

Rivertree Wealth LLC

Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Rivertree Wealth LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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. Rivertree Wealth LLC is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Rivertree Wealth LLC is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 329595.

Item 2: Material Changes

In this Item, Rivertree Wealth LLC is only required to identify and discuss material changes since filing its last annual amendment. Since the firm's last annual updating amendment filed on March 6, 2025, we have the following material changes to report:

- Item 12 Brokerage Practices was updated to add Fidelity as a recommended custodial broker-dealer.
- Item 5 Fees and Compensation was updated to reflect that asset-based fees are calculated based on average daily market value during the applicable billing period.

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Item 4: Advisory Business

A. Rivertree Wealth LLC ("RW," "we," "us," or "our") is an investment adviser founded in 2024, registered with the U.S. Securities and Exchange Commission ("SEC"), and principally owned by Jacob Duke.

B. RW offers the following types of advisory services:

- i. Discretionary Investment Management. RW provides ongoing discretionary investment management services to its clients based upon each client's current financial condition, goals, risk tolerance, income, liquidity requirements, investment time horizon, and other information that is relevant to the management of clients' account(s). This information will then be used to make investment decisions that reflect clients' individual needs and objectives on an initial and ongoing basis. RW's investment decisions will allocate portions of clients' account(s) to various asset classes classified according to historical and projected risks and rates of return. RW will retain the discretion to buy, sell, or otherwise transact in securities and other investments in a client's accounts without first receiving the client's specific approval for each transaction. Such discretionary authority is granted by a client in his or her investment management agreement with RW. Clients may impose restrictions on investing in certain securities or types of securities so long as such restrictions may reasonably be implemented by RW.

RW generally implements its investments strategy by allocating clients' investable assets across a diversified risk-based portfolio of no-load mutual funds and/or exchange traded funds ("ETFs"), stocks, and bonds.

- ii. Financial Planning. When rendering financial planning services (which may be provided either in connection with investment management services or as a standalone service), RW will evaluate and make recommendations with respect to various financial planning topics that are relevant to a particular client. Such topics can include, for example, retirement planning, education savings, cash flow management, debt reduction, estate planning, insurance needs, risk mitigation, tax planning, charitable giving strategies, and/or financial goal tracking. Implementation of RW's recommendations will be at the discretion of the client.

When rendering financial planning services, a conflict exists between RW's interests and the interests of its clients; clients are under no obligation to act upon RW's financial planning recommendations. If a client elects to act on any of the recommendations made by RW, the client is under no obligation to effect the transaction through RW or any of its personnel.

C. RW does not participate in any wrap fee programs.

D. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code (the "Code"), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- i. Meet a professional standard of care when making investment recommendations (give prudent advice);
- ii. Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- iii. Avoid misleading statements about conflicts of interest, fees, and investments;

- iv. Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- v. Charge no more than is reasonable for our services; and
- vi. Give you basic information about conflicts of interest.

E. RW manages the following amount of discretionary and non-discretionary client assets calculated as of December 31, 2025:

Discretionary	\$143,107,874
Non-Discretionary	\$0
Total	\$143,107,874

Item 5: Fees and Compensation

- A. We are compensated for our investment management services primarily by fees charged based on a client's assets under management with us.

For clients that do not wish to engage us to provide ongoing investment management services, we alternatively offer financial planning services on an hourly basis at \$250 per hour (up to a maximum of 40 hours per engagement) or on a fixed fee basis ranging between \$2,500 and \$12,000 per engagement. Half of the fixed financial planning fee is due at the beginning of the financial planning process and the remainder is due upon completion of work.

Fees are negotiable, and each client's specific fee schedule is included as part of the client services agreement signed by RW and the client.

RW's standard asset-based fee schedule for investment management services is included below, subject to negotiation with a client:

Client Assets Under Management	Annual Fee Percentage
For the first \$0 to \$500,000	1.00%
For the next \$500,001 to \$1,000,000	0.90%
For the next \$1,000,001 to \$3,000,000	0.75%
For the next \$3,000,001 to \$10,000,000	0.50%
Any amount above \$10,000,000	0.25%

