



A D V I S O R S

## Form ADV Disclosure Brochure

November 1, 2021

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This Brochure provides information about the qualifications and business practices of Two Thirty One Advisors LLC ("231 Advisors"). If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. For compliance specific requests, please call 971-371-3450. 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 231 Advisors is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). 231 Advisors has filed to become an SEC registered investment adviser. Registration does not imply any level of skill or training.

## ITEM 2 - MATERIAL CHANGES

In this Item, Two Thirty One Advisors LLC (hereby known as “231 Advisors”) is required to discuss any material changes that have been made to the Brochure since the last annual amendment. As 231 Advisors is a new filing entity, this initial brochure should be read in its entirety.

We will ensure that all current clients receive a Summary of Material Changes and updated Brochure within 120 days of the close of our business’ fiscal year (December 31<sup>st</sup> annually). A Summary of Material Changes is also included with our Brochure on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for 231 Advisors is # 316491. We may further provide other ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Stacy Sizemore, Chief Compliance Officer at 971-371-3450 or [stacy@tru-ind.com](mailto:stacy@tru-ind.com).

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## ITEM 4 - ADVISORY BUSINESS

### Description of Advisory Firm

Two Thirty-One Advisors LLC offers discretionary investment management and investment advisory services under the name of 231 Advisors (“231 Advisors”) with any descriptions of services, investment processes, fees or similar items being specific to 231 Advisors unless otherwise noted.

Two Thirty One Advisors LLC, DBA 231 Advisors, has filed for registration as an investment adviser with the U.S. Securities and Exchange Commission. Two Thirty One Advisors LLC is a privately owned limited liability company formed in 2021 and headquartered in Boston, Massachusetts formed in 2021. Two Thirty One Advisors LLC is owned by Entwood Holdings LLC, Gary Bonner and Ann Taylor Holley.

As the Firm is a new filing entity, there are no current assets managed. While this brochure generally describes the business of 231 Advisors, certain sections also discuss the activities of its Supervised Persons, which refer to 231 Advisors’ officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on 231 Advisors’ behalf and is subject to 231 Advisors’ supervision or control.

### Advisory Services Offered

231 Advisors offers wealth management services including discretionary investment management and investment advisory services as well as financial planning services. Prior to 231 Advisors and any Investment Advisor Representative (“IAR”) rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with 231 Advisors setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

#### Investment Advisory Services

231 Advisors offers continuous and regular investment supervisory services on a discretionary basis as well as financial planning services. We work with clients and have the ongoing responsibility to select and/or make recommendations based upon the objectives of the client. We utilize a variety of investment types when making investment recommendations/purchases in client accounts which include but are not limited to exchange and non-exchange traded securities and funds to include equities, bonds, cash-equivalents, mutual funds, exchange-traded funds (ETFs), separately managed accounts (SMAs), and private partnerships. Investments are recommended/purchased in accordance with the clients’ individual needs, goals, objectives, and constraints. We describe the material investment risks under *Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss*. Financial planning may be provided to clients as a part of the Investment Advisory Services. When being provided as a separate service it is described in this section under *Financial Planning Services* below.

We discuss our discretionary authority below under *Item 16 – Investment Discretion*. For more information about the restrictions clients can put on their accounts, see *Tailored Services and Client Imposed Restrictions* in this item below. We describe the fees charged for investment advisory services below under *Item 5 – Fees and Compensation*.

### Financial Planning Services and Performance Reporting Fees

231 Advisors provides a variety of planning services to individuals, families and other clients regarding their financial resources based upon an analysis of client's current situation, goals, and objectives. Planning encompasses one or more of the following areas: Business and Personal Financial Planning, Performance Reporting, Investment Planning, Retirement Planning, and Education Planning.

Services provided under an on-going consultation agreement are conducted on a regular basis, but no less than annually with the client. The client is under no obligation to act upon the investment adviser's recommendation. If the client elects to act on our recommendations, the client is under no obligation to effect the transaction through us.

We describe fees charged for Financial Planning Services below under *Item 5 - Fees and Compensation*.

