Item 1 - Cover Page

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FORM ADV PART 2A: FIRM BROCHURE

Grace Advisors LLC is an investment adviser registered with the U.S. Securities and Exchange Commission ("SEC"). This brochure provides information about our qualifications and business practices and constitutes our Form ADV 2A. If you have any questions about the contents of this brochure or if you would like to request a paper copy of this brochure, please contact us at hello@grace.money.

The information in this brochure has not been approved or verified by the SEC or any U.S. state or non-U.S. securities authority. Registration does not imply that we have attained a certain level of skill or training. We encourage you to visit the SEC's Investment Adviser Public Disclosure ("IAPD") for more information about us, including our ADV Part 1. The IAPD web address is www.adviserinfo.sec.gov.

Item 2 - Material Changes

Since its initial filing, the Firm has updated this Brochure to clarify the debt payoff process with Spinwheel (Item 4) and included information regarding the termination of accounts and reimbursement of fees (Item 5).

Item 3 - Table of Contents

Item 4 - Advisory Business

Grace Advisors LLC (“Grace Advisors”, “we”, or “the Firm”) a Delaware limited liability company established on January 3, 2024, is a registered investment adviser based in Wilmington, Delaware. The Firm is a wholly-owned subsidiary of Grace Money Co. The principal owners of Grace Money Co. are Daniel Siders and Jonathan Rudenberg each with over 25% ownership.

Grace Advisors provides web-based investment advice, financial planning, and discretionary asset management services to clients over the Internet via its interactive online platform and mobile application (the “Platform”).

Grace Advisors offers access to discretionary investment management services via model portfolios recommended, generated, and executed by the Firm’s proprietary algorithm based on the client information provided. During onboarding and on an ongoing basis thereafter, Grace Advisors creates and maintains an investment profile for each client that outlines the client’s current risk tolerance profile and details the inputs to the asset allocation and investment strategy decision. Investment management services include, but are not limited to, investment strategy, asset allocation, risk tolerance, personal investment policy, asset selection, and rebalancing. We monitor your investment account(s) on an ongoing basis as part of our services.

In addition, Grace Advisors offers optional financial planning services focused on debt optimization, by assisting clients in streamlining debt obligations into a single margin loan. To make it easier for clients to identify their outstanding liabilities and simplify payoffs, the Firm partners with Spinwheel Solutions, Inc. (“Spinwheel”). Spinwheel is a third-party technology provider that provides account data and debt repayment logistics. When a client elects to participate in debt payoffs via this program, the process is:

(i) the client creates a Spinwheel account;
(ii) the client initiates an ACH transfer from their client margin account to their own deposit account or to a “For Benefit Of” (FBO) account maintained at one of Spinwheel’s partner banks for the benefit of clients, pursuant to a custodial or payment processing relationship, and;
(iii) Spinwheel, at the client’s instruction, facilitates for the payment to be transmitted to the creditor.

The Spinwheel FBO account serves as an operational channel through which Spinwheel facilitates the client’s order that disbursement of funds be made to the client’s designated creditor, which helps to streamline the payoff process. It is important to note that all fund transfers take place solely at the express direction of the client. The Firm does not have authority to withdraw funds on the client’s behalf and will not initiate or execute any ACH transfers. The Firm’s role is strictly advisory - assisting clients in understanding their options, helping them structure a repayment strategy, and supporting the coordination of this process with Spinwheel.

In choosing how to implement elements of our client’s financial planning services, we may recommend other products and services available through Grace Advisors by other professionals. Grace Advisors does not provide legal, tax or accounting advice. While we may discuss financial issues that have legal, tax or accounting implications, you should not construe any discussion as legal, tax or accounting advice. You are encouraged to consult with qualified professionals in those areas for advice specific to your situation.

Clients are under no obligation to act upon any of the recommendations made by Grace Advisors under a financial planning arrangement. The client retains authority over all such implementation decisions and is free to accept or reject any of our recommendations.

In performing its services, the Firm will rely on the information provided by clients. Each client is advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising their financial planning services. This helps clients make important personal and financial transitions in their lives by helping them plan, protect and grow their assets and achieve their personal and financial objectives.