- B. The fee schedule above is a "tiered" or "blended" fee schedule, which means that different annual fee percentages will apply to different ranges of client assets under RW's management. Fees are deducted in arrears on a quarterly basis from clients' assets and based upon the average daily market value of such assets managed by RW during the prior calendar quarter. Alternatively, clients may elect to pay RW's fees via check or third-party electronic payment processor. The value of securities, cash, and other assets in a client's accounts as reported by the custodian and designed to be under RW's management are included for purposes of calculating the asset-based fees set forth above. Assets in held-away accounts designated to under RW's management (typically a held-away retirement account) are also included for purposes of calculating the asset-based fee. Fees for clients grandfathered from previous advisory agreements are calculated pursuant to a fee schedule that is different from the one set forth above. Such grandfathered clients should refer to their specific advisory agreement to determine their actual fee schedule.
- C. The asset-based fee schedule above could be subject to a minimum annual fee of \$12,000 per year, payable in quarterly increments of \$3,000.. To the extent the application of the minimum annual fee results in an asset-based fee equivalent in excess of 2% per year, such fee is higher than what is normally charged in the industry.
- D. In addition to the fees charged by RW, clients will incur brokerage and other transaction costs. Please refer to Item 12: Brokerage Practices, for further information on such brokerage and other transaction-related practices. Depending on the specific investment products held in a client's account and the services provided, a client may also incur additional fees and costs charged by other independent and unaffiliated third-parties. Such additional fees and costs may include, but are not necessarily limited to, the internal fees and costs of an investment product (like a mutual fund or exchange traded fund), margin interest, account or asset transfer fees, subadvisory or third-party investment manager fees, account type fees, early redemption charges, market-maker

or bid-ask spreads, retirement plan fees, trade-away or prime brokerage fees, fees for receiving paper copies of documents in lieu of electronically-delivered documents, and other fees and taxes on brokerage accounts and securities transactions. These additional charges are separate and apart from the fees charged by RW. Lower fees for comparable services may be available from other sources.

- E. Fees are prorated from the date a client's assets are first designated to be under RW's management or advisement through the date of termination.
- F. Neither RW nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

Neither RW nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client). Neither RW nor any of its supervised persons engage in side-by-side management.

Item 7: Types of Clients

RW generally provides its services to individuals and high-net-worth individuals. RW does not require a minimum account value to open or maintain an account.

Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

- A. The investment strategies used by RW when formulating investment advice or managing assets include Modern Portfolio Theory and Passive Investment Management. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future returns.
- B. Like any investment strategy, Modern Portfolio Theory and Passive Investment Management involve material risks. Such material risks are described in further detail below:
- i. Investing for the long term means that a client's account will be exposed to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. RW does not condone short-term trading in an attempt to "time" the market, and instead coaches clients to remain committed to their financial goals. However, investing for the long term can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
 - ii. Inflation risk is the risk that the value of a client's portfolio will not appreciate at least in an amount equal to inflation over time. General micro- and macro-economic conditions may also affect the value of the securities held in a client's portfolio, and general economic downturns can trigger corresponding losses across various asset classes and security types. Market cycles may cause overall volatility and fluctuations in a portfolio's value, and may increase the likelihood that securities are purchased when values are comparatively high and/or that securities are sold when values are comparatively low. Geopolitical shifts may result in market uncertainty, lowered expected returns, and general volatility in both domestic and international securities. Regulatory changes may have a negative impact on capital formation and increase the costs of doing business, and therefore result in decreased corporate profits and corresponding market values of securities.
 - iii. Investing in mutual funds does not guarantee a return on investment, and shareholders of a mutual fund may lose the principal that they've invested into a particular mutual fund. Mutual funds invest into underlying securities that comprise the mutual fund, and as such clients are exposed to the risks arising from such underlying securities. Mutual funds charge internal expenses to their shareholders (which can include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other fund fees and expenses, e.g.), and such internal expenses subtract from its potential for market appreciation. Shares of mutual funds may only be traded at their stated net asset value ("NAV"), calculated at the end of each day upon the market's close.

Investing in ETFs bears similar risks and incurs similar costs to investing in mutual funds as described above. However, shares of an ETF may be traded like stocks on the open market and are not redeemable at an NAV. As such, the value of an ETF may fluctuate throughout the day and investors will be subject to the cost associated with the bid-ask spread (the difference between the price a buyer is willing to pay (bid) for an ETF and the seller's offering (asking) price).

Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investment to obtain a full understanding of its respective risks and costs.
 - iv. Investing in common stocks means that a client will be subject to the risks of the overall market as well as risks associated with the particular company or companies whose

stock is owned. These risks can include, for example, changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. Common stocks tend to be more volatile and more risky than certain other forms of investments, especially as compared to fixed income products like bonds.