### Use of Independent Managers and Sub-Advisors

231 Advisors may select certain Independent Managers and/or Sub-Advisors to manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager and/or Sub-Advisor may be set forth in a separate written agreement with the designated Independent Managers engaged to manage their assets.

231 Advisors evaluates a variety of information about Independent Managers and/or Sub-Advisors, which may include the Independent Managers' and/or Sub-Advisors' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, 231 Advisors seeks to assess the Independent Managers' and/or Sub-Advisors' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. 231 Advisors also takes into consideration each Independent Manager's and/or Sub-Advisor's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

231 Advisors continues to provide services relative to the discretionary selection of the Independent Managers and/or Sub-Advisor. On an ongoing basis, 231 Advisors monitors the performance of those accounts being managed by Independent Managers. 231 Advisors seeks to ensure the Independent Managers' and/or Sub-Advisors' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

## **ITEM 5 - FEES AND COMPENSATION**

### **Fee Schedule & Billing Method**

231 Advisors offers services on a fee basis, which may include fixed fees, as well as fees based upon assets under management or advisement.

The annual management fee for our Investment Advisory Services, including Financial Planning Services, is based on the total dollar asset value of the assets maintained in your account. The fee assessed and/or charged is based on what is stipulated in the Investment Advisory Agreement signed by each client. This

may include a minimum quarterly fee.

Our minimum fee ranges up to 1.25% annually and is assessed and/or charged quarterly in arrears, based on the daily average balance value. Inflows and outflows of cash are considered on a prorated basis in this calculation. Fees can be structured in one of the following ways: a fixed flat percentage fee on total assets in the account, a tiered fee schedule whereby the fee is calculated by applying different rates to different levels of assets or a linear fee schedule where a breakpoint percentage fee is assessed to total assets in the account.

### *Financial Planning Services and Performance Reporting*

In addition to the advisory fees paid, Adviser may provide additional financial planning services and performance reporting services to client regarding the management of client's financial resources, which is based upon an analysis of client's current personal and financial situations, goals, objectives, and constraints. These services and fees are based on the total dollar asset value of the assets maintained in your account or on a fixed-fee basis. The fee assessed and/or charged is based on what is stipulated in the Investment Advisory Agreement signed by each client. This may include a minimum monthly or quarterly fee. 231 Advisors offers services on a fee basis, which may include fixed fees, as well as fees based upon assets under management or advisement.

### *Other Fees and Expenses*

In addition to the advisory fees paid to 231 Advisors, clients may incur certain charges imposed by third parties. Third parties may include broker-dealers, custodians, trust companies, platform service providers, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, fees charged by the Independent Managers and/or Sub-Advisors are charged to the clients separately. In these relationships with Independent Managers and/or Sub-Advisors, these fees would be in addition to the fees charged by 231 Advisors, paid directly to the Independent Managers and/or Sub-Advisors, and 231 Advisors will not receive any portion of those fees or share in those fees.

### **Direct Fee Debit**

Clients generally provide 231 Advisors and/or the Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which 231 Advisors retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing account transactions, including any amounts paid to 231 Advisors.

### **Account Additions and Withdrawals**

As stated above, clients may make additions to and withdrawals from their account at any time, subject to 231 Advisors' right to terminate an account. Additions may be in cash or securities provided that 231

Advisors reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to 231 Advisors, subject to the usual and customary securities settlement procedures. However, 231 Advisors generally designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. 231 Advisors may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

## **Termination**

Either party may terminate the advisory agreement at any time by providing written notice to the other party. The client may terminate the agreement at any time by writing or phoning 231 Advisors at our office. 231 Advisors will refund any prepaid, unearned advisory fees.

Terminations will not affect liabilities or obligations from transactions initiated in client accounts prior to termination. In the event the client terminates the investment advisory agreement, 231 Advisors will not liquidate any securities in the account unless instructed by the client to do so. In the event of client's death or disability, 231 Advisors will continue management of the account until we are notified of client's death or disability and given alternative instructions by an authorized party.

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

231 Advisors does not charge 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**

Our services are provided on a discretionary basis to a variety of clients including high net worth individuals and families and their related trusts, estates, and foundations. We also advise related business and institutional investors. 231 Advisors provides asset management, financial planning, investment advisory consultation, and selection of Independent Managers and/or Sub-Advisors.

