



June 30, 2020

Customer Relationship Summary

Helping you make an informed decision

Form CRS

Introduction

Umpqua Investments, Inc. (“we” or “UI”) is a registered **broker-dealer** and **registered investment adviser** with the Securities and Exchange Commission. We are a member of FINRA / SIPC. We are an affiliated company of Umpqua Bank.

Brokerage and investment advisory services are very different relationships and it is important that you understand the difference before and during your relationship with Umpqua Investments.

Free and simple tools are available for you to use at [Investor.gov/CRS](https://www.investor.gov/crs), a website maintained by the SEC. These tools can provide you with educational materials about broker-dealers, investment advisers, and investing.

This relationship summary provides information that helps you make an informed decision about whether or not to invest with us and will answer the following questions:

- What investment services and advice can you provide me?
- What fees will I pay?
- What are your legal obligations to me when providing recommendations as my broker-dealer, or when acting as my investment adviser? How else does the firm make money and what conflicts of interest do you have?
- How do your financial professionals make money?
- Do you or your financial professionals have legal or disciplinary history?
- Where can I find additional information?

Terms to know

- A **broker-dealer** is a firm that acts as an intermediary between buyers and sellers of securities for which they will usually receive a commission and may purchase or sell those securities in/out of their own account.
- An **investment adviser** is generally any person or group that provides investment advice or conducts securities analysis in exchange for a fee.
- A **financial professional** is a person who is either a registered representative of the broker-dealer and/or investment adviser representative of the investment adviser.

What investment services and advice can you provide me?

We offer both brokerage and investment advisory services to retail and institutional investors.

The primary brokerage service is our investment recommendations and trading capability. We execute purchases and sales on your behalf, and as directed by you. In a brokerage services relationship, we can trade for you in your own account, for an affiliate or for another client, and we can earn compensation on those trades in the form of a commission. The capacity in which we act is disclosed on your trade confirmation.

Our Investment Advisory Services consists of asset-based investment management wrap fee programs. Our fees for these services are based upon the value of your account. Our goal is to design a strategy to achieve your investment goals, and regularly monitor your account. We will contact you at least annually to discuss your portfolio. You can choose an account that allows us to buy and sell investments in your account without asking you in advance (a “discretionary account”) or we may give you advice and you decide what investments to buy and sell (a “non - discretionary account”). Other Investment Advisory Services include comprehensive financial planning services.

Conversation corner

Questions you might wish to ask when considering our services:

- Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

Brokerage Services ■

Do you offer cash accounts? Margin?	Yes, we offer cash accounts. Yes, we offer margin accounts, but they are limited to eligible accounts and securities.
What kinds of accounts do you offer?	Individual and Joint, Custodial, Estate and Trust, Partnership, Limited Liability Companies, Corporate and Small Business, Charitable Institutions, Foundations, Endowments, Individual retirement accounts and other types of retirement accounts (i.e. - IRA, ROTH IRA, SEP IRA, SIMPLE IRA), Qualified Plans (401k), 529 Plans, Delivery Versus Payment (DVP)
Are there minimums and other requirements to open/maintain an account?	No, there is no account minimum to open an account. There is no minimum to maintain an account as long as there is a balance to cover applicable fees. Financial professionals may establish and orally disclose their own minimum account balance requirements.
What are the services that you provide?	Execute purchases and sales on your behalf, and as directed by you. Incidental services including recommendations on investment strategy, buy/sell/hold on individual investments and/or disseminating research reports. Other information services or resources include educational resources, sales and marketing materials, performance reports, goals-based planning, asset allocation guide and/or periodic brokerage account reviews.
Will you monitor my account(s)?	No. We do not monitor retail investors' investments. You are responsible for monitoring your investments.
What kinds of investments do you offer?	Stocks, Rights, Warrants, Secondary Market Closed Funds (CEFs) and Exchange Traded Products (ETPs), Options, Debt Securities, Mutual funds, Annuities, Market-linked Investments, Life insurance Unit Investment Trusts (UITs), Structured Products. We do not offer proprietary investments.
Who has investment authority in my accounts?	Investor makes the decision regarding the purchase / sale / hold of the investment(s).

