

Uprise Advisers LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Uprise Advisers LLC. If you have any questions about the contents of this brochure, please contact us at (415) 562-6548 or by email at: hello@upriseadvisers.us. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Uprise Advisers LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Uprise Advisers LLC's CRD number is: 322959.

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Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: 9/29/2023

Item 2: Material Changes

Uprise Advisers LLC has updated its Form ADV Part 2A Disclosure Brochure to reflect the following change(s):

- Item 4 - Updated to add information relating to advice provided by Uprise Advisers, LLC and information relating to new Strategic Partner Program service offering.
- Item 5 - Updated to add information regarding fees relating to the Strategic Partner Program, and to add disclosures relating to fee practices.
- Item 14 - revised to provide information about the benefits received by Uprise Advisers, LLC in connection with its Strategic Partner Program.

Our previous version of Form ADV Part 2A was dated June 5, 2023.

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes	Form ADV Part 2B - Christopher Goodmacher 24
Item 2: Material Changes	
Item 3: Table of Contents	
Item 4: Advisory Business	2
Item 5: Fees and Compensation	4
Item 6: Performance-Based Fees and Side-By-Side Management	5
Item 7: Types of Clients	5
Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss	6
Item 9: Disciplinary Information	9
Item 10: Other Financial Industry Activities and Affiliations	9
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	10
Item 12: Brokerage Practices	11
Item 13: Review of Accounts	12
Item 14: Client Referrals and Other Compensation	13
Item 15: Custody	13
Item 16: Investment Discretion	13
Item 17: Voting Client Securities (Proxy Voting)	13
Item 18: Financial Information	13
Item 19: Requirements For State Registered Advisers	14
Form ADV Part 2B - Caroline Marie Petty	186
Form ADV Part 2B - Jessica Karen Chen	20
Form ADV Part 2B - Christopher Goodmacher	24

Item 4: Advisory Business

A. Description of the Advisory Firm

Uprise Advisers LLC (hereinafter “UAL”) is a Limited Liability Company organized in the State of Delaware. The firm was formed in July 2022, and the principal owner is Ontrail, Inc., doing business as Uprise (“Uprise”). Uprise is owned by Jessica K. Chen and Christopher Goodmacher, Nantha Kumar Muthusamy, and others.

B. Types of Advisory Services

1. *Financial Planning*

Generally, clients of UAL are already clients of, or users of the services of, Uprise. Uprise provides financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. Uprise does not provide financial planning advice in respect of securities allocation strategies. Financial planning, including securities allocation strategies, is offered to clients and other users of the services of Uprise through UAL.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser’s recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through the investment adviser. This statement is required by California Code of Regulations, 10 CCR Section 260.235.2.

At this time, UAL does not offer investment management services, and cannot execute the securities transactions indicated in the clients’ financial plans.

2. *Strategic Partner Program*

In addition to its financial planning described in Item 4.B.1 above, UAL also offers a Strategic Partner Program. Under this program, a company (“Strategic Partner”) will engage with UAL to offer a range of financial planning service offerings to the Strategic Partner’s clients or users (“SP Client”). UAL will enter into a written client agreement directly with the SP Client. The related financial planning fees will be paid by the Strategic Partner in accordance with a written agreement between UAL and the Strategic Partner. Generally, the Strategic Partner will have full access to any advice provided by UAL to the SP Client, including, but not limited to, any financial plans created for the SP Client. In the event that the Strategic Partner ceases participating in the Strategic Partner Program, the SP Client will have the option to enter into a separate written agreement in order to continue receiving services from UAL at the SP Client’s expense.

UAL offers SP Clients three tiers of service under a Strategic Partnership Program which are summarized below:

a. Core Offering

UAL's core offering includes financial planning advice relating to an SP Client's

- Goals / budgeting
- Credit scores / building credit
- Emergency savings
- Bank accounts
- Credit cards and Credit card debt
- Student loan debt and Other debt
- Employer benefits - e.g. tax-advantaged accounts (401k, HSA)
- Non-employer retirement accounts (e.g. IRA, Solo 401k, HSA)
- Real estate (rent vs. buy, first-time homebuyer programs)
- Buying a car (lease vs. buy, loans, etc.)
- Unemployment (unemployment benefits, COBRA vs. other health insurance, severance packages)
- Kids' college / other (529, custodial accounts)
- Estate planning considerations

b. Core Offering + Securities Allocation Strategies

This level of services includes all items in the Core Offering plus:

- Comprehensive portfolio allocation
- Consultation regarding Stock Options, Restricted Stock Units, and Employee Stock Purchase Plans

c. Core Offering + Securities Allocation Strategies + Small Business Topics

This level of services includes all items in the Core Offering + Securities Allocation Strategies plus consultation regarding:

- Estimated tax payments
- Tax deductions
- Corporate operational advisory (e.g. setting up an entity)
- Tax-advantaged accounts (solo 401k, etc.)