- v. Investing in fixed income securities issued by the U.S. Government, including Treasury Bills, Treasury Notes, Treasury Bonds, Treasury Inflation-Protected Securities ("TIPS"), and Floating Rate Notes means that a client will be subject to the market prices of such debt securities, which typically fluctuate depending on interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and rise when interest rates fall. The longer the time to a security's maturity, the greater its interest rate risk. Fixed income securities issued by the U.S. Government are also subject to inflation risk, reinvestment risk, redemption risk, and valuation risk.
- vi. Investing in municipal securities carries unique risks, depending on the type of bond offered. General obligation bonds are issued by governmental entities and are not backed by revenues from a specific project or source. In some instances, municipalities may not have taxing authority to repay bondholders. Revenue bonds are backed by revenues from a specific project or source and can vary greatly in terms of credit risk. Some revenue bonds are "non-course" bonds, meaning that should the revenue stream dry up or the conduit borrower fails to pay, the bondholder will not have a claim to the underlying revenue or against the conduit borrower.
- vii. Investing in corporate debt, including corporate bonds, carries additional risks to those noted above for fixed income securities. Corporate debt is also subject to credit risk - the risk that the bond issuer may default on one or more payments before the bond reaches maturity. In the event of a default, you may lose some or all of the income you were entitled to, and even some or all of the principal amount invested. Some corporate bonds may also be subject to early redemption risk, with the issuer having the principal repaid prior to the maturity date of the bond.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of RW's advisory business or the integrity of RW's management.

Item 10: Other Financial Industry Activities & Affiliations

- A. Neither RW nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither RW nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither RW nor any of its management persons have any relationship or arrangement with any related person below:
 - i. broker-dealer, municipal securities dealer, or government securities dealer or broker
 - ii. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - iii. other investment adviser or financial planner
 - iv. futures commission merchant, commodity pool operator, or commodity trading advisor
 - v. banking or thrift institution
 - vi. accountant or accounting firm
 - vii. lawyer or law firm
 - viii. insurance company or agency
 - ix. pension consultant
 - x. real estate broker or dealer
 - xi. sponsor or syndicator of limited partnerships
- D. RW does not recommend or retain third-party advisers to manage client accounts.

Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

- A. RW has adopted a code of ethics that will be provided to any client or prospective client upon request. RW's code of ethics describes the standards of business conduct that RW requires of its supervised persons, which is reflective of RW's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to RW's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither RW nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which RW or any of its related persons has a material financial interest.
- C. From time to time, RW or its related persons will invest in the same securities (or related securities such as warrants, options or futures) that RW or a related person recommends to clients. This has the potential to create a conflict of interest because it affords RW or its related persons the opportunity to profit from the investment recommendations made to clients. RW's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by RW or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances RW will act in the best interests of its clients.
- D. From time to time, RW or its related persons will buy or sell securities for client accounts at or about the same time that RW or a related person buys or sells the same securities for its own (or the related person's own) account. This has the potential to create a conflict of interest because it affords RW or its related persons the opportunity to trade either before or after the trade is made in client accounts, and profit as a result. RW's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by RW or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances RW will act in the best interests of its clients.

