

Item 1: Cover Page

Rising Financial, LLC

Form ADV Part 2A – Firm Brochure

(612) 315-9151

Dated February 27, 2023

This Brochure provides information about the qualifications and business practices of Rising Financial, LLC, "Rising Financial". If you have any questions about the contents of this Brochure, please contact us at (612) 315- 9151. 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.

Rising Financial, LLC is registered as an Investment Adviser with the State of Minnesota. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Rising Financial is available on the SEC's website at www.adviserinfo.sec.gov, which can be found using the firm's identification number, 322105.



Item 2: Material Changes

Since becoming approved in October 2022, the following changes have been made to this version of the Disclosure Brochure:

- The firm is no longer offering custodial services through SEI or TD Ameritrade.
- The firm now offers custodial services through Alrusit Financial, LLC. See Item 12 for further information.
- The firm updated fees. See Item 5 for further information.
- The firm added a minimum fee for Comprehensive Financial Planning & Investment Management Services. See Item 7 for further 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. Either 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 Rising Financial, LLC.

At any time, you may view the current Disclosure Brochure online 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 322105.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (612) 315- 9151.



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Item 4: Advisory Business

Description of Advisory Firm

Rising Financial, LLC is approved as a registered Investment Adviser with the State of Minnesota as of October, 2022. We were founded in April, 2022. Amber Miller is the principal owner of Rising Financial. Rising Financial reports \$15,525 in discretionary and \$0 in non-discretionary Assets Under Management. Assets Under Management were calculated as of December 31, 2022.

Types of Advisory Services

Comprehensive Financial Planning and Investment Management Services

We are in the business of managing individually tailored investment portfolios and developing comprehensive financial plans. 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 in alignment with sustainable investing practices and create and manage a portfolio based on that policy and allocation targets. This service involves working one-on-one with a planner over an extended period of time. By paying a fixed quarterly or annual fee, Clients get to work with a planner who will work with them to develop and implement their plan. We will also review and discuss a Client's prior investment history, as well as family composition and background. The Client and advisor will work together to select specific areas to cover. These areas are packaged into the following programs:

The first and second tiers encompasses the following services:

- **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.

- **Financial Goals:** 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.
- **Insurance:** Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.
- **Investment 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.
- **Risk Management:** 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. 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 Strategies:** 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 the consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We will participate in meetings or phone calls between you and your tax professional with your approval.

- **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.

- Retirement Planning: 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.

- Insurance: Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile.

For all business owners we provide business planning services in addition to all of the services described above.

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.

Account supervision is guided by "ESG" practices and/or 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.

Project Based Financial Planning Services

We provide project based financial planning services on topics such as retirement planning, risk management, college savings, cash flow, debt management, work benefits, and estate and incapacity planning.

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 report, providing the Client with a detailed financial plan designed to achieve his or her stated



financial goals and objectives. The Client and advisor will work together to select specific areas to cover.

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 (income, tax levels, and risk tolerance levels) and is used to construct a Client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Rising Financial also provides portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the "Program" and "SWIA," respectively). Through the Program, we offer clients a range of investment allocation models we have constructed and manage, each consisting of a portfolio of exchange traded funds ("ETFs") and a cash allocation. The client may instruct us to exclude up to three ETFs from their portfolio. The client's portfolio is held in a brokerage account opened, with our assistance, by the client at SWIA's affiliate, Charles Schwab & Co., Inc. ("CS&Co").

Personal Choice Financial Advisors, LLC is independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, CS&Co or their affiliates (together, "Schwab"). The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the "Program Disclosure Brochure"), which is delivered to clients by Schwab during the online enrollment process.

Rising Financial and not Schwab, is the client's investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the investment allocation model for the client, choosing a suitable investment strategy and portfolio for the client's investment needs and goals, and managing that portfolio on an ongoing basis. Schwab's role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

We have contracted with Schwab to provide us with the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the "System"). The System includes an online questionnaire that helps us determine the client's investment objectives and risk tolerance and select an appropriate investment strategy and portfolio.

Clients should note that we will recommend a portfolio via the System in response to the client's answers to the online questionnaire. The client may then indicate an interest in a portfolio that is more or less conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and so elects).

