

Part 2A of Form ADV: *Firm Brochure*

210 Wealth Management, Inc.

DBA

210 Financial

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This brochure provides information about the qualifications and business practices of 210 Wealth Management, Inc. doing business as 210 Financial (herein after referred to “210” or “the Firm” or “the Advisor”). If you have any questions about the contents of this brochure, please contact us at (309) 263-1333. 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.

Additional information about our firm (CRD # 328570) is available on the SEC's website at www.adviserinfo.sec.gov. Registration does not imply any level of skill or training.

Item 2: Material Changes

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We will also provide you with other interim disclosures about material changes to the information provided in this Brochure as necessary or required.

Since our initial filing we have made no material changes.

Whenever you would like to receive a complete copy of the current Brochure, please contact us at (309) 263-1333. We will be happy to provide you with a complete copy.

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Item 4: Advisory Business

Description of the Firm

210 Wealth Management, Inc., is an Illinois Corporation founded in 2023 with its principal place of business in Illinois and is principally owned by Phil & Kelly Cooper.

210 is a financial services firm helping individuals create financial strategies using a variety of investment and insurance products to suit their needs and objectives.

Description of Services Offered

Retirement Income Strategies / Investment Advisory / Portfolio Management Services

Our firm offers continuous and ongoing investment advice and portfolio management services. Our advice and services are tailored to meet our client's individual needs, life circumstances and investment goals. We conduct an initial meeting with clients and prospects in order to understand their current financial situation, existing resources, financial goals, investment objectives, risk tolerance, time horizons and liquidity needs.

The primary investment management service we provide is a discretionary asset management program. Clients participating in this program are generally placed in a model overseen by a financial professional at our firm and sub-advised by a third-party investment adviser. Under this program, 210 and any sub-advisers we hire to manage the assets in your account are authorized to buy and sell investments in the account without asking you in advance. We will monitor the portfolio's performance on an ongoing and continuous basis, unless otherwise agreed, and will make adjustments and reallocations as necessary due to changes in market conditions and your unique circumstances.

Clients have the ability to impose reasonable restrictions and guidelines on investing in certain securities, types of securities or industry sectors. We expect all such restrictions to be timely communicated to us in writing. Client restrictions and guidelines could negatively affect investment performance.

Clients must inform us of any changes to their financial circumstances, investment objectives or risk tolerance, or of any modifications or restrictions that are imposed on the management of the client's account. In this manner, our firm can better serve clients' needs.

On a case-by-case basis, we may also agree to provide maintenance only and/or non-discretionary asset management services where appropriate. For these services, we will receive a limited power of attorney to effect securities transactions on your behalf and we will continue to make investment recommendations based on your individualized investment strategy. However, unlike discretionary accounts, we would first be required to obtain your approval before executing transactions. You will be responsible for responding in a timely manner to any approval requests.

Our services encompass asset management designed to assist clients in meeting their retirement financial goals using financial investments. We explore different types of investment options and strategies in the design of a client's portfolio. Our investment recommendations are not limited by

any specific product or service. Below is a list of commonly recommended investment vehicles.

- Exchange listed securities and over the counter traded securities
- Mutual funds
- Exchange-traded fund shares
- Commodities
- Separate accounts; and
- Money market funds and other cash instruments

We will also provide advice regarding the following security types:

- Certificates of deposit
- Corporate debt securities
- Municipal securities
- U.S. governmental securities
- Variable (No-Load) annuity products
- Life Insurance Products

Each type of security has its own unique set of risks associated with it, and it would not be possible to list all the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Because some types of investments involve certain additional degrees of risk, they will only be recommended and implemented when consistent with the client's risk tolerance, investment objectives, and where the investment is determined to be suitable.

Asset Management Services through AE Wealth Management or The Pacific Financial Group

We offer discretionary asset management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for asset management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice. We may also consult with you about options available to you in your pension plan. As part of our asset management services, we will customize an investment portfolio for you according to your risk tolerance and investing objectives. We may also invest your assets according to one or more model portfolios developed by an unaffiliated investment adviser firm. Once we select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary asset management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account and the commissions to be paid to brokerage firms without your approval prior to each transaction.

