

Item 1. Introduction

Rain Capital Management, LLC ("Rain Capital" "we" "us" and "Advisor") is an Oregon limited liability company registered as an investment advisor under the laws of the Securities and Exchange Commission. Brokerage and investment advisory services and fees differ and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs), which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2. Relationships and Services

What investment services and advice can you provide me?

We provide investment advisory and financial planning services to you for a fee based on the value of your account. We review investments across all individual retirement accounts, taxable accounts, and employee retirement accounts. After assets are invested, we help you monitor your investments and provide advice related to ongoing financial and investment needs. Our investment recommendations include mutual funds, individual bonds, and exchange-listed equity securities. For certain Clients that meet suitability requirements, we may recommend alternative investments, including private equity funds. If you hold other types of investments, we will advise you on those investments as well. You may impose restrictions on investing in certain securities or types of securities, which we consider when preparing your investment strategy. We also require a minimum account size of \$1 million, with exceptions at our sole discretion.

Our advice and services are tailored to your unique objectives. We formulate an Investment Objective after discussing with you your risk tolerance, time horizon, and projected future liquidity needs, current holdings, tax considerations, personal market views and other factors. This guides us in objectively formulating suitable investment and financial recommendations. Accounts are reviewed on an ongoing basis, with account performance reviewed at least monthly. We communicate performance vs. that Investment Objective Benchmark on a quarterly basis. We will meet with you as needed to review portfolio performance, discuss current issues, and re-assess goals and investments plans. The frequency of reviews depends on your objectives and changes in circumstances. Your input, involvement and decision-making are critical parts of the financial planning process and implementation of investment decisions.

Our advisory services are offered on a discretionary basis, which allows us to execute investment recommendations in accordance with your objectives without your prior approval of each specific transaction. Under this authority, you allow us to purchase and sell securities and instruments in your account(s), arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and act on your behalf in matters necessary or incidental to the handling of the account, including monitoring certain assets. You may provide guidance and restrictions on our discretion through ongoing conversation.

Conversation Starter: We encourage you to ask our financial professionals these key questions about our investment services and accounts:

- (i) *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- (ii) *How will you choose investments to recommend to me?*
- (iii) *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

Item 3. Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

We provide investment advisory services for a fee based on a percentage of assets under management and fixed fees. Financial Planning work is included our fee structure. We are compensated solely by our clients and do not receive compensation or commissions from any other parties. We believe this method of compensation minimizes the conflicts-of-interest that are prevalent in the investment management industry. Our fee is provided in your Investment Advisory Agreement based upon a tiered schedule from 1.0% to 0.60%, and a negotiable flat fee for accounts over \$10 million. The fee is calculated quarterly, in arrears, and will be equal to the respective percentage per annum based on the market value of your account(s) on the last trading day of the previous quarter. The more assets you have in the advisory account, including cash, the more you will pay us. We therefore have an incentive to increase the assets in your account in order to increase our fees. You pay our fee quarterly regardless of whether we buy or sell securities within that quarter.

You will also pay transaction costs and other charges directly to your account custodian. In addition to our fee, you may be required to pay a proportionate share of any mutual fund's fees and charges. For example, mutual fund operating expenses are paid out of the fund and are an additional expense incurred by the Client. In addition, as we

will on occasion utilize Separate Accounts or Limited Partnerships, management fees for such structures are paid directly to the manager and are separate from our fees.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Conversation Starter: We encourage you to ask us any questions you may have regarding our fees or how cost from third parties such as custodians or mutual funds affect your account. For example, start a conversation by asking, *“Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?”*

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

Example 1: Your account value goes up, and while the management fee percentage may stay the same, the total compensation you pay us goes up proportionately. Example 2: Your account value goes down, but you still must pay a management fee proportional to your assets under management.

Perceived or actual conflicts of interest may arise due to our recommendations that Clients maintain their assets in accounts with a certain third-party custodian (i.e. a broker-dealer or bank) that provides products and services to our firm. In recommending a broker-dealer we will comply with our fiduciary duty to obtain best execution and have established and disclose to Clients our restrictions to ensure its fiduciary responsibilities. We generally recommend that Clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co. Inc. (“Schwab”) so long as Schwab continues to meet the fiduciary criteria. We work primarily with Schwab for administrative convenience and also because Schwab offers a good value to our Clients for the transaction costs and other costs incurred.

Additional Information: More detailed information, including fee schedules, conflicts of interest, and other disclosures are found in our ADV Part 2A Firm Brochure, which is available at: <https://adviserinfo.sec.gov/>.

Conversation Starter: If you have any questions regarding conflicts of interests, please feel free to ask us. You can begin a conversation by asking, *“How might your conflicts of interest affect me, and how will you address them?”*

How do your financial professionals make money?

We are a fee-only registered investment advisor, which means our only form of compensation is from investment management fees paid directly from our Clients. We do not earn any commissions or any other payments from anyone else. Our financial professionals, as owners of the firm, are compensated based upon the success of the firm as a whole.

Item 4. Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

No. We have no legal or disciplinary actions in our history as a registered investment advisor. Regardless, we encourage you to visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research any of our financial professionals.

Conversation Starter: In addition, feel free to ask: *“As a financial professional, do you have any disciplinary history? For what type of conduct?”*

Item 5. Additional Information

You can find additional information regarding Rain Capital Management, LLC and receive a copy of this Client Relationship Summary by visiting our website at www.raincapital.com or by contacting David Reichle, Chief Compliance Officer, at (503) 822-1700.

We are always available to answer any of your questions.

Conversation Starter: If you do have any concerns, please let us know by asking the following questions: *“Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?”*

Summary of Changes

Since the version dated March 31, 2022, in Item 3 we updated our fee schedule for new clients. Because this fee schedule only applies to new clients, the AUM fee schedule for existing clients remains unchanged.