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March 25, 2022

**FORM ADV PART 2A
BROCHURE**

This brochure provides information about the qualifications and business practices of Precipio Wealth Management LLC ("Precipio"). If you have any questions about the contents of this brochure, please contact Precipio at 703.773.2474 (703.PRECIPIO). 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.

Additional information about Precipio (CRD# 150310) is also available on the SEC's website:

www.adviserinfo.sec.gov

Precipio is an SEC registered investment adviser. Registration with the SEC does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

This Brochure dated March 25, 2022, contains material changes since our last annual update on March 19, 2021.

Mercer Global Advisors Inc. has entered into an agreement to acquire Precipio Wealth Management. The transaction closed on November 30, 2021 and resulted in a change of ownership. Mercer Global Advisors Inc. owns one hundred (100%) percent of the operating assets of Precipio Wealth Management. Due to the acquisition of Precipio Wealth Management, the firm has provided notice to affected clients of the assignment to Mercer Global Advisors Inc. (a SEC-registered investment advisor) of such clients' advisory arrangements with Precipio Wealth Management to the extent required under applicable law. Once the account transfer process is complete at the custodial level, Precipio Wealth Management will file a Form ADV -W to wind down the advisory business.

Copies of Mercer Global Advisors' Part 2A, form CRS and Privacy Notice are available upon request by calling 888.565.1681 or at www.merceradvisors.com

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Item 4 Advisory Business

Precipio Wealth Management LLC ("Precipio, "We") has been in business as a fee-only investment adviser registered with the Securities and Exchange Commission ("SEC") since August 2009. The principal owners of Precipio are Edgar L. Parrish and Katherine M. Parrish ("the Principals").

Precipio offers a variety of personalized investment advisory services and offers its services only in conjunction with managing the Client's portfolio. Precipio's wealth management services (WMS) also include financial planning, consulting services, and External Assets Advice and Guidance (EAAG). Prior to receiving any of the foregoing services, the client ("Client") is required to enter into a written agreement with Precipio setting forth the scope, terms, and conditions of the advisory relationship ("Agreement"). As of March 25, 2022, Precipio has no assets under management.

At the outset of the relationship, clients work with Precipio Investment Advisor Representatives (IARs) to achieve a mutual understanding of their financial situation, level of financial sophistication, investment experience, and financial goals ("Investment Profile"). Clients complete and agree upon an Investment Profile, detailing, among other information, their investment experience, approximate assets, objectives, and risk tolerance. Client is responsible for promptly notifying Precipio of any change in the Investment Profile. In performing its services, Precipio is not required to verify any information and data received from Client or from Client's other advisors or professionals (e.g., attorney, accountant, etc.). Precipio is expressly authorized to rely upon such information and data.

If the Account is a Retirement Account (defined below), Client is acting as either the plan sponsor or individual retirement account ("IRA") accountholder. A "Retirement Account" is any account subject to Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") or Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), including pension plans, tax-qualified retirement plans (including Keogh plans) under Section 401(a) of the Code that are not covered by ERISA, and IRAs under Section 408 or 408A of the Code. If Client maintains both Retirement Accounts and accounts that are not Retirement Accounts with Precipio, Client should understand that any advice or recommendations made by Precipio with respect to non-Retirement Accounts should not be relied upon in connection with Retirement Accounts, which may present different considerations.

Generally, Clients make a choice to establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), a qualified custodian, registered broker-dealer, and member of the Securities Investor Protection Corporation ("SIPC"), to maintain custody of Client's assets and to effect trades for Client Accounts. Precipio may only implement its investment management recommendations after Client has arranged for, and furnished Precipio with, all information and authorizations regarding accounts with Schwab or another custodian selected by Client (each a "Custodian"). Neither Precipio nor its Principals are affiliated with Schwab.

A. Financial Planning and Consulting Services

Precipio offers a range of financial planning and consulting services, which may include any or all of the following:

- Pre-retirement and post-retirement planning
- Probabilistic forecasting
- Estate analysis & planned gifting
- Beneficiary designations review
- Life insurance review

- Tax reporting
- Coordination with other professionals.

At Precipio's discretion, when managing portfolios, IAR's may work with clients to develop a financial plan and/or assess the relative strengths and weaknesses of an existing financial plan. When providing financial planning, Precipio generally uses financial software to analyze various aspects, such as historical and projected risk and return rates, probability-based simulations of asset values, spending patterns, and tests relative to historical market periods.

Client may decide to implement a financial plan through Precipio. Precipio has a conflict of interest when recommending that Client engage Precipio to implement the financial plan. Client is under no obligation to act upon any of the recommendations made by Precipio under a financial planning or consulting engagement.

WMS Services

Precipio offers discretionary and, by exception, non-discretionary WMS services. When Client grants Precipio discretion to manage Client's portfolio ("Portfolio"), Precipio generally allocates assets among various independent investment managers ("Independent Managers"), no-load and load-waived mutual funds ("Funds"), fixed-income securities, and exchange-traded funds ("ETFs"). Precipio assists Clients with developing an appropriate strategy for managing their portfolios.

Precipio periodically monitors the performance of portfolios by reviewing account statements, performance data furnished by third-party providers, and other sources. Precipio does not verify the accuracy of any such performance information and data or ensure its compliance with presentation standards. Client is advised that any performance information Client receives from Independent Managers may not be calculated using uniform and consistent bases. Client should compare all supplemental materials with the account statements from the Custodian.

