



Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of C.W. Henderson & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 312-222-1401 or info@cwhenderson.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about C.W. Henderson & Associates, Inc. is also 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 108213.

Item 2 Material Changes

There have been no material changes since the last filing of the ADV Part 2A in March 2019.

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Item 4 Advisory Business

C.W. Henderson & Associates, Inc. ("CW Henderson & Associates" or the "Firm") is a registered investment adviser specializing in the active management of municipal bond portfolios. At the request of clients, and when the ratio of municipal to U.S. Treasury securities yields warrants, the Firm also manages U.S. Treasury and Agency securities as a component of a municipal bond portfolio or as a separate portfolio.

The Firm was founded by Craig Henderson, the Firm's President, in 1990 and began investing client assets in March 1991. The Firm is closely held with Mr. Henderson currently owning 79.2% of the outstanding shares. Thomas Mallman, Senior Advisor, owns 10.4% of the outstanding shares and two other passive shareholders own the remaining 10.4%.

C.W. Henderson & Associates offers investment advice only in regard to fixed income municipals, U.S. Treasury and Agency securities. All accounts are separately managed and assets are held in the client's name at a qualified custodian of the client's choice. Two primary types of municipal bond portfolio products are offered to clients: intermediate and short-term portfolios. Intermediate portfolios typically have effective average maturities (taking relevant call features into account) of about four to six years. The neutral modified duration of these portfolios (a measure of a portfolio's sensitivity to interest rate changes) is typically about 4.10 years. (This measure implies that a one percent change in interest rates – up or down - should cause the principal value of the portfolio to change by approximately 4.10%.) Portfolio durations are adjusted to reflect the Firm's interest rate outlook, and generally do not vary by more than 20% from the neutral level. Short-term portfolios typically have effective average maturities of about one year and typical modified durations of less than one year. The intermediate product is designed for clients making relatively long-term asset allocations to the municipal market. The short-term product is designed for clients seeking exposure to the municipal bond market in a product that should provide limited principal volatility as interest rates fluctuate, and that also has the potential to provide total returns that exceed money market fund returns. Clients with liquidity needs over a short-term time horizon should consider use of the short-term product. All portfolios are constructed to provide credit, sector and geographic diversification. Only securities with strong credit and liquidity characteristics are considered for use in client portfolios.

Portfolios are managed with the objective of maximizing after-tax returns while controlling credit and interest rate sensitivity risk. Clients' applicable state taxes, realized and unrealized capital gains and losses are factors that are monitored on a client-by-client basis when making investment decisions. In addition, the Firm manages accounts with tailored constructions that meet specialized needs of some clients. Reasonable client-imposed restrictions can be incorporated into the Firm's security selection and portfolio construction processes.

C.W. Henderson & Associates manages portfolios for clients that engage the Firm directly and acts as a sub-advisor to wealth managers, other investment advisors and in wrap programs. There is no distinction between the management of direct, sub-advisory and wrap client

portfolios or in the Firm's investment management process. In some sub-advisory arrangements C.W. Henderson & Associates deducts fees from client accounts. In others, the wealth manager, sub-advisory or wrap program sponsor collects fees from clients and pays a portion of those fees to C.W. Henderson & Associates for the Firm's sub-advisory investment management services.

C.W. Henderson & Associates only manages client assets on a discretionary basis. As of December 31, 2019, the Firm managed \$3.6 billion in client assets and had 12 employees.

Item 5 Fees and Compensation

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Direct Client Account Fees

C. W. Henderson & Associates charges an annual fee based on a percentage of client's assets under management. The Firm typically recommends a minimum investment of \$1 million or greater. The annual breakpoints are typically as follows: 37.5 basis points ("bps") for investment portfolios with a market value of \$0 to < \$15 Million; 30 bps \geq \$15 Million and < 100 Million; 25 bps for investments \geq 100 Million.

C. W. Henderson may group certain family or other accounts together to determine the annualized fee. Fees and account minimums are negotiable based on certain factors including, anticipated future cash flows, product selection, related accounts, timing of investment and other relevant factors. The Firm retains the right to negotiate fees on a client by client basis.

Fees are billed quarterly, payable at the end of each calendar quarter for the preceding quarter and calculated based on account assets under management on the last business day of the quarter. Fee adjustments are made for contributions to or withdrawals from accounts during a quarter of ten percent or greater. In such instances, fees are prorated to adjust for these asset flows.

