

BLUEDOOR PRIVATE WEALTH, LLC.

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Form ADV Part 2A

This brochure is current as of October 9, 2019

FORM ADV PART 2A - CLIENT BROCHURE

This brochure is current as of October 9, 2019

Item 1 - Cover Page

This Brochure provides information about the qualifications and business practices of BlueDoor Private Wealth, LLC. (BLUEDOOR) If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer (CCO), Michael Kozak at 781-249-2706 or at mkozak@bluedoorprivatewealth.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. BLUEDOOR is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skills or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about us also is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with us who are registered, or are required to be registered as an investment adviser representative of our firm. You can search this site by a unique identifying number, known as a CRD number. The CRD number for BLUEDOOR is 301907.

Item 2 – Material Changes

This is a new ADV and therefore there are no changes from any prior versions. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting Michael Kozak, BlueDoor Private Wealth's Chief Compliance Officer at 781-249-2706. Additional information about BLUEDOOR is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with BLUEDOOR who are registered, or are required to be registered, as investment adviser representatives of BLUEDOOR.

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Item 4 – Advisory Business

Investment Management and Financial Planning Services

BLUEDOOR PRIVATE WEALTH, LLC (BLUEDOOR) is a Limited Liability Company organized in Massachusetts. BLUEDOOR is an investment advisory firm registered with the Securities and Exchange Commission (“SEC”). provides investment management and other wealth advisory services to individual and institutional clients.

BLUEDOOR provides a broad menu of investment management and wealth management services to individuals, families, institutions and businesses. BLUEDOOR does acknowledge that it held to a fiduciary standard of care in delivering and performing its services for any and all clients. In addition, BLUEDOOR provides additional sub-advisory services to other investment managers and advisors. BLUEDOOR provides both customized investment management services and more specific strategies designed to fit within a client’s overall investment strategy. Clients are allowed to place reasonable restrictions regardless of whether they participate in a customized strategy or a more specifically tailored one. While we strive to provide a high level of service in every aspect of our offerings, it is always possible that lower fees for comparable services may be available from other sources.

BLUEDOOR is registering for the first time and does not have year-end assets under management.

Customized Investment Management Services

BLUEDOOR provides a variety of investment management services including but not limited to the discretionary management of individual equity and fixed income instruments, mutual funds, exchange traded funds and alternative investment strategies. In addition, BLUEDOOR provides supervision and monitoring of non-discretionary equity, fixed income, mutual fund and exchange traded fund strategies. Additionally, BLUEDOOR provides the selection and supervision of third-party investment managers for those clients who request that service.

BLUEDOOR may adjust our overall strategy based on client discussions or general economic conditions that may warrant a change in the overall strategy. We also may factor in our clients’ tax situation and any multi-generational considerations. Clients are allowed to place reasonable restrictions regardless of whether they participate in a customized strategy or a more specifically tailored one. Each client’s experience may differ depending on their individual advisor or group within BLUEDOOR.

Wealth Advisory Services

BLUEDOOR may also provide wealth management services to clients who wish to receive help in these areas. These services may include tax and estate planning, multi-generational planning and risk mitigation planning in addition to other areas that may impact clients’ financial situation. Our wealth and family office planning services include but are not limited to:

Investment Planning
Tax Planning
Estate Planning
Trustee Services
Philanthropic Planning
Risk Management
Multi-generational Planning
Business advice
Account aggregation, reporting and supervision

Depending on the client, we may determine which services are appropriate based on discussions about goals and needs. For clients who receive certain wealth management and wealth planning services, it is important to note that because we manage assets directly, a conflict of interest may exist with regard to how to implement any recommended asset allocation between using us or another firm. Furthermore, material conflicts of interest may arise from any of our principals acting as a financial planner, investment manager and tax preparer for the same client.

We also have affiliated accounting and legal firms that may provide tax preparation, financial planning and legal services to our clients. Principals of the firm who maintain these outside practices provide these services independently from us. BLUEDOOR clients are under no obligation to utilize these other entities for other services.

Retirement Plan Consulting Services

BLUEDOOR provides consulting services to assist retirement plan sponsors, plan trustees, investment committees and financial advisors to meet ERISA fiduciary responsibilities under 404(c). These consulting services range from the development of Investment Policy Statements to the delivery of Participant Communication services.