Discretionary authority is typically granted by the Investment Advisory Agreement you sign with our

firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

As part of our investment advisory services, we may use one or more third-party money manager(s) to manage a portion of your account on a discretionary basis. Our firm may utilize the services of various third-party money managers for the management of client accounts, allocating client assets among such managers as appropriate. In such cases, the third-party money managers will be responsible for continuously monitoring client accounts and making trades in client accounts when necessary. While the chosen third-party money manager(s) will provide advice on specific securities and/or other investments in connection with this service, our firm has discretionary authority to hire and fire such managers and reallocate assets among them as deemed appropriate. We will assist you with identifying your risk tolerance and investment objectives, and, in turn, retain third-party money managers in relation to your stated investment objectives and risk tolerance. As a result, we allocate a portion of the total fee charged and collected from you to the third-party money managers, if utilized, as compensation for their direct management of your account.

We have sub-advisory relationships with AE Wealth Management, LLC ("AEWM") & The Pacific Financial Group ("TPFG") to provide investment advisory services to clients. These arrangements allow us to access model portfolios, model managers, strategists, third-party money manager(s), and trading services through AEWM or TPFG managed account programs. AEWM and TPFG are not affiliated entities.

As part of a sub-advisory program, you will give us and the sub-advisor discretion to select third party, nonaffiliated investment managers ("Model Managers") to design and manage model portfolios for your assets. If we offer you services through a sub-advisor, we will provide you with a copy of the sub-advisor's disclosure brochure which contains a detailed description of their services. We will regularly monitor the performance of your accounts managed by AEWM, TPFG, or other third-party money manager(s), and may hire and fire any third party money manager(s) without your prior approval. Sub-advisors will calculate the advisory fee and instruct the qualified custodian(s) to deduct the fee and pay the sub-advisor and our firm in accordance with your agreement. However, you will not pay anything over and above our firm's advisory fee in order to receive the third party money manager's services.

Wrap Fee Programs

A wrap fee program is a program under which the client pays a single fee that covers both receipt of investment advice and the execution of securities transactions. We do not sponsor any wrap fee programs. However, the structure and nature of the various accounts under the AEWM or TPFG arrangements as described above may be considered to be wrap fee type programs in that commissions are not charged to the client. In these programs, the advisory fee paid by the client includes custody, trades, management expertise and reporting in a bundled format. A client's total cost of each of the services provided through wrap fee programs could be different if purchased separately. Cost factors may include the client's ability to:

1. Obtain the services provided within the programs separately from any of the mutual fund sponsors,
2. Invest and rebalance the selected securities without the payment of a transaction charge, and

3. Obtain performance reporting comparable to those provided within each program.

When comparing costs, the combination of multiple mutual fund or securities investments, advisory services, custodial and brokerage services available through each program may not be available separately. Clients may be required to have multiple accounts, sign numerous documents and incur various fees. If an account is not actively traded or the client qualifies for reduced sales charges, the fees in these programs may be more expensive than if utilized separately.

We believe the charges and fees offered within each fee-based program are competitive and reasonable when compared to alternative programs available through other firms and/or investment sources. However, we make no guarantee that the aggregate cost of a particular program is lower than that which may be available elsewhere.

If you participate in a wrap program with a sub-advisor it will be on a discretionary basis. The strategies implemented are based on clients' individual investment objectives. If you participate in a wrap fee program, we will provide you with a separate Wrap Fee Program Brochure from the sub-advisor explaining the program and costs associated with the program.

Financial Planning Services

Our firm also provides financial planning services. Depending on your particular circumstance, such services could include a comprehensive evaluation of your financial situation by using currently known facts and variables, or it might focus on a few items of particular importance to you. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's current situation, financial goals and objectives. The financial planning process is used with clients to discuss the current state of their finances and to establish goals and objectives for the future. The Firm does not charge additional fees for planning, at this time. Regardless of the nature of the service, the implementation of all recommendations will be at the client's discretion.