Services Limited to Specific Types of Investments

UAL generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), treasury inflation protected/inflation linked bonds, commodities, non-U.S. securities, venture capital funds and private placements. UAL may propose other securities as well to help diversify a portfolio when applicable.

If a client has employee stock options, phantom stock, stock appreciation rights, restricted stock units, or grants, UAL will typically include these securities products in such clients' financial plans. In addition, UAL will consider the role of clients' employers' retirement plans in client's financial plans. These may include but are not limited to Section 401(a), 401(k), or 403(b) plans.

Written Acknowledgement of Fiduciary Status

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

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

C. Client Tailored Services and Client Imposed Restrictions

UAL will tailor an investment plan for each individual client. This will include an onboarding questionnaire to get to know the client's specific needs and requirements as well as a plan to be executed by the client at the client's discretion. Subject to UAL's privacy policies, UAL may obtain client information from Uprise. UAL may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may request that the plan exclude certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent UAL from properly developing a financial plan, including securities allocation strategies, or if the restrictions would require UAL to deviate from its standard suite of services, UAL reserves the right to end the relationship.

We tailor our securities advisory services to take into account client goals and objectives, as well as preferences such as ESG. We also take into account their existing portfolio, including their employment and employer stock positions.

We note that UAL develops the financial plans, including securities allocation strategies, based on the information the client provides in the onboarding questionnaire, and on information which the client may provide to Uprise through its website. The financial plan, including securities allocation strategies, can only be tailored to the information

provided by the client. We do not guarantee that adherence to the financial plan, including securities allocation strategies, will result in the desired investment outcomes, or adherence to Uprise's more general financial plan will result in desired financial or life outcomes, due to circumstances beyond UAL's (or anyone's) control, including the risks outlined below. We do believe, however, that we maximize the likelihood of developing an appropriately tailored financial plan when we are made aware of the facts and circumstances of the client's investing, financial and life circumstances and goals.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. UAL does not participate in wrap fee programs.

E. Assets Under Management

As of September 2023, UAL does not manage any assets under management.

Item 5: Fees and Compensation

A. Fee Schedule

Lower fees for comparable services may be available from other sources. Fees charged by UAL are negotiable under certain circumstances at the sole discretion of UAL. In addition, UAL has full discretion to modify, lower, or waive its fees in their entirety in its sole discretion.

1. *Financial Planning Fees*

Fixed Fees

UAL's clients will generally have obtained a general financial plan from Uprise which does not develop a model securities portfolio, or securities allocation. UAL will develop a securities module for such general financial plan. Fixed fees for UAL financial planning services are as follows:

- Full financial plans "All-Access", including securities allocation strategies, is \$289.00 (subject to subsequent pricing increases) and includes ongoing financial planning consultation not to exceed five hours per month for one year. Clients will be charged a further \$289.00 per year for continuing consultation on each anniversary of their Financial Planning Agreement, until they terminate the Financial Planning Agreement.

Hourly Fees

If clients with the “All Access” service, including securities allocation strategies, would like financial planning consultation services in excess of five hours in any month, they may purchase additional hours of consultation on our website for \$100.00 (subject to subsequent pricing increases) for each additional hour (or part thereof) in any month. UAL may waive or reduce the fee for additional hours in our sole discretion.

Termination and Return of Fees

Clients may terminate the agreement without penalty, for full refund of UAL’s fees, within forty-five days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice. After forty-five days of signing the Financial Planning Agreement, no refunds will be given for partial contract years.

2. Strategic Partner Program Fees

UAL’s fees (“SP Fees”) under its Strategic Partner Program typically consist of a flat fee component plus a per SP Client fee, and are based on the number of SP Clients per Strategic Partner, the level of complexity of financial planning offered, the level of service provided, and the format of the integration into the Strategic Partner’s systems. The actual SP Fees charged will be set forth in the written agreement between UAL and the Strategic Partner.