Investment Policy Statement – BLUEDOOR will develop an Investment Policy Statement (IPS) for a retirement plan that provides the guidelines for selecting and evaluating investments offered in the plan. BLUEDOOR will work with the plan sponsor to create an IPS consistent with ERISA. The IPS will document the plan's objectives and set into writing the plan's investment policies regarding investment selection, monitoring, benchmarking, and de-selection.

Manager Selection – BLUEDOOR's investment manager research and selection process is a fully integrated process designed to select asset managers for each asset class and style to be represented within the plan. Our screening ensures that each manager meets standards for style consistency, risk adjusted performance, consistency of performance and low expenses. Our experienced analysts further assess the philosophy behind the numbers, the process by which it is implemented and, most importantly, the people who manage the portfolios.

Monitor & Measure – BLUEDOOR will establish and manage a process to select, de-select, and monitor investments offered to plan participants. BLUEDOOR will evaluate the plan's current offering by benchmarking the investment return, risk, and expenses to its peers and relative

indices, by providing an assessment of asset class overlap or gaps, and by evaluating overall investment offering to the plan's current investment policy statement.

Plan Sponsor, Trustee & Investment Committee Meetings – BLUEDOOR meets no less frequently than annually with the Plan Sponsors, Trustees & Investment Committees to document the performance of the plan's investments and to make any recommendations that may be appropriate. These meetings are documented and become part of the plan's due diligence file.

Lifestyle Portfolio Management – BLUEDOOR will develop and manage model portfolios designed to meet specific risk and return characteristics. These models will be comprised mainly of investments offered to plan participants. BLUEDOOR may also serve as the advisor on these lifestyle portfolios in an advisory or sub-advisory arrangement under ERISA § 3(21). (Detailed in the Retirement Plan Investment Management Services section below.)

BLUEDOOR provides services to assist plan sponsors, plan trustees and plan investment committees to meet their ERISA fiduciary responsibilities. BLUEDOOR provides these services under ERISA § 3(21). Plan clients can engage BLUEDOOR to provide investment advisory services and make recommendations with respect to plan investments. By doing so, BLUEDOOR shares fiduciary responsibility with plan trustees and investment committees as it relates to the plan investments. The plan sponsor/trustee retains ultimate decision-making authority for the plan investments and may accept or reject the recommendations made by BLUEDOOR.

Participant Communication – BLUEDOOR will provide group meetings and individual participant meetings to help participants achieve better financial results. The schedule, timing and number of meetings shall be determined prior to contract acceptance.

BLUEDOOR acting as an advisor under ERISA § 3(21) - For the purposes of ERISA § 3(21), BLUEDOOR does not exercise any discretionary authority or control respecting management of the plan or management or disposition of its assets or have any discretionary authority or discretionary responsibility in the administration of the plan. Therefore, BLUEDOOR is not a "fiduciary" pursuant to ERISA except to the extent it renders "investment advice" to the plan within the meaning of section 3(21) of ERISA and Department of Labor regulations thereunder. The participants are responsible for any individual investment selections that they make under the plan.

Under ERISA § 3(21), BLUEDOOR acts as the advisor making investment recommendations, but it is ultimately up to the plan sponsor to decide whether and how to implement these recommendations. Furthermore, under ERISA § 3(21), the participants are responsible for any individual investment selections made under the plan.

Managed Account Programs and Non-Affiliated Managers

We also may participate in the selection of unaffiliated institutional caliber independent investment managers. Third party programs are generally wrap fee programs in which the client pays a single fee for the advisory services of a Separate Account Manager, execution of most

securities transactions, custody of account assets, program administration, and monthly account statements. The client pays a separate fee to us for our services.

With the assistance of independent consulting firms, we can perform a review of the money managers in the program. Consulting firms may also provide performance evaluations and quantitative and qualitative analysis of all managers considered for participation in the program. We will also rely on this information when reviewing managers. We may also conduct evaluation of other managers who will provide third party investment management services for clients.

Based on a client's individual circumstances and needs, we will determine which managers will provide appropriate portfolio management for the client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the Account Manager. We will provide the client with a copy of the disclosure document of each manager selected for the client containing a full description of the manager's services. We will telephone or meet with the client on a regular basis, or as determined by the client, to review the account. If we believe that a particular manager no longer meets the client's needs or is not performing adequately, then we may move the client's account to a new manager with or without the client's prior consent depending on the particular program that the client is participating in. At this time, BLUEDOOR does not have any clients actively using this capability.

