

Item 1: Cover Page



X AND Y ADVISORS, INC.

840 APOLLO STREET, SUITE 100

EL SEGUNDO, CA 90245

Form ADV Part 2A – Firm Brochure

(323) 942-9881

Dated March 31, 2024

This Brochure provides information about the qualifications and business practices of X and Y Advisors, Inc. If you have any questions about the contents of this Brochure, please contact us at (323) 942-9881. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

X and Y Advisors, Inc. is registered as an Investment Adviser with the State of CA. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about X and Y Advisors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the firm's identification number 287715.

Item 2: Material Changes

The last update of this brochure was filed on March 31, 2023. The following material changes have been made to this version of the Disclosure Brochure.

- Item 4: First Ascent Asset Management has been acquired by GeoWealth Management so we have updated it accordingly. Please see Item 4 for additional information.
- Item 12: TD Ameritrade has been acquired by Charles Schwab so we have updated it accordingly. Please see Item 12 for additional information.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of X and Y Advisors, Inc.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 287715.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (323) 942-9881.

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Item 4: Advisory Business

Description of Advisory Firm

X and Y Advisors, Inc. is registered as an Investment Adviser with the State of CA. We are a corporation founded in January 2017. Jiyao Xu and Vivianna Zhao are the owners of X and Y Advisors, Inc.

As used in this brochure, the words "we", "our firm", "Advisor" and "us" refer to X and Y Advisors, Inc. and the words "you", "your" and "Client" refer to you as either a client or prospective client of our firm.

Types of Advisory Services

X and Y Advisors, Inc. is a fee-only firm, meaning the only compensation we receive is from our clients for our services. We offer financial planning, investment management, tax preparation, accounting, and business consulting services. From time to time, X and Y Advisors, Inc recommends third-party professionals such as attorneys, insurance agents, or other financial professionals. Clients are never obligated to utilize any third-party professional we recommend. X and Y Advisors, Inc is not affiliated with nor does X and Y Advisors, Inc receive any compensation from third-party professionals we may recommend.

Financial Planning Services

Financial planning involves an evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information and analysis will be considered as they affect and are affected by the entire financial and life situation of the client. Clients purchasing this service will receive a written or an electronic letter, providing the client with detailed recommendations designed to achieve his or her stated financial goals and objectives.

In general, the financial plan will address any or all of the following areas of concern. The client and advisor will work together to select the specific areas to cover. These areas may include, but are not limited to, the following:

- **Business Planning:** We provide consulting services for clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.
- **Cash Flow and Debt Management:** We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also

recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

- **College Savings:** Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).
- **Employee Benefits Optimization:** We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.
- **Estate Planning:** This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts.

We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

- **Financial Goals Setting:** We will help clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.
- **Investment Review and Analysis:** This may involve developing an asset allocation strategy to meet clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.
- **Retirement Planning/Projections:** Our retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

- **Risk Management and Insurance Planning:** A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”).
- **Tax Planning:** Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

Financial Planning Services are offered on a Project-Based or via an Ongoing engagement.

Ongoing Financial Planning. This service involves working one-on-one with a financial planner (“planner”) over an extended period of time. Through this ongoing arrangement, Clients are expected to collaborate with the planner to develop and assist in the implementation of their financial plan (the “plan”). The planner will monitor the plan, recommend any appropriate changes and ensure the plan is up-to-date as the Client’s situation, goals, and objectives evolve.

Upon engaging the firm for financial planning, X and Y Advisors, Inc. is responsible for obtaining and analyzing all necessary qualitative and quantitative information from the Client that is essential to understanding the Client’s personal and financial circumstances; helping the Client identify, select, and prioritize certain financial goals while understanding the effect that pursuing one goal may have on other potential goals; assessing the Client’s current course of action and alternative courses of action to identify required changes that provide the best opportunity for the client to meet their financial goals; developing & presenting financial planning recommendations based on the aforementioned actions while including all information that was required to be considered in preparing the recommendations; and ongoing monitoring of the Client’s progress toward the goals and objectives that the recommendations are based around. These components all require in-depth communication with the Client in order for the planner to establish a financial plan and implementation strategy that provides the Client with the most appropriate options in pursuing their established goals and objectives.

Project-Based Financial Planning. We provide project-based financial planning services on a limited scope one-time engagement. Project-Based Financial Planning is available for Clients looking to address specific questions or issues. The Client may choose from one or more of the above topics to cover or other areas as requested and agreed to by X and Y Advisors, Inc. For Project-Based Financial Planning, the Client will be ultimately responsible for the implementation of the financial plan.