We do not receive a portion of a wrap fee for our services to clients through the Program. Clients



do not pay fees to Schwab in connection with the Program, [but we charge clients a fee for our services as described below under the Fees and Compensation section below.

Wrap Fee Programs

We do not participate in wrap fee programs.

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.

Comprehensive Financial Planning and Investment Management Fees

We provide services as described in Item 4 on a fee-only basis. We charge a combined annual fee for these services based on a percentage of the client's adjusted gross income, a percentage of the client's personal net worth, and a complexity percentage based on the client's ownership percentage of any small business, rental property, and farmland.

The formula for computing the comprehensive financial planning and investment management fee is as follows:

$$\text{Total Annual Fee} = \text{Adjusted Gross Income Fee}^* + \text{Personal Net Worth Fee}^* + \text{Complexity Based Fee}^*$$

**Component fees are calculated based on the following tiered schedule:*

Adjusted Gross Income	Calculated Fee
\$0 - \$349,999	1.00%
\$350,000 - \$749,000	0.90%
\$750,000 - \$999,999	0.80%
\$1,000,000 +	0.70%

Personal Net Worth (excludes business assets, debts, rental property, farmland)	Calculated Fee
\$0 - \$999,999	0.50%
\$1,000,000 - 1,999,999	0.40%
\$2,000,000 - \$4,999,999	0.30%



\$5,000,000 - \$9,999,999	0.20%
\$10,000,000 +	0.15%

Complexity based on Small Business, Rental Property, and Farmland Ownership	Calculated Fee
\$0 - \$3,999,999	0.150%
\$4,000,000 - \$9,999,999	0.100%
\$10,000,000 - \$49,000,000	0.050%
\$50,000,000 +	0.025%

Comprehensive Financial Planning and Investment Management Services consist of an ongoing fee that may be paid in advance on a monthly (annual fee divided by 12), quarterly (annual fee divided by 4), or annual basis. If the Client chooses to pay annual fees in advance, the Client will receive a 5% discount off of the total annual fee. All fee calculations are rounded to the nearest \$100.

Fees are determined based on information that is provided by the client or prospective client during initial meetings and conversations. Typical documentation may include a balance sheet, bank/investment statements, tax statements/returns, and credit reports. If information is discovered during the relationship that would cause the fee to have been materially inaccurate, Rising Financial reserves the right to revisit the fee. Fees are negotiable at Rising Financials' discretion. Fees for this service may be paid by electronic funds transfer, check or directly from investment accounts.

This service may be terminated with 30 days' notice. No client funds will be requested more than 6 months in advance. Upon termination of any agreement, the fee will be prorated and any unearned fee will be refunded to the Client.

Client example and the associated fees are below:

	AGI portion	PNW portion	Complexity portion	Calculated Fee/year	Total/Fee/year (rounded to nearest \$100)
Example	\$4,625	\$8,000	\$3,375	\$16,000	\$16,000

Example: Mid-Career Accumulator who recently started saving for college for 3 kids, selling first house and buying second, wife owns a portion of her family's farmland in northern Minnesota with her 2 brothers.

- AGI - \$475,000
- PNW - \$1,750,000
 - Investable Assets Today: \$1,250,000
- Complexity (Farmland) - \$2,250,000



- Total Fee: \$16,000/year
 - Fee as percentage of Investable Assets (AUM): 1.28%
 - Fee as percentage of Income: 3.37%
 - Fee as percentage of PNW: 0.91%

Project Based Financial Planning Fixed Fee

Financial Planning will also be offered on a fixed fee basis. The fixed fee will be agreed upon before the start of any work. The fixed fee consists of a base fee of \$3,300 and an ongoing fee of \$300 per year. The fee is negotiable. If a fixed fee program is chosen, half of the base fee is due at the beginning of the process and the remainder is due upon completion of work, however, Rising Financial will not bill an amount above \$500.00 more than 6 months in advance. For any work that goes above and beyond the scope of work outlined in Item 4, additional time will be billed at \$300 per hour.

