

Helium Advisors LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Helium Advisors LLC. If you have any questions about the contents of this brochure, please contact us at (425) 214-1533 or by email at: howardm@heliumadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Helium Advisors LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Helium Advisors LLC's CRD number is: 282356.

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Registration does not imply a certain level of skill or training.

Version Date: 01/02/2024

Item 2: Material Changes

The material changes in this brochure from the last annual updating amendment of Helium Advisors, LLC on 03/16/2022 are described below. Material changes relate to Helium Advisors, LLC's policies, practices or conflicts of interests.

- Helium Advisors removed reference to its d/b/a name. (Items 4& 5)

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Item 4: Advisory Business

A. Description of the Advisory Firm

Helium Advisors LLC (hereinafter “Helium Advisors”) is a Limited Liability Company organized in the State of Washington. The firm was formed in November 2015 and became registered as an investment adviser in April 2016. The principal owner is Helium Financial Group, LLC, which is owned by Caysam, LLC and Katahdin Ventures, LLC. Caysam, LLC is owned by Gary N Russell, President of Helium Advisors, and Katahdin Ventures, LLC is owned by Howard Alexander Morin, Chief Compliance Officer of Helium Advisors.

B. Types of Advisory Services

Portfolio Management Services

Helium Advisors offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Helium Advisors creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

Helium Advisors evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Helium Advisors will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Helium Advisors seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of Helium Advisors’ economic, investment or other financial interests. To meet its fiduciary obligations, Helium Advisors attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, Helium Advisors’ policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is Helium Advisors’ policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Retirement Plan / Pension Consulting Services

Helium Advisors offers ongoing consulting services to pension or other retirement plans (including but not limited to 401(k) plans) based on the demographics, goals, objectives, time horizon, and/or risk tolerance of the plan's participants. Retirement consulting services are provided on a non-discretionary basis and Helium Advisors does not perform trades in these accounts. Helium Advisors will be investment adviser with respect to such matters as, inter alia: (1) identifying investment objectives and restrictions; (2) allocating plan assets to various objectives; (3) selecting money managers to manage plan assets in ways designed to achieve objectives; (4) selecting mutual funds that plan participants can choose as their funding vehicles; (5) monitoring performance of money managers and mutual funds and making recommendations for changes; and (6) selecting other service providers, such as custodians, administrators and broker-dealers.

Selection of Other Advisers

Helium Advisors may direct clients to third-party investment advisers. Before selecting other advisers for clients, Helium Advisors will verify that all recommended advisers are properly licensed, notice filed, or exempt in the states where Helium Advisors is recommending the adviser to clients. Helium Advisors uses Gemmer Asset Management (CRD 109034) as a third party advisor. The third party charges and reports their fee separately.

Financial Planning Services

Helium Advisors offer two levels of financial planning services.

Basic financial planning may include but are not limited to investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. Financial planning is provided on a non-discretionary basis.

Helium Advisors offers Family Office Services, intended for high to ultra-high net worth clientele. This service is a comprehensive service, which includes but is not limited to; investment planning, life insurance, tax concerns, retirement planning, education planning, and debt/credit planning. Investment planning involves working with clients to make sure their investments match their respective risk tolerance and goals. Tax concerns are addressed by working with the client to determine and compare effective tax rates for income, capital gains and other earnings or investments, then attempting to allocate the client's resources accordingly. Life insurance planning entails reviewing the life insurance and/or disability insurance needs of the client, together with any applicable dependents, spouse or other relatives, and assessing appropriate coverage for these individuals. College planning entails helping clients save for higher education, whether for the client or his/her children or other dependents, in the ideal manner to suit the client's overall financial goals and means. Financial planning to address retirement entails making sure clients are financially equipped for retirement in light of the client's anticipated income and expenses, investments, and other assets. Debt/credit planning consists of breaking down client budgets and aiding clients in decision-making as to current debt, anticipated significant expenses and potential debt, and avoiding excessive debt.

Tax Preparation Services

In the event that a client requires Tax Preparation, Helium Advisor will utilize our affiliates, Helium Tax LLC or H. Maris & Associates LLC for those services. There is no additional charge for clients to utilize Helium Tax LLC or H. Maris & Associates, LLC.

Services Limited to Specific Types of Investments

Helium Advisors generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs, treasury inflation protected/inflation linked bonds and non-U.S. securities. Helium Advisors may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Helium Advisors will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by Helium Advisors on behalf of the client. Helium Advisors may use "model portfolios" together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. Helium Advisors does not participate in any wrap fee programs.