## **Account Requirements**

231 Advisors imposes a \$2 million minimum combined portfolio value for starting and maintaining an investment advisory relationship, but 231 Advisors may choose to waive this minimum. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from 231 Advisors. In these instances, 231 Advisors may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

## ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### Methods of Analysis and Investment Strategies

231 Advisors selects categories of investments based on the clients' attitudes about risk and their need for capital appreciation or income. Different instruments involve different levels of exposure to risk. We seek to select investments with characteristics that are most consistent with the client's objectives. Since 231 Advisors treats each client account uniquely, client portfolios with a similar investment objectives and asset allocation goals may own different investments.

#### General Investment Strategies

231 Advisors generally uses diversification in an effort to minimize risk and optimize the potential return of a portfolio. More specifically, we utilize multiple asset classes, investment styles, market capitalizations, sectors, and regions to provide diversification. Each portfolio composition is determined in accordance with the client's investment objectives, risk tolerance, and time horizon. We utilize both passive and active investment advisory strategies in an effort to optimize portfolios.

Our general investment strategy is to seek real capital growth proportionate with the level of risk the client is willing to take. We develop an investment policy statement (IPS) to help identify the client's investment objectives, time horizon, risk tolerance, tax considerations, target asset allocation, and any special considerations and/or restrictions the client chooses to place on the management of the account. 231 Advisors will then recommend investments that we feel are consistent with the IPS.

After defining client needs, 231 Advisors develops and implements the plan for the client. Then, we monitor the results and make adjustments, as needed. As the initial assumptions change, the plan itself may need to be adapted. Continuous portfolio management is important in an effort to keep the client's portfolio consistent with the client's objectives.

#### Specific Investment Strategies for Managing Portfolios

231 Advisors may use strategic and tactical asset allocation, cash as a strategic asset, long-term holding, and additional strategies in the construction and management of client portfolios. There is no guarantee that any strategy will be successful, and we make no promises or warranties as to the accuracy of our market analysis.

#### Strategic Asset Allocation

231 Advisors will use client objectives, risk tolerance, time horizon, and other considerations to determine a strategic asset allocation for each client. The strategic asset allocation will have the basic concept of using diversification to minimize risk and optimize the potential return of a portfolio over the long-term. The strategic asset allocation will be defined and memorialized in the client's Investment Policy Statement.

#### Tactical Asset Allocation

231 Advisors may use a tactical asset allocation strategy in the shorter term to deviate from a client's long-term strategic asset allocation target in an effort to take advantage of what we perceive as market pricing



anomalies or strong market sectors or to avoid perceived weak sectors. Once they achieve the desired short-term opportunities or perceive those opportunities have passed, we generally return a client's portfolio to the original strategic asset mix.

### Cash as a Strategic Asset

231 Advisors may use cash as a strategic asset and at times move or keep client's assets in cash or cash equivalents. While high cash levels can help protect a client's assets during periods of market decline, there is a risk that our timing in moving to cash is less than optimal upon either exit or reentry into the market, potentially resulting in missed opportunities during positive market moves.

### Long-term Holding

231 Advisors does not generally purchase securities for clients with the intent to sell the securities within 30 days of purchase, as we do not generally use short-term trading as an investment strategy. However, there may be times when we will sell a security for a client when the client has held the position for less than 30 days.

231 Advisors does not attempt to time short-term market swings. Short-term buying and selling of securities is typically limited to those cases where a purchase has resulted in an unanticipated gain or loss in which we believe that a subsequent sale is in the best interest of the client.

### Third-party Managers, Funds, and Sub-advisors

In analyzing third-party managers, funds, and Sub-Advisors, our advisors use various sources of information. We review key characteristics such as historical performance, consistency of returns, risk level, and size of fund. Expense ratio and other costs are also significant factors in fund selection. We also subscribe to/access additional information from other sources that inform our general macro-economic view.