A financial plan will address one or more of the following areas:

- **Financial Position:** Understanding of a client's current financial situation.
- **Investment Planning:** Determining the most suitable way to structure investments to meet financial goals, and determine the appropriate account type (*e.g.*, joint tenants, IRA, Roth IRA, etc.)
- **Personal Tax Planning:** Evaluating the current tax situation to help minimize a client's taxes and find more profitable ways to use the extra income generated.
- **Retirement Planning:** Assessing retirement needs to help a client determine how much to accumulate, as well as distribution strategies designed to create a source of income during retirement years.
- **Insurance Planning and Risk Management:** Evaluating the client's insurance needs and reviewing insurance policies and the like.
- **Estate Planning:** Reviewing the client's cash needs at death, income needs of surviving dependents and estate planning goals.
- **Charitable Planning:** Providing strategic charitable giving plans for clients and researching and evaluating charitable entities and private foundations.
- **Mortgage/Debt Analysis:** Analyzing client's current mortgage debt, home equity, and financing alternatives.

- **Review of Employee Benefit Plans:** Reviewing the client's investment options, allocation models and historical performance of client assets held through employee benefit plans.

We gather information at an initial meeting which includes interviews and a review of documents provided by the client. Information gathered includes the client's current financial status, future goals, investment objectives, risk tolerance and family circumstances.

Typical financial planning services include one or more of each of the service components. A financial plan could require the services of a specialist such as an insurance specialist, attorney or tax accountant. We will recommend third-party service providers if we feel it is appropriate and in your best interest, but you are under no obligation to use any service provider recommended by us. Likewise, you are under no obligation to act on our financial planning recommendations. We do not receive referral or other fees from third-party service providers.

Financial plans are based on the client's financial situation at the time we present the financial plan to the client, and on the information provided to us. The client must promptly notify us if his/her financial situation, goals, objectives or needs change. Certain assumptions are made with respect to interest rates, inflation rates, and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. We do not offer any guarantees or promises that a client's financial goals will be met.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Client Assets Under Management

As of March 15, 2023, 210 had Assets Under Management of approximately \$116,830,850.

Information Regarding Potential Conflicts of Interest

Although we seek to avoid them, our firm has actual or potential conflicts of interest arising from our advisory services. These include, but are not limited to:

- Conflicts related to allocating time and resources between client accounts, allocation of brokerage commissions and investment opportunities generally. For further information on our brokerage and allocation policies, and related conflicts of interest, please refer to Item 12 below.
- Conflicts related to asset-based fees. At times our investment professionals will recommend that a client move assets from another investment account to one managed by our firm. This would result in a higher total advisory fee for that investment professional and generate revenue for the firm. There is therefore a conflict of interest whenever we encourage clients to move their assets to our firm. For further information, please refer to Item 5 which discusses the fees we earn when providing advisory services.
- Conflicts related to one or more of our investment advisor representatives also being licensed as an independent insurance agent through licensed insurance brokers. For further information, please refer to Item 10 below.
- Conflicts related to investing in securities recommended to clients and contemporaneous trading of securities (*i.e.*, personal trading) by the firm and its related persons. Please refer to Item 11 for further information.
- Conflicts related to third parties. When appropriate, we will recommend third parties to advise a client on matters including but not limited to: legal, tax or accounting advice. These recommendations are sometimes made because of existing relationships our firm and its employees have with these groups or individuals. We do not currently have any formal solicitor or referral arrangements.

Actual or potential conflicts of interest generally can be addressed in several ways, including prohibiting the conduct that gives to the conflict of interest, implementing procedures to prevent a person from gaining or utilizing knowledge that potentially give rise to a conflict; establishing parameters for conduct that are designed to protect client interests or limit the benefit that creates the conflict of interest, or disclosing the conflict of interest to our clients. Our material conflicts of interest have been disclosed in our Investment Management Agreement and in this ADV Part 2A. If you have any questions, please contact the firm at 309-263-1333.

Our firm has adopted a Code of Ethics. (Please refer to Item 11 below for further information on our Code of Ethics) and we also have policies and procedures in place to mitigate and address conflicts of interest. We believe that such policies and procedures are reasonably designed to treat clients equitably and to advance the best interests of the clients. The clients' best interest is paramount in any situation involving a conflict of interest.

Wrap Fee Programs

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a "bundled" form. In exchange for these "bundled" services, the clients pay an all-inclusive (or "wrap") fee determined as a percentage of the assets held in the wrap account.