Item 5 – Fees and Compensation

Investment Management and Financial Advisory Services

Fees for Individuals, Families and Non-Institutional Clients

<u>Assets Managed</u>	<u>Fee</u>
Up to \$1,000,000	1.25%
Next \$4,000,000	1.15%
Next \$2,500,000	1.00%
Next \$2,500,000	0.85%
Next \$5,000,000	0.75%
Next \$5,000,000	0.60%
Over \$20,000,000	0.50%

Fees are negotiable and may be adjusted up or down based on a variety of factors including but not limited to the complexity and depth of services offered including whether financial, tax or other types of planning will be incorporated into the relationship. The fee schedule is graduated with additional funds qualifying for the next breakpoint although we reserve the right to simply charge a non-adjustable flat fee that does not change as the managed assets grow or shrink. Some clients may have a fee schedule that predates the current schedule and therefore, may pay BLUEDOOR a higher or lower fee than reflected on this schedule for their respective asset size.

Asset breakpoints are reflective of only assets managed directly by BLUEDOOR and not those of third party or supervised non-discretionary assets.

All client fees and specifics with regard to billing format will be clearly delineated in all client agreements. Clients may be billed in advance or arrears depending on their own individual agreement and/or their preference. New accounts are billed based on the client's start date with BLUEDOOR. BLUEDOOR may charge a minimum fee in the first quarter or year based on a variety of factors. Generally, the asset level used for initial billing will be based on the asset total on the day the account is linked to BLUEDOOR's management through the custodian or the date that all subsequent transfers are complete whichever more accurately reflects the total asset size the client wishes BLUEDOOR to manage. BLUEDOOR will bill each account in arrears or advance based on the asset total on the last day of the prior quarter's billing cycle. BLUEDOOR may at its sole discretion bill for any subsequent deposits that occur during the billing quarter. The fee will generally be based on the total value of the account based on its end of the day value on the day before the start date or as of the end of the last day of the period. BLUEDOOR may calculate fees based on that value or as an average daily balance calculation depending on the client agreement.

Clients generally authorize BLUEDOOR through custodial paperwork to deduct management fees directly from each account or accounts. BLUEDOOR may deduct fees from one account for the benefit of the other or the total relationship in those instances where BLUEDOOR thinks it is appropriate. For example, BLUEDOOR may utilize taxable accounts to pay for management fees in tax-deferred accounts if directed by the client. Additionally, BLUEDOOR may bill from other accounts when a particular account does not have cash rather than selling investments simply to raise cash for billing.

In the event a client decides to terminate his or her relationship with BLUEDOOR, and for those clients that pay advisory fees in advance, we will refund a portion of the investment management fee that reflects those services not yet earned. Clients may direct in what form or manner they would like their refund. In the event a client who pays in arrears terminates their relationship, BLUEDOOR will bill the client account for those services rendered or remove their fee depending on the past practice of such account. Clients always have the right to terminate their agreement without penalty at any time.

Financial planning and 401(k) consultation services may also be provided on a negotiated flat fee or hourly basis. This fee is based on the general scope of the work. In general, fees may range from \$100 to \$250 per hour and flat fee engagements and generally range from \$1,000 per year to \$15,000 per year depending on the complexity of the engagement.

Managed Account Programs and Non-Affiliated Managers

Clients will receive additional information about these programs from the disclosure brochure, Schedule H, provided by Schwab or any other sponsoring custodian and also from the disclosure documents of the selected adviser(s). The use of these programs may result in the client paying a higher total fee than other clients who do not utilize these managers. The separate management fee for these generally ranges from 0.50% to 2.00% depending on the manager. We generally

charge an additional fee of 0.75% in addition to the outside manager's fee. We reserve the right to adjust this fee upward or downward on a case-by-case basis. The fee will be charged quarterly, in advance or arrears, and will be based upon the total market value of the account at the start or end of the period. Fees may be paid directly from the client's account with the client's authorization or billed separately. The minimum account size required for acceptance in these programs varies based on manager minimums.