Item 12: Brokerage Practices

- A. RW considers several factors when recommending a custodial broker-dealer for client transactions and determining the reasonableness of such custodial broker-dealer's compensation. Such factors include the custodial broker-dealer's industry reputation and financial stability, service quality and responsiveness, execution price, speed and accuracy, reporting abilities, and general expertise. Assessing these factors as a whole allows RW to fulfill its duty to seek best execution for its clients' securities transactions. However, RW does not guarantee that the custodial broker-dealer recommended for client transactions will necessarily provide the best possible price, as price is not the sole factor considered when seeking best execution. After considering the factors above, RW recommends Charles Schwab & Co., Inc. ("Schwab"), Altruist Financial LLC ("Altruist"), and Fidelity Brokerage Services LLC ("Fidelity") as the custodial broker-dealers for client accounts.
- i. RW does not receive research and other soft dollar benefits in connection with client securities transactions, which are known as "soft dollar benefits". However, the custodial broker-dealer(s) recommended by RW do provide certain products and services that are intended to directly benefit RW, clients, or both. Such products and services include (a) an online platform through which RW can monitor and review client accounts, (b) access to proprietary technology that allows for order entry, (c) duplicate statements for client accounts and confirmations for client transactions, (d) invitations to the custodial broker-dealer(s)' educational conferences, (e) practice management consulting, and (f) occasional business meals and entertainment.
- The receipt of these products and services creates a conflict of interest to the extent it causes RW to recommend Schwab, Altruist, and Fidelity as opposed to a comparable custodial broker-dealer. RW addresses this conflict of interest by fully disclosing it in this brochure, evaluating Schwab, Altruist, and Fidelity based on the value and quality of its services as realized by clients, and by periodically evaluating alternative broker-dealers to recommend.
- ii. RW does not consider, in selecting or recommending custodial broker-dealers, whether RW or a related person receives client referrals from a custodial broker-dealer.
- iii. RW does not routinely recommend, request, or require that a client direct RW to execute transactions through a specified custodial broker-dealer other than Schwab, Altruist, and Fidelity.
- B. RW retains the ability to aggregate the purchase and sale of securities for clients' accounts with the goal of seeking more efficient execution and more consistent results across accounts. Aggregated trading instructions will not be placed if it would result in increased administrative and other costs, custodial burdens, or other disadvantages. If client trades are aggregated by RW, such aggregation will be done so as not to disadvantage any client and to treat all clients as fairly and equally as possible. Directing the purchase and sale of securities for clients' accounts on an individual basis, rather than in aggregate blocks, may result in increased client transaction costs. To the extent the securities purchased and sold by RW are mutual funds (each of which generally price at the same respective net asset value at the end of each trading day), RW believes that the potential for increased client transaction costs by not aggregating orders is substantially eliminated.

Item 13: Review of Accounts

- A. Jacob Duke, Founder, CCO, and Lead Advisor of RW, monitors client accounts on an ongoing basis, and typically reviews client accounts on a quarterly basis. Such reviews are designed to ensure that the client is still on track to achieve his or her financial goals, and that the investments remain appropriate given the client's risk tolerance, investment objectives, major life events, and other factors. Clients are encouraged to proactively reach out to RW to discuss any changes to their personal or financial situation.
- B. Other factors that may trigger a review include, but are not limited to, material developments in market conditions, material geopolitical events, and changes to a client's personal or financial situation (the birth of a child, preparing for a home purchase, plans to attend higher education, a job transition, impending retirement, death or disability among family members, etc.).
- C. The custodial broker-dealer will send account statements and reports directly to clients no less frequently than quarterly. Such statements and reports will be mailed to clients at their address of record or delivered electronically, depending on the client's election. If agreed to by RW and client, RW or a third-party report provider will also send clients reports to assist them in understanding their account positions and performance, as well as the progress toward achieving financial goals.

Item 14: Client Referrals and Other Compensation

- A. Only clients provide an economic benefit to RW for providing investment advice or other advisory services to them, except as otherwise described in this brochure. However, as described above in Item 12, the custodial broker-dealer(s) recommended for client accounts provides certain products and services that are intended to directly benefit RW, clients, or both.
- B. RW previously retained a solicitor/promoter and continues to pay a percentage of revenue to that solicitor/promoter for the clients solicited. However, RW does not currently retain any solicitors/promoters. Neither RW nor a related person otherwise directly or indirectly compensates a person who is not RW's supervised person for client referrals.

Item 15: Custody

For clients that do not have their fees deducted directly from their account(s), RW will not have any custody of client funds or securities.

For clients that have their fees deducted directly from their account(s), RW will generally be deemed to have custody over such clients' funds pursuant to applicable custody rules and guidance thereto. At no time will RW accept custody of client funds or securities in the capacity of a custodial broker-dealer or other qualified custodian, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and RW or a third-party report provider, such client is urged to compare such account statements and advise RW of any discrepancies between them.

Item 16: Investment Discretion

RW accepts discretionary trading authority to manage securities accounts on behalf of clients only pursuant to the mutual written agreement of RW and the client through a power-of-attorney, which is typically contained in the advisory agreement signed by RW and the client. This includes the authority to buy, sell, and otherwise transact in securities and other investment products in clients' account(s) without necessarily consulting with clients in advance. Clients may place reasonable limitations on this discretionary authority so long as it is contained in a written agreement and/or power-of-attorney.

Item 17: Voting Client Securities

- A. RW does not have and will not accept authority to vote client securities.
- B. Clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender.

Item 18: Financial Information

- A. RW does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. RW has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- C. RW has not been the subject of a bankruptcy petition at any time during the past ten years.