Tax Preparation Service

We provide independent tax preparation service for individuals, business and other types of organizations as needed. This service covers both Federal and state tax returns, including, but not limited to, income tax return and gift tax return. During the first meeting, our tax professional will gather general information of the client and discuss any special needs or concerns regarding his or her tax return. Clients are required to provide all their tax files, necessary personal information and a copy of the preceding year tax return. After we complete the tax return, our tax professional will go over the tax return with the client and answer his or her questions. Once the client signs the tax return, we will e-file or paper-file the tax return for the client.

Accounting Service

Our accounting services typically include bookkeeping, bank accounts reconciliation, financial statements generations and payroll processing. We will create a customized financial statement and furnish weekly, monthly, or quarterly bookkeeping services meeting individual needs. Payroll tax returns will be filed for clients subscribing payroll processing service.

Investment Management Services

We are in the business of managing individually tailored investment portfolios. Our firm provides continuous advice to a Client regarding the investment of Client funds based on the individual needs of the Client. Through personal discussions in which goals and objectives based on a Client's particular circumstances are established, we develop a Client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets. We will also review and discuss a Client's prior investment history, as well as family composition and background.

Account supervision is guided by the stated objectives of the Client (e.g., maximum capital appreciation, growth, income, or growth, and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Fees pertaining to this service are outlined in Item 5 of this brochure.

We primarily advise our Clients regarding investments in stocks, bonds, mutual funds, ETFs, U.S. government and municipal securities, and cash and cash equivalents. We may also provide advice regarding investments held in Client's portfolio at the inception of our advisory relationship and/or other investment types not listed above, at the Client's request.

When we provide investment management services, Clients grant us limited authority to buy and sell securities on a discretionary basis. More information on our trading authority is explained in Item 16 of this Brochure. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

When appropriate, we utilize the services of third-party investment advisers ("Outside Managers") to assist with the management of Client accounts. We assist Clients in selecting an appropriate allocation model, completing the Outside Manager's investor profile questionnaire, interacting with the Outside Manager and reviewing the Outside Manager. Our review process and analysis of Outside Managers is further discussed in Item 8 of this Brochure. Additionally, we will meet with the Client on a periodic basis to discuss changes in their personal or financial situation, suitability, and any new or revised restrictions to be applied to the account.

GeoWealth Management

X and Y Advisors, Inc. has selected GeoWealth Management, LLC, CRD#148222, an independent investment manager not affiliated with our firm, as a third-party investment adviser to manage certain investment assets for client portfolios. X and Y Advisors, Inc. will:

- Assist in the identification of your investment objectives.
- Recommend specific investment asset allocation strategies.
- Assist in the selection of appropriate Outside Manager and review performance and progress.
- Recommend reallocation among allocation strategies within the program.
- Recommend the hiring and firing of Outside Managers utilized by you.

Educational Seminars and Speaking Engagements

We may provide seminars on an “as announced” basis for groups seeking general advice on investments and other areas of personal finance. The content of these seminars will vary depending upon the needs of the attendees. These seminars are purely educational in nature and do not involve the sale of any investment products. Information presented will not be based on any individual’s person’s need, nor does X and Y Advisors, Inc. provide individualized investment advice to attendees during these seminars.

Business Consulting Services

Upon request, we may provide business consulting services for other companies.

Client Tailored Services and Client Imposed Restrictions

We offer the same suite of services to all of our clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client’s current situation and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Wrap Fee Programs

We do not participate in wrap fee programs.

Assets Under Management

As of December 31, 2023, X and Y Advisors, Inc. has approximately \$5,736,328 discretionary Assets Under Management.

CCR Section 260.235.2 Disclosure

For clients who receive our Financial Planning services, we must state when a conflict exists between the interests of our firm and the interests of our client. The client is under no obligation to act upon our recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through our firm.

Item 5: Fees and Compensation

Please note, unless a client has received the firm's disclosure brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the client within five (5) business days of signing the contract without incurring any advisory fees. How we are paid depends on the type of advisory service we are performing. Please review the fee and compensation information below.

Pursuant to California Code of Regulation, Section 260.235.4(c), clients are entitled to a full refund should termination of the contract occur within five (5) business days.