Fees for this service may be paid by electronic funds transfer or check. In the event of early termination any prepaid but unearned fees will be refunded to the Client and any completed deliverables of the project will be provided to the Client and no further fees will be charged.

A la Carte Hourly Fee

Existing clients requesting additional financial planning and investment services that exceed the service offerings listed in Item 4 may request a one-on-one hourly session. Hourly sessions are charged at the rate of \$300 per hour billed in 30 minute increments. Fees are billed in arrears with the total hourly fee due at the time of invoice distribution. Fees for this service may be paid by electronic transfer or check.

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.



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

We do not offer performance-based fees and do not engage in side-by-side management.

Item 7: Types of Clients

We provide financial planning and portfolio management services to individuals and high net-worth individuals. Our minimum fee for Comprehensive Financial Planning and Investment Management Fees is \$4,200 per year, which may be waived at the discretion of Rising Financial.

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 method of investment analysis is 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.

Passive Investment Management

We primarily practice passive investment management. Passive investing involves building portfolios that are composed of various distinct asset classes. The asset classes are weighted in a manner to achieve the 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.

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.

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 factors such 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.

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. 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 de-listed 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 the Clients invest.

Mutual Funds/Index Funds 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).

Item 9: Disciplinary Information

Criminal or Civil Actions

Rising Financial and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Rising Financial and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Rising Financial 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 Rising Financial or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

No Rising Financial employee is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No Rising Financial employee is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

Rising Financial does not have any related parties. As a result, we do not have a relationship with any related parties.

Rising Financial 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.

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.

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 matters shall reflect the 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 a 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 securities 5 days prior to the



same security for Clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker-Dealers

Rising Financial, LLC does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

1. Research and Other Soft-Dollar Benefits

We currently do not receive soft dollar benefits.

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 choose to utilize another custodian to implement investment recommendations. In this case, Financial Rising will not participate in transacting these trades. By allowing Clients to choose a specific custodian, we may be unable to achieve the most favorable execution of Client transaction and this may cost Clients money over using a lower-cost custodian.

The Custodian and Brokers We Use (Altruist)

Rising Financial offers investment advisory services through the custodial platform offered by Altruist Financial LLC and its current clearing firm, Apex Clearing Corporation (each unaffiliated SEC-registered broker dealers and FINRA/SIPC members), including by virtue of no commissions on orders executed through them, fully digital account opening process, the variety of available investments, and integration with software tools that can benefit Rising Financial and its clients.

The Custodian and Brokers We Use (Schwab)

Rising Financial Schwab Intelligent Portfolios™ Program Rising Financial may also utilize for certain lower asset balance clients the Institutional Intelligent Portfolios™ Program platform sponsored by Schwab Wealth Investment Advisory, Inc. (the "Program" and "SWIA," respectively). SWIA is an unaffiliated SEC registered third party service provider which offers an electronic algorithms platform which ensures client portfolios are aligned with the client's investment objective and risk tolerance via model portfolios. Under this automated investment advisory program, trading and rebalancing is determined via an algorithm based on model portfolios created by Rising Financial, with cash flows and dividends used to keep the portfolio in balance. Also referred to as "robo-advisory services", SWIA provides Rising Financial with the technology platform to automate the management of portfolios of ETFs and mutual fund securities, provides sub-advisory services and acts in a discretionary capacity to the client's account. Any clients that use the Program will receive



the SWIA Program Disclosure Brochure ("Program Disclosure Brochure") from SWIA which includes a more detailed description and additional information.

Rising Financial may also participate in the Schwab Advisor Services (SAS) services program offered to independent investment advisors by Charles Schwab & Company, Inc., ("Schwab") Schwab and is an unaffiliated SEC-registered broker dealers and FINRA/SIPC member broker dealers. Each offer to independent advisors, services which include custody of securities, trade execution, clearance and settlement transactions. For clients participating in the Schwab Intelligent Portfolios™ Program, clients will utilize the brokerage services of Charles Schwab & Co., Inc. ("CS &Co") offered to independent investment advisors. CS&Co is also FINRA member and member of SIPC Aggregating (Block) Trading for Multiple Client Accounts.

