

Form ADV Part 3: Relationship Summary Up Capital Management, Inc.

Introduction

Up Capital Management, Inc. is an investment adviser registered with the U.S. Securities and Exchange Commission. We offer our clients investment advisory services. Clients should understand that the services we provide and fees we charge are different than those of a broker-dealer, and that it is important to understand the difference between the two. Free and simple tools are available to research firms and financial professional at <https://www.investor.gov/CRS>, which also provides educational materials about investment advisers, broker-dealers and investing.

What Investment Services and Advice Can You Provide Me?

Description of Services: Up Capital Management offers the following investment advisory services to retail investors.

Asset Management Services: We provide asset management services which involves us managing and trading your designated account(s). We will discuss your investment goals and design a strategy to try and achieve your investment goals. We will continuously monitor your account when providing asset management services and contact you at least annually to discuss your portfolio. For more information, please see **Item 4** of our **Form ADV Part 2A**. When engaging us for asset management services, you can choose whether you'd like us to provide services on a **discretionary** basis (we will have the authority to determine the type and amount of securities to be bought or sold in your account) or a **non-discretionary basis** (we will have to confirm any trades in your account with you before we place them). For more information about investment authority, please see **Item 16** of our **Form ADV Part 2A**.

Financial Planning & Consulting Services: We also provide financial planning and consulting services. Financial planning services involve us creating a written financial plan for you which covers mutually agreed upon topics. Financial consulting is used when a written financial plan isn't needed. It involves one time and/or ongoing meetings to discuss your financial situation. Please see **Item 4** of our **Form ADV Part 2A**.

Retirement Plan Advisement Services: We offer ongoing advisement consultations to participants in retirement plans (401(k) plans, profit sharing plans, etc.). These services do not constitute asset management services for your retirement plan account; we do not have investment discretion or trading authority over your retirement plan account. You determine whether or not to implement our advice, and it is your responsibility to implement any trades in your retirement plan account. Please see **Item 4** of our **Form ADV Part 2A**.

Limited Investment Offerings: We do not primarily recommend one type of security to clients. Instead, we recommend investment portfolios designed to be suitable for each client relative to that client's specific circumstances and needs. However, we are limited in investment selection in that we can only invest your account in securities which are available on your custodian/broker-dealer's platform. We will make recommendations and provide advice on our proprietary investment products.

Account & Fee Minimums: We require a minimum of \$100,000 in order to open an account managed by us. To reach this account minimum, you can aggregate all household accounts. We don't have a minimum for financial planning.

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 these qualifications mean?*

What Fees Will I Pay?

Description of Principal Fees & Costs: Fees for our Asset Management Services are charged based on a percentage of assets under management, billed in advance on either a quarterly or monthly basis, and calculated based on the fair market value of the average daily balance of the previous billing period. The annual fee for asset management services will be between 0.50% and 2.00%. Because our fee is based upon the value of your account we have an incentive to recommend that you increase the level of assets in your account. When engaging us for asset management services, you will also incur other fees and expenses. The broker-dealer/custodian on your account will charge you transaction fees for executing trades in your account. You will also be charged internal fees and expenses by the funds we invest in within your account.

Some of our Asset Management Services clients receive financial planning for no additional fee. Otherwise, *Financial Planning Services* are provided under an hourly fee arrangement, that can range between \$250 and \$400 per hour, or on a fixed fee basis of up to \$20,000. We can require a mutually agreed upon retainer of up to ½ of the quoted fee to be paid in advance. Unpaid fees are due immediately upon completion of the financial planning project.

Retirement Plan Advisement Services are charged either a fixed fee or as a percentage of the assets under advisement, billed quarterly in arrears. At our discretion, we can also elect to waive the fees for advisement consultations. Fixed fees generally do not exceed \$7,500 per year while percentage fees generally do not exceed 1.50% per year. Percentage fees are calculated based on the value of your retirement account on the last day of the current quarter.

Additional Information: 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. For more information about the fees we charge and the other fees and expenses you will incur, please see *Item 5 of Form ADV Part 2A*.

Conversation Starters: *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?

Standard of Conduct: 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) When we provide asset management services, we will ask that you establish an account with either LPL or Charles Schwab & Company, Inc. to maintain custody of your assets and to effect trades for your account. Our recommendation is not based solely on your interest of receiving the best execution possible. We also recommend them because they provide us with research, products and tools that help us manage and further develop our business operations. See *Item 12* of our *Form ADV Part 2A*. (2) We receive expense reimbursement for advertising and marketing expenses from distributors of investment products which creates an incentive to recommend products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. See *Item 14* of *Form ADV Part 2A*. (3) Recommending that you invest in offerings through Harris Bay is a conflict of interest due to Anton Bayer's affiliation with that entity. See *Item 11* of *Form ADV Part 2A*.

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

Additional Information: For more information about our conflicts of interests and the ways we are compensated, please see *Item 5* and *Item 10* of our *Form ADV Part 2A*.

How Do Your Financial Professionals Make Money?

Description of Salary/Payment of IARs: We compensate our investment adviser representatives with a flat salary not dependent on the level of revenue they generate for the firm.

Do You or Your Financial Professionals Have Legal or Disciplinary History?

No. Neither us, nor our investment adviser representatives have a legal or disciplinary history to report. You can look up more information about us and our investment adviser representatives at <https://www.investor.gov/CRS>.

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

Additional Information About Up Capital Management

Additional information about us and a copy of this relationship summary are available on the Internet at <https://www.upcapitalmgmt.com/>. You can also find our disclosure brochures and other information about us at <https://adviserinfo.sec.gov/firm/summary/164692>. If you have any questions or want an up-to-date copy of this relationship summary, we can be reached by phone at (916) 520-6420.

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?*

Amended Form ADV Part 3: *Relationship Summary*

Up Capital Management, Inc. Summary of Material Changes Exhibit

June 2024

This is a Summary of Material Changes to our Form ADV Part 3, which describes the material changes since our Form ADV Part 3 was last filed in June 2020. Changes to our Form ADV Part 3 are as follows:

- We changed the following to reflect the increase in our maximum fee, which used to be 1.00%, for Retirement Plan Advisement Services.
 - Retirement Plan Advisement Services are charged either a fixed fee or as a percentage of the assets under advisement, billed quarterly in arrears. At our discretion, we can also elect to waive the fees for advisement consultations. Fixed fees generally do not exceed \$7,500 per year while percentage fees generally do not exceed 1.50% per year. Percentage fees are calculated based on the value of your retirement account on the last day of the current quarter.
- In November 2019, TD Ameritrade, Inc. and Charles Schwab & Company, Inc. announced they had entered into a definitive agreement for Charles Schwab & Company, Inc. to acquire TD Ameritrade in all-stock transaction. As a result of that acquisition, accounts previously held at TD Ameritrade are now Charles Schwab & Company, Inc. accounts. Subsequently, we updated page two of this relationship summary to remove the reference to TD Ameritrade and replace it with Schwab.
- We also removed “insurance” from the following section on page two:
 - (2) We receive expense reimbursement for advertising and marketing expenses from distributors of investment and/or insurance products which creates an incentive to recommend products and investments based on the receipt of this compensation instead of what is in the best interest of our clients. See **Item 14 of Form ADV Part 2A**.