experience, expertise, investment philosophies, and past performance of independent money managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with an independent money manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in an independent money manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Independent money managers recommended to clients are evaluated against a number of quantitative criteria, including manager tenure and track records, amounts invested or assets under management and other measurement statistics. In addition, independent money managers must meet qualitative criteria, including consistency of investment style, employee turnover, efficiency and capacity. Money managers are reviewed against these quantitative and qualitative criteria to determine whether a fund will be recommended.

Recommended independent money managers are also reviewed each quarter to determine whether they continue to meet the quantitative and qualitative maintenance criteria. Any approved managers that fail to meet maintenance criteria may be placed on watch or removed from the recommended list. Advisory clients investing through removed managers will be informed of the removal and provided with new recommendations.

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).



Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Risks for all forms of analysis and risk of loss. To screen and research mutual funds, ETFs and independent money managers, the following sources may be used: Data published by nationally recognized mutual fund and money manager databases, disclosures made available in mutual fund prospectuses, disclosures contained in money manager's Form ADV, responses to questionnaires, information acquired during on-site inspections, interviews and conference calls, Schwab or Fidelity program research, and mutual fund or money manager sponsored forums. Although our due diligence is comprehensive, it does not provide an independent verification of the performance or rankings of funds and managers that it screens. While we are alert to indications that data may be incorrect, there is always the risk that our analysis may be compromised by inaccurate or misleading information.

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases (buy-and-hold) - Securities are purchased with the idea of holding them in the client's account for one year or longer. Typically this strategy is employed because we want exposure to a particular asset class over time, regardless of the current projection for the asset class. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, a security may decline sharply in value before a decision to sell is made.

Short-term purchases - Securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations. We may, at times, use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Options trading/writing and margin transactions are not a fundamental part of overall investment strategy, but may be used at the request of the client (for short-term cash needs) or to transition an existing portfolio to our recommended portfolio.

Risk of Loss. Clients should understand that all of BDO WA's investment strategies and the investments purchased, sold and/or traded pursuant to such strategies involve risk of loss, including the potential loss of the entire investment in their account, which clients should be



prepared to bear.

The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for any investment strategies as well as for any client account will be subject to various markets, liquidity, currency, economic, political and other risks. The value of investments and the income derived from investments can go down as well as up. Past performance is not indicative of future results and future returns are not guaranteed. There is a risk that a client could lose all or a portion of his or her money. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

BDO WA is part of a group of affiliated companies owned, in whole or in part, directly or indirectly, by BDO USA, LLP ("BDO USA"), a national tax, assurance, business advisory and consulting firm. As such, BDO WA is an affiliate of other BDO USA subsidiaries that may from time to time conduct business, or hold licenses to conduct business, in areas such as insurance, real estate brokerage and investment banking. Some of such affiliate entities exist solely for internal, operational purposes, and are not market-facing. All such affiliate entities are legally separate and distinct from BDO WA and, with the exception of arrangements to share certain infrastructure and/or back-office functions with BDO USA, are also operationally separate and distinct from the firm; accordingly, they are not material to the business of BDO WA.

Please see Item 4 of this brochure for information about trading limitations for securities on BDO USA's Restricted List.

Certain management personnel of BDO WA are also active in BDO USA where they are individually licensed and practicing Certified Public Accountants providing accounting services for separate and typical compensation.

It is possible that client assets with respect to which BDO WA directly or indirectly provides asset management, financial planning or other services may include securities of public or private companies for which BDO USA serves as an auditor, or to which BDO USA, or an affiliate, provides accounting, tax or other services.

BDO USA can recommend BDO WA to accounting or consulting clients in need of investment advisory or other services offered by BDO WA. Conversely, BDO WA can recommend BDO USA to investment advisory clients in need of accounting or consulting services. Accounting and consulting services provided by BDO USA are separate and distinct from our advisory services, and are provided for separate and typical compensation. No BDO WA client is obligated to use BDO USA for any accounting or consulting services and conversely, no accounting or consulting client is obligated to use the advisory services provided by BDO WA.



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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

BDO WA and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

BDO WA's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to aphelps@bdowealth.com or by calling us at 314.889.1100.

BDO WA and individuals associated with our firm are prohibited from engaging in principal transactions. BDO WA and individuals associated with our firm are also prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell securities for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) (which may also be recommended to a client.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing the Code of Ethics, to ensure compliance with our regulatory obligations and provide our clients and potential clients with full and fair disclosure of such conflicts of interest.

1. No principal or employee of our firm may put his or her own interest above the interest of an



advisory client.

2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. We maintain a list of recommended securities (current mutual funds and exchange- traded securities used in client portfolios.)
4. We have established procedures for the maintenance of all required books and records.
5. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
6. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
7. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
8. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
9. Any individual who violates any of the above restrictions may be subject to disciplinary sanctions, up to and including termination.