Project Based Financial Planning Services

Project Based Financial Planning Services will generally be offered on a fixed fee basis. The fixed fee will be agreed upon before the start of any work. The fixed fee can range between \$500 and \$10,000 based on complexity. The fixed fees take into consideration factors such as the estimated amount of time needed for the engagement, as well as the complexity of the project based on the client's needs. The fee is negotiable. If a fixed fee program is chosen, half of the fee is due at the beginning of process and the remainder is due at completion of work, however, X and Y Advisors, Inc. will not bill an amount above \$500.00 more than 6 months in advance. Fees for this service may be paid by check or electronic funds transfer via a secured payment processor in which the advisor has no access to client's payment information or check. Upon termination of any account, the fee will be prorated, and any unearned fee will be refunded to the client.

Fees for services provided under the Project Agreement may be credited toward the Comprehensive Financial Planning Services fee if Client engages X and Y Advisors, Inc for that ongoing services before one month after completion of the project work.

Tax Preparation Services

This service fee varies based on the complexity of each tax return. Please see the minimum charge below.
Individual Income Tax Return: Federal with one state - \$500 and up

Business Income Tax Return: Federal with one state - \$1,000 and up

Gift Tax Return: \$150 per recipient

Based on the complexity of each client's tax return, our tax professional will estimate the total costs after the first meeting and an engagement letter will be prepared accordingly. After the client signs the engagement letter, 50% of estimated costs is due when the client submits his or her information if the estimated costs is over \$500. Client is liable to pay the balance in full upon the completion of the return. Fees for this service may be paid by check or electronic funds transfer via a secured payment processor in which the advisor has no access to client's payment information.

Accounting Services

Bookkeeping:

Initial setup fee = \$500 per entity/book

Less than 50 transactions per month per account = \$100/month, plus \$50/month for every additional 50 transactions (Account reconciliation and financial statement generation are included)

Payroll Processing Service:

Initial setup fee = \$150, \$50/month, plus \$15/month per employee

Initial setup fee is due when the client signs the engagement letter for each type of accounting service. Monthly service fee is due on the 15th of the following month. Five business day notice is required if the client decides to terminate an accounting service. The client remains liable for all unpaid fees as described on the engagement letter. Fees for this service may be paid by check or electronic funds transfer via a secured payment processor in which the advisor has no access to client's payment information.

Fees Paid in advance: If the client terminates any services in which fees were paid in advance, fees will be prorated based on the number of days remaining in the month and the advisor will refund the client, by check, any unearned fees, and no further fees will be charged.

Comprehensive Financial Planning Services

Comprehensive Financial Planning Services fees are based on a formula that includes various factors reflecting the complexity of the Client's financial status at a rate between \$5,000 - \$18,000 per year. 30% of the first-year fee is due upon execution of the Financial Planning Agreement. The balance of the first-year fee will be paid monthly or quarterly, in advance, starting the second month or quarter. Starting from the second year, the fee will be paid in monthly or quarterly increments, in advance, at a rate based on the first-year fee or with a discount. The fee may be negotiable in certain cases. At the discretion of the Planner, the Planner may recalculate the annual fee based on the same formula.

All out-of-pocket expenses incurred in performing professional services provided that such expenses are expressly authorized by the Client. The planner is compensated solely by the above fee structure and does not receive any commissions, referral fees, or other third-party payments in connection services provided under the Financial Planning Agreement. Fees for this service may be paid by check or electronic funds transfer via a secured payment

processor in which the advisor has no access to the client's payment information. This service may be terminated with 30 days' notice. The planner does not have custody of client funds or securities or requires or solicit prepayment of more than \$500 in fees per client six months in advance. Upon termination of any account, the fee will be prorated based on the number of days remaining in the month and any unearned fee will be refunded to the client. No further fees will be charged.

Investment Management Services

Our investment management service is only available to our comprehensive financial planning client at no additional cost.

If X and Y Advisors, Inc. utilizes an Outside Manager, The Outside Manager's advisory fees, billing schedule, and payment procedures are set forth in their separate written disclosure documents, advisory agreements, and/or the account opening documents of your account Custodian. X and Y advisors, Inc. does not get paid or share any fees with the Outside Manager and we may or may not cover the Outside Manager's advisory fees for our clients at our discretion. At no point will the combined fee charged to the Client exceed 2% of assets under management.