The terms and conditions under which Client engages an Independent Manager are set forth in a separate written agreement between Precipio and the program provider or Independent Manager or a separate agreement between the Client and the Independent Manager. In addition, the client also receives the written disclosure brochure of the designated Independent Managers engaged to manage the assets.

At its discretion, Precipio may agree to provide non-discretionary investment advisory services where Precipio reviews the Account and recommends that Client purchase or sell separate securities, funds, and ETF'S, or allocate assets to Independent Managers as Precipio considers appropriate based upon the Investment Profile. In such a non-discretionary arrangement, Client retains all decision-making power and authority over the investment of Account assets, and Precipio will place orders only on Client's instructions.

B. External Assets Advice & Guidance

When Precipio agrees to provide EAAG services, we make recommendations and may provide performance reporting on certain investment products that may not be maintained at Schwab ("Held Away Assets"), such as assets held in employer sponsored or individual retirement plans, and qualified tuition plans (i.e., 401(k) plans, 529 plans), among others. Held Away Assets are generally maintained at the custodian designated by the sponsor or issuer of the product. Precipio does not accept or exercise discretion to manage Held-Away Assets or ever possess Client's passwords. Client retains all

decision-making power and authority over the investment of Held-Away Assets. In EAAG, entry of transactions is solely the client's responsibility. Assets subject to EAAG are not included in calculating the Advisory Fee (as defined below), and are subject to a separate fee as agreed with Precipio.

C. Transactions in Client's Account

Orders placed by Precipio, such as for the purchase and sale of funds, ETFs, and equity and fixed income securities, will generally be placed through Schwab. Precipio reimburses clients for ticket charges for those transactions, except for ticket charges for transactions implemented at client's instance, as discussed below in Item 5 Other Charges. If a commission equivalent ticket charge that Precipio would normally refund to Client is not a chargeable asset by Schwab, to that extent, Precipio's revenue would be greater, resulting in a conflict of interest.

Precipio has engaged an Overlay Manager to provide overlay manager services, including implementation of trading instructions from Independent Managers that manage equity portfolios. In addition to the Overlay and Independent Manager fees, Clients will pay all transaction costs as they arise per trade ("Transaction Based Pricing"). Overlay Manager will implement trading instructions without consulting Client or Precipio. We anticipate that in many cases, Overlay Manager and Independent Managers will place transactions through Schwab. Overlay Manager and Independent Managers may, however, place trades with another broker-dealer, or "trade-away" from Schwab, when they reasonably believe doing so will allow them to seek best execution. This can include, for example, situations where Overlay Manager or an Independent Manager believes that any added transaction or other trading charges of trading through another broker-dealer can be offset by a more favorable execution offered by that broker-dealer. Client is encouraged to review the Advisory Brochure for Overlay Manager and each Independent Manager selected for information about their trading practices. When Overlay Manager or Independent Manager trades away from Schwab, any commission, commission equivalent, markup, markdown, dealer spread, or other charge on those trades will be paid by Client to the third-party broker-dealer and will not be covered by the Advisory Fee. Additionally, Schwab will charge Client a trade-away fee for each trade placed with another broker-dealer, which is not covered by the Advisory Fee.

Fixed Income Independent Managers have discretion to select broker-dealers to execute trades for Client's Account, subject to their obligation to seek best execution of client trades. Client will pay either a single periodic fee to Schwab for most Schwab brokerage and related services based on the value of assets managed by the Fixed Income Manager ("Asset-Based Pricing") or pay transaction costs as they arise per trade ("Transaction Based Pricing"). Client is encouraged to review the Form ADV brochure for Fixed Income Managers selected for information about their trading practices.

D. Account Additions and Withdrawals

Client may make additions to, and withdrawals from, Client's Account at any time, subject to Precipio's right to terminate Client's Account. Additions may be in cash or securities provided that Precipio reserves the right to liquidate any transferred-in securities or decline to accept particular securities into Client's Account. Client is responsible to provide cost basis data for any contributed securities. Client may withdraw account assets on notice to Precipio, subject to the usual and customary securities settlement procedures. However, Precipio designs portfolios with the intention of being long-term investments, and the withdrawal of assets may impair the achievement of Client's Account investment objectives. Precipio may consult with Client about the options and implications of transferring securities. Client is advised that when transferred securities are liquidated, they may be subject to transaction fees or fees assessed at the mutual fund level (i.e. contingent deferred sales charge), and there may also be tax ramifications.

E. Reasonable Restrictions

Client may impose reasonable restrictions on the management of the Account, including prohibiting investments in particular securities or types of investments, provided that such requests are made in writing and Precipio or Independent Managers accept such restrictions. Please specify any such restrictions in Client's account opening information. Precipio, Independent Manager, and Overlay Manager will seek to adhere to such requested restrictions on a reasonable basis, based on certain industry standards. The performance of accounts with restrictions will differ from accounts without restrictions, possibly producing lower overall results. In their discretion, Independent Managers / Overlay Manager may hold the amount that would have been invested in the restricted security in cash, invest it in substitute securities, or invest it across the other securities in the strategy that are not restricted. The application of certain restrictions may be delayed or otherwise require reasonable time before becoming effective. Restrictions do not apply to underlying investments in pooled investment vehicles. Please refer to Advisory Brochures for additional information.

Accommodated Assets

At Precipio's discretion Precipio may hold a limited number of Client securities on a *pro bono* basis as an accommodation to you ("Accommodated Assets"). Accommodated Assets are not included as part of the WMS managed assets and are not subject to the Advisory Fee.

F. Retirement Account Rollover