Item 12 Brokerage Practices

Due to the nature of the portfolio management services being provided, the St. Louis office does not block client trades and, therefore, client transactions are implemented separately for each account. Consequently, certain client trades may be executed before others and at a different prices. Additionally, clients may not receive volume discounts available to advisers who block client trades.

We routinely recommend the brokerage and custodial services Schwab Institutional (Schwab Advisor Services) division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC. We have an arrangement with Schwab through which Schwab provides BDO WA with its platform services. The platform services include, among other items, brokerage, custodial, administrative support, record keeping and related services that are intended to provide support to our firm in conducting business and in serving the best interests of our clients. BDO WA is independently owned and operated and not affiliated with Schwab.

While our firm and its associated persons endeavor at all times to put the interest of our clients first as part of our fiduciary duty, you should be aware that receipt of additional services in itself creates a potential conflict of interest. All the firms we recommend to our clients for brokerage and custodial services are independent and unaffiliated. Regardless, you may utilize the broker/dealer of your choice and have no obligation to purchase or sell securities through the brokers we recommend.

Schwab provides BDO WA with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit BDO WA but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution (iii) provide research, pricing and other market data; (iv) facilitate payment of our fees from clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to BDO WA. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Trade Errors - Schwab

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade and/or reimbursing the account. If a trade error results in a profit, you will keep the profit.

FIDELITY

BDO WA has an arrangement with Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides our firm with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services.

Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data



(such as trade confirmations and account statements); (ii) facilitate trade execution (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help our firm manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom BDO WA may contract directly.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of BDO WA's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while BDO WA will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

Trade Errors - Fidelity

Fidelity corrects the trade so that the position is as it would have been without the error. However, all profits or losses are placed in an error account. At the end of the quarter, if the error account has a negative balance then BDO WA will cover the balance. If there is a positive balance, then the balance is given to a charity of our choosing.

Item 13 Review of Accounts

INVESTMENT MANAGEMENT / ADVISORY SERVICES

REVIEWS: While the underlying securities within investment advisory services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. Special reviews may be



triggered by material changes in variables such as the client's individual circumstances or material changes in management or philosophy or investment products.

Anne M. Phelps formally reviews client accounts quarterly. Richard F. Kraner follows with an executive review.

Richard Kraner is responsible for the supervision and monitoring of investment advice offered to non-discretionary advisory clients, including investment advisory services provided by Anne Phelps. He can be reached at 314-889-1100. Mr. Kraner oversees all material investment policy changes and conducts periodic testing to ensure that client objectives and mandates are being met.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker dealer, we will provide quarterly (no less than semi-annual) reports consisting of a portfolio appraisal and portfolio performance versus appropriate benchmarks as determined in the client's investment policy statement.

Item 14 Client Referrals and Other Compensation

Client Referrals

It is BDO WA's policy to pay persons associated with BDO WA and/or BDO USA, LLC for client referrals, in compliance with applicable SEC and state rules. We do not otherwise engage solicitors or pay non-related persons for referring potential clients to our firm.

Other Compensation

It is BDO WA's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

BDO WA does not maintain physical custody of the investments under our management. We use third-party, institutional custodians, like Charles Schwab and Fidelity, to hold and safeguard stocks, mutual funds, and other assets. These custodians then independently maintain actual physical custody of client securities.

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.



In addition to the periodic statements that clients receive directly from their custodians, clients are provided with a report on quarterly (minimum semi-annual) basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Note: BDO WA – St. Louis is deemed to have custody due to the nature of the advisory services provided. Regulations impose additional safeguards for those client assets. Accordingly, in addition to the qualified custodian's obligation to send account statements at least quarterly directly to each BDO WA client (or the client's designated independent representative), BDO WA contracts with an independent public accountant to conduct an annual surprise examination of those clients' accounts for which BDO WA-St Louis is deemed to have custody.

Item 16 Investment Discretion

For discretionary asset management services, we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell, and/or
- Determine the amount of the security to buy and/or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Non-Discretionary Clients. An advisory client electing not to grant investment discretionary authority to BDO WA is advised that trades in his/her account may be executed subsequent to trades effected in discretionary accounts due to the additional time involved in obtaining the required client approval prior to executing any trade in such client's account. Furthermore, these clients may be excluded from participation in block trading and thus there may be a difference in the price per share of a given security and the commission rates paid between client accounts.

Item 17 Voting Client Securities

As a matter of policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. We may assist clients with any questions regarding proxy issues upon a client's request.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit, nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Should we receive written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by you, we will forward all notices, proof of claim forms and other materials to you by mail, unless you have authorized our firm to contact you by electronic mail, in

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



which case, we would forward the information electronically.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

BDO WA has not been the subject of a bankruptcy petition at any time during the past ten years.