SP Fees are charged under the Strategic Partner Program in arrears. UAL will invoice its Strategic Partner at the end of each calendar month and payment of SP Fees will be due within thirty (30) days of receipt of the invoice.

B. Payment of Fees

Payment of Financial Planning Fees

Financial planning fees are paid through UAL’s website, in advance of delivery of the client’s financial plan, including securities allocation strategies, and whenever a client would like to purchase additional consultation hours.

C. Client Responsibility For Third Party Fees

At this time, UAL does not offer investment services, and cannot execute the securities transactions indicated in clients’ financial plans. Clients are responsible for the execution of the plans, including securities allocation strategies, developed by UAL and for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by UAL. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

Payment for the first year of services is to be made prior to completion of a financial plan containing investment advice, and in advance in connection with additional hours of financial planning consultation. UAL collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither UAL nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

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

Item 7: Types of Clients

UAL generally provides advisory services to Individuals.

There is no account minimum for any of UAL's services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

UAL's methods of analysis include modern portfolio theory.

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

Investment Strategies

UAL recommends long term trading and short-term trading.

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

B. Material Risks Involved

Methods of Analysis

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

Investment Strategies

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

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

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

C. Risks of Specific Securities Utilized

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

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

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

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

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from

one ETF to another and losses may be magnified if no liquid market exists for the ETF's shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

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

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

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

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

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

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither UAL nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

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

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Jessica Karen Chen is the Co-Founder and CEO of Ontrail, Inc. This service is not offered to clients and therefore is not a conflict of interest.

Caroline Marie Petty is Head of Financial Planning Operations at Ontrail, Inc. This service is not offered to clients and therefore is not a conflict of interest.

Christopher Goodmacher is the Co-Founder of Ontrail, Inc. This service is not offered to clients and therefore is not a conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

UAL does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

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

B. Recommendations Involving Material Financial Interests

UAL does not recommend that clients buy or sell any security in which a related person to UAL or UAL has a material financial interest. While UAL generally recommends types or classes of securities rather than specific securities in our financial plans, this may mean that occasionally we must deliberately omit from a financial plan, including securities, a specific security in which we or a related person has a material financial interest. Because our financial plans do not typically focus on particular securities or issuers, we do not believe that this restriction inhibits our ability to provide a suitably individually tailored financial plan, including securities, to our clients.

C. Investing Personal Money in the Same Securities as Clients

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

D. Trading Securities At/Around the Same Time as Clients' Securities

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

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Generally, UAL will not be recommending particular custodians/broker-dealers. To the extent that we make a recommendation of a custodian/broker-dealer, we will base that recommendation on UAL's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent.

To the extent that such a recommendation is made, UAL will typically recommend large brokerages like Vanguard, Fidelity, Schwab, Robinhood, etc., or discount brokerages such as e-trade, TD Ameritrade, etc.

1. Research and Other Soft-Dollar Benefits

UAL does not trade client's accounts and therefore receives no research, product, or services from a broker-dealer ("soft dollar benefits").

2. Brokerage for Client Referrals

UAL receives 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

UAL does not trade client's accounts.

B. Aggregating (Block) Trading for Multiple Client Accounts

UAL does not trade clients' accounts and therefore does not have the ability to block trade purchases across accounts.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All financial planning accounts are reviewed upon financial plan creation and plan delivery by UAL financial planners. “All-Access” financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, “All-Access” clients may request additional plans or reports for the remainder of their one-year subscription, and upon each renewal. UAL will also proactively check-in with “All-Access” clients at key dates throughout the year, including but not limited to, company benefits enrollment periods and company stock vesting dates. Ongoing financial planning services are limited to “All-Access” clients.

UAL may charge an additional \$100.00 per hour (subject to increase, waiver, or partial waiver) for services in excess of five hours in any month.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

“All-Access” clients may request additional plans or consultations throughout their initial one-year subscription period and each renewal year, especially if something changes in their financial situations, including but not limited to, new employment and relocation. UAL will also proactively check-in with clients if it notices that something has changed in the clients' financial situation, and when there are major news events and/or large market movements. UAL may charge an additional \$100.00 per hour (subject to increase, waiver, or partial waiver) for services in excess of five hours in any month.

C. Content and Frequency of Regular Reports Provided to Clients

Each “All-Access” financial planning client will receive the financial plan upon completion, and periodically as updated, as discussed above.