210 Wealth Management does not participate in and is not a sponsor of any wrap fee program(s).

Item 5: Fees and Compensation

Investment Advisory / Portfolio Management Services

Fees are charged monthly for customer accounts in arrears based upon the average daily value of client assets during the previous month or quarter as valued by the custodian. Fees are pro-rated for the first partial month or quarter when a new account is opened. Fees are retroactive. The fee schedule breakpoints and rates are a suggestion and may be modified.

Client portfolios are a maximum annual advisory fee of 2.00% but may be modified lower, as noted in the Investment Advisory Agreement. The annual advisory fee is inclusive of any third-party manager or sub-advisory fees unless otherwise specified in the clients investment management agreement. The Firm does not charge a minimum advisory fee and Advisory Fees charged by the Firm and other third-party managers will not exceed 2.00%.

Our fees are charged monthly, in arrears, based upon the average daily value of client assets during the previous month. Fees are deducted from designated client accounts. Clients must consent in advance for custodial firm(s) to deduct the fees from their account and the fees will be clearly noted on the client's statements. The custodial firm(s) is not responsible for the actual calculation of the fees.

To illustrate the effect of our advisors fees on an account, what follows is a simplified example: an account with assets of \$100,000 and is charged a 2.00% annual advisory fee would have an annualized fee of \$2,000 ($\$100,000 \times .02$). This fee is calculated and charged monthly, meaning the account would be charged a fee of \$166.67 ($\$100,000 \times (.02 / 12)$).

General Information

An investment management agreement can generally be terminated at any time, by the firm or the client, for any reason upon prior written notice. The timing and method for notice is specified in the investment management agreement between 210 and the client.

Our firm will not take custody or possession of client funds or securities at any time except to the extent that we typically deduct fees directly from the client's account(s) when providing discretionary investment management services.

All fees paid to the investment adviser are separate and distinct from fees and expenses charged by any mutual fund, exchange-traded funds and closed-end funds. Fund fees are described in the respective fund's prospectus. These fees will generally include management fees, various expenses and a possible distribution fee. The client should review all fees being charged on investments and those charged by 210 to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Clients incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, trade execution fees, deferred sales charges, odd-lot differentials, transfer taxes, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Please refer to Item 12 (Brokerage Practices) in this Brochure for additional information.

Our firm and our professionals owe a fiduciary duty to all our clients. We also serve as a fiduciary to advisory clients that are employee benefit plans (such as profit-sharing plans or pension plans) or individual retirement accounts (collectively, our "retirement clients") (IRAs) pursuant to ERISA or the Internal Revenue Code ("IRC"). When acting as a fiduciary to these plans, we are subject to specific

duties and obligations under ERISA and the IRC that include among other things, restrictions concerning certain forms of conflicted compensation. To avoid engaging in prohibited transactions, the firm only charges fees for investment advice (i) about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or (ii) about products for which our firm and/or our related persons receive commissions or 12b-1 fees if such commission and fees are used to offset advisory fees.

Clients should be aware that similar advisory services could be available from other investment advisors for similar or lower fees.

The Firm does not charge a separate fee for financial planning services, at this time.

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

Our firm does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or appreciation of a client's account.

Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee. We do not charge performance-based fees, nor do we provide side-by-side management.

Item 7: Types of Clients

We offer our firm's services to individuals, high net worth individuals, and other business entities, profit-sharing plans, and estates and trusts. The firm does not currently have a minimum account size. Certain sub-advisor programs may impose minimum account sizes to participate in their program.

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

Our firm and our financial professionals will use one or more of the following methods of analyses or investment strategies when providing investment advice to clients, subject to the clients' investment objectives, risk tolerance, time horizons and stated guidelines:

Investment Strategies

As indicated in Item 4, most clients are placed in a model overseen by a financial professional of our firm. The model includes a number of asset classes, including equities, both domestic and international, exchange-traded funds, mutual funds, fixed income, REITs, and commodities, amongst others. 210 generally relies on sub-advisers or platform providers to implement the models. All trading for accounts in these programs will generally be conducted by the third-party investment adviser or platform provider.

