



Umergence LLC

Business Continuity Plan

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Emergency Contact Persons

David Logan – 860-838-3332 – david@umergence.com

Jeffrey Ciarcia – 954-361-4276 – jeff@umergence.com

This information will be reviewed quarterly and any changes will be updated and reflected within 17 business days.

Firm Policy

In the event of a Significant Business Disruption Umergence LLC will respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. Operations will resume as soon as practically possible, given the severity of the SBD. In the event that the Company is unable to continue business operations, customers will be assured prompt access to their funds and securities. This business continuity plan addresses:

- 1. Data back-up and recovery*
- 2. Mission critical systems*
- 3. Financial and operational assessments*
- 4. Alternate means of communications with customers, employees, and regulators*
- 5. Alternate physical location of employees*
- 6. Critical business constituent, bank, and counter-party impact*
- 7. Regulatory Reporting*
- 8. Assuring customers' prompt access to their funds and securities in the event that we are unable to continue business*

Significant Business Disruptions (SBDs)

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. Our response to an external SBD relies more heavily on other organizations and systems, especially on the capabilities of our clearing firm.

Approval and Execution Authority

Jeffrey Ciarcia, a registered principal, is responsible for approving the plan and for conducting the required annual review and has the authority to execute this BCP.

Plan Location and Access

FINRA has been given a copy of this plan. Our firm will maintain copies of this BCP as well as annual reviews and changes.

Business Description

Umurgence LLC does not receive or hold funds or securities for, or owe funds or securities to, customers and does not carry accounts of, or for, customers. The firm does not perform clearing functions. The firm does not accept or enter public securities orders. Our firm provides an online platform for issuers to list exempt offerings to investors

Office Information

Inquiries regarding the company's business continuity plan can be directed to: David Logan, 1006 S. Main Street, Plantsville, CT 06479 Phone number – 860-838-3332 or Email – admin@umurgence.com

Alternative Physical Location(s) of Employees

In the event of an SBD, we will move our staff from affected offices to another location. If necessary, the personal residences of firm managers will be used. These residences are equipped with internet access and physical accommodations to allow business continuity. Changes in physical location will be updated on the firm website and messages will be left with all employees.

Customers' Access to Funds and Securities

Umurgence LLC does not maintain custody of customers' funds or securities or effect public transactions on behalf of clients. In the event of an internal or external SBD, if telephone service is available, our registered persons will refer customer orders or instructions to the respective private placement issuer. The firm will make this information available to customers through its disclosure policy.

If SIPC determines that the firm is unable to meet our obligations to our customers or if our liabilities exceed our assets in violation of Securities Exchange Act Rule 15c3-1, SIPC may seek to appoint a trustee to disburse our assets to customers. We will assist SIPC and the trustee by providing our books and records identifying customer accounts subject to SIPC regulation.

Data Back-Up and Recovery (Hard Copy and Electronic)

The firm maintains physical and electronic copies of its books and records at its main office location, 1006 S. Main Street, Plantsville, CT 06479. Records are also kept in secure cloud storage via services including Microsoft OneDrive and backed up in real-time. In the event of an internal or external SBD that causes the loss of our paper records, we will physically recover them from our back-ups via cloud or on-site hard disk storage. If our primary site is inoperable we will continue operations from our back-up site or an alternate location. For the loss of electronic records, we will either physically recover the storage media or electronically recover data from our back-up site, or, if our primary site is inoperable, continue operations from our back-up site or an alternate location.

Financial and Operational Assessments

- A. Operational risk – In the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include our website secure email, and/or numbers listed in the Emergency Contact section above. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

- B. *Financial and Credit Risk - In the event of an SBD, we will determine the value and liquidity of our investments and other assets to evaluate our ability to continue to fund our operations and remain in capital compliance. We will contact our clearing firm, critical banks and investors to apprise them of our financial status. If we determine that we may be unable to meet our obligations to those counter-parties or otherwise continue to fund our operations, we will request additional financing from our bank or other credit sources to fulfill our obligations to our customers and clients. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps, including contacting SIPC and our SRO.*

Mission Critical Systems

Our firm's "mission critical systems" are those that ensure prompt and accurate processing of securities transactions, including order taking, entry, execution, comparison, allocation, clearance and settlement of securities transactions, the maintenance of customer accounts, access to customer accounts and the delivery of funds and securities. We do not provide the execution, comparison, allocation, clearance and settlement of securities transactions, the maintenance of customer accounts, access to customer accounts, and the delivery of funds and securities.