Item 14: Client Referrals and Other Compensation

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

Through its Strategic Partner Program, UAL enters into agreements with certain third-party companies (“Companies”) under which the Companies provide their users or clients (collectively, “Users”) information and access to UAL’s financial planning services. Typically, the Companies will pay the financial planning fees on behalf of the Users and, also pay an administrative fee to UAL in connection with the program. The Users do not pay fees under this arrangement. Note that UAL does not provide cash compensation to the Companies in connection with this program. The decision about whether to accept or implement UAL’s services is at the complete discretion of the User.

B. Compensation to Non - Advisory Personnel for Client Referrals

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

Item 15: Custody

UAL does not take custody of client accounts at any time. UAL does not manage or have access to client securities portfolios. Custody of client's accounts is held primarily at the client's custodian. Clients will receive account statements from their investment advisers, custodians and other sources, and should carefully review those statements for accuracy.

Item 16: Investment Discretion

UAL does not have discretion over client accounts at any time.

Item 17: Voting Client Securities (Proxy Voting)

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

Item 18: Financial Information

A. Balance Sheet

UAL neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

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

C. Bankruptcy Petitions in Previous Ten Years

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

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

The education and business backgrounds of UAL's current management persons, Jessica Karen Chen and Caroline Marie Petty, can be found on the Form ADV Part 2B brochure supplements for those individuals.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

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

D. Material Disciplinary Disclosures for Management Persons of this Firm

There are no civil, self-regulatory organization, or arbitration proceedings to report under this section.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

See Item 10.C and 11.B.

This brochure supplement provides information about Caroline Marie Petty that supplements the Uprise Advisers LLC brochure. You should have received a copy of that brochure. Please contact Caroline Marie Petty if you did not receive Uprise Advisers LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Caroline Marie Petty is also available on the SEC's website at www.adviserinfo.sec.gov.

Uprise Advisers LLC

Form ADV Part 2B – Individual Disclosure Brochure

for

Caroline Marie Petty

Personal CRD Number: 6412517
Investment Adviser Representative

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UPDATED: 09/07/2022

Item 2: Educational Background and Business Experience

Name: Caroline Marie Petty **Born:** 1994

Educational Background and Professional Designations:

Education:

BS Finance, Florida State University - 2016

Designations:

CFP® - Certified Financial Planner

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.

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:

- i. 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
- ii. 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.

Business Background:

09/2022 - Present	Investment Adviser Representative Uprise Advisers LLC
05/2022 - Present	Head of Financial Planning Operations Ontrail, Inc.
01/2019 - 03/2022	Fund Research Manager Raymond James Financial
06/2016 - 12/2018	Internal Audit Associate Raymond James Financial

Item 3: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

Caroline Marie Petty is Head of Financial Planning Operations at Ontrail, Inc. Ontrail, Inc. owns Uprise Advisers LLC.

Item 5: Additional Compensation

Caroline Marie Petty does not receive any economic benefit from any person, company, or organization, other than Uprise Advisers LLC in exchange for providing clients advisory services through Uprise Advisers LLC.

Item 6: Supervision

As the Chief Compliance Officer of Uprise Advisers LLC, Caroline Marie Petty supervises all activities of the firm. Caroline Marie Petty's contact information is on the cover page of this disclosure document. Caroline Marie Petty adheres to applicable regulatory requirements, together with all policies and procedures outlined in the firm's code of ethics and compliance manual.

Item 7: Requirements For State Registered Advisers

This disclosure is required by state securities authorities and is provided for your use in evaluating this investment advisor representative's suitability.

- A. Caroline Marie Petty has NOT been involved in any of the events listed below.
1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;

- b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
- a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
- B. Caroline Marie Petty has NOT been the subject of a bankruptcy.

This brochure supplement provides information about Jessica Karen Chen that supplements the Uprise Advisers LLC brochure. You should have received a copy of that brochure. Please contact Jessica Karen Chen if you did not receive Uprise Advisers LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Jessica Karen Chen is also available on the SEC's website at www.adviserinfo.sec.gov.