Individual clients can request one-off scenarios as needed. Investment strategies and advice will vary depending upon each client's specific financial situation. We manage households and accounts on a

goals-based approach so not every account is diversified. Certain accounts will potentially be more heavily weighted in one sector versus another account in order to diversify the household as a whole or to take advantage of certain tax advantages in having particular types of investments in certain types of accounts. As such, we determine investments and allocations based upon the client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. The restrictions and guidelines set by the client will also affect the composition of the portfolio.

Risk of Loss

Investing involves a risk of loss. Clients should be prepared to bear investment loss, including the loss of the original principal amount invested. Clients should never presume that future performance of any specific investment or investment strategy will be profitable. Further, there are varying degrees of risk depending on different types of investments. Clients should know that all investments carry a certain degree of risk ranging from the variability of market values to the possibility of permanent loss of capital. Although portfolios seek principal protection, asset allocation and investment decisions are not guaranteed to achieve this goal. There is no guarantee a portfolio will meet a target return or an investment objective.

Risks to capital include, but are not limited to, changes in the economy, market volatility, company results, industry sectors, accounting standards and changes in interest rates. Investments are generally subject to risks inherent in governmental actions, exchange rates, inflation, deflation, and fiscal and monetary policies. Market risks include changes in market sentiment in general and styles of investing. Diversification will not protect an investor from these risks and fluctuations.

Additional risks include:

Market risk: Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. Stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. Common stock (or its equivalent) is generally exposed to greater risk than preferred stocks and debt obligations of an issuer.

Inflation Risk: Also referred to as purchasing power risk, is the risk that inflation will undermine the real value of cash flows made from an investment. Inflation risk affects all investments but most can be seen most prevalently in the bond markets.

Company risk: There is always a certain level of company or industry specific risk that is inherent in each investment. Although this risk can be reduced through appropriate diversification, it cannot be eliminated. There is the risk that the issuer will perform poorly or have its value reduced based on factors specific to the issuer or its industry. If the issuer experiences credit issues or defaults on debt, the value of the issuer could be reduced.

Exchange traded fund and mutual fund risk: The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will incur additional costs associated with ETFs and mutual funds (see Item 5).

Management risk: Investments managed by us vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities.

Foreign investments risks: non-U.S. investments, currency and commodity investments contain additional risks associated with government, economic, political or currency volatility.

Emerging markets risks: Emerging markets can experience high volatility and risk in the short term.

Liquidity risks: Generally, assets are more liquid if many investors are interested in a standardized product, making the product relatively easy to convert into cash. Additionally, some specialized investments have reduced liquidity compared to traditional investment vehicles.

Bond risks: Investments in bonds involve interest rate and credit risks. Bond values change according to changes in interest rates, inflation, credit climate and issue credit quality. Interest rate increases will reduce the value of a bond. Longer term bonds are more susceptible to interest rate variations than shorter term, lower yield bonds.

Sector risks: Investing in a particular sector is subject to cyclical market conditions and charges.

Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Cash balances are typically invested daily in interest-bearing money market accounts.

Item 9: Disciplinary Information

Our firm and our financial professionals are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of us, our business or the integrity of our management or associated persons.

Neither our firm nor any of our associated persons has any reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Affiliations

210 is not a registered broker-dealer, commodity firm, commodity trading advisor, or futures commission merchant, and does not have an application to register for any of the same pending. In addition, our firm does not recommend investment products in which it receives any form of compensation from the separate account manager or investment product sponsor.

Prior to selecting third-party managers, the Firm will ensure that the third-party Advisors are appropriately registered with the SEC, State or other regulatory body.

Other Affiliations

Our firm's affiliates include the following:

210 Financial, Inc. (dba 210 Financial) through which insurance products are sold;

210 Financial, Inc. is principally owned by Phil & Kelly Cooper. As an advisory firm, 210 Wealth Management, Inc. often recommends the use of various insurance products and consulting with tax professionals during our financial planning recommendations where we believe it is in your best interest. To the extent that our firm's financial professionals recommend these products to our clients, including such products as life, disability and long-term care insurance products, we have a conflict of interest.