Grace Advisors does not participate in wrap fee programs. Client portfolios will primarily trade in U.S. equities such as common stock and exchange traded funds. As of May 2, 2025, Grace Advisors had $0 in discretionary assets under management.

Use of Margin Accounts

Clients should understand that trading securities on margin involves significant risks and additional costs. A margin transaction occurs when securities are purchased using borrowed funds, secured by other assets in the account. While margin can increase purchasing power, it also magnifies both gains and losses.

If the value of securities purchased on margin declines, the client may be required to promptly deposit additional collateral with the custodian. If the equity in the account falls below the required maintenance margin level established by law or by the custodian (if higher), the custodian may, without prior notice, sell securities in the account to satisfy the margin deficiency. The client will remain responsible for any resulting shortfall.

In addition, margin accounts accrue interest charges on borrowed amounts, which will reduce overall investment returns. Clients should carefully review the Custodian's Margin Disclosure Statement and should not engage in margin transactions unless they fully understand and are able to bear the associated risks.

Item 5 - Fees and Compensation

The Firm charges a $200 annual fee for its investment advisory and financial planning services. This fee is payable annually in advance and is prorated and refunded upon termination. The Firm may waive or discount its fees at its sole discretion.

Clients may cancel their investment advisory and financial planning services prior to their annual renewal with thirty (30) days' notice.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client in relation to our advisory services. 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 fixed fee. Grace Advisors does not receive any portion of these commissions, fees, and costs.

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

Grace Advisors does not charge performance-based fees and does not practice side-by-side management.

Item 7 - Types of Clients

Grace Advisors offers its financial planning services and investment management services to retail individuals as well as high net worth individuals. Currently, the investment minimum for our clients is $2,000. This minimum may be waived or adjusted at the Firm’s sole discretion.

Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis and Investment Strategies

Grace Advisors utilizes proprietary, automated computer algorithms to create model portfolios and make recommendations of such portfolios based on a client’s preferences and risk tolerance. Grace Advisors will present clients with recommended investments based on the financial information and investment preferences shared by the client. Clients receive discretionary investment advice by way of model portfolios, and may make adjustments to such models.

Risks

Risk of Loss: When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before investing with Grace Advisors. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a client if there is, in fact, an occurrence

Market Risk: The price of a security, mutual fund and/or exchange-traded fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security’s particular underlying circumstances. For example, macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a client has a high allocation in a particular asset/class, it may negatively affect overall performance to the extent that the asset/class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset/classes in a particular period may cause that client account to underperform relative to the overall market.

Investment Risk: There is no guarantee that Grace Advisors’ judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. Grace

Advisors' judgment may prove to be incorrect, and a client might not achieve his or her investment objectives. Grace Advisors may also make future changes to the investing algorithms and services that it provides. In addition, it is possible that clients or Grace Advisors itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Grace Advisors' software based financial service.

Margin Risk: Trading on margin involves borrowing funds from the custodian to purchase securities. Margin can magnify both gains and losses. If the value of securities purchased on margin declines, clients may be required to deposit additional collateral or risk a forced sale of securities in their account. Clients may lose more than the amount initially invested and will remain responsible for any shortfall. Margin accounts also incur interest charges, which can reduce investment returns.

ETF Risks, including Net Asset Valuations and Tracking Error: ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depository Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate. Clients should be aware that to the extent Grace Advisors invests in ETF securities, they will pay two levels of compensation – the fee charged by Grace Advisors plus any management fees charged by the issuer of the ETF. This scenario may cause a higher cost (and potentially lower investment returns) than if a client purchased the ETF directly. ETFs typically include embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a client's portfolio performance or an index benchmark comparison. Expenses of the fund may include investment adviser management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary. Shareholders are also liable for taxes on any fund-level capital gains, as ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Legislative and Tax Risk: Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser, securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations.

Inflation, Currency, and Interest Rate Risks: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks.

Automated Investing: Grace Advisors relies on static questionnaires consisting of a limited number of questions that form the sole basis for its investment recommendations. Such questionnaires are very limited in nature. The questions may not, or may not accurately, capture an individual client's needs. Although clients may change and update their responses, Grace Advisors does not, at this time, make investment advisory personnel available to clients to highlight and explain important concepts or clarify the details of a specific client's financial goals and needs. Online and electronic interactions are limited compared to face-to-face individual advice.