E. Assets Under Management

Helium Advisors has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$163,194,083	\$ 95,112,182	November 2023

Item 5: Fees and Compensation

A. Fee Schedule

Typical Portfolio Management Fees

Typical Asset-Based Fees

Total Assets Under Management	Annual Fee
\$0 - \$250,000	1.50%
\$250,001-\$500,000	1.25%
\$500,001 - \$1,000,000	1.00%
\$1,000,001 - \$5,000,000	0.90%
\$5,000,001 – And Up	0.75%

Helium Advisors uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

Our annual Advisory Fee is an asset-based fee, which will be prorated and billed on a quarterly basis in arrears, based on the Client's average daily account balance for the prior quarter multiplied by 1% (i.e., $1\% \div 4$).

Typical Annual Flat Fees

The negotiable annual flat fee is between \$10,000 and \$20,000. Flat fee arrangements are typically reserved for clients who would like to bundle services like portfolio management, financial planning, and may require Tax Preparation via our affiliates, Helium Tax LLC or H. Maris & Associates LLC. Helium Advisors will reimburse Helium Tax, LLC and H. Maris & Associates LLC for preparing the clients tax return. Clients will not incur any additional fees regarding these reimbursements. The flat fee is based on service level requested as defined by the client engagement. It is usually based on the client's needs, including but not limited to the number of calls, meetings, travel, and documentation required as part of Helium Advisors' service delivery. The flat fee will not exceed 2% of a client's assets under management. Other investment advisers may provide similar services at a lower fee.

Helium Advisors uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

These fees are generally negotiable, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract (IAC). Clients may terminate the agreement without penalty within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract

generally with 30 days' written notice.

Retirement Plan / Pension Consulting Services Fees

Fixed Fees

The rate for creating retirement plan/pension consulting plans is between \$2,500 and \$50,000. The negotiated fee is based on service level requested as defined by the client engagement. It is usually based on the client's needs, including but not limited to the number of calls, meetings, travel, and documentation required as part of Helium Advisors' service delivery.

Asset-Based Fees

Total Assets	Annual Fee
Up to \$2,000,000	0.70%
\$2,000,001 - \$5,000,000	0.60%
\$5,000,001 – And Up	0.50%

Helium Advisors uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based. Fees are charged quarterly in advance.

In computing the market value of any investment, the securities listed on a national securities exchange or otherwise subject to current last sale reporting shall be valued at the amount reported on the custodian statement. Any securities that are not traded nor subject to last sale reporting shall be valued at the latest available bid price reflected by quotations furnished to Helium Advisors by such sources as it may deem appropriate. Any other security shall be valued to reflect its fair market value in such manner as shall be determined in good faith by the client and by Helium Advisors, consistent with its fiduciary duty under the Securities Act of Washington to act in the best interest of its clients. Clients will have the opportunity to dispute valuations.

These fees are generally negotiable, and the final fee schedule is attached as Exhibit II of the retirement plan consulting agreement. Clients may terminate the agreement without penalty within five business days of signing the retirement plan consulting agreement. Thereafter, clients may terminate the retirement plan consulting agreement with 30 days' written notice. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Selection of Other Advisers Fees

Helium Advisors may direct clients to third-party investment advisers. and will not exceed any limit imposed by any regulatory agency. Helium Advisors may specifically direct clients to Gemmer Asset Management. The Gemmer Fee ranges from .25 - .50 Helium Advisors does not receive a part of that fee and it is billed separately by Gemmer. The fees are withdrawn with authorization quarterly. The timing of the client's fee payment is either in

advance or in arrears, as agreed upon by client and the advisory firm. Helium Advisors receives no share or fee split of this. Clients will not be charged a total annual management fee over the 3% industry average.

Financial Planning Fees

Standard Financial Planning

Hourly Fees

The negotiated hourly fee for these services is \$250. Fees are charged in advance, but never more than six months in advance. For hourly fees that are collected in advance, the fee refunded will be the balance of the fees collected in advance minus the hourly rate times the number of hours of work that has been completed up to and including the day of termination.

Fixed Fees

The negotiated fixed rate for creating client financial plans is between \$5,000 and \$10,000. Fees are charged in advance, but never more than six months in advance. Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination. Helium Advisors has the ability to provide simple plans with basic information, as well as complex financial and holistic planning if needed. Fees for financial planning services will vary based on extent of what the client is requesting in the financial plan. Helium Advisors do have fixed fee relationships and they are negotiated based on the anticipated amount of advisory work needed in the relationship.