Seminars

Seminars are offered to organizations and the public on a variety of financial topics. Fees range from free to \$5,000 per seminar or free to \$50 per participant. Half of the fees are due prior to the engagement, and the other half are to be paid the day of, no later than the conclusion of the Seminar. The fee range is based on the content, amount of research conducted, number of hours of preparation needed, and the number of attendees. In the event of inclement weather or a flight cancellation, the Speaker shall make all reasonable attempts to make alternative travel arrangements to arrive in time for the presentation. If travel proves impossible, or the event is otherwise cancelled, the Speaker's fee is waived, but the Client will still be responsible for reimbursement of any non-refundable travel expenses already incurred.

In the event that the Client decides to cancel or change the date of the event for any reason besides weather or similar unforeseen causes, the Client will still be responsible for reimbursement of any non-refundable travel expenses already incurred and will provide payment for 20% of the Speaker's fee if the cancellation occurs within 30 days of the event. In the event that the Speaker must cancel due to health or similar unforeseen circumstances, the Speaker will make all attempts to find a reasonable alternative engagement date and will absorb any incremental additional costs for obtaining alternative travel arrangements. If an alternative date cannot be obtained, the Client will not be responsible for any travel costs already incurred by the Speaker or any portion of the Speaker's fee.

Speaking Engagements

Jiyao Xu and Vivianna Zhao are public speakers. Generally, fees for his/her speaking engagements range from

free to \$5,000 plus travel expenses, depending on sponsor, date, location, and program requested. For all speeches, 50 % of the balance is due before the event and the remaining balance due at the conclusion of the event. The fee range is based on the content, amount of research conducted, number of hours of preparation needed, and the number of attendees. The content is based on topics that are currently relevant in the financial planning environment.

In the event of inclement weather or a flight cancellation, the Speaker shall make all reasonable attempts to make alternative travel arrangements to arrive in time for the presentation. If travel proves impossible, or the event is otherwise cancelled, the Speaker's fee is waived, but the Client will still be responsible for reimbursement of any non-refundable travel expenses already incurred. In the event that the Client decides to cancel or change the date of the event for any reason besides weather or similar unforeseen causes, the Client will still be responsible for reimbursement of any non-refundable travel expenses already incurred and will provide payment for 20% of the Speaker's fee if the cancellation occurs within 30 days of the event. In the event that the Speaker must cancel due to health or similar unforeseen circumstances, the Speaker will make all attempts to find a reasonable alternative engagement date and will absorb any incremental additional costs for obtaining alternative travel arrangements. If an alternative date cannot be obtained, the Client will not be responsible for any travel costs already incurred by the Speaker or any portion of the Speaker's fee.

Business Consulting Services

Business consulting services are offered at an hourly rate of \$250 per hour. The hourly rate is negotiable in certain cases, but it will be agreed upon by both parties before the start of any work. Fees are due at the completion of the work. This service may be terminated with written notice. Since fees are paid in arrears, no refund will be needed upon termination of the service. Fees for this service may be paid by check or electronic funds transfer via a secured payment processor in which the advisor has no access to client's payment information.

Other Types of Fees and Expenses

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

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

CCR Section 260.238(j) Disclosure

Please note, lower fees for comparable services may be available from other sources.

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

We do not offer or accept performance-based fees.

Item 7: Types of Clients

We provide financial planning, investment advisory, tax, and accounting services to individuals and high net-worth individuals.

We do not have a minimum account size requirement.

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

When clients have us complete an Investment Analysis (described in Item 4 of this brochure) as part of their financial plan, our primary methods of investment analysis are Modern Portfolio Theory.

Modern Portfolio Theory

The underlying principles of MPT are:

- Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return.
- Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information.
- The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities.
- Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.
- Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.

Use of Outside Managers

We may refer Clients to Third Party Investment Advisers or advisory programs (“Outside Managers”). Our analysis of Outside Managers involves the examination of the experience, expertise, investment philosophies, and past performance of the Outside Managers in an attempt to determine if that Outside Manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the Outside Manager's underlying holdings, strategies, concentrations, and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process, we survey the Outside Manager's compliance and business enterprise risks. A risk of investing with an Outside Manager who has been successful in the past is that they may not be able to replicate that success in the future. In addition, we do not control the underlying investments in an Outside Manager's portfolio. There is also a risk that an Outside Manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our Clients. Moreover, as we do not control the Outside Manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Passive Investment Management

We primarily practice passive investment management. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically index mutual funds or exchange traded funds.

Passive investment management is characterized by low portfolio expenses (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal).

