

## INTRODUCTION

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Our firm, Upstream Life Wealth Management, LLC. (“Upstream” or the “Firm”) is an investment advisor registered with 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 [www.investor.gov/CRS](http://www.investor.gov/CRS), which also provides educational materials about investment advisors, broker-dealers, and investing.

## WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

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We offer investment advisory services to retail investors in the form of asset management and financial planning.

**Investment Management:** Investment Management Services involve Upstream acting in an outsourced Chief Investment Officer (CIO) capacity for other Registered Investment Firms (RIAs) or in relation to any third-party agreement with a financial institution, pension, or private fund. These clients have a pool of funds or group of individual accounts managed by Upstream. Unless specifically requested and agreed to by both parties, Investment Management Services require Upstream to have discretionary control of the investment account(s).

**Wealth Management:** We primarily manage accounts on a discretionary basis. Discretionary management means that after you sign an agreement with our firm, we are allowed to buy and sell investments in your account without asking you in advance. Any limitations on our discretionary authority will be described in the signed advisory agreement. We will have discretion until the advisory agreement is terminated. Certain advisors of the firm may manage accounts on a non-discretionary basis. Non-discretionary management means we will contact you before a trading decision is implemented. We may delegate management of your account to one or more subadvisors. Our firm does not impose requirements for opening and maintaining accounts or otherwise engaging us. We will review your accounts at least annually.

**Financial Consulting:** We provide our clients with financial advice or analysis related to a specific client objective or situation, as defined and agreed upon by the client and Upstream in advance. This may be related to retirement planning, home purchases, buying or selling a business or developing a savings plan.

*Additional information about our advisory services is located in Item 4 of our Firm Brochure which is available online at <https://adviserinfo.sec.gov/firm/summary/329135>.*

### Conversation Starters:

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

## WHAT FEES WILL I PAY?

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**Investment Management:** Clients pay an annual fee in advance on a quarterly basis between 0.5% and 1.0%, depending on the total assets under management with Upstream. The fee is based on the fair market value of the assets under management as of the close of business on the last day of the previous quarter.

**Wealth Management:** Clients pay an annual advisory fee in advance on a quarterly basis between 0.5% and 1.0%, depending on the total amount of assets under management with Upstream. The investment management fee charged is subject to negotiation with each client based on the client's characteristics and may differ from client to client. Lower fees for investment management services may be available from other sources.

**Financial Consulting** Financial Consulting Fees are charged either on a flat, fixed fee basis or at an hourly rate. The negotiable hourly fees are agreed upon in advance of the work. Upstream may negotiate or waive financial consulting fees in certain situations, such as for clients who also hire Upstream for its Wealth Management Services.

**Other Fees:** The advisory fees and transaction charges do not cover charges imposed by third parties for investments held in the account, such as contingent deferred sales charges or 12(b)-1 trails on mutual funds. In addition, each mutual fund or third-party investment manager charges asset management fees, which are separate from, and in addition to, the Firm's advisory fees. The fees charged by such funds or managers are disclosed in each fund's prospectus or Manager's ADV Part 2A. Third parties may require a minimum advisory fee or quarterly maintenance fee that will be detailed in the applicable Investment Management Agreement, which are separate from, and in addition to the Firm's advisory fees. Potentia RIA, LLC's advisory fee also does not cover fees and charges in connection with debit balances; margin interest; odd-lot differentials; IRA fees; transfer taxes; exchange fees; wire transfers; extensions; non-sufficient funds; mailgrams; legal transfers; bank wires; postage; costs associated with exchanging foreign currencies; and SEC fees or other fees or taxes required by law. In certain cases, we may select third party asset managers to manage your account. If selected, they will charge you an additional management fee, which will be outlined in their separate advisory agreement.

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.

*Additional information about our fees is located in Item 5 of our Firm Brochure, which is available online at <https://adviserinfo.sec.gov/firm/summary/329135>.*

**Conversation Starters:**

*Help me understand how these fees and costs may 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 ADVISOR? 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:

1. Upstream is owned in part by a life insurance company, Upstream Life Security Company which itself is owned by individuals who work for Upstream. This may create a conflict because these employees would benefit from recommendations made to Upstream clients related to insurance.
2. Upstream offers Financial Consulting services to clients. Recommendations made as a result of providing this service may benefit Upstream, if Upstream recommends that the client hire Upstream for Wealth Management or Investment Management Services.

**Conversation Starters:**

*How might your conflicts of interest affect me, and how will you address them?*

*Additional information about our conflicts of interest is located in Item 10 and 12 of our Firm Brochure, which is available online at <https://adviserinfo.sec.gov/firm/summary/329135>.*

**HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?**

Our financial professionals are compensated based on the revenue our firm earns from their advisory services or recommendations, the amount of client assets they service, and the time and complexity required to meet a client's needs.

**DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?**

Yes. Visit [Investor.gov/CRS](https://Investor.gov/CRS) for a free and simple search tool to research Potentia and our financial professionals.

**Conversation Starters:**

*As a financial professional, do you have any disciplinary history? For what type of conduct?*

**ADDITIONAL INFORMATION**

You can find additional information about our firm's investment advisory services on the SEC's website at [www.adviserinfo.sec.gov](https://www.adviserinfo.sec.gov) by searching CRD #330469. You may also contact our firm at (408) 288-7886 to request a copy of this relationship summary and other up-to-date information.

**Conversation Starters:**

*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?*