Fees are typically deducted directly from the client custodial account but if a client prefers, they can be billed for the Firm's investment management services. In instances where a client closes in the middle of the quarter, a prorated fee for the quarter is calculated and deducted from the client custodial account or billed directly to the client.

Sub-Advisory and Wrap Fee Programs

C.W. Henderson & Associates has executed sub-advisory and wrap fee agreements with various investment advisory firms, banks and brokerage firms (each, a "Program" or all, the "Programs") for the management of client accounts. Clients participating in these Programs may be charged various Program fees in addition to the advisory fee charged by our Firm. Such fees may include the investment advisory fees of the independent advisors and custodial fees. C. W. Henderson typically receives a portion of the overall fee charged to the client account. In

these Programs, the Firm's annual fees typically range from 25 to 30 basis points per annum. For very large relationships with potential to grow substantially larger, fees are negotiable.

Program fees are billed quarterly, in advance or in arrears and calculated based on account assets under management at a rate determined by the sub-advisory or wrap agreement. C. W. Henderson typically receives a portion of the overall fee charged to the client account. In instances where fees are billed in advance, accounts that are terminated or withdraw significant assets prior to the end of the quarter, those clients are reimbursed a pro-rata portion of their fees. These fee arrangements are described in the client's agreement with the Program sponsor.

Additional Fees and Expenses

In addition to the investment management fees detailed above, clients also pay custodial charges to their custodians and bid/ask spreads (the difference between the prices at which securities dealers buy and sell bonds) as well as any other transaction fees to brokers and dealers. To the extent client assets are held in money market funds or other mutual funds, clients pay investment advisory and other related fund fees on those fund assets in addition to the advisory fee paid to C.W. Henderson & Associates.

Termination

The C.W. Henderson & Associates investment management agreement provides for termination of the investment management relationship between C.W. Henderson & Associates and the client upon receipt of seven days advance notice by either party.

Limited Prepayment of Fees

Under no circumstances does the Firm require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Item 6 Performance Based Fees

C.W. Henderson & Associates does not engage in performance based fee arrangements.

Item 7 Types of Clients

Products offered by C.W. Henderson & Associates typically provide income that is exempt from federal taxation. Clients utilizing these products are usually in income tax brackets that cause them to benefit from tax advantaged investments. Therefore, most of the Firm's clients are high net worth individuals, family offices and corporations. The Firm may also provide services to individuals, trusts, charitable organizations, banking institutions, insurance companies, other business entities not already listed.

In some situations, the Firm will also invest in taxable municipals, U. S. Treasury and Agency Securities. Clients requesting these types of securities are typically seeking diversification in

their fixed income investments. The profile of these clients is similar to those clients seeking a benefit from tax advantaged investments as detailed above.

Clients either have direct relationships with C.W. Henderson & Associates or are clients of other advisors or wealth managers where C.W. Henderson & Associates acts as a sub-advisor. The minimum account size for direct relationships is typically \$1 million. In sub-advisory relationships the Firm will generally manage accounts with assets of \$500,000 or larger.

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

C.W. Henderson & Associates seeks to maximize tax-exempt income in client accounts while seeking to limit credit and principal volatility risk. Assessing the credit quality of securities selected for client accounts and analyzing anticipated trends in interest rates are central components of the Firm's analytical process.

Domestic and international economic developments that might impact interest rates are closely monitored. These include factors such as levels of economic activity, Federal Reserve policy, expected inflation rates, unemployment levels, commodity prices, currency exchange rates, etc. Comparisons of prime municipal yields to U.S. Treasury and high-grade corporate rate levels are monitored to assess the relative attractiveness of the tax-exempt municipal market. Potential changes to the federal tax code that could alter the attractiveness of tax-exempt investments are also assessed. Individual state income tax policies are monitored to assure that accounts of clients who are residents of states with high state income tax rates are diversified appropriately.

The credit quality of individual municipal entities that issue securities considered for use in client portfolios are evaluated on a scheduled basis. For securities backed by municipalities' general obligation pledges, the Firm focuses on various factors including assessed valuations, population trends, median income levels, total debt outstanding, debt per capita, the existence of any major corporate tax payers and tax collection histories. Pension fund and post-employment health care funding are reviewed along with any derivatives exposures that a municipality may have in place.