Insurance products are separate and distinct from investment advisory services offered through 210 Wealth Management, Inc., and the firm professional will receive a commission, fees, and/or bonus as a result of the sale of insurance related products. A conflict of interest therefore exists as these commissionable sales create an incentive to recommend products based on compensation earned rather than client need. Commission-based products are subject to a different standard of conduct than that of the fiduciary duty of a registered investment advisor. In no event is any client obligated, contractually or otherwise, to use the services of any licensed insurance agent acting in such capacity or to purchase products or services through said individual.

Recommending Rollovers and Transfers

Our firm has an inherent conflict of interest in recommending you rollover or transfer your accounts to an account managed by 210 since we have an incentive to generate compensation for the firm. As part of the rollover process, we will provide you with information on why the rollover or transfer is in your best interest.

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

Code of Ethics

210 has adopted a Code of Ethics that sets forth high ethical standards of business and professional conduct which we require our employees to follow. The Code of Ethics outlines proper conduct related to all services provided to clients by the firm and our associated persons and includes guidelines for compliance with applicable laws and regulations governing our practice. Our goal is always to protect our clients' interests and demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing.

Personal Securities Transactions and Interests

Through its professional activities, 210 and its supervised persons are exposed to potential conflicts of interest and the Code of Ethics contains provisions designed to mitigate certain of these potential conflicts by governing the personal securities transactions of certain of its employees, officers and directors. In particular, the Code of Ethics governs the conduct of certain "access persons" in circumstances where the Adviser or its access persons desire to purchase or sell securities for their personal accounts that are identical to those recommended by the firm to its clients. For these purposes, the Code of Ethics defines an "access" person as a supervised person of the firm that (1) has access to nonpublic information regarding any clients' purchase or sale of securities, (2) has access to nonpublic information regarding the portfolio holdings of any fund the adviser or its control affiliates manage or sponsor, or (3) is involved in making securities recommendations (or has access to such

recommendations) to clients that are nonpublic.

Access persons' trades must be executed in a manner consistent with the following principles:

- The interests of client accounts will always be placed first.
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility.
- Access persons must not take inappropriate advantage of their positions.
- Preclearance of access persons' transactions in securities in a limited offering or private placement is required.

Access persons must submit quarterly reports regarding securities transactions and newly opened accounts, as well as annual reports regarding holdings and existing accounts. We monitor our access persons' personal trading activity at least quarterly to ensure compliance with internal control policies and procedures and our Code of Ethics.

The Code of Ethics does not prevent or prohibit access persons from trading in securities that we recommend or in which we invest client assets, but rather prescribes the governing principals relative to the same (see above). As such, it is possible that (1) the firm or its access persons could recommend to clients, or buy or sell for client accounts, securities in which one or more access persons (including 210 or its affiliates) has a material financial interest, (2) access persons (including the firm or its affiliates) could invest in the same securities (or related securities) that we recommend to clients, or (3) the firm (including its affiliates) and its access persons could recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that one or more access persons (including the firm or its affiliates) buys or sells the same securities for its own account. This presents a potential conflict in that the access person might seek to benefit himself or herself from this type of trading activity in the same securities, either by trading for personal accounts in advance of client trading activity, or otherwise. All such activity must be in strict adherence with our Code of Ethics and must fundamentally place the clients' interests first. Moreover, it is our policy that neither the firm nor its associated persons will have priority over a client's account(s) in the purchase or sale of securities.

Neither the firm nor its associated persons have any material financial interest in client transactions beyond the provision of investment advisory services or other services as disclosed in this Brochure.

Our firm does not engage in principal trading (*i.e.*, the practice of selling stock to advisory clients from our inventory or buying stocks from advisory clients into our inventory). Nor does the firm engage in agency cross transactions (*i.e.*, the practice of acting as a broker for both the client and the other party involved in a transaction).

Clients or prospective clients can obtain a copy of our Code of Ethics by contacting us at the e-mail or phone number listed on the cover page of this Brochure.

Item 12: Brokerage Practices

Broker-Dealer Relationships and Benefits

We will generally recommend and request that clients establish brokerage accounts with Charles Schwab & Co., Inc., ("Schwab"), a registered broker-dealer, member SIPC, who we have established

a custodial relationship with. Schwab provides our firm with access to its institutional trading and operations services, which typically are not available to Schwab retail customers. These services are generally available, without cost, to financial advisory firms who maintain a minimum threshold of client assets with Schwab.