### Options

IARs may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. The two types of options are calls and puts. A call gives the holder the right to buy an asset at a certain price within a specific period of time. A call may be purchased if the expectation is that the stock will increase substantially in value before the option expires. It may also be sold as a hedge to protect gains or principal of an existing holding (covered calls). A put gives the holder the right to sell an asset at a certain price within a specific period of time. A put may be purchased if the expectation is that the stock will decrease substantially in value before the option expires. They are typically purchased as a hedge to protect gains or principal of a portfolio. There are various options strategies that our IARs may deploy in a strategy, as appropriate for a client's needs. These include, but may not be limited to: covered options (selling a call or put for a premium payment while retaining the cash or securities required to facilitate the underlying purchase or sale of securities if an option is exercised) or spreads/straddles (buying or selling call or put options on the same or opposite side of the market to benefit from the bid/ask "spread" or to straddle the market based on value or time variances).

### Non-Exchange Traded Assets

An Investment Advisor may use non-exchange traded assets as a way to diversify a portfolio. These assets may include but are not limited to private equity, private real estate, hedge funds, fund of funds, and limited partnerships. Unique characteristics of non-exchange traded assets are as follows:

- Unlisted: These investments are not freely bought and sold on a public exchange.
- Illiquid: Due to the illiquid nature of the assets, these investments may not be readily redeemable.
- Valuation: Pricing these investments may be difficult because they are illiquid and may not be regularly appraised. If updated valuations occur, the value may be delayed and specific to a past date.

### Margin

Advisors may use their discretion to utilize margin in the short-term to facilitate trade execution.

Some clients of 231 Advisors maintain long-term margin to facilitate borrowing needs, which are unrelated to our investment strategies.

For some clients that are seeking a more aggressive strategy for their portfolio, 231 Advisors may work with those clients on an individual basis to develop a leveraged strategy utilizing margin to increase market participation in a portfolio as part of a customized investment strategy.

Clients are responsible for any brokerage or margin charges in addition to advisory fees. Risks of using margin include "margin calls" (also called "fed calls" or "maintenance calls.") Margin calls occur when account values decrease below minimum maintenance margin levels established by the broker-dealer that holds the securities in the client's account, requiring the investor to deposit additional money or securities into their margin account.

While the use of margin borrowing can increase returns, it can also magnify losses. Clients must specifically request to establish a margin account.

### Additional Strategies

Clients interested in learning more about any of the above strategies should contact us for more information and/or refer to the prospectus of any exchange-traded fund. We may also consider additional strategies by specific client request.

### Investing Involves Risk

#### *General Risks of Owning Securities*

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy again, it is also possible that the stock market may decrease, and your account(s) could suffer a loss. It is important that you understand the risks associated with investing, are appropriately diversified in your investments, and ask us any questions you may have.

#### *Risk of Loss*

Diversification does not guarantee a profit or guarantee to protect you against loss, and there is no guarantee that your investment objectives will be achieved. 231 Advisors' strategies and recommendations may lose value. All investments have certain risks involved including, but not limited to

the following:

- **Stock Market Risk:** The value of securities in the portfolio will fluctuate and, as a result, the value may decline suddenly or over a sustained period of time.
- **Managed Portfolio Risk:** The manager's investment strategies or choice of specific securities may be unsuccessful and may cause the portfolio to incur losses.
- **Industry Risk:** The portfolio's investments could be concentrated within one industry or group of industries. Any factors detrimental to the performance of such industries will disproportionately impact your portfolio. Investments focused in a particular industry are subject to greater risk and are more greatly impacted by market volatility than less concentrated investments.
- **Non-U.S. Securities Risk:** Non-U.S. securities are subject to the risks of foreign currency fluctuations, generally higher volatility and lower liquidity than U.S. securities, less developed securities markets and economic systems and political economic instability.
- **Emerging Markets Risk:** To the extent that your portfolio invests in issuers located in emerging markets, the risk may be heightened by political changes and changes in taxation or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **Currency Risk:** The value of your portfolio's investments may fall as a result of changes in exchange rates.
- **Credit Risk:** Most fixed income instruments are dependent on the underlying credit of the issuer. If we are wrong about the underlying financial strength of an issuer, we may purchase securities where the issuer is unable to meet its obligations. If this happens, your portfolio could sustain an unrealized or realized loss.
- **Inflation Risk:** Most fixed income instruments will sustain losses if inflation increases, or the market anticipates increases in inflation. If we enter a period of moderate or heavy inflation, the value of your fixed income securities could go down.
- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate.
- **Margin Risk:** The use of margin is not suitable for all investors, since it increases leverage in your Account and therefore risk.
- **ETF and Mutual Fund Risk:** When we invest in an ETF or mutual fund for a client, the client will bear additional expenses based on its pro rata share of the ETFs or mutual fund's operation expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund greatly reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients may also incur brokerage costs when purchasing ETFs.
- **Independent Manager Risk:** As stated above, 231 Advisors may select certain Independent Managers to manage a portion of its clients' assets. In these situations, 231 Advisors continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, 231 Advisors generally may not have the ability to supervise the Independent Managers on a day-to-day basis.
- **Derivative Risk:** Derivatives are securities, such as futures contracts or options, whose value is derived from that of other securities or indices. Derivatives can be used for hedging (attempting to reduce risk by offsetting one investment position with another) or non-hedging purposes. Hedging with derivatives may increase expenses, and there is no guarantee that a hedging strategy will achieve the desired results. Utilizing derivatives can cause greater than ordinary investment