Family Office Services

Total Assets Under Management	Annual Fee
\$0 - \$250,000	1.50%
\$250,001-\$500,000	1.25%
\$500,001 - \$1,000,000	1.00%
\$1,000,001 - \$5,000,000	0.90%
\$5,000,001 – And Up	0.75%

Clients may terminate the agreement without penalty for a full refund of Helium Advisors' fees within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice. If the financial planning arrangement is terminated prior to conclusion of the financial planning services, then Helium Advisors will deliver to the client that portion of the financial plan/work product that has been completed as of the effective date of termination.

B. Payment of Fees

Payment of Portfolio Management Fees

Helium Advisors uses the value of the account as of the last business day of the prior billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

Asset-based and Flat-Fee portfolio management fees are either withdrawn directly from the account (see Item 15 for procedures) or invoiced and billed directly to the client. Clients may select the method in which they are billed. Fees are quarterly paid in advance.

For direct fee billing to clients, they will be provided written billing information containing the fee(s), the formula used to calculate the fee(s), and the time period covered by the fee(s).

In all instances, Helium Advisors will send the client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation itself, the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based. Also, Helium Advisors will include the name of the custodian(s) on your fee invoice. Helium Advisors will send these to the client concurrent with the request for payment or payment of the Adviser's advisory fees. We urge the client to compare this information with the fees listed in the account statement. Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Helium Advisors. Please see Item 12 of this brochure regarding broker-dealer/custodian.

Payment of Retirement Consulting Fees

Asset-based retirement plan/pension consulting fees are either withdrawn directly from the account (see Item 15 for procedures) or invoiced and billed directly to the client. Clients may select the method in which they are billed. Fees are quarterly paid in advance.

For direct fee billing to clients, they will be provided written billing information containing the fee(s), the formula used to calculate the fee(s), and the time period covered by the fee(s).

Fixed retirement plan/pension consulting fees are paid via check. These fees are paid 100% in advance, but never more than six months in advance.

Payment of Financial Planning Fees

Standard Financial Planning

Financial planning fees are paid via check or wire, 100% in advance but never more than

six months in advance.

Family Office

Family Office fees are withdrawn directly from the account (see Item 15 for procedures). Fees are quarterly paid in advance.

C. Client Responsibility for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Helium Advisors. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

Helium Advisors collects fees in advance. Refunds for fees paid in advance will be returned within thirty days to the client via check or return deposit back into the client's account.

For all asset-based fees paid in advance, and upon written notice of at least 30 days, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination (written notice). (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

For hourly fees that are collected in advance, the fee refunded will be the balance of the fees collected in advance minus the hourly rate times the number of hours of work that has been completed up to and including the day of termination.

E. Outside Compensation for the Sale of Securities to Clients

Helium Advisors or its supervised persons may accept compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Howard Alexander Morin and Gary N Russell are registered representatives of a broker-dealer. Howard Alexander Morin and Gary N Russell are also insurance agents. In these roles, they accept compensation for the sale of securities and other products to Helium Advisors clients.

1. This is a Conflict of Interest

Supervised persons may accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds to Helium Advisors' clients. This presents a conflict of interest and

gives the supervised person an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of securities or investment products for which the supervised persons receives compensation, Helium Advisors will document the conflict of interest in the client file and inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products from Other Advisors or Brokers

Clients always have the option to purchase Helium Advisors recommended products through other brokers or advisors that are not affiliated with Helium Advisors.

3. Commissions are not Helium Advisors' primary source of compensation for advisory services

Commissions are not Helium Advisors' primary source of compensation for advisory services.

4. Advisory Fees in Addition to Commissions or Markups

Advisory fees that are charged to clients are may be reduced or eliminated to offset the commissions or markups on securities or investment products recommended to clients. Helium Advisors absorb most if not all fees/trading costs for our clients at the custodian.

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

Helium Advisors does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

Helium Advisors generally provides advisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Pension and Retirement/Profit Sharing Plans
- Charitable Organizations
- Corporations or Business Entities

There is no account minimum for any of Helium Advisors' services.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

- **Methods of Analysis and Investment Strategies**

Methods of Analysis

Helium Advisors' methods of analysis include charting analysis, fundamental analysis, technical analysis, cyclical analysis, quantitative analysis and modern portfolio theory.