Recovery-time objectives provide concrete goals to plan for and test against. They are not, however, hard and fast deadlines that must be met in every emergency situation, and various external factors surrounding a disruption, such as time of day, scope of disruption and status of critical infrastructure—particularly telecommunications—can affect actual recovery times. Resumption refers to the capacity to accept and process new transactions and payments after a wide-scale disruption.

A. The Firms Mission Critical Systems

- 1. Order Taking - The firm does not receive orders from customers for public securities. During an SBD, either internal or external, we will continue to make introductions to the issuers of private placement through any methods that are available and reliable, and in addition, as communications permit, we will inform our customers when communications become available. Customers will be informed of alternatives by the telephone.*
- 2. Order Entry – We do not transact or enter orders on behalf of clients. In the event of an internal SBD, we will refer our customers to deal directly with the issuers they were introduced to.*
- 3. Mission Critical Systems provided by Umergence LLC – We do not have a clearing relationship that provides order execution, order comparison, order allocation, and the maintenance of customer accounts, delivery of funds and securities, and access to customer accounts.*

Alternate Communications Between the Firm and Customers, Employees, and Regulators

- A. *Customers - We now communicate with our customers using the telephone, email, our website, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. For example, if we have communicated with a party by email but the Internet is unavailable, we will call them on the telephone and follow up where a record is needed with paper copy in the U.S. mail.*
- B. *Employees - We now communicate with our employees using the telephone, email, our website, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. We will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home and office phone numbers.*

- C. *Regulators - We are currently members of the following SROs: FINRA, and SIPC. We communicate with our regulators using the telephone, e-mail, fax, U.S. mail, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.*

Critical Business Constituents, Banks, and Counter-Parties

- A. *Business Constituents - We have contacted our critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as vendors providing us critical services), and determined the extent to which we can continue our business relationship with them in light of the internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of a SBD to them or our firm.*
- B. *Banks - The bank maintaining our account is Liberty Bank.*
- C. *Counter-Parties - We have contacted our critical counter-parties, such as other broker-dealers or institutional customers, to determine if they would be able to carry out our transactions with them in light of the internal or external SBD. Where the transactions cannot be completed, we will work with our counter-parties directly to make alternative arrangements to complete those transactions as soon as possible.*

Regulatory Reporting

Our firm is subject to regulation by: FINRA, SEC, and all states where the firm is registered. We now file reports with our regulators using paper copies in the U.S. mail, and electronically using fax, e-mail, and the Internet. In the event of an SBD, we will check with the SEC, FINRA, and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators, we will continue to file required reports using the communication means available to us.

Disclosure of Business Continuity Plan

We post the disclosure statement on our website and mail it to customers upon request.

Updates and Annual Review

Our firm will update this plan whenever we have a material change to our operations, structure, business or location or to those of our clearing firm. In addition, our firm will review this BCP annually to modify it for any changes in our operations, structure, business or location or those of our clearing firm.

Senior Manager Approval

I have approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of an SBD.

Signed: David Logan

Title: CEO/CCO

Date: 12/30/16

BCP Disclosure Statement

The firm has created a Business Continuity Plan (BCP) that provides for the firm to continue client service within a reasonable amount of time, given the scope and severity of a significant business disruption (SBD).

The BCP anticipates responding to both internal and external SBDs. An internal SBD, such as the loss of our telephone system, affects only the firm. The firm will respond to internal SBDs by re-routing calls to secondary numbers, and/or relocating its primary office to a secondary location, and/or, recovering data from a back-up storage media and/or a back-up site. The firm expects to recover from an internal SBD within one hour.

An external SBD, such as a power outage or flood, affects multiple businesses and can be local, regional, national, or global. The firm's response to an external SBD relies more heavily on other organizations, such as the clearing firm and product sponsors. The firm expects to recover from an external SBD within six hours.

In the event a SBD prevents customers from contacting the firm by using the firm's primary phone number, fax number, or email address, customers may contact the firm by using the following secondary contact information:

Secondary phone: 954-361-4276

In the event of an internal or external SBD that causes the loss of our paper and hard copy records, we will attempt to physically recover them from our back-up files. If our primary site is inoperable, we will continue operations from our backup site or an alternate location. For the loss of electronic records, we will attempt to either physically recover the storage media or electronically recover data from our back-up files records management facility, or, if our primary site is inoperable, continue operations from our back-up site or an alternate location.

While no contingency plan can eliminate all risk of service interruption or temporarily impeded account access, the firm continually assesses and updates its BCP to mitigate all reasonable risk.

This disclosure is subject to modification.

Please contact us with any questions regarding this agreement by email support@umergence.com.