Clients should be aware that there is an inherent conflict of interest for us when recommending separate managed accounts versus accounts managed by us as a result of the increased revenue received from accounts managed in-house as opposed to management by outside firms.

The use of outside managers may or may not mean that a client is entering into a wrap fee account. We will consult with the client so they can determine if they would prefer to have the transaction costs wrapped into the fee or billed separately. A "wrap fee" account is one in which the trading costs are included in a flat fee charged by the custodian or manager.

For wrap fee accounts, the custodian's fee is deducted from the client accounts, in arrears, at the end of each month. Certain transaction costs may be incurred which are not included within the wrap fee. The types of transactions to which additional fees may apply are described in the custodian's Schedule H Brochure. In evaluating a wrap fee arrangement, a client should recognize that we do not negotiate brokerage commissions for the execution of transactions in the client's account. Transactions are generally effected "net," i.e., without commission, and a portion of the wrap fee is generally considered as being in lieu of commissions.

Sub-Advisory Services

BLUEDOOR provides Sub-Advisory services to other financial services firms. These services may range from discretionary investment management services which would include BLUEDOOR actively trading in client portfolios to investment advisory services where BLUEDOOR would provide portfolio models similar to those of its investment advisory clients or unique models created on behalf of a sub-advisory client. The fee for these services is set for each individual client on a case by case basis depending on a variety of factors including whether the client will use BLUEDOOR's reporting platform, meeting materials, the number of updates to a model and the amount of support requested of BLUEDOOR as part of the relationship.

General Information on Fees

A client agreement may be canceled at any time, by either party but must be promptly followed up in writing if termination is oral. The termination will be effective at the close of business on the day notice was received. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds 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. A client could invest in a mutual fund (including exchange

traded funds) directly without our services. In that case, the client would not receive our advice, which among other things, is designed to help the client select which mutual fund or funds are most appropriate to each client's financial condition and objectives. The client should review both the fees charged by the funds and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to our fee, and we do not receive any portion of these commissions, fees, and costs. Please refer to Item 12 for information on our brokerage practices.

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

BLUEDOOR does not charge performance fees

Item 7 – Types of Clients

We provide or seek to provide portfolio management services to individuals, high net worth individuals, institutions, foundations, endowments and other corporate structures and trusts.

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

A. Method of Analysis

We utilize a combination of fundamental, technical and financial analysis to determine the type, quality and timing of purchases and sales of investment for clients. We manage multiple strategies that may contain similar holdings. We attempt to gain a thorough understanding of each client's risk tolerance and time horizon to help each client create a mutually agreed upon asset allocation. We then work with the client to implement and monitor the overall allocation and manage any accounts that a client directs should come under our discretionary control.

We generally employ fundamental research and create assumptions about both the current and future value of investments that we may purchase for clients. This research is based on current and anticipated macro and micro economic factors, company specific factors including with respect to equity investments a company's financial condition, management, product cycles, and current value in addition to other factors.

With respect to fixed income investments, we analyze potential and current investments based on the financial condition of the issuer, its tax ramifications and after-tax yield and its current and effective yield. In addition, we look to longer-term factors such as the current global interest rate environment. We also rely on third-party ratings providers who assess the strength of such

issuers and rate the fixed income investments. In addition, we may utilize independent bond brokers who may provide research and other services in exchange for utilizing their services to acquire bonds for clients. We continue to monitor these arrangements in order to meet our best execution obligations for clients.

We also utilize equity and fixed income exchange traded funds and actively managed mutual funds. We analyze these investments based on the underlying securities of the funds and how we think they will accomplish the overall objectives of the portfolio. Additional factors may include but are not limited to the underlying value of the fund and any geographic or industry specific locations. For actively managed funds, the overall track record of the manager and fund family may also be considered.

B. Investment Strategies

We utilize a combination of strategies including the purchase of individual stocks, bonds, exchange traded funds and mutual funds and cash. We will invest in strategies that only use one asset class or a combination of them. We may create strategies that are not diversified by asset class, asset type and geographic region among other factors.