Uprise Advisers LLC

Form ADV Part 2B – Individual Disclosure Brochure

for

Jessica Karen Chen

Personal CRD Number: 5135012
Investment Adviser Representative

Uprise Advisers LLC
548 MARKET STREET PMB 48325
SAN FRANCISCO, CA 94104
(415) 562-6548
jessica@uprise.us

UPDATED: 09/07/2022

Item 2: Educational Background and Business Experience

Name: Jessica Karen Chen **Born:** 1985

Educational Background and Professional Designations:

Education:

AB Economics, Government, Dartmouth College - 2007

Business Background:

09/2022 - Present	Investment Adviser Representative Uprise Advisers LLC
06/2020 - Present	Co-Founder and CEO Ontrail, Inc.
07/2019 - 06/2020	NA Self-employed
04/2018 - 07/2019	Head of Product

	Activehours, Inc.
07/2017 - 04/2018	Product Management Director TransferWise Singapore Private Limited
07/2015 - 07/2017	Senior Product Manager TransferWise Limited
08/2013 - 05/2015	Manager, Business Development 2 eBay, Inc.
09/2011 - 08/2013	NA Student

Item 3: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

Jessica Karen Chen is Co-Founder and CEO of Ontrail, Inc.

Item 5: Additional Compensation

Jessica Karen Chen does not receive any economic benefit from any person, company, or organization, other than Uprise Advisers LLC in exchange for providing clients advisory services through Uprise Advisers LLC.

Item 6: Supervision

As a representative of Uprise Advisers LLC, Jessica Karen Chen is supervised by Caroline Marie Petty, the firm's Chief Compliance Officer. Caroline Marie Petty is responsible for ensuring that Jessica Karen Chen adheres to all required regulations regarding the activities of an Investment Adviser Representative, as well as all policies and procedures outlined in the firm's Code of Ethics and compliance manual. The phone number for Caroline Marie Petty is (904) 716-2161.

Item 7: Requirements For State Registered Advisers

This disclosure is required by state securities authorities and is provided for your use in evaluating this investment advisor representative's suitability.

- A. Jessica Karen Chen has NOT been involved in any of the events listed below.
1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
 2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
- B. Jessica Karen Chen has NOT been the subject of a bankruptcy.

This brochure supplement provides information about Christopher Goodmacher that supplements the Uprise Advisers LLC brochure. You should have received a copy of that brochure. Please contact Christopher Goodmacher if you did not receive Uprise Advisers LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Christopher Goodmacher is also available on the SEC's website at www.adviserinfo.sec.gov.

Uprise Advisers LLC
Form ADV Part 2B – Individual Disclosure
Brochure

for

Christopher Goodmacher

Personal CRD Number: 7614989

Investment Adviser Representative

Uprise Advisers LLC

548 Market Street PMB 48325
San Francisco, CA 94104
(408) 914-8210
chris@uprise.us

UPDATED: 12/13/2022

Item 2: Educational Background and Business Experience

Name: Christopher Goodmacher **Born:** 1982

Educational Background and Professional Designations:

Education:

MSc Financial Economics, University of Oxford - 2006

MSc Philosophy, Policy & Social Value, London School of Economics -

2005 BA History and English, Dartmouth College - 2004

Business Background:

12/2022 - Present Investment Adviser Representative
Uprise Advisers LLC

03/2021 - Present Co-Founder
Uprise

01/2013 - 03/2021 Product Manager
Justworks

10/2012 - 01/2013 NA
Student

Item 3: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

Christopher Goodmacher is selling Ebooks about college admissions online.

Item 5: Additional Compensation

Christopher Goodmacher does not receive any economic benefit from any person, company, or organization, other than Uprise Advisers LLC in exchange for providing clients advisory services through Uprise Advisers LLC.

Item 6: Supervision

As a representative of Uprise Advisers LLC, Christopher Goodmacher is supervised by Caroline Marie Petty, the firm's Chief Compliance Officer. Caroline Marie Petty is responsible for ensuring that Christopher Goodmacher adheres to all required regulations regarding the activities of an Investment Adviser Representative, as well as all policies and procedures outlined in the firm's Code of Ethics and compliance manual. The phone number for Caroline Marie Petty is (904) 716-2161.

Item 7: Requirements For State Registered Advisers

This disclosure is required by state securities authorities and is provided for your use in evaluating this investment advisor representative's suitability.

- A. Christopher Goodmacher has NOT been involved in any of the events listed below.
1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
 2. An award or otherwise being found liable in a civil, self-regulatory organization, or

administrative proceeding involving any of the following:

- a) an investment or an investment-related business or activity;
- b) fraud, false statement(s), or omissions;
- c) theft, embezzlement, or other wrongful taking of property;
- d) bribery, forgery, counterfeiting, or extortion; or
- e) dishonest, unfair, or unethical practices.

B. Christopher Goodmacher has NOT been the subject of a bankruptcy.