In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Academic research indicates most active managers underperform the market.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques may not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations

are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Commercial Paper is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the

banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

Investment Companies Risk. When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which clients invest.

Item 9: Disciplinary Information

Criminal or Civil Actions

X and Y Advisors, Inc. and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

X and Y Advisors, Inc. and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

X and Y Advisors, Inc. and its management have not been involved in legal or disciplinary events that are material to a client's or prospective client's evaluation of X and Y Advisors, Inc. or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

No X and Y Advisors, Inc. employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No X and Y Advisors, Inc. employee is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

X and Y Advisors, Inc. also offers Accounting Services and Tax Preparation services to its clients (as explained in Item 4 and Item 5). This service is structured to provide clients with a convenient and cost-efficient solution, should they need these services. We have no material conflicts of interest with this service. This service will be provided by Vivianna Zhao, the Co-founder and CFO of X and Y Advisors, Inc. Vivianna Zhao, Jiyao Xu, and X and Y Advisors, Inc. do not have signatory authority over advisory client accounts, this is to reduce any conflict of interest with potential accounting clients of Vivianna Zhao.

X and Y Advisors, Inc. only receives compensation directly from clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

Recommendations or Selections of Other Investment Advisers

As referenced in Item 4 of this brochure, X and Y Advisors, Inc. recommends Clients to Third-Party Managers, Outside Managers, or Sub-Advisors (TAMPs) to manage their accounts. In the event that we recommend a Third-Party Manager, Outside Manager, or Sub-Advisor (TAMP), please note that we do not share in their advisory fee. We do not charge any fee in addition to their compensation (as noted in Item 5) and will be described to you prior to engagement. You are not obligated, contractually or otherwise, to use the services of any Third-Party Managers, Outside Managers, or Sub-Advisors (TAMPs) we recommend. Additionally, X and Y Advisors, Inc. will only recommend a Third-Party Manager, Outside Manager, or Sub-Advisor (TAMPs) who is properly licensed or registered as an investment adviser.

Disclosure of Material Conflicts

All material conflicts of interest under CCR Section 260.238(k) are disclosed regarding X and Y Advisors, Inc., its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of

each client. Our clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. Additionally, X and Y Advisors, Inc. requires adherence to its Insider Trading Policy, and the CFA Institute's Asset Manager Code of Professional Conduct and Code of Ethics and Standards of Professional Conduct.

Although X and Y Advisors, Inc. adheres to the CFP® Board of Standards Inc., Vivianna Zhao do not hold the CFP® designation.

Code of Ethics Description

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to clients.
- Competence - Associated persons shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential client information without the specific consent of the client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matter shall reflect credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide of copy of its Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its associates or any related person is authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of

Interest

Our firm and its “related persons” may buy or sell securities similar to, or different from, those we recommend to Clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or personal trading, our policy may require that we restrict or prohibit associates’ transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

Trading Securities At/Around the Same Time as Client’s Securities

From time to time, our firm or its “related persons” may buy or sell securities for themselves at or around the same time as Clients. We will not trade non-mutual fund/ETF securities 5 days prior to the same security for Clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker-Dealers

X and Y Advisors, Inc. does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

In recommending custodians, we have an obligation to seek the “best execution” of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the custodian’s services. The factors we consider when evaluating a custodian for best execution include, without limitation, the custodian’s:

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

- Prior service to us and our clients.

With this in consideration, our firm recommends [insert custodian], an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Although Clients may request us to use a custodian of their choosing, we generally recommend that Clients open brokerage accounts with [insert custodian]. We are not affiliated with [insert custodian]. The Client will ultimately make the final decision of the custodian to be used to hold the Client’s investments by signing the selected custodian’s account opening documentation.

1. Research and Other Soft-Dollar Benefits

We do not have any soft-dollar arrangements with custodians whereby soft-dollar credits, used to purchase products and services, are earned directly in proportion to the amount of commissions paid by a Client. However, as a result of being on their institutional platform, Charles Schwab may provide us with certain services that may benefit us.

Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our Clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our Clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. The benefits received by Advisor or its personnel do not depend on the number of brokerage transactions directed to Schwab. As part of its fiduciary duties to Clients, Advisor at all times must put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor’s choice of Schwab for custody and brokerage services. This conflict of interest is mitigated as Advisor regularly reviews the factors used to select custodians to ensure our recommendation is appropriate. Following is a more detailed description of Schwab’s support services:

1. **Services that benefit you.** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab’s services described in this paragraph generally benefit you and your account.
2. **Services that may not directly benefit you.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our Clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to Client account data (such as duplicate trade confirmations and account statements)
 - facilitate trade execution and allocate aggregated trade orders for multiple Client accounts
 - provide pricing and other market data
 - facilitate payment of our fees from our Clients' accounts
 - assist with back-office functions, recordkeeping, and Client reporting
3. **Services that generally benefit only us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:
- Educational conferences and events
 - Consulting on technology, compliance, legal, and business needs
 - Publications and conferences on practice management and business succession
4. **Your brokerage and custody costs.** For our Clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees.

2. Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

We do recommend a specific custodian for clients to use, however, clients may custody their assets at a custodian of their choice. Clients may also direct us to use a specific broker-dealer to execute transactions. By allowing clients to choose a specific custodian, we may be unable to achieve most favorable execution of client transaction and this may cost clients' money over using a lower-cost custodian.

Aggregating (Block) Trading for Multiple Client Accounts

Third-Party Managers, Outside Managers, or Sub-Advisors (TAMPs) used by X and Y Advisors, Inc. may block client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

Item 13: Review of Accounts

Client accounts with the Investment Management Service will be reviewed regularly on a quarterly basis by Jiyao Xu, Co-Founder, President and CCO. The account is reviewed with regards to the client's investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of client-imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per client's needs.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

X and Y Advisors, Inc. will not provide written reports to Investment Management Clients.

Item 14: Client Referrals and Other Compensation

X and Y Advisors, Inc. is a fee-only firm that is compensated solely by its clients. We do not receive commissions or other sales-related compensation. Except as mentioned in Item 12 above, we do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients.

We do not, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

Item 15: Custody

X and Y Advisors, Inc. does not accept custody of client funds except in the instance of withdrawing client fees.

For client accounts in which X and Y Advisors, Inc. directly debits their advisory fee:

- i. X and Y Advisors, Inc. will send a copy of its invoice to the custodian at the same time that it sends the client a copy.
- ii. The custodian will send at least quarterly statements to the client showing all disbursements for the account, including the amount of the advisory fee.
- iii. The client will provide written authorization to X and Y Advisors, Inc., permitting them to be paid directly for their accounts held by the custodian.

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

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

Item 16: Investment Discretion

For those client accounts where we provide investment management services, we maintain discretion over client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the client will execute a Limited Power of Attorney, which will grant our firm discretion over the account. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the client. Clients may limit our discretion by requesting certain restrictions on investments. However, approval of such requests are at the firm's sole discretion.

If X and Y Advisors has engaged an Outside Manager to assist with the management of Client's portfolio, X and Y Advisors, Inc. has the discretion to direct the Outside Manager to buy or sell securities for Client's portfolio without obtaining prior Client approval for each transaction

X and Y Advisors, Inc. will properly secure the client's permission prior to effecting securities transactions in client accounts managed on a non-discretionary basis pursuant to California Code of Regulation, Section 260.237.2(f)(1).

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 18: Financial Information

Registered Investment Advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.

We do not have custody of client funds or securities or require or solicit prepayment of more than \$500 in fees per client six months in advance.

Item 19: Requirements for State-Registered Advisers

Jiyao Xu

Born: 1988

Educational Background

- 2014 – Personal Financial Planning Certificate, UCLA Extension
- 2014 – Business Administration Certificate, UCLA Extension
- 2011 – Bachelor of Science in Financial Planning, Tianjin University of Finance and Economics

Business Experience

- Jan-17 – Present, X and Y Advisors, Inc., Co-Founder, President and CCO
- Jun-21 – Present, Financial Planner, Blend Financial, Inc. dba Origin Financial
- Dec-18 – Set-19, Confidence Wealth Management, Investment Advisor Representative
- Jan-16 – May-17, Self-employed, Contract Financial Planner
- Oct-14 – Dec-15, Gurman Wealth Management, Associate Financial Planner
- Jan-13 – Sep-14, UCLA Extension, Full-time education
- Sep-12 – Dec-12, Unemployed
- Oct-11 – Aug-12, KPMG Huazhen LLP, Audit Associate

Professional Designations, Licensing & Exams

FINRA Series 65 - Uniform Investment Advisor Law Examination

CFP®: The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified

Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Chartered Financial Analyst (CFA): The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. It is designed to prepare charter holders for a wide range of investment specialties that apply in every market all over the world. To earn a CFA charter, applicants study for three exams (Levels I, II, III) using an assigned curriculum. Upon passing all three exams and meeting the professional and ethical requirements, they are awarded a charter.

