

# RISEN PHOENIX CAPITAL ADVISERS, LLC

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## **Firm Brochure (Part 2A of Form ADV)**

CRD #: 337648

October 20, 2025

This brochure provides information about the qualifications and business practices of **Risen Phoenix Capital Advisers, LLC**. If you have any questions about the contents of this brochure, please contact us at 857-565-6370 or at [alex@rphoenixcapital.com](mailto:alex@rphoenixcapital.com) or [www.rpcadvisers.com](http://www.rpcadvisers.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration does not imply a certain level of skill or training.

Additional information about RPCA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### **Item 2: Material Changes**

This is the Firm's initial Form ADV Part 2A; therefore, there are **no material changes** to report since it has not previously filed a brochure.

We will provide you with a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year. We will further provide you with other interim disclosures about material changes as necessary.

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## Item 4: Advisory Business

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Risen Phoenix Capital Advisers, LLC (“RPCA,” “we,” “us,” or “our”), a Massachusetts limited-liability company formed in 2025, is applying for registration as an investment adviser with the state of Massachusetts. We provide customized wealth management services to individuals, high-net-worth investors, retirement plans, trusts, corporations, and business entities other than those listed here.

Mr. Alex Toussaint (“Mr. Toussaint”) is the principal owner of RPCA and serves as the firm’s President, Chief Investment Officer, and Chief Compliance Officer.

Our advisory services are designed to meet the specific needs of each client. We offer the following core services:

### 1. Investment Management

We offer **discretionary** portfolio management services. Discretionary management allows RPCA to make investment decisions on behalf of the client without prior consultation, based on the client’s investment objectives, risk tolerance, time horizon, and other relevant factors. Portfolios may include a diversified range of asset classes, including equities, fixed income, mutual funds, ETFs, and alternative investments, tailored to individual client goals and risk tolerance. Investment strategies may include asset allocation, tactical rebalancing, income generation, tax efficiency, and long-term capital appreciation.

### 2. Retirement Planning

We assist clients with developing both **accumulation and distribution strategies** for retirement assets, whether held in ERISA-qualified plans (e.g., 401(k), 403(b), profit-sharing plans) or non-ERISA accounts (e.g., IRAs, Roth IRAs, SEP and SIMPLE IRAs). Our retirement planning services include estimating future retirement needs, modeling various income scenarios, projecting Social Security benefits, and coordinating retirement distributions in a tax-efficient manner. We also help clients evaluate and select plan options when rolling over or consolidating accounts.

### 3. Trust and Estate Planning Coordination

We collaborate with a client’s **attorneys, accountants, and trustees** to ensure their wealth transfer, estate, and legacy planning strategies are aligned with their financial goals. While RPCA does not draft legal documents, we assist in reviewing estate structures and beneficiary designations, analyzing trust strategies, and evaluating the financial implications of gifting, charitable giving, and multi-generational wealth planning. Our coordination services aim to integrate the investment plan with the client’s estate and tax strategy.

#### 4. Tax Preparation and Planning

We offer **personal and business tax planning** and **return preparation** services through Kitaya Tax Services, LLC (“KTS”), a related entity. Our tax planning services involve assessing the tax impact of investment decisions, identifying deductions and credits, and implementing strategies to manage current and future tax liabilities. This may include planning for capital gains, Roth conversions, self-employment taxes, and small business deductions. While our comprehensive financial planning service includes tax advice based on a high-level review of a client’s prior-year tax return, detailed tax planning and tax preparation services are referred to and billed separately by KTS.

#### 5. Insurance Planning

Our insurance planning services focus on **risk management** and **financial protection**. We help clients assess insurance needs related to life, disability, long-term care, liability, and business continuity. We evaluate product suitability, cost-effectiveness, and the overall impact of insurance within a client’s financial plan.

#### 6. Comprehensive Financial Planning

RPCA offers **comprehensive, holistic financial planning** that integrates all aspects of a client’s financial life. This may include cash flow and budgeting, education funding, retirement projections, debt management, estate strategies, tax efficiency, insurance, and investment planning. Each plan is customized based on client goals, and clients may implement recommended strategies with RPCA or independently.

Each core service is available as a stand-alone option, in combination with other services, or as part of a comprehensive financial plan.

As of the date of this brochure, RPCA does not sponsor nor participate in a wrap-fee program.