Charting analysis involves the use of patterns in performance charts. Helium Advisors uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Investment Strategies

Helium Advisors uses long term trading and short-term trading.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

- **Material Risks Involved**

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

Quantitative Model Risk: Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Modern Portfolio Theory assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

- **Risks of Specific Securities Utilized**

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Equity investment generally refers to buying shares of stocks in return for receiving a

future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Real Estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

- **Criminal or Civil Actions**

Neither Helium Advisor nor its representatives have criminal or civil actions to report.

- **Administrative Proceedings**

Neither Helium Advisor nor its representatives have administrative proceedings to report.

- **Self-regulatory Organization (SRO) Proceedings**

Neither Helium Advisor nor its representatives have self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

- **Registration as a Broker/Dealer or Broker/Dealer Representative**

As a registered representative of Infinity Securities, Inc., Howard Alexander Morin may accept compensation for the sale of securities.

As a registered representative of Infinity Securities, Inc., Gary N Russell may accept compensation for the sale of securities.

- **Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Helium Advisors nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

- **Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Howard Alexander Morin and Gary N. Russell are registered representatives of Infinity Securities, Inc.. From time to time, they will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. Helium Advisors always acts in the best interest of the client, including with respect to the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any Helium Advisors representative in such individual's outside capacities.

Gary N. Russell, Rustin Feldman and Kenneth Ancell are licensed insurance agents. This activity creates a conflict of interest since there is an incentive to recommend insurance products based on commissions or other benefits received from the insurance company, rather than on the client's needs. Additionally, the offer and sale of insurance products by supervised persons of Helium Advisors are not made in their capacity as a fiduciary, and products are limited to only those offered by certain insurance providers. Helium Advisors addresses this conflict of interest by requiring its supervised persons to act in the best interest of the client at all times, including when acting as an insurance agent. Helium Advisors periodically reviews recommendations by its supervised persons to assess whether they are based on an objective evaluation of each client's risk profile and investment objectives rather than on the receipt of any commissions or other benefits. Helium Advisors will disclose in advance how it or its supervised persons are compensated and will disclose conflicts of interest involving any advice or service provided. At no time will there be tying between business practices and/or services (a condition where a client or prospective client would be required to accept one product or service conditioned upon the selection of a second, distinctive tied product or service). No client is ever under any obligation to purchase any insurance product. Insurance products recommended by Helium Advisors' supervised persons may also be available from other providers on more favorable terms, and clients can purchase insurance products recommended through other unaffiliated insurance agencies.

Howard Alexander Morin is a Member of Katahdin Ventures LLC. Katahdin Ventures LLC is a personal LLC, formed solely to hold Mr. Morin's membership interest in other entities, such as Helium Financial Group, which in turn holds membership interests in Helium Advisors LLC, Helium Tax LLC and H. Maris & Associates, LLC, of which Mr. Morin is a principal. Katahdin Ventures LLC is not operational and does not have customers, payroll, or any operations. Neither Helium Advisors nor Howard Alexander Morin have signatory authority over any client accounts. Helium Advisors will reimburse Helium Tax LLC for preparing the clients tax return. Clients will not incur any additional fees regarding these reimbursements.

Gary N Russell is a Member of Caysam LLC. Caysam LLC is a personal LLC, formed solely to hold Mr. Russell's membership interest in other entities, such as Helium Financial Group, which in turn holds membership interests in Helium Advisors LLC, Helium Tax LLC, and H. Maris & Associates, LLC, of which Mr. Russell is a principal. Caysam LLC is not operational and does not have customers, payroll, or any operations. Neither Helium Advisors nor Gary N. Russell have signatory authority over any client accounts. Helium Advisors will reimburse H. Maris & Associates LLC for preparing the clients tax return. Clients will not incur any additional fees regarding these reimbursements.

- **Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

Helium Advisors may direct clients to third-party investment advisers. Helium Advisors will not be compensated via a fee share from the advisers to which it directs those clients. The fees shared will not exceed any limit imposed by any regulatory agency. This creates a conflict of interest in that Helium Advisors has an incentive to direct clients to the third-party investment advisers that provide Helium Advisors with a larger fee split. Helium Advisors will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. Helium Advisors will verify that all recommended advisers are properly licensed, notice filed, or exempt in the

states where Helium Advisors is recommending the adviser to clients.

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

- **Code of Ethics**

Helium Advisors has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Helium Advisors' Code of Ethics is available free upon request to any client or prospective client.

- **Recommendations Involving Material Financial Interests**

Neither Helium Advisors nor its representatives recommend that clients buy or sell any security in which a related person to Helium Advisors or Helium Advisors has a material financial interest.