For more information, please refer to our [Regulation Best Interest Disclosure](#).

Investment Advisory Services ■

Do you offer cash / margin accounts?	Yes, we offer cash accounts. Yes, we offer margin accounts, but they are limited to eligible accounts and securities.
What kinds of accounts do you offer?	Individual and Joint, Custodial, Estate and Trust, Partnership, Limited Liability Companies, Corporate and Small Business, Charitable Institutions, Foundations, Endowments, and Donor Advised Funds, Individual retirement accounts and other types of retirement accounts (i.e. - IRA, ROTH IRA, SEP IRA, SIMPLE IRA), Qualified Plans (401k)
Are there minimums and other requirements to open/maintain an account?	Yes. We require a minimum new advisory account opening value of \$10,000 while other wrap fee programs have higher minimums. There is no minimum to maintain an account as long as there is a balance to cover applicable fees. Financial professionals may establish and orally disclose their own minimum account balance requirements.
What are the services that you provide?	Wrap Fee Program Accounts and Comprehensive Financial Planning
Do you monitor my account(s)?	Yes. We monitor retail investors' investment advisory accounts.
What kinds of investments do you offer?	Stocks, Rights, Warrants, Secondary Market Closed Funds (CEFs), Exchange Traded Products (ETPs), Options, Debt Securities, Mutual funds, Market-linked investments, Unit Investment Trusts (UITs), Third Party Investment Adviser
Who has investment authority in my accounts?	It depends on the type of wrap account you own. You may grant investment authority at the beginning of the relationship to select the identity and amount of securities to be bought or sold that is consistent with your stated investment objectives. We are granted a limited power of attorney and are limited by our standard agreement and agreed-upon investment guidelines. The agreement allows us to manage your portfolio. Your portfolio guidelines cover restrictions on securities that can be bought and sold, portfolio objectives and portfolio asset allocation requirements.

For more information, please refer to our [Form ADV Part 2A – Firm Brochure](#).

What fees will I pay?

The way that you pay for brokerage services versus investment advisory services are very different.

- Brokerage service fees are transaction-based. These fees are assessed at the time of the transaction.
- Investment Advisory service fees are based on a percentage of your assets under management. This fee is typically assessed in advance quarterly.

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 corner

Questions you might wish to ask when considering our services:

- 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?

Brokerage Services Fees ■

You will pay transaction-based fees for trades you decide to enter into, such as buying or selling an investment offered through our broker-dealer. These transaction-based fees are generally referred to as a “commission,” “mark up,” “sales load,” or “sales charge.” Transaction-based fees are based on a host of factors, including, but not limited to:

- The underlying product selection
- Your brokerage service model and account type
- Size of your transaction and/or overall value of your account
- Frequency of your trade activity
- Available discounts and/or fee waivers

Where these fees may apply, the more transactions you enter into, the more compensation that we and your financial professional receive. This compensation may create an incentive for us to recommend that you buy and sell, rather than hold, these investments. We may also have an incentive to recommend that you purchase investment products that carry higher fees, instead of products that carry lower fees or no fees at all. For more information, please refer to our [Regulation Best Interest Disclosure](#).

Investment Advisory Services Fees ■

You will pay an ongoing asset-based fee that is based on percentage of your assets under management. These asset-based fees are generally referred to as a “wrap fee,” when they encompass many brokerage fees and commissions. Asset-based fees are based on a host of factors, including, but not limited to:

- Overall account value
- Your investment advisory wrap fee program and account type
- Available discounts and/or fee waivers

We have established maximum percentage allowed wrap fees, but the details are established in your written investment advisory agreement with your financial professional. Asset-based fees are generally billed in advance on a quarterly basis. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

When wrap fees are applicable, the higher the total asset value in your investment advisory account, the more fees (percentage of assets under management) we and your financial professional will receive. We may have an incentive to encourage you to bring in more assets into your account and to grow your account values.

