

Item 1. Introduction

UTA, LLC dba Uptown Advisors (“UTA” “we” “us” and “Advisor”) is a Washington 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, 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 services to you where we charge a fee based on the value of your account(s). We review investments across all individual retirement accounts, taxable accounts, and employee retirement accounts (if requested). We will offer you advice on a regular basis, discuss your financial goals and objectives, and design with you an investment portfolio suitable and appropriate for you. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice and recommendations regarding mutual funds and exchange traded funds. We may also advise certain clients on individual securities and legacy positions in certain circumstances. We also provide financial planning to individuals and consultative financial services to retirement plans. We may also offer certain annuities and securities products through an unaffiliated broker-dealer. If applicable, you will receive an additional Client Relationship Summary providing information regarding such services.

After assets are invested, we help our clients monitor their investments and provide advice related to ongoing financial and investment needs. Client accounts are formally reviewed no less than annually. More frequent reviews of Client accounts may also be triggered by a change in your investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; or changes in economic climate.

The majority of our clients choose a management format that allows us to buy and sell investments in your account without your prior approval (a “discretionary relationship”), and in some circumstances we have clients that require advice, but the client decides what investments to buy and sell (a “non-discretionary relationship”). Non-discretionary relationships may also be applicable in held-away accounts. Restrictions on the above discretionary authority are those set by the client on a case by case basis. Our account minimum for on-going advisory services is \$25,000. We may make exceptions to the minimum on a case-by-case basis.

Conversation Starters: 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 based upon a *Percentage of Assets Under Management* fee, which depends on the dollar amount of your assets under management, ranging from 1.0% and 2.0%. We also provide separate financial planning services for a fixed fee, or hourly at up to \$500/per hour. Fees are negotiable and are provided in your Investment Advisory or Planning Agreement. 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. Generally, 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, in arrears, regardless of whether we buy or sell securities within that quarter. Some accounts may have different payment schedules.

All brokerage commissions, stock transfer fees, and other similar charges incurred in connection with transactions for your account will be paid out of the assets in your account and are in addition to the investment management fees paid to us. You may also be required to pay, in addition to our fees, a proportionate share of any mutual fund's 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.

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?

UTA receives compensation from investment management fees paid directly from our clients. Financial professionals are compensated based upon an annual salary, along with bonuses tied to the amount of assets under management by those professionals. More detailed information, including fee schedules and conflicts and disclosures are available in our ADV Part 2A Firm Brochure, which is available at: <https://adviserinfo.sec.gov/firm/summary/315427>. Additional information about commission compensation for annuity product sales can be found in our ADV 2A Brochure and in the Form CRS of the respective broker dealer.

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. *We encourage you to visit 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 UTA and receive a copy of this relationship summary by visiting our website at <http://www.uptownadv.com/> or by contacting Jackie Bixby, Chief Compliance Officer at 360-360-0344.

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?*”