The Firm has an arrangement with Schwab through which Schwab provides our firm with their "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like 210 in conducting business and in serving the best interests of our clients but that may also benefit us.

Schwab charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Schwab enables 210 to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Schwab's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Schwab may be higher or lower than those charged by other custodians and broker-dealers.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Schwab's services. We examined this potential conflict of interest when we chose to enter into the relationship with Schwab and have determined that the relationship is in the best interests of 210's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while 210 will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

Although we will generally recommend that clients utilize Schwab for custody of their assets and execution of their transactions, we can, subject to its best execution obligations, trade outside of Schwab where necessary. In the selection of broker-dealers, we will consider all relevant factors, including the commission rate, the value of research provided, execution capability, speed, efficiency, confidentiality, familiarity with potential purchasers and sellers, financial responsibility, responsiveness, and other relevant factors.

Order Aggregation/Block Trading/Allocations

Since the majority of our accounts are managed by a sub-adviser utilizing various third-party managers, we are not typically in a position to aggregate purchases and sales and other transactions amongst client accounts.

For our direct adviser-managed accounts, we typically do not aggregate orders of securities for multiple client accounts. Our practice of not combining multiple clients' buy and sell orders (i.e., block trading) may result in our firm being unable to achieve for its clients the most favorable execution at the best price available, and accordingly, may cost clients more money than other

arrangements.

Best Execution

If the client is receiving discretionary advisory services, the Adviser, pursuant to the terms of its management agreement with clients, will have discretionary authority to determine which securities are to be bought and sold and the price of such securities to effect such transactions. We recognize that the analysis of execution quality involves a number of qualitative and quantitative factors. The firm will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders.

The commissions paid by 210's clients comply with 210's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to affect the same transaction where 210 determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. 210 seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Trade Errors

Where a trade error occurs in a client account due to our error, we will correct the error and ensure the client account does not suffer a loss or incur a transaction cost related to that error. Depending on the nature of the error, we will pay the cost of the error or will cause the custodian or broker-dealer to pay the cost of the error. If the error results in a profit, due to market movement, the client will keep the profit.

Brokerage for Client Referrals

Our firm and its investment professionals do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Item 13: Review of Accounts

Accounts are monitored continuously and on ongoing basis by our financial professionals. We conduct these reviews through various means, including telephone calls, in-person meetings, overall strategy reviews, and/or the review of monthly and quarterly statements. Reviews are based on objectives and parameters established by clients, which are generally memorialized through their client management agreements and Investment Policies. More frequent reviews can also be triggered by a change in the client's investment objectives or risk tolerance, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in investment or fund managers, or changes in the economy or financial markets.

Depending on the nature of the engagement, some financial plans will not be reviewed until after the plan is delivered. The frequency of plan review will be dependent on the agreement terms. If deemed necessary it will be reviewed quarterly, yearly or some other determinate amount of time. Those reviews will revisit the initial plan and determine if any adjustments need to be made to the

objectives. Financial planning, by its nature, does require periodic review. At times we will use software and other tools to assist in generating a financial plan.

With respect to managed accounts, investment advisory clients receive standard account statements from the independent, qualified custodian of their accounts no less frequently than quarterly. The account statements received from the custodian and/or broker-dealer are the official records of the client's account(s). If you do not receive a statement from your custodian, please contact the Firm immediately.

No on-going financial planning reports are provided for financial planning clients unless a financial plan update or additional services are requested. Your firm professional will update a plan as needed and when objectives or financial situation change.

Item 14: Client Referrals and Other Compensation

Endorsements

We do not currently have any endorsement relationships. It is our policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from any third-party in conjunction with the advisory services we provide our clients.