BLUEDOOR utilizes several outside fixed income brokers to help it build fixed income portfolios for clients. These brokers may provide a range of services from simply identifying individual fixed income issues to building out entire bond portfolios and providing ongoing monitoring and advice. These services are provided in exchange for fees that are imbedded in the price of the individual bonds. BLUEDOOR reviews and monitors these additional trading costs as part of its normal best execution reviews. BLUEDOOR also evaluates the cost benefit of these fees versus the internal cost of bond exchange traded funds, mutual funds and outside bond managers to determine the overall cost benefit of utilizing these fixed income brokers. BLUEDOOR may need to share client information with these providers in order to provide more specific and enhanced service. To the extent that BLUEDOOR provides any information, it will follow its internal guidelines of safeguarding client information.

Each client may experience unique outcomes of risk, performance or allocation based on which particular BLUEDOOR advisor they currently work with. Some advisors may use more or less of BLUEDOOR's individual equity or fixed income portfolios in creating a client's overall strategy. This allocation may be communicated via email, in person or through formal investment policy statements. Each client should review their monthly statements from their custodian to review fees and their allocation and notify BLUEDOOR immediately if there are any inconsistencies from their expectations.

C. Risk of Loss

It is important to note that investing in securities and other equity and fixed income investments involves risk of loss that clients should be prepared to bear. Asset allocation, diversification or other strategies cannot eliminate risk of loss from investing no matter how conservative. Investment strategies that might utilize options or option-based strategies or negatively correlated funds may carry an extra-ordinary risk of loss.

The following paragraphs relate to other strategies that would not be employed by us unless it was discussed with the client and detailed in a formal investment policy statement or confirmation letter or for specific BLUEDOOR strategies that utilize such techniques as part of its defined strategy. BLUEDOOR may invest, from time to time, in options and derivative instruments, including buying and writing puts and calls on some of the securities held by client accounts in an attempt to supplement income derived from those securities. The prices of many derivative instruments, including many options and swaps, are highly volatile. The value of options and swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The cost of options is related, in part, to the degree of volatility of the underlying securities, currencies or other assets. Accordingly, options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Put options and call options typically have similar structural characteristics and operational mechanics regardless of the underlying instrument or asset on which they are purchased or sold. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer the obligation to buy, the underlying security, commodity, index, currency or other instrument or asset at the exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument at the exercise price. If a put or call option purchased on behalf of a client account by BLUEDOOR were permitted to expire without being sold or exercised, the client account would lose the entire premium it paid for the option. The risk involved in writing a put option is that there could be a decrease in the market value of the underlying instrument or asset caused by rising interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold on behalf of the client account at a higher price than its current market value. The risk involved in writing a call option is that there could be an increase in the market value of the underlying instrument or asset caused by declining interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold on behalf of the client account at a lower price than its current market value.

Purchasing and writing put and call options and, in particular, writing “uncovered” options are highly specialized activities and entail greater than ordinary investment risks. In particular, the writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying instrument or asset above the exercise price of the option. This risk is enhanced if the instrument or asset being sold short is highly volatile and there is a significant outstanding short interest. These conditions exist in the stocks of many companies. The instrument or asset necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing instruments or assets to satisfy the exercise of the call option can itself cause the price of the instruments or assets to rise further, sometimes by a significant amount, thereby exacerbating the loss. Accordingly, the sale of an uncovered call option could result in a loss by the client account of all or a substantial portion of its assets.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty.

Additionally, BLUEDOOR may utilize negatively correlated Exchange Traded Funds (ETFs) or Mutual Funds and use option strategies on broad based indexes as part of its more complex investment strategies. BLUEDOOR is generally a long-based manager and has policies and procedures designed to understand the impact such strategies may have on those clients who do not participate in such strategies and the impact on its fiduciary duty for those clients. BLUEDOOR may utilize funds, often defined as alternative funds that might employ these strategies. It may invest in these funds without prior notice to clients so long as it is limited to exchange traded funds or mutual funds and such investment is within the scope of the client's overall risk tolerance.

The mutual funds and ETFs utilized by BLUEDOOR may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in BLUEDOOR's investment strategies are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds including Treasury Inflation Protected Securities (TIPS) present the risk of loss of purchasing power through lower expected return, increases in interest rates or through inflation. This risk is greatest for longer-term bonds but there is risk associated with all fixed income investments.

Certain funds utilized by BLUEDOOR may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries. More information about the risks of any particular market sector can be reviewed in mutual fund prospectuses within each applicable sector.