Wrap fee programs will include asset-based advisory fee, most transaction costs, execution fees, custodial fees, and administrative fees. A wrap fee cost less if there is a lot of trading activity in your account and the fee covers the cost of executing all or most of the trades. But if there is little or no trading activity in your investment advisory account or the trades being made would not otherwise have a transaction fee, a wrap fee arrangement may cost you more than separately paying fees associated in a brokerage service account. For more information, please refer to our [Form ADV Part 2A – Firm Brochure](#).

Other Fees and Costs

You may pay fees for various operational services provided to you through your brokerage service or investment advisory service. These fees are set at least annually and communicated to you through information included in your account statement and other notifications. These fees do not apply to all account types and may be waived under certain conditions.

You should understand that based on the brokerage service model or investment advisory wrap program you choose; accounts and services may vary in the fees and costs charged to you. Fees and costs may include inactive account charges, wired funds, transfer fees, overnight express mail, pre-pay margin fees, outside investments, safekeeping in customer name, estate evaluation services, and past statement reprint fees.

For more information concerning our administrative and service fees, please refer to our [Fee Schedule](#).

What are your legal obligations to me when providing recommendations as my broker-dealer or when acting as my investment adviser? How else does the firm make money and what conflicts of interest do you have?

Standard of Conduct

When we provide you with a recommendation as your broker-dealer or 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 may affect the recommendations and investment advice, we provide you.

Conversation corner

Questions you might wish to ask when considering our services:

- How might your conflicts of interest affect me, and how will you address them?

Examples of Ways We Make Money and Conflicts of Interest

Proprietary Products: We offer an Umpqua Bank Cash Sweep Program offered through Umpqua Bank, a bank affiliate of Umpqua Investments, Inc. Fees are charged, and certain benefits may be received by us and our affiliate under these programs. Because of these fees and benefits, we have a financial incentive to select this particular sweep options.

Revenue Sharing: Umpqua Investments has a networking agreement with Umpqua Bank, where compensation and referral fees may be shared. We do not participate in revenue sharing with mutual fund companies or insurance carriers. Similar to our Umpqua Bank Cash Sweep Program, we receive the same compensation for using First Clearing Corporation's Bank Sweep Program.

Principal Trading: When you buy or sell fixed income in a brokerage account, we may impose a markup (increase) or markdown (decrease) in the price of transactions we execute on a principal basis. We are compensated based upon the difference between the price you pay for securities purchased from us (markup) and the price we sell such securities to you over the prevailing market price, or the difference (markdown) between the price you sell securities to us and the price we purchase such securities from you over the prevailing market price.

For more information, please refer to our [Form ADV Part 2A – Firm Brochure](#) and [Regulation Best Interest Disclosure](#).

How do your financial professionals make money?

Our financial professionals are directly and indirectly compensated based on a variety of factors including amount of client assets they service, the time and complexity required to meet a client's needs, the product sold, product sales commissions, or revenue the firm earns from the financial professional's advisory services or recommendations. Additionally, financial professional's payout schedules increase with production. Financial professionals may be incentivized to recommend you transition your brokerage services account to an advisory account that generate on-going revenue. Noncash compensation is provided to financial professional in the form of credits toward training, due diligence meetings, and funding of business expense accounts.

For more information, please refer to our [Form ADV Part 2A - Firm Brochure](#) and [Regulation Best Interest Disclosure](#).

Do you or your financial professionals have legal or disciplinary history?

Yes.

For details, BrokerCheck (www.brokercheck.org) and (Investor.gov/CRS) are free tools to research the background and experience of financial professionals, advisers and firms.

Conversation corner

Questions you might wish to ask when considering our services

- As a financial professional, do you have any disciplinary history? For what type of conduct?
- Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Whom can I talk to if I have concerns about how this person is treating me?

Where can I find additional information?

You can always ask your financial professional for more information and request a copy of this relationship summary by visiting us at www.umpquainvestments.com, e-mailing us at info@umpquainvestments.com or by calling us at (800)452-1929:

- [Client Relationship Summary](#)
- [Regulation Best Interest Disclosure](#)
- [Legal Disclosures](#)
- [Form ADV Part 2A – Firm Brochure](#)
- [Form ADV Part 2A - Appendix 1 – Wrap Brochure](#)