Other Business Activities.

Jiyao Xu is contracted out as a financial planner for Origin Financial. There is no relationship that exists between X

and Y Advisors, Inc. and Origin Financial. This arrangement may present a material conflict of interest because X and Y Advisors, Inc. might be incentivized to refer Origin's clients to X and Y Advisors, Inc.'s services. Though this is highly unlikely, X and Y Advisors, Inc. will address this conflict of interest by conducting proper due diligence on any prospective clients, and will only accept clients if X and Y Advisors, Inc.'s services are truly suitable to the client's needs.

Vivianna Zhao

Born: 1989

Educational Background

- 2014 – Taxation Certificate, UCLA Extension
- 2011 – Bachelor of Science, Accounting, San Francisco State University

Business Experience

- Jan-17 – Present, X and Y Advisors, Inc., Co-Founder, CFO and Secretary
- Mar-16 – Present, Chapman, Bird & Tessler, Inc., Tax Accountant
- Oct-14 – Feb-16, Kaufman Legal Group, Accountant-Political Account
- Jan-13 – Sep-14, UCLA Extension, Part-time education
- Feb-12 – Sep-14, Hager Accounting, Inc., Staff Accountant

Professional Designations, Licensing & Exams

FINRA Series 65 - Uniform Investment Advisor Law Examination

CPA (Certified Public Accountant): The CPA designation is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA. Eligibility to sit for the Uniform CPA Exam requires a U.S. bachelor's degree which includes a minimum number of qualifying credit hours in accounting and business administration with an additional one year of study. CPAs are required to complete 40 hours of continuing education annually in order to renew their license, and most states also require their CPAs to take an ethics course during every renewal period.

Other Business Activities.

Vivianna Zhao is not involved with outside business activities.

Performance Based Fees

X and Y Advisors, Inc. is not compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at X and Y Advisors, Inc. has ever been involved in an arbitration claim of any kind or

been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have with Issuers of Securities

X and Y Advisors, Inc., nor Jiyao Xu or Vivianna Zhao, have any relationship or arrangement with issuers of securities.

Additional Compensation

Jiyao Xu is contracted out as a financial planner for Origin Financial. Jiyao Xu receives a salary from Origin Financial for this service. Vivianna Zhao does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through X and Y Advisors, Inc.

Supervision

Jiyao Xu, as Co-Founder, Chief Executive Officer and Chief Compliance Officer of X and Y Advisors, Inc., is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

Vivianna Zhao, as Chief Financial Officer and Secretary of X and Y Advisors, Inc., is not responsible for supervision and is supervised by Jiyao Xu. She may be contacted at the phone number on this brochure supplement.

Requirements for State Registered Advisers

Jiyao Xu and Vivianna Zhao have NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

Conflicts of Interest

Pursuant to California Code of Regulations Section 260.238 (k) any material conflicts of interest regarding the investment adviser, its representatives or any of its employees are disclosed to the client prior to entering into any Advisory or Financial Planning Agreement.

Business Continuity Plan

X and Y Advisors, Inc. maintains a written Business Continuity Plan that identifies procedures related to an emergency or significant business disruptions, including death of the investment adviser or any of its representatives.

X AND Y ADVISORS, INC.

840 APOLLO STREET, SUITE 100
EL SEGUNDO, CA 90245

(323) 942-9881

Dated March 31, 2024

Form ADV Part 2B – Brochure Supplement

For

Jiyao Xu - Individual CRD# 6407113

Co-Founder, President and Chief Compliance Officer

This brochure supplement provides information about Jiyao Xu that supplements the X and Y Advisors, Inc., INC. brochure. A copy of that brochure precedes this supplement. Please contact Jiyao Xu if the X and Y Advisors, Inc. brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Jiyao Xu is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the identification number 6407113.

Item 2: Educational Background and Business Experience

Jiyao Xu

Born: 1988.