- **Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of Helium Advisors may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Helium Advisors to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Helium Advisors will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

- **Trading Securities At/Around the Same Time as Clients' Securities**

From time to time, representatives of Helium Advisors may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Helium Advisors to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Helium Advisors will never knowingly engage in trading that operates to the client's disadvantage if representatives of Helium Advisors buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

- **Factors Used to Select Custodians and/or Broker/Dealers**

Custodians/broker-dealers will be recommended based on Helium Advisors' duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and Helium Advisors may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in Helium Advisors' research efforts.

Helium Advisors recommends Infinity Securities, Inc. and MTG, LLC dba Betterment Securities and Fidelity Brokerage Services LLC.

- ***Research and Other Soft Dollar Benefits***

While Helium Advisors has no formal soft dollars program in which soft dollars are used to pay for third party services, Helium Advisors may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). Helium Advisors may enter into soft-dollar arrangements consistent with (and not outside of) the safe-harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and Helium Advisors does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Helium Advisors benefits by not having to produce or pay for the research, products or services, and Helium Advisors will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that Helium Advisors' acceptance of soft dollar benefits may result in higher commissions charged to the client.

- ***Brokerage for Client Referrals***

Helium Advisors receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

- ***Clients Directing Which Broker/Dealer/Custodian to Use***

Helium Advisors will require clients to use a specific broker-dealer to execute transactions. By directing brokerage, Helium Advisors may be unable to achieve most favorable execution of client transactions which could cost clients money in trade execution. Not all advisers require clients to use a particular broker-dealer.

- **Aggregating (Block) Trading for Multiple Client Accounts**

Helium Advisors does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

- **Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

All client accounts for Helium Advisors' advisory services provided on an ongoing basis are reviewed at least quarterly by Howard Morin, CCO, and/or Gary N Russell, President, with regard to clients' respective investment policies and risk tolerance levels. All accounts at Helium Advisors are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Howard Morin, CCO, and/or Gary N Russell, President. There is only one level of review for financial planning, and that is the total review conducted to create the financial plan.

- **Factors That Will Trigger a Non-Periodic Review of Accounts**

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to one-off financial plans, Helium Advisors' services will generally conclude upon delivery of the financial plan. In some cases, financial plans may be part of a larger engagement or portfolio management services, and therefore, the financial plans will be reviewed at least quarterly.

- **Content and Frequency of Regular Reports Provided to Clients**

Portfolio management clients will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. Helium Advisors will also provide at least quarterly a separate written statement to the client.

For retirement plan / pension consulting clients, Helium Advisors shall appraise and review the plan's investment offerings at least annually. The Fund will also receive at least quarterly a written report from the custodian plus Helium Advisors will also provide at least quarterly a separate written statement.

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

- **Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

Helium Advisors receives a non-economic benefit from Betterment for Advisors and Betterment Securities in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Betterment Securities. These products and services, how they benefit Helium Advisors, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to Helium Advisors of Betterment for Advisors' and Betterment Securities' products and services is not based on Helium Advisors giving particular investment advice, such as buying particular securities for Helium Advisors' clients.

- **Compensation to Non – Advisory Personnel for Client Referrals**

Helium Advisors does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, The statement provided by the custodian will include all disbursements from the custodian account, including the amount of the advisory fees. Helium Advisors will be deemed to have limited custody of client's assets.

Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Clients are urged to compare the account statements they received from custodian with those they received from Helium Advisors. Clients will receive account statements from their custodian at least quarterly.

Item 16: Investment Discretion

Helium Advisors provides discretionary and non-discretionary investment advisory services to clients. The Investment Advisory Contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, Helium Advisors generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, Helium Advisors' discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to Helium Advisors).

Helium Advisors will also have discretionary authority to determine the broker dealer to be used for a purchase or sale of securities for a client's account.

Clients with discretionary accounts will execute a limited power of attorney to evidence discretionary authority. Where Helium Advisors does not have discretionary authority to place trade orders, Helium Advisors will secure client permission prior to effecting securities transactions for the client's account.

Item 17: Voting Client Securities (Proxy Voting)

Helium Advisors will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

- **Balance Sheet**

Helium Advisors neither requires nor solicits prepayment of more than \$1200 in fees per

client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

- **Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither Helium Advisors nor its management has any financial condition that is likely to reasonably impair Helium Advisors' ability to meet contractual commitments to clients.

- **Bankruptcy Petitions in Previous Ten Years**

Helium Advisors has not been the subject of a bankruptcy petition in the last ten years.