Operational Risk: Operational risk is the exposure to the chance of loss arising from shortcomings or failures in internal processes or systems of Grace Advisors or our custodian, external events impacting those systems, and human error. A client account may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Cybersecurity Risks: Grace Advisors and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to Grace Advisors' clients by interfering with the processing of transactions, affecting Grace Advisors' ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose Grace Advisors to civil liability as well as regulatory inquiry and/or action. In addition, clients could be exposed to additional losses as a result of unauthorized use of their personal information.

While we have established business continuity plans, incident responses plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cybersecurity risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers and may cause a client's investment in such securities to lose value.

Reliance on Management and Other Third Parties: ETF investments will rely on third-party management and advisers. Grace Advisors is not expected to have an active role in the day-to-day management of fund investments. Carried interest and other incentive distributions to fund management may create an incentive towards more speculative investments than would otherwise have been made.

Market Volatility: General economic conditions have an impact on the success of Grace Advisors' investment strategies. Changing external economic conditions in the U.S. and global economics could have a significant impact on the success of clients' investments. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war. There can be no assurance that such markets and economic systems will be available for issuers of securities available via the Platform to operate. Changing economic conditions, thus, could potentially adversely impact the valuation of clients' investments in securities via the Platform.

Public Health Emergency: Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on investments held by clients and could adversely affect Grace Advisors' ability to fulfill its investment objectives. The extent of the impact of any public health emergency on investments and operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, unemployment levels, consumer confidence and spending levels, and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency could materially and adversely impact the value and performance of investments and the ability to achieve investment objectives, all of which could result in significant losses to clients. In addition, the operations of Grace Advisors could be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of the personnel of any such entity or the personnel of any such entity's key service providers.

Limitations of Disclosure: The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in investing in investments. As investment strategies develop and change over time, clients may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Item 9 - Disciplinary Information

There are no legal or disciplinary events that we believe would be material to our clients' or our prospective clients' evaluation of our advisory business or the integrity of our management.

Item 10 - Other Financial Industry Activities and Affiliations

Grace Advisors and its management persons are not registered and do not have any application pending to register as a broker-dealer, registered representative of a broker-dealer, or register as a futures commission merchant, commodity pool operator or a commodity trading advisor, or as a representative of any of the foregoing. Further, Grace Advisors and its management persons do not receive any commissions or any other forms of compensation in connection with the sale of any securities or insurance products.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Grace Advisors has adopted a Code of Ethics that establishes policies for ethical conduct for all its personnel and accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. The Firm's policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others. The Firm periodically reviews and amends its Code of Ethics to ensure it remains current and requires all personnel to annually attest to their understanding of, and adherence to, the Code of Ethics. A copy of the Firm's Code of Ethics is made available to any client or prospective client upon request.

Neither the Firm nor any persons associated with us have any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Grace Advisors' employees may invest in the same securities that may be recommended to clients. This presents a potential conflict of interest, particularly if an employee were to benefit from placing a trade ahead of a client ("front-running") or from taking a position that could be influenced by client activity. To mitigate this risk, the Firm has implemented policies and procedures requiring all employees to:

- Pre-clear certain personal securities transactions,
- Report personal holdings and transactions on a periodic basis,
- And avoid any conduct that may disadvantage clients or interfere with fiduciary obligations.

All personal trades must be conducted in a manner consistent with our fiduciary duty to clients and must not involve any abuse of material non-public information or other forms of misconduct. The Firm monitors personal trading activities to detect and address any potential conflicts of interest. A copy of our Code of Ethics is available to clients and prospective clients upon request.

Item 12 - Brokerage Practices

Alpaca Securities LLC ("Alpaca") serves as both the executing broker and qualified custodian for our clients' accounts. The Firm arranges for all securities brokerage transactions to be executed through Alpaca. In certain cases, Alpaca may utilize third-party clearing brokers to facilitate execution. As a qualified custodian, Alpaca maintains custody of client assets. All clients are required to onboard with Alpaca, which enables the Firm to conduct its operations and deliver advisory services effectively.