Educational Background

- 2014– Personal Financial Planning Certificate, UCLA Extension
- 2014– Business Administration Certificate, UCLA Extension
- 2011– Bachelor of Science in Financial Planning, Tianjin University of Finance and Economics
-

Business Experience

- Jan-17 – Present, X and Y Advisors, Inc., Co-Founder, President and CCO
- Jun-21 – Present, Financial Planner, Blend Financial, Inc. dba Origin Financial
- Dec-18 – Sep-19, Confidence Wealth Management, Investment Advisor Representative
- Jan-16 – May-17, Self-employed, Contract Financial Planner
- Oct-14 – Dec-15, Gurman Wealth Management, Associate Financial Planner
- Jan-13 – Sep-14, UCLA Extension, Full-time education
- Sep-12 – Dec-12, Unemployed
- Oct-11 – Aug-12, KPMG Huazhen LLP, Audit Associate

Professional Designations, Licensing & Exams

FINRA Series 65 - Uniform Investment Advisor Law Examination

CFP®: The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include

insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Chartered Financial Analyst (CFA): The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. It is designed to prepare charter holders for a wide range of investment specialties that apply in every market all over the world. To earn a CFA charter, applicants study for three exams (Levels I, II, III) using an assigned curriculum. Upon passing all three exams and meeting the professional and ethical requirements, they are awarded a charter.

Item 3: Disciplinary Information

No management person at X and Y Advisors, Inc. has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Jiyao Xu is contracted out as a financial planner for Origin Financial. There is no relationship that exists between X and Y Advisors, Inc. and Origin Financial. This arrangement may present a material conflict of interest because X and Y Advisors, Inc. might be incentivized to refer Origin’s clients to X and Y Advisors, Inc.’s services. Though this

is highly unlikely, X and Y Advisors, Inc. will address this conflict of interest by conducting proper due diligence on any prospective clients, and will only accept clients if X and Y Advisors, Inc.'s services are truly suitable to the client's needs.

Item 5: Additional Compensation

Jiyao Xu is contracted out as a financial planner for Origin Financial. Jiyao Xu receives a salary from Origin Financial for this service.

Item 6: Supervision

Jiyao Xu, as Co-Founder, Chief Executive Officer and Chief Compliance Officer of X and Y Advisors, Inc., is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

Jiyao Xu has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

X AND Y ADVISORS, INC.

840 APOLLO STREET, SUITE 100
EL SEGUNDO, CA 90245

(323) 942-9881

Dated March 31, 2024

Form ADV Part 2B – Brochure Supplement

For

Vivianna Zhao - Individual CRD# 6768281

Co-Founder, Chief Financial Officer and Secretary

This brochure supplement provides information about Vivianna Zhao that supplements the X and Y Advisors, Inc., INC. brochure. A copy of that brochure precedes this supplement. Please contact Jiyao Xu if the X and Y Advisors, Inc. brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Vivianna Zhao is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the identification number 6768281.

Item 2: Educational Background and Business Experience

Vivianna Zhao

Born: 1989

Educational Background

- 2014 – Taxation Certificate, UCLA Extension
- 2011 – Bachelor of Science, Accounting, San Francisco State University

Business Experience

- Jan-17 – Present, X and Y Advisors, Inc., Co-Founder, CFO and Secretary
- Mar-16 – Jan-20, Chapman, Bird & Tessler, Inc., Tax Accountant
- Oct-14 – Feb-16, Kaufman Legal Group, Accountant-Political Account
- Jan-13 – Sep-14, UCLA Extension, Part-time education
- Feb-12 – Sep-14, Hager Accounting, Inc., Staff Accountant

Professional Designations, Licensing & Exams

FINRA Series 65 - Uniform Investment Advisor Law Examination

CPA (Certified Public Accountant): The CPA designation is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA. Eligibility to sit for the Uniform CPA Exam requires a U.S. bachelor's degree which includes a minimum number of qualifying credit hours in accounting and business administration with an additional one year of study. CPAs are required to complete 40 hours of continuing education annually in order to renew their license, and most states also require their CPAs to take an ethics course during every renewal period.

Item 3: Disciplinary Information

No management person at X and Y Advisors, Inc. has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Vivianna Zhao is not involved with outside business activities.

Item 5: Additional Compensation

Vivianna Zhao does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through X and Y Advisors, Inc.

Item 6: Supervision

Vivianna Zhao, as Co-Founder, Chief Financial Officer and Secretary of X and Y Advisors, Inc., is not responsible for supervision and is supervised by Jiyao Xu. She may be contacted at the phone number on this brochure supplement.

Item 7: Requirements for State Registered Advisers

Vivianna Zhao has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.