### Item 5: Fees and Compensation

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RPCA’S advisory fees range from .50% to 1.00% of the aggregate market value of account assets under management (AUM). Our fee schedule is as follows:

<u>Market Value</u>	<u>Fee Rates Per Annum</u>
First \$3,000,000	1.00%
Next \$2,000,000	.75%
Thereafter	.50%

Fees are billed quarterly in arrears based on the prior quarter’s ending balance. Fees are deducted directly from client accounts held at the custodian unless the client elects direct invoicing.

In the event that a client terminates the advisory relationship before the end of a billing period, RPCA will not issue a refund of any prepaid fees. Clients are encouraged to consider this policy before entering into or terminating an advisory agreement.

RPCA's fees do not cover brokerage commissions, transaction fees, service provider charges, or other related expenses, which are the client's responsibility. Clients must also pay brokerage commissions and may incur additional costs such as sales charges, transfer taxes, and custodial or administrative fees imposed by third parties.

For clients seeking financial planning services, we charge an annual fixed fee established at the outset of the engagement. In the initial year, this fee typically ranges from \$500 to \$5,000 and is determined in advance. Following the first year, the fee is renegotiated and generally falls between \$300 and \$2,500, although it may vary according to individual client circumstances. At that time, the fee is applied only if the client requests a review of their plan. This financial planning fee is separate from any asset-based fees associated with investment management services. Clients whose investment portfolio is valued at \$1,500,000 or greater are not charged a separate financial planning fee. Additionally, we offer financial consulting on specific topics, with hourly rates ranging from \$100 to \$300 depending on the subject's complexity and scope.

Planning fees are invoiced 50% at engagement and 50% upon delivery of the plan.

All fees are fully disclosed and agreed upon in advance.

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

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RPCA does not charge performance-based fees, nor do we engage in side-by-side management.

## **Item 7: Types of Clients**

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We offer our services to the following types of clients:

- Individuals (including high-net-worth individuals)
- Trusts, estates, and charitable organizations
- Pension and profit-sharing plans.
- Corporations and business entities other than those listed above
- Foundations, endowments, and other institutions

## Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

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### A. Methods of Analysis

- **Modern Portfolio Theory (MPT):** We construct diversified portfolios to optimize risk-adjusted returns through asset allocation across equities, fixed income, and alternative investments.
- **Passive Investing.** We utilize low-cost index funds and ETFs to capture market beta.
- **Dollar-Cost Averaging.** We recommend systematic investment schedules to mitigate market timing risk.

### B. Investment Strategies

We employ strategic asset allocation customized to each client's objectives, time horizon, and risk tolerance. Portfolios are rebalanced when drift exceeds tolerance thresholds or when material changes occur in markets or client circumstances. Investments may include ETFs, open-end mutual funds, individual equities, fixed-income securities, and, where appropriate, alternative investments such as REITs or interval funds.

### C. Risk of Loss

All investing involves risk, including possible loss of principal. Material risks include, but are not limited to:

- **Market Risk:** Prices of securities may fall due to economic or market factors;
- **Equity Risk:** is the chance that stock prices may decline due to market volatility, economic conditions, or company-specific events, potentially resulting in investment losses;
- **Fixed-Income Risk:** Interest-rate, credit, and default risk can cause bond values to decline;
- **ETF and Mutual-Fund Risk:** ETFs and mutual funds are subject to market risk, meaning their value can fluctuate based on the performance of the underlying securities. Additionally, they may carry risks related to management strategy, liquidity, fees, and tracking errors (for ETFs), which can impact overall returns;
- **Small-/Mid-Cap Risk:** Smaller companies may be more volatile and less liquid;
- **International and Emerging-Market Risk:** Currency fluctuations, political instability, and less-robust regulatory environments;

- **REIT Risk:** REITs are subject to market and sector-specific risks, including fluctuations in real estate values, interest rate sensitivity, and economic cycles that affect property income and occupancy.

Liquidity risk may arise, especially with non-traded or private REITs, which can limit an investor's ability to sell shares quickly or at fair market value. Additionally, REITs may use leverage to finance property purchases, which can amplify losses during downturns;

- **Interval Fund Risk:** Interval funds pose liquidity, valuation, and transparency risks due to limited redemption windows, investments in illiquid assets, and typically higher fees than traditional funds;
- **Alternative Investment Risk:** Alternative investments carry risks such as illiquidity, higher fees, complex strategies, limited transparency, and potential for greater volatility or loss compared to traditional investments;
- **Inflation Risk:** Purchasing power may be eroded over time;
- **Cybersecurity Risk:** Operational disruptions or data breaches could impact;

Different investments present different levels of risk, and past performance is not indicative of future results. Our strategies do not assure profitability or safeguard against losses in declining markets.