Brokerage and Custody Services

As disclosed in item 12 (Brokerage Practices) above, we participate in Schwab's institutional advisor programs, under which our firm is provided with access to Schwab's institutional trading and custody services, which are typically not available to retail investors. Such services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab makes available to our firm other products and services that benefit us, but that does not directly benefit each client's accounts. Many of these products and services can be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab. Products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide research, pricing and other market data;
- Facilitate payment of our fees from clients' accounts; and assist with back-office functions, record keeping and client reporting;
- Receipt of duplicate client statements and confirmations; and
- The ability to have advisory fees deducted directly from our client's accounts.

Schwab can make available, arrange and/or pay third party vendors for the types of services rendered to our firm. Schwab has the ability to discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services, and also provide other benefits such as educational events or occasional *de minimus* business entertainment of our personnel. All business entertainment will be guided by our Code of Ethics.

Although the above benefits can assist us in managing and administering clients' accounts, including those not maintained at a broker-dealer, some of the products and services made available benefits 210 itself in managing and developing its business, but do not directly benefit our clients. You should therefore be aware that the receipt of economic benefits by our firm and/or its related persons in and of itself creates a conflict of interest and could potentially indirectly influence our choice of a broker-dealer for custody and brokerage services.

Item 15: Custody

We generally have the ability to directly debit advisory and other fees from client accounts, unless the client specifies otherwise. As part of this billing process, the independent, qualified custodian of the client's account(s) is advised of the amount of the advisory or other fee to be deducted from the client's account(s). The client will receive account statements from the custodian holding the account(s) at least quarterly. These statements will show all transactions within the account during that reporting period, including the amount of advisory or other fees debited from the client's account(s). Because the custodian does not calculate the amount of the fees to be deducted, it is important for clients to carefully review their account statements to verify the accuracy of the fee calculation, among other things. In addition, the Firm will send a statement itemizing the advisory fee. This statement will display the formula used to calculate the fee, the value of the assets under management on which the fee is based, and the time period covered by the fee.

A client should contact us directly if he/she believes there is an error or has a question regarding an account statement.

This ability to deduct our fees from a client's account(s) causes us to exercise limited custody over these accounts under applicable law. We do not have, and will not take, physical custody of any clients' funds, securities or assets. Clients' funds, securities and assets will be held with a bank, broker-dealer or independent, qualified custodian.

Item 16: Investment Discretion

When a client hires us to provide discretionary investment advisory services, we have the authority to place trades, buy and sell securities on the client's behalf, determine the amount of the securities to buy and sell, and determine the nature and type of securities to buy and sell without obtaining a client's consent or approval prior to each transaction. In some cases, we will have the authority to hire and fire third-party money managers. Clients who give us discretionary authority will give our firm a limited power of attorney and/or trading authorization forms to make the above decisions on the client's behalf.

In certain situations, Clients have the ability to limit our authority by giving us written instructions, restrictions and guidelines via email communication or other written instructions. For example, a client might specify that their accounts' assets are not invested in a specific industry or security, or that a certain security is not liquidated. Clients can change such instructions, restrictions and guidelines by providing us with written instructions. The most current written instructions will control. We will accept such limitations provided they are reasonable and do not unreasonably interfere with the management of your account. We will accept such instructions via text message or similar instant messaging methods.

If the client enters into a non-discretionary arrangement with our firm for investment advisory, portfolio management services, or retirement plan consulting, we will be obligated to obtain the client's approval prior to the arranging or execution of any transactions in the account(s). With such an arrangement, the client has the unrestricted right to decline to implement advice provided by us on a non-discretionary basis. If you do not grant us discretionary authority over your accounts, we are limited to make periodic recommendations to you regarding which securities to be purchased or sold and the size of the transactions. You will ultimately be responsible for implementation of those recommendations and the timing of the transaction.

Item 17: Voting Client Securities

Regardless of whether we have discretion over a client's account(s), we will not vote proxies on behalf of any client or respond to any legal notices or class action claims on behalf of a client.

We will instruct the qualified, independent custodian to forward all proxy materials, legal notices and class action information to the client to review and make his or her own informed decision on how to vote. In the event we receive the proxy material, we will forward them directly to the client by mail or by electronic mail (if the client has authorized electronic communication).

Item 18: Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$500 more than six months in advance of services rendered. 210 does not have any financial issues that would impair its ability to provide services to clients, and we have not been the subject of a bankruptcy petition at any time.