Any investment in exchange traded funds or mutual funds will carry the additional costs that exist within the fund in addition to possible additional transaction costs that may or may not be greater than the transaction costs of individual securities. BLUEDOOR will purchase such funds when it deems that it is in each individual client's best interests to incur the additional costs.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

We have principals that maintain separate accounting and legal practices. All clients are required to enter into a separate engagement with the affiliated firm or we will enter into a separate engagement for purposes of providing services to our own clients through the affiliated entities. Clients are under no obligation to utilize any of these affiliated entities.

Item 11 – Code of Ethics

We have established a Code of Ethics (Code). This Code is available for review by contacting the CCO or by sending a written request to our main office. The Code restricts certain gifts and entertainment that is related to client accounts and vendors. It also establishes stringent confidentiality requirements. We also require that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. In addition, we prohibit employees from receiving gifts that may affect the advice that they provide to clients.

This Code is designed to ensure that supervised persons are placing client interests before their own. Supervised persons who trade in individual stocks or place a certain number of ETF trades in the same month are required to disclose their investment statements on a quarterly basis for review. The CCO will then review their statements to make sure that their trades do not conflict with those of the firm's clients.

The core principal of our Code is that no employee shall prefer his or her own interest to that of an advisory client. It 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. It is possible that we may be investing in the same securities as our clients. We think this is permissible so long as the clients' interests always come first.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. We will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

Item 12 – Brokerage Practices

For non-discretionary clients, we require written authority to determine which securities are bought or sold and the amounts thereof. In this written authority statement, all limitations on the discretionary authority, if any, shall be defined. For both discretionary and non-discretionary accounts, clients may retain the right to vote securities, can withdraw securities and/or cash at

any time, and may impose restrictions on the purchase and/or sale of securities, industries, sectors, and asset classes.

In selecting our firm, clients are generally requesting that Charles Schwab and Fidelity provide brokerage and/or custodial services. We are not affiliated with any of these broker-dealers and utilize them as choices for clients based upon experience with these firms and on the value of the services and/or research provided by these firms. We do maintain the occasional account at an outside custodian but only when those accounts cannot be held elsewhere. In addition, we may maintain brokerage services at other advisors based on the written direction of the client and only if on our professional opinion we can maintain our duty as fiduciaries to the client. We have invested in technology that will allow us to provide reporting and asset management services to clients regardless of their custodian of choice similar to those clients who may maintain their accounts at one of the custodians named above.

We will engage in "block trading" where possible and when advantageous to clients. This means that we purchase a large block of shares and then allocate those shares among the clients. Regarding aggregated "block trades," we operate so that no advisory account will be favored over any other account participating in the aggregated order. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared based on their participation in the trade within the same group of clients at the same custodian. We rotate the order of trades that we place with each custodian and BLUEDOOR's portfolio management team utilizes an ongoing documentation process to insure it is following the rotational procedure.

It is our general policy that we will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. In rare instances, BLUEDOOR may effectuate a client cross transaction for fixed income holdings. Such transaction would require written authorization from both parties.

Soft Dollar

We do not engage in traditional soft dollar trading; however, Charles Schwab and Fidelity may provide BLUEDOOR with additional benefits paid directly to vendors who provide trading and reporting for BLUEDOOR clients. These payments do reduce the cost that BLUEDOOR would have to pay for these services.

Prime Brokerage and Best Execution

We will generally trade exclusively through a client's directed custodian for all trades. We generally recommend that clients utilize Charles Schwab or Fidelity as their custodian, however, we are able to work with most custodians if the client has a particular preference. We have evaluated these custodians/brokers and believe that they will provide our clients with an appropriate blend of execution services, commission costs and professionalism. See our discussion below on these institutional service providers. We will generally trade through the custodian/broker regardless of whether a client has an active prime brokerage agreement in place allowing us to use outside brokers. As a result, it should be understood that we will likely not negotiate commissions or obtain volume discounts beyond those already offered by the custodian/broker. We do think that given the additional costs of using outside brokers along with our own custodians' resources and commitment to providing appropriate execution that we are fulfilling our obligation to seek best execution by trading directly through them. In addition, we independently review the execution of the custodians on a periodic basis and also review their own internal documentation of their trading capabilities. Despite our general practice to trade through client custodians for equity trades, we will utilize outside brokers to effectuate some equity transactions and fixed income transactions for clients as appropriate and if it is in the client's best interest to do so.