risk, which could result in losses.

- **Alternative Investment Risk:** Alternative Investments involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not always required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent and are known only to the investment manager. Alternative investment performance can be volatile. An investor could lose all or a substantial amount of his or her investment.
- **Management Risk:** Your investment with us varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment may decrease.

## **ITEM 9 - DISCIPLINARY INFORMATION**

231 Advisors and our personnel seek to maintain the highest level of business professionalism, integrity, and ethics. We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our business or the integrity of our management. We do not have any required disclosures to this Item.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

231 Advisors is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

### **Relationship with Entwood Holdings, LLC**

231 Advisors is under common control with Entwood Holdings, LLC due to the control of Entwood Holdings. Certain management persons of Entwood Holdings, LLC provide services to 231 Advisors under an administrative services agreement. 231 Advisors and Entwood Holdings do not provide advisory services directly to the same clients. In fulfilling its duties to its clients, 231 Advisors endeavors at all times to put the interests of its clients first.

### **Relationship with Veriti Management LLC**

231 Advisors is under common control with Veriti Management LLC due to the control of both firms by David L. Beatty, Managing Partner. Where appropriate, Veriti will be introduced to 231 Advisors clients to provide investment management and screening research services and Veriti will charge their separate fee to the clients for these services. In the event that Veriti and 231 Advisors provide advisory services directly to the same clients, it is the fiduciary duty of Veriti and 231 Advisors to disclose all of the fees being charged to the client prior to any services being provided and to not charge fees for the same services from both companies. Veriti and 231 Advisor will monitor arrangements with common clients to ensure these conflicts are managed.

## **Relationship with tru Independence, LLC**

231 Advisors maintains a business relationship with tru Independence, LLC (“tru Independence”), a service platform for investment professionals and an SEC registered investment adviser. Through its relationship with tru Independence, 231 Advisors gains access to services related to reporting, custody, investments, compliance, trading, technology, transition support and other related services. In fulfilling its duties to its clients, 231 Advisors endeavors at all times to put the interests of its clients first. 231 Advisors reviews all of its service provider relationships on an ongoing basis in an effort to ensure decisions are made in the best interests of clients. Clients should be aware, however, that this relationship may pose certain conflicts of interest. tru Independence provided transition support aimed at helping 231 Advisors launch its new advisory firm. The receipt of economic and other benefits as described above from tru Independence creates an incentive for 231 Advisors to choose tru Independence over other service providers that do not furnish similar benefits.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

231 Advisors believes that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of 231 Advisors and our personnel. We have adopted a Code of Ethics that emphasizes the high standards of conduct that 231 Advisors seeks to observe. Our personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics.

231 Advisors’ Code of Ethics attempts to address specific conflicts of interest that either we have identified or that could likely arise. 231 Advisors’ personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, prohibitions of insider trading, and adherence to applicable federal securities laws. Additionally, individuals who formulate investment advice for clients, or who have access to nonpublic information regarding any clients’ purchase or sale of securities, are subject to personal trading policies governed by the Code of Ethics (see below).