## Item 9: Disciplinary Information

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The RPCA and its principals have no legal or disciplinary events to disclose.

Clients may obtain the disciplinary history of RPCA or its representatives from the Massachusetts Securities Division upon request at (617) 727-3548

## Item 10: Other Financial Industry Activities and Affiliations

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- RPCA is **independent** and is **not a broker-dealer** nor affiliated with one.
- RPCA's President and Principal Adviser, Mr. Alex Toussaint, is also tax professional and holds insurance and real estate licenses; he may receive compensation for his tax-related work and earn standard commissions on insurance products or real estate transactions. Clients are under no obligation to engage him for tax services, purchase insurance through him, nor obtain real estate services from him. Mr. Toussaint is currently licensed to sell insurance to the residents of the following states: Alabama, Florida, Massachusetts, New York, and North Carolina. Mr. Toussaint is a licensed real estate agent only in the state of Massachusetts.

- RPCA and its personnel receive no 12b-1 fees, referral fees, nor soft-dollar benefits.
- RPCA is under common ownership with KTS. Clients needing assistance with tax preparation and planning may be referred to this entity. Our affiliation with this company presents a conflict of interest as both firms have an economic incentive to refer clients to each other instead of referring them to similar firms. Clients are not obliged to use the services of KTS for their tax needs. However, if a client chooses to engage the firm, they may pay fees and expenses for their services, separate from and in addition to the fees charged by RPCA.

### **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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RPCA has adopted a Code of Ethics pursuant to SEC Rule 204A-1 requiring high standards of ethical conduct, confidentiality, prohibition on insider trading, and personal-trade pre-clearance. A copy is available to any client or prospective client upon request.

Employees may buy or sell securities that RPCA recommends to clients. To mitigate conflicts, we require:

- Pre-clearance of certain trades
- Maintenance of restricted securities lists
- Quarterly reporting and annual certification of personal holdings

RPCA and employees do not participate as principal or take opposite positions in client transactions.

### **Item 12: Brokerage Practices**

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RPCA is independent and has no affiliated broker-dealers. Our custodian, Altruist Financial LLC, an independent and qualified company, holds our clients' assets. We do not receive third-party compensation for client referrals.

### **Item 13: Review of Accounts**

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Client portfolios are reviewed at least quarterly by the Chief Compliance Officer (CCO) and Chief Investment Officer (CIO). Major life events or changes in market conditions may trigger additional reviews or rebalancing.

## **Item 14: Client Referrals and Other Compensation**

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We do not pay for client referrals. We do not receive economic benefits from non-clients in exchange for client referrals.

## **Item 15: Custody**

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All client assets are held by an independent and qualified custodian. Clients receive statements at least quarterly directly from the custodian and should carefully review and compare them with any reports provided by RPCA.

## **16: Investment Discretion**

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Clients grant RPCA discretionary authority to select securities and execute transactions on their behalf pursuant to an investment advisory agreement.

Clients may impose reasonable restrictions on this authority, such as prohibiting investment in certain securities or asset classes. RPCA exercises discretion in a manner consistent with the stated investment objectives of each client.

## **17: Voting Client Securities (Proxy Voting)**

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We do not accept authority to vote your securities; you will receive all proxies or solicitations directly from your custodian or transfer agent. If proxies are sent to us, we will forward them to you and request that future communications go directly to you. Feel free to contact us with any questions about proxy votes or solicitations.

## **18: Financial Information**

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RPCA is not required to disclose any financial information due to the following:

- a) RPCA does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services to be rendered
- b) RPCA has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- c) RPCA has never been the subject of a bankruptcy petition.

## 19: Requirements for State-Registered Advisers

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RPCA has one principal executive officer, Mr. Toussaint. His biographical information is provided in the attached Brochure Supplement document.

Mr. Toussaint is required to disclose if he has any other business activities. Mr. Toussaint has no other business activities to report.

Mr. Toussaint is also required to disclose if he receives performance-based fees, has any relationship or arrangement with an issuer of securities, or was ever found liable in an arbitration, civil, self-regulatory organization or administrative proceeding. Mr. Toussaint does not have information related to these topics, as they are not relevant to him.

Clients may obtain the disciplinary history of RPCA or its representatives from the Massachusetts Securities Division upon request at (617) 727-3548.