While we have a reasonable belief that the custodian/broker is able to obtain best execution and competitive prices, we will not be independently seeking best execution price capability through other broker-dealers. In selecting the custodian/broker, you generally have the responsibility for negotiating commission rates and other transaction costs with the custodian/broker. Often these rates are based on the client either using their electronic document delivery platform or maintaining a minimum account balance with the custodian. If you have question on which custodian may make the most sense given all the facts and circumstances of your own situation, please contact us.

Although the clients may have selected a custodian/broker and we generally trade through their broker, we will not trade through the custodian/broker if we reasonably believe that it may result in a breach of our fiduciary duty. For example, we may use an outside broker for fixed income transactions if we think it is in the client's best interests and if the client has executed a prime brokerage agreement. Please note that because we will generally be executing all transactions through the custodian/broker, a disparity may exist between the commissions borne by your account and the commissions borne by our other clients that direct us to use another particular broker-dealer.

While we are comfortable in the custodians we utilize, you should note that some differences may exist based on the assets our clients maintain at each. You may forego benefits that we may be able to obtain for other clients through, for example, negotiating volume discounts or block trades if your assets are held at one of our smaller custodial relationships. This may come into play if you are part of a smaller group at one custodian while we have a larger number of clients at a different custodian.

Institutional Custody Programs

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account or if we serve as a trustee or other similar position. Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. As discussed above, we recommend that our clients use Charles Schwab or Fidelity. These are registered broker-dealers and members of SIPC. We are independently owned and operated and are not affiliated with any of them. They will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use one of them as a custodian/broker, you will decide whether to do so and will open your account with them by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

How We Select Brokers/Custodians to Recommend

We seek to select a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for the custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, ETFs)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below

Your Brokerage and Custody Costs

For our clients’ accounts that the broker/custodian maintains, they generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your account. In addition, the custodian/broker may charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs and because of the execution we think our custodians prove, we execute most trades for your account through the custodian.

We have determined that having your custodian execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to us from Institutional Custodians

Charles Schwab & Co and Fidelity Investments are independent unaffiliated SEC registered broker dealers. These and other custodial firms provide our clients and us with access to its institutional brokerage, trading, custody, reporting, and related services—many of which are not typically available to their retail customers. They also make available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total minimum asset level.

Services That Benefit You

Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products made available through the custodian and include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Services That May Not Directly Benefit You

The custodians also make available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both their own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at the particular custodian providing the research. In addition to investment research, they also make available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients’ accounts
- Assist with back-office functions, recordkeeping, and client reporting services that generally benefit only us
- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers, discounting or waiving its fees for some of these services or paying all or a

part of a third party's fees. They may also provide us with other benefits, such as occasional business entertainment of our personnel

While we allow our clients to select among our custodial partners, in limited circumstances, we may require that a client maintain an account with a particular custodian if that custodian was the only viable option for providing a necessary service. For example, trust reporting or other client specific services.

Trading in Managed Account Programs

Trades are generally executed only with the broker-dealer with which the client has entered into the wrap arrangement, so that the Separate Account Manager may not be free to seek best price and execution by placing transactions with other broker-dealers. Accordingly, the client may wish to satisfy himself that the broker-dealer offering the wrap fee arrangement can provide adequate price and execution of most or all transactions. The client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately and if an adviser were free to negotiate commissions and seek best price and execution of transactions for the client's account.

Trades executed by outside managers may have different execution and costs than those executed by us. Clients should refer to the disclosure document(s) of separate account manager(s) and the Schwab Schedule H Wrap Fee Brochure for information on the brokerage practices of managers participating in these programs. Generally, the trading costs are wrapped into the overall fee charged by the manager or custodian.

We may have the ability to hire or fire a manager in these programs. Under very limited circumstances, this discretionary authority may be extended to our having the ability to select the broker-dealer to be used for client account trades. This discretionary authority will only be taken to the extent that we are able, by means of this discretionary authority, to affect the use of a particular broker through the hiring and firing of a particular investment adviser. Under no circumstances will we take the authority to select the broker or dealer that one of the selected investment advisers must use.