231 Advisors will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

### **Personal Trading Practices**

231 Advisors and our personnel may purchase or sell securities for themselves, regardless of whether the transaction would be appropriate for a client. 231 Advisors and our personnel may purchase or sell securities for themselves that we also recommend/utilize for clients. This includes related securities (e.g., warrants, options, or other derivatives). This presents a potential conflict of interest, as we have an incentive to take investment opportunities from clients for our own benefit, favor our personal trades over client transactions when allocating trades, or use the information about the transactions we intend to make for clients to our personal benefit by trading ahead of clients.

Our policies to address these conflicts include the following:

1. The client receives the opportunity to act on investment decisions/recommendations prior to and in preference to accounts of your IAR.
2. 231 Advisors prohibits trading in a manner that takes personal advantage of price movements caused by client transactions.
3. If your IAR wishes to purchase or sell the same security as he/she recommends or takes action to purchase or sell for a client, he/she will not do so until the custodian fills the client's order, if the order cannot be aggregated with the client order. As a result of this policy, it is possible that clients may receive a better or worse price than IAR for transactions in the same security on the same day as a client.
4. 231 Advisors requires our IARs to report personal securities transactions on at least a quarterly basis.
5. Conflicts of interest also may arise when 231 Advisors' IARs become aware of limited offerings or IPOs, including private placements or offerings of interests in limited partnerships or any thinly traded securities, whether public or private. Given the inherent potential for conflict, limited offerings and IPOs demand extreme care. IARs are required to obtain pre-approval from the Chief Compliance Officer before trading in limited offerings and are prohibited from transacting in IPOs for personal accounts.
6. Under certain limited circumstances, we make exceptions to the policies stated above. 231 Advisors will maintain records of these trades, including the reasons for any exceptions.

## **ITEM 12 - BROKERAGE PRACTICES**

231 Advisors recommends accounts that are not managed by Independent Managers and/or Sub-Advisors to be established with Fidelity Investments ("Fidelity" or "the Custodian"), member FINRA/SIPC. 231 Advisors engages Fidelity to clear transactions and custody assets. Fidelity provides 231 Advisors with services that assist us in managing and administering clients' accounts which include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with certain back-office functions, recordkeeping and client reporting.

As part of the arrangement described above, Fidelity also makes certain research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by the custodian directly from independent research companies, as selected by our Firm (within specific parameters). Research products and services provided by Fidelity to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by the custodians to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

As a result of receiving the services discussed above, we have an incentive to continue to use or expand the use of Fidelity's services. Our firm examined this conflict of interest when we chose to enter into the relationship with them and we have determined that the relationship is in the best interest of our 231 Advisors' clients and satisfies our client obligations, including our duty to seek best execution. Custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions).

Custodians generally do not charge clients separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodians or that settle into accounts at the custodians. The custodians charge brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Their commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

We may aggregate (combine) trades for ourselves or our associated persons with your trades, providing that the following conditions are met:

1. Our policy for the aggregation of transactions shall be fully disclosed separately to our existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
2. We will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek best price) for you and is consistent with the terms of our investment advisory agreement with you for which trades are being aggregated.
3. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction;
4. We will prepare a procedure specifying how to allocate the order among those clients;
5. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the allocation statement; if the order is partially filled, it will be allocated pro-rata based on the allocation statement;
6. Our books and records will separately reflect, for each client account, the orders of which aggregated, the securities held by, and bought for that account.
7. We will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and,
8. Individual advice and treatment will be accorded to each advisory client.

As a matter of policy and practice, we do not utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis outside of the

safe harbor exemption of Section 28(e) other than what is described above.

## **Factors Considered in Recommending Custodians**

We consider several factors in recommending custodians to a client. Factors that we consider when recommending custodians may include financial strength, reputation, execution, pricing, reporting, research, and service. We will also take into consideration the availability of the products and services received or offered (detailed above) by the custodians.