Grace Advisors has a fiduciary duty to seek best execution and to ensure that trades are allocated fairly and equitably among clients over time. "Best execution" is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances. In seeking best execution, Grace Advisors looks for the best combination of transaction price, quality of execution (e.g., the speed of execution, the likelihood the trade will be executed, etc.), and other valuable services that an executing broker/dealer may provide.

Clients grant Grace Advisors the authority to select the broker/dealer to be used for the purchase or sale of securities. The Firm, in seeking best execution, will make this selection based on a number of factors, which may include, but are not limited to, the following: the broker/dealer's financial soundness; the broker/dealer's ability to effectively and efficiently execute, report, clear, and settle the order; the broker/dealer's ability to commit capital; the broker/dealer's ability to timely and accurately communicate with the Firm's trading desk and operations team; the broker/dealer's commission rates; the number of shares being purchased or sold; the broker-dealer's technological capabilities, and similar factors. The Firm does not consider any client referrals from a broker/dealer when determining best execution, or when placing client trades.

Grace Advisors is not obligated to choose the broker/dealer offering the lowest available commission rate if, in the Firm's reasonable judgment, the total cost or proceeds from the transaction may be less favorable than what may be obtained elsewhere or if a higher commission is justified by the service and/or research provided by another broker/dealer. The Firm has implemented a policy to address the conflicts of interest associated with its brokerage practices. To determine that it is receiving best execution for its transactions over time, the Firm will obtain information as to the general level of commission rates being charged by the brokerage community, from time to time, and may periodically evaluate the overall reasonableness of brokerage commissions paid on client transactions by reference to such data.

Item 13 - Review of Accounts

The Firm provides personalized advice to each client through the Platform (as described in Item 4 above), which the client may choose to act upon based on their own judgment. Non-periodic reviews may be conducted by the Firm's personnel or automated systems in response to material market, economic, or political events, or changes in a client's financial situation (such as a change in employment, relocation, or receipt of an inheritance). Reviews are conducted within the framework of the client's stated investment objectives and guidelines to ensure portfolio alignment with their overall financial goals.

Clients receive performance reports at least annually, which may include portfolio summaries, asset allocations, investment returns, benchmark comparisons, and other relevant financial data.

The Firm also contacts clients periodically to encourage updates to their personal profile information and to ensure that we maintain accurate and current data. Clients are formally asked to review and reconfirm this information on an annual basis.

Item 14 - Client Referrals and Other Compensation

Grace Advisors may compensate individuals or entities (who are not supervised persons of the Firm) for referring clients to us. Any such referral arrangements will be disclosed to the client in accordance with applicable laws and regulations, and the referring party must comply with all requirements under the Act. Clients do not pay higher fees as a result of being referred to the Firm through such arrangements.

Item 15 - Custody

The Firm does not maintain custody of client funds or securities and has appointed Alpaca as its agent to hold custody of clients' funds and/or securities. Clients retain full control over their accounts and are solely responsible for initiating any transfers, including ACH withdrawals related to debt repayment services. The Firm does not have authority to withdraw or access client assets.

Clients will receive directly from the custodian at least quarterly a statement showing the performance of the client's account(s), the funds, securities and other property in the client's account at the end of the period. Clients will be solely responsible for paying all fees or charges of the custodian.

Each client should carefully review Alpaca's statement upon receipt to determine that it completely and accurately states all holdings in the client's account and all account activity over the relevant period. Any discrepancies identified by a client should be immediately reported to the Firm and/or the qualified custodian. Such questions, concerns, or discrepancies may be communicated to the Firm by e-mailing the Firm at hello@grace.money.

Item 16 - Investment Discretion

Clients who choose to engage the Firm for investment advisory services must complete and sign an Investment Advisory Agreement (IAA). Under the terms of the IAA, the Firm assumes either full discretionary or limited discretionary trading and investment authority over the client's assets in accounts held with our chosen custodian. The Firm is given discretionary authority to select the timing, quantity, and identity of securities to buy and sell for the client as well as enter into, amend or terminate contracts relating to the Account.

Item 17 - Voting Client Securities

Grace Advisors does not vote proxies on behalf of its clients. The Firm and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

Item 18 - Financial Information

Grace Advisors is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past ten years.