Trade Errors

BLUEDOOR attempts to execute all trades correctly and in the best interests of the client. If a trade error occurs, BLUEDOOR attempts to identify the error and correct it so that the client's account is in the position it would have been had the error not occurred, and, after evaluating the error, assess what action(s) might be necessary to prevent a recurrence of similar errors in the future. Trade errors may be resolved in different manners depending on each client's particular custodian.

In the event that a trade error cannot be processed at the BD/Custodian through a cancel-rebill process, BLUEDOOR endeavors to ensure that its corrective action is timely and accurate, and that it places the client's account in the originally intended position

Item 13 – Review of Accounts

All investment positions are monitored on a regular basis and accounts as a whole are reviewed both prior to meetings and on a regular basis to ensure that they still meet suitability requirement. In addition, each principal reviews his or her own individual clients' accounts on a regular and periodic basis. While BLUEDOOR maintains general model portfolios, each client account will likely differ from these and other accounts based on a number of factors including the timing of the accounts opening, legacy positions, risk tolerance, tax ramifications and each principal's approach to meeting an individual client's objectives.

Client portfolios are reviewed on a regular basis both at the account level and portfolio level. These reviews are performed by each client's specific BLUEDOOR advisor. The BLUEDOOR advisor will review the portfolios to determine if they are still consistent with the client's needs and risk tolerance as it has been communicated to BLUEDOOR. BLUEDOOR may take into account a client's non-BLUEDOOR assets in determining suitability. It is the client's responsibility to notify BLUEDOOR should circumstances or their risk tolerance change in a way that would require BLUEDOOR to reassess or adjust its investment strategy for that particular client.

Separately Managed Accounts: We discuss these accounts with the clients on a regular basis, or as determined by the client to review the account. Among the topics, the appropriateness of the selected adviser(s), from an asset allocation perspective and the performance of the adviser(s) will be reviewed.

Financial Planning: Financial Planning reviews will be conducted as requested for at the start of the relationship. In general, the frequency and depth of any review or contact is dependent upon the nature of the financial issues faced by the client and their appropriateness for review at any given time.

Item 14 – Referrals and Other Compensation

BLUEDOOR does maintain solicitor arrangements with outside professional firms and individuals. These firms are provided ongoing compensation for referring clients to BLUEDOOR who then become clients of the firm. The agreements with the referring parties are in writing and the arrangement is disclosed to the clients.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains clients' investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements

that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

While we do not traditionally seek to take custody, we may be deemed to have custody by the fact that a principal or affiliated person serves as trustee, power holder or in another similar role. For these accounts, we have contracted with an outside accounting firm to provide an annual surprise audit in compliance with current SEC regulations.

Item 16 – Investment Discretion

For those clients who have engaged BLUEDOOR to provide investment management services, we have discretionary authority to manage their investments. We usually receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. A client always has the right to remove BLUEDOOR's discretionary authority over their account.

Investment guidelines and restrictions must be provided to us in writing. While we maintain written internal records of our clients' investment objectives, we may or may not require clients to sign a formal investment policy statement.

We also provide supervisory and non-discretionary management to clients.

Item 17 – Voting Client Securities

We vote client proxies. Absent specific voting guidelines from the client, we vote proxies in the best interest of the clients. Our policy is to vote all proxies from a specific issuer the same way for each client absent qualifying restrictions. We will generally vote in favor of routine corporate proposals. We will also generally vote against proposals that would cause board members to become entrenched or cause unequal voting rights. In reviewing proposals, we will further consider the opinion of management and the effect on management, and the effect of shareholder value and the issuer's business practice. Since we may invest client assets in holding listed on a foreign exchange, it is possible that we will not receive proxy information until after a deadline to vote the proxy.

We maintain copies of client proxies and records how they were voted. Clients may obtain information on how their proxies were voted on request. Clients who would like to vote their own proxies should contact us. We utilize outside proxy voting services to help us fulfill our obligations in this area.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition.

A. Balance Sheet

BLUEDOOR does not require the prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, BLUEDOOR does not need to include a balance sheet with this brochure.

B. Financial Condition Reasonably Likely to Impair our Ability to Meet Contractual Commitments to Clients

BLUEDOOR does not have any financial conditions that are reasonably likely to impair its ability to meet any contractual commitments it has with its individual or institutional clients.

C. Bankruptcy Petitions in the Previous Ten Years

BLUEDOOR has not been the subject of a bankruptcy petition.