### *Directed Brokerage Transactions*

231 Advisors does not allow clients to direct brokerage to a specific broker-dealer. For an Independent Manager's and/or Sub-Advisor's policy on directed brokerage transactions, you must refer to **Item 12 – Brokerage Practices** of that manager's form ADV 2A brochure.

## **Trade Errors**

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and we will absorb any loss resulting from the trade error if the error was caused by 231 Advisors. If the error is caused by the Custodian, the Custodian will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity. We will never benefit or profit from trade errors.

## **ITEM 13 - REVIEW OF ACCOUNTS**

### **Account Reviews & Reporting**

#### *Managed Accounts Reviews*

231 Advisors manages portfolios on a continuous basis and generally reviews all positions in client accounts on a regular basis, but no less than annually. We generally offer account reviews to clients annually. Clients may choose to receive reviews in person, virtual meeting, by telephone, or via e-mail. Firm IARs conduct reviews based on a variety of factors. These factors include, but are not limited to, stated investment objectives, economic environment, market outlook, and the merits of the investments in the accounts.

In addition, we may conduct a special review of an account based on, but not limited to, the following:

1. A change in the client's investment objectives, guidelines and/or financial situation;
2. Changes in diversification;
3. Tax considerations; or
4. Material cash deposits or withdrawals.



### Third Party and/or Sub-Advisor Accounts

IARs periodically review third-party money managers' and/or Sub-Advisors' reports provided to the client, but no less often than on a semi-annual basis. Our IARs contact clients from time to time, as agreed to with the client, in order to review their financial situation and objectives; communicate information to third-party money managers and/or Sub-Advisors as warranted; and assist the client in understanding and evaluating the services provided by the third-party money manager and/or Sub-Advisor. The client is expected to notify us of any changes in his/her financial situation, investment objectives, or account restrictions that could affect their account. The client may also directly contact the third-party money manager and/or Sub-Advisor managing the account or sponsoring the program. Clients who utilize third-party money managers and/or Sub-Advisors should review the third-party money manager's and/or Sub-Advisor's Form ADV Part 2 **Item 13 – Review of Accounts** regarding account reviews, types of written reports provided and frequency of such reports.

### Financial Planning Services

The type of reporting and frequency of financial planning services is agreed upon by 231 Advisors and the client on a case-by-case basis. We generally offer financial planning reviews annually. Clients may choose to receive reviews in person, virtual meeting, by telephone, or via e-mail. Clients may request to discuss updates to their plans or changes in their circumstances at any time.

## **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

### **Brokerage Support Products and Services**

We receive an economic benefit from the brokers used for transactions in client accounts in the form of the support products and services they make available to us and other independent firms whose clients maintain their accounts at the broker. These products and services, how they benefit us, and the related conflicts of interest are described above (see **Item 12 – Brokerage Practices**). We do not base particular investment advice, such as buying particular securities for our clients, on the availability of the brokers' products and services to us.

### **Outside Compensation**

231 Advisors will pay referral fees (non-commission based) to independent solicitors for the referral of their clients to our firm.

Firm IARs may refer clients to unaffiliated professionals for specific needs, such as mortgage brokerage, real estate sales, estate planning, legal, and/or tax/accounting. In turn, these professionals may refer clients to our IARs for investment advisory needs. We do not have any arrangements with individuals or companies that we refer clients to, and we do not receive any compensation for these referrals.

However, it could be concluded that our IARs are receiving an indirect economic benefit from this practice, as the relationships are mutually beneficial. For example, there could be an incentive for us to recommend services of firms who refer clients to 231 Advisors.

Our IARs only refer clients to professionals we believe are competent and qualified in their field, but it is ultimately the client's responsibility to evaluate the provider, and it is solely the client's decision whether

to engage a recommended firm. Clients are under no obligation to purchase any products or services through these professionals, and our IARs have no control over the services provided by another firm. Clients who chose to engage these professionals will sign a separate agreement with the other firm. Fees charged by the other firm are separate from and in addition to fees charged by 231 Advisors.

If the client desires, our IARs will work with these professionals or the client's other advisers (such as an accountant, attorney, or other investment adviser) to help ensure that the provider understands the client's investments and to coordinate services for the client. We do not share information with an unaffiliated professional unless first authorized by the client.