Aggregating (Block) Trading for Multiple Client Accounts

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13: Review of Accounts

Client accounts with the Investment Management Service will be reviewed regularly on a quarterly basis by Amber Miller, Owner 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 custodian(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.

Rising Financial will provide written reports to Investment Advisory Clients on a quarterly basis. We urge Clients to compare these reports against the account statements they receive from their custodian.

Item 14: Client Referrals and Other Compensation

We do not receive any economic benefit, directly or indirectly, from any third party for advice



rendered to our Clients. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

Item 15: Custody

Rising Financial does not accept custody of Client funds except in the instance of withdrawing Client fees. For Client accounts in which Rising Financial directly debits their advisory fee:

- i. Rising Financial 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 Rising Financial, 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.

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

Amber Miller

Born: 1980

Educational Background

- 2002 - Bachelor of Arts, University of Iowa
- 2006 - Bachelor of Fine Arts, Illinois Institute of Art

Business Experience

- 04/2022 – Present, Rising Financial, LLC, Owner and CCO
- 02/2015 – 05/2022, The Planning Center, Inc., Investment Adviser Representative

Professional Designations, Licensing & Exams

Amber Miller is a licensed CFP, Chartered SRI Counselor, and an enrolled agent.

IRS Enrolled Agent: The Internal Revenue Service (IRS) Enrolled Agent credential allows tax practitioners to represent taxpayers before the IRS when it comes to collections, audits, and appeals. Enrolled Agents' expertise in the continually changing field of taxation enables them to effectively represent taxpayers at all administrative levels within the IRS.

Competencies to be achieved:

- Describe the purpose and history of Internal Revenue Service (IRS) and federal income tax.
- Determine the filing status of a taxpayer in various situations.
- Utilize the current federal tax laws and filing practices to prepare federal tax return forms and related supporting schedules for individual taxpayers.
- Prepare federal tax returns using tax preparation software. 5. Identify taxable and tax-exempt income of a taxpayer.
- Determine a taxpayer's business income and related expenses for a sole proprietorship.
- Calculate the qualified business income (QBI) deduction.



- Determine the tax treatment of income from retirement plans and Social Security.
- Calculate the amount of a taxpayer's itemized deductions and compare to their standard deduction.
- Describe available tax credits and the circumstances in which they apply.
- Determine other taxes due.
- Identify capital gains and losses for a taxpayer.
- Identify taxes withheld and estimated payments.
- Calculate taxpayers' federal income tax.

Chartered SRI Counselor: The CSRIC® program provides financial advisors and investment professionals with foundational knowledge about the history, definitions, trends, portfolio construction principles, fiduciary responsibilities, and best practices for sustainable investments.

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. 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.

Other Business Activities

Amber Miller is not involved with outside business activities.

Performance-Based Fees

Rising Financial is not compensated by performance-based fees.

Material Disciplinary Disclosures

No management person at Rising Financial, LLC 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

Rising Financial, LLC, nor Amber Miller, have any relationship or arrangement with issuers of securities, in addition to what is described in Item 10.

Additional Compensation

Amber Miller does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through Rising Financial.

Supervision

Amber Miller, as Owner and Chief Compliance Officer of Rising Financial, is responsible for supervision. She may be contacted at the phone number on this brochure supplement.

Requirements for State Registered Advisers

Amber Miller has 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



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



Rising Financial, LLC

(612) 315-9151

Dated February 27, 2023

Form ADV Part 2B – Brochure Supplement

For

Amber Miller 6552283

Owner, and Chief Compliance Officer

This brochure supplement provides information about Amber Miller that supplements the Rising Financial, LLC ("Rising Financial") brochure. A copy of that brochure precedes this supplement. Please contact Amber Miller if the Rising Financial brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Amber Miller is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the identification number 6552283.



Item 2: Educational Background and Business Experience

Amber Miller

Born: 1980

Educational Background

- 2002 - Bachelor of Arts, University of Iowa
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Business Experience

- 04/2022 – Present, Rising Financial, LLC, Owner and CCO
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Item 3: Disciplinary Information

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Item 4: Other Business Activities

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Item 5: Additional Compensation

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