Revenue backed obligations (water and sewer systems, electric power generation facilities, toll roads, university facilities, etc.) are analyzed to evaluate the strength of the enterprises issuing the securities. The Firm's evaluations review user bases, consistency of revenue collections, interest and debt service coverage ratios, levels of reserve funds, additional bonds tests, etc.

In addition to the above factors, bonds considered for purchase are evaluated in regard to any applicable call features and sinking funds, premium or discount pricing, whether income is subject to the alternative minimum tax, potential for price appreciation in a declining interest rate environment and the likelihood of price deterioration in a rising interest rate environment. Offering prices of individual bonds are compared to securities with similar credit and structural characteristics to determine relative value among potential purchases.

Rating agency analyses and ratings are monitored. In addition, C.W. Henderson & Associates reviews issuers' published financial information detailed in new issue official statements and in financial databases. In some instances corporate trustees and municipal finance officials are contacted to gain additional insight.

Two major types of risk are present in municipal securities: credit risk and volatility risk. Credit risk involves the potential impairment of the timely payment of bond principal and interest when due. Declining tax receipts or user fee collections or rising expenses could impair a municipal entity's ability to make debt service payments to bond holders. Ratings downgrades could result and, in extreme cases, an issuer could default. C.W. Henderson & Associates' credit selection process focuses on general obligation securities issued by municipalities with strong credit characteristics and revenue backed bonds supported by well-established municipal enterprises that provide essential public services. This approach mitigates but does not eliminate credit risk.

Volatility risk is the potential for bond principal values to fluctuate as interest rates change. In general, prices of bonds with longer maturities and lower coupons are more sensitive to interest rate changes. The intermediate product portfolios that the Firm manages generally have large exposures to securities with effective maturities of two years or less that have limited volatility sensitivity. Exposure to high coupon bonds with four to five year calls have higher, but still limited, volatility risk. Bonds with ten to fifteen year maturities complement the shorter maturity components of these portfolios. These longer-term securities take advantage of the typical steepness of the municipal yield curve and provide the potential for increased returns. These longer-term bonds are subject to increased volatility risk. Portfolio exposure to long bonds is adjusted as the Firm's interest rate outlook changes with the goal of reducing portfolio principal volatility in rising rate environments and increasing volatility exposure during periods of declining rates (i.e. adjusting portfolio durations). Volatility risk cannot be eliminated and some price erosion will be experienced during periods of rapid interest rate increases. Volatility risk is lessened significantly, but not eliminated, in the short-term portfolios that C.W. Henderson & Associates manages.

In addition to the above defined risks, portfolios can also be adversely affected by unexpected calls, reinvestment during low interest rate periods, purchasing power erosion as inflation increases, etc. Cash additions to portfolios in low interest rate environments or withdrawals requiring security liquidations when rates are high can negatively affect individual portfolio performance.

The implementation of certain strategies employed by C.W. Henderson & Associates involves active securities trading by the Firm. Commissions are not charged in municipal securities transactions, but bid/ask spreads (the difference between the prices at which municipal securities dealers buy and sell bonds) represent a cost that clients incur. C.W. Henderson & Associates attempts to trade as efficiently as possible and minimize this cost, but transaction costs are inherent in municipal securities transactions.

U.S. Treasury securities are generally considered to not be subject to credit risk since they are backed by the full faith and credit of the U.S. Government. U.S. Government Agency securities fall into three primary categories. Issuers backed by the U.S. Government's full faith and credit or have a U.S. Treasury guarantee, those supported by a discretionary line of credit from the U.S. Treasury and agencies having no direct federal backing. Investments by the Firm in U.S. Government Agency securities focus on those agencies with support from the federal government. Credit risk is diminished, but not eliminated, in securities issued by agencies without direct federal government support. Investments in U.S. Treasury and Agency securities are subject to volatility risk. Investors can incur principal declines during periods of rising interest rates.

C.W. Henderson & Associates utilizes money market funds at the client's custodian. These funds seek to maintain reasonably stable net asset values by structuring portfolios that adhere to Securities & Exchange Commission credit, maturity and liquidity rules. These investment vehicles tend to function in their desired manner, but there is no guarantee that the credit quality and liquidity of these funds will always be maintained.

Item 9 Disciplinary Information

Neither the Firm nor any employees are subject to any legal or disciplinary proceedings.

Item 10 Other Financial Industry Activities and Affiliations

No managerial persons employed at C.W. Henderson & Associates are registered representatives of a broker-dealer nor are they registered as a futures commission merchant, commodity pool operator or a commodity trading advisor or an associated person with any such entities. No conflicting relationships exist between C.W. Henderson & Associates and any other financial entity or person. C.W. Henderson & Associates does not select or recommend other financial advisors for its clients.

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

C.W. Henderson & Associates has a Code of Ethics in place to which all employees are subject. All employees are required at the start of their employment with the Firm, and annually thereafter, to acknowledge in writing that they have reviewed and understand the requirements of the Code of Ethics and the Firm's Policy and Procedures Manual. The objective of the Code of Ethics is to assure that employees do not engage in insider trading or purchase or sell securities in their personal accounts that would in any way conflict with transactions executed on behalf of the Firm's clients. All employees are required to submit copies of brokerage and any other investment accounts in which they have a beneficial interest on a quarterly basis for review by the Firm's Chief Compliance Officer. All municipal securities transactions must be reviewed by Clare Retrum, Chief Compliance Officer, Craig Henderson,

President or Matt Andrews, Managing Director to assure that appropriate priority and consideration has been given to client accounts and that no conflict exists regarding employee personal investments.

A copy of the Firm's Code of Ethics will be provided to any client or prospective client upon request.

Item 12 Brokerage Practices

C.W. Henderson & Associates seeks best execution in all securities transactions executed through the network of municipal brokers and dealers with which the Firm has relationships. Generally, the price at which a security is purchased or sold and the charges associated with transactions are indicative, but not determinative, of best execution. A broker or dealer that offers the lowest cost securities is not necessarily the broker or dealer that provides best execution. C.W. Henderson & Associates seeks to execute securities transactions for clients in such a manner that clients' total cost in each transaction is most favorable and, in selecting brokers or dealers, considers the factors it deems relevant including:

- availability of suitable securities;
- the nature and character of the security or instrument being traded and the existing and expected activity in the markets in which the security or instrument is purchased or sold;
- the desired timing of the transaction;
- the Firm's knowledge of market levels of comparable securities and prevailing bid/ask spreads;
- a broker's or dealer's capital strength and stability, its execution, clearance and settlement capabilities, and the reasonableness of the prices offered for specific securities;
- the quality and extent of the research services provided by the broker or dealer; and
- a broker's or dealer's responsiveness and the full range of services provided are also factors considered in selecting transaction counterparties.

C.W. Henderson & Associates does not engage in soft dollar arrangements (i.e. using commissions or markups as payment for investment related products).

C.W. Henderson & Associates does not engage in any arrangements where commissions or any transaction related charges are used to compensate brokers or dealers or any other entities for client referrals.

C.W. Henderson & Associates generally does not accept accounts requiring directed brokerage arrangements. The disparate nature of the municipal market requires that the Firm have the flexibility to utilize any broker or dealer that offers securities suitable for use in client accounts and the ability to seek to attain most favorable pricing when securities are purchased or sold.

In the event a client directs the use of a particular broker-dealer, there can be no assurance that the desired securities will be available or the most favorable price or execution will be achieved.

Newly purchased securities are allocated at the Firm's discretion among accounts with the objective of attaining equitable allocations on an overall basis. Individual portfolio characteristics such as modified duration relative to target level, representation in strategies utilized by the Firm, existing holdings of an issuer's securities and client's state of residency are considered when making allocations. If a portion of a block of bonds held in several accounts is sold, accounts chosen to participate in the sale will be based on account portfolio structures relative to target levels, capital gains considerations and state tax implications.

In certain situations the Firm may swap securities between accounts managed by the Firm. These situations typically occur when a client seeks to liquidate securities from their account to withdraw cash or to implement a requested portfolio restructuring. Portfolio swap transactions must be beneficial to both the liquidating and acquiring accounts. Valuations of traded securities are determined by obtaining bid prices from several securities dealers. The account liquidating the security receives the highest bid price. In instances where the Firm determines relative value exists in the re-offering price, the security may be purchased back into a different client account. C.W. Henderson & Associates receives no compensation in regard to these trades other than the investment management fees that are based on the assets managed in each account.

In certain market environments the Firm may harvest tax losses for clients by swapping similar securities across portfolios without materially changing portfolio structures. Bonds involved in tax loss harvesting transactions have similar duration and credit profiles but differ by at least two of the following three characteristics: maturity, coupon and/or issuer. Price swaps are determined by obtaining bid side evaluations from at least three brokers, an internal evaluation determined by the Firm and a final evaluation from an independent third-party pricing service. The average level determines the price to be used for the tax swap. A predetermined markup, which has been agreed upon by both the Firm and the broker, compensates the broker for executing the transaction. Portfolios on both sides of the trade must benefit for the action to be taken. Values of securities traded in the tax swap must be deemed equitable and reflective of market conditions by the Firm's traders and executing brokers.

If a client does not have an existing custodial relationship, C. W. Henderson may recommend that the client establishes a brokerage account with a custodian with whom the Firm has an existing relationship. Although C. W. Henderson may make this recommendation, it is ultimately the client's decision to select the custodian. C. W. Henderson does not have any affiliations with any custodians but may receive some benefits from custodians which may or may not be dependent on amount of assets custodied. C. W. Henderson does not receive financial compensation from any custodian for client referrals. Some of the benefits may include:

- The ability to facilitate trade execution in blocks for multiple client accounts;

- Access to client account data and statements;
- Access to pricing and research; and
- Access to conferences and educational seminars.

In evaluating whether to recommend a custodian to a client, the Firm considers all factors and not solely the overall cost to the client or quality of service which causes a potential conflict of interest. As a result of the conflict, the Firm periodically reviews such conflicts to determine if these arrangements are in the best interest of the client and satisfy our duty to seek best execution.

Item 13 Review of Accounts

Portfolios are monitored by members of the Portfolio Management team, to assure that they are being managed in accordance with the clients' investment objectives and guidelines. The Portfolio Management team also monitors such things as credit diversification, maturity and duration positioning, coupon structures, state and sector diversification, credit ratings and cash.

Additional reviews occur if the Firm's credit staff feels that holdings of a specific issuer should be reduced or eliminated. In such instances, accounts holding the applicable issuer will be reviewed.

All clients and, when applicable, their advisor are queried at least annually regarding account beneficiaries' state of residence, whether there have been any changes in the client's financial situation or investment objectives and whether they have capital losses in other components of their overall portfolio which may be used to offset gains in their C. W. Henderson portfolio. These factors potentially influence the Firm's trading strategies in the portfolio.

C.W. Henderson & Associates sends, non-subadvised clients, quarterly reports that provide listings of assets managed at quarter end and investment management fees charged. Annual reporting also includes realized and unrealized gains and losses, investment performance, income and expenses and amortization and accretion reports. Interim reporting is available upon request.

Item 14 Client Referrals and Other Compensation

In certain instances C.W. Henderson & Associates pays third parties a portion of the fee received from clients as compensation for the third party's referral of the client to the Firm. In all such instances such payments are fully disclosed and approved by the client. The expense of this referral fee is borne entirely by C.W. Henderson & Associates.

Item 15 Custody

C.W. Henderson & Associates does not have custody of client assets.

As disclosed in the “Fees and Compensation” section (Item 5) of this Brochure, the Firm generally debits advisory fees directly from client’s custodial accounts. As part of the billing process, client’s custodians are advised of the amount of the fee to be deducted from the client’s account. On at least a quarterly basis, custodians are required to send to client statements showing transactions in the account during the reporting period.

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

In addition to the periodic statements that clients receive directly from their custodians, C. W. Henderson & Associates sends quarterly reporting including an appraisal and management fee calculation. These reports have language on them urging the clients to compare the information provided on the reports with the statements from the custodian.

Item 16 Investment Discretion

Accounts are only accepted on a discretionary basis on behalf of clients. Authority to act on clients’ behalf is granted through the Firm’s investment advisory agreement or, in instances where C.W. Henderson & Associates acts as a sub-advisor, through the sponsor’s agreement that the client signs. Reasonable client restrictions regarding credit quality, liquidity parameters or types of securities can be incorporated into the Firm’s investment process.

Item 17 Voting Client Securities

Proxies are not applicable to securities issued by municipal entities or by the U.S. government or its agencies. Therefore, the Firm does not vote proxies and does not have a proxy voting policy.

Item 18 Financial Information

Under no circumstance does the Firm 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.

As an SEC registered investment advisory firm, C. W. Henderson is required to disclose any financial condition that is reasonably likely to impair the Firm’s ability to meet its contractual obligations with clients. The Firm has no such financial circumstances to disclose.

C.W. Henderson & Associates has not been the subject of a bankruptcy petition at any time during the past ten years.