### *Third Party Money Manager and/or Sub-Advisor*

231 Advisors has established agreements to provide consulting services to other financial institutions regarding business development or investment advisory services provided to clients. If the consultation being provided is specific to services provided to the client account, the specifics of this arrangement, including the compensation paid to 231 Advisors will be fully disclosed to clients in their signed agreements.

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## **ITEM 15 - CUSTODY**

231 Advisors and/or the Independent Managers have limited custody of some of our clients' funds or securities when the clients authorize us to deduct our management fees directly from the client's account. A qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution) holds clients' funds and securities. Clients will receive statements directly from their qualified custodian at least quarterly. The statements will reflect the client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account, including the deduction of our fee.

Clients should carefully review the account statements they receive from the qualified custodian. When clients receive statements from 231 Advisors as well as from the qualified custodian, they should compare these two reports carefully. Clients with any questions about their statements should contact us at the address or phone number on the cover of this brochure. Clients who do not receive a statement from their qualified custodian at least quarterly should also notify us.

### **Third-Party Standing Letters of Authorization ("SLOA")**

Our firm is deemed to have custody of clients' funds or securities when clients have standing authorizations with their custodian to move money from a client's account to a third-party ("SLOA") and, under that SLOA, it authorizes us to designate the amount or timing of transfers with the custodian.

The SEC has set forth a set of standards intended to protect client assets in such situations, which we follow. By working with the qualified custodian, 231 Advisors has in place seven provisions set forth by the SEC to assist in mitigating risk. The below must be followed to clients with third-party SLOAs:

1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
2. The client authorizes 231 Advisors, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization and provides a transfer of funds notice to the client promptly after each transfer.
4. The client can terminate or change the instruction to the client's qualified custodian.
5. 231 Advisors has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
6. 231 Advisors maintains records showing that the third party is not a related party of Firm or located at the same address as 231 Advisors.
7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

As stated earlier in this section, account statements reflecting all activity on the account(s), are delivered directly from the qualified custodian to each client or the client's independent representative, at least quarterly. You should carefully review those statements and are urged to compare the statements against reports received from us. When you have questions about your account statements, you should contact us, your Advisor or the qualified custodian preparing the statement.

## ITEM 16 - INVESTMENT DISCRETION

231 Advisors accepts discretionary authority over client accounts. If an IAR is acting in a discretionary capacity, the IAR may place trades within a client account without pre-approval from the client.

When working with Independent Managers and/or Sub-Advisors, we may recommend certain Independent Managers and/or Sub-Advisors to clients and then it is up to the client to approve our recommendations. The third-party investment adviser chosen by the client is responsible for all investment decisions made in the client's account(s). Generally, clients who utilize a third-party investment manager and/or Sub-Advisor will sign agreements directly with the Independent Manager and/or Sub-Advisor. It is important to note that we do not offer advice on any specific securities or other investments in connection with this service. Clients can find more information about the discretionary authority granted to third party managers in **Item 16 – Investment Discretion** of each manager's Form ADV disclosure brochure.

## ITEM 17 - VOTING CLIENT SECURITIES

### *Voting of Proxies*

In regard to SEC Rule 206(4)-6 under the Advisers Act, 231 Advisors will not vote proxies relating to equity securities in client accounts. You are responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned in your Account are voted and voting or causing such proxies to be so voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other similar type events pertaining to your Assets. Please contact us if you would like to receive a copy of our Proxy Voting Policy.

### *Class Action Lawsuits*

As a matter of company policy, 231 Advisors does not file proofs of claim relating to class action lawsuits affecting individual client accounts. However, upon client's request 231 Advisors will provide any and all documentation required to complete any such proof of claim.

### *Mutual Funds*

The investment adviser that manages the assets of a registered investment company (i.e., mutual fund) generally votes proxies issued on securities held by the mutual fund.

## ITEM 18 - FINANCIAL INFORMATION

Registered investment advisers are required in this item to provide clients with certain financial information or disclosures about 231 Advisors' financial condition. 231 Advisors does not require the prepayment of more than \$1,200 in fees per client, six months or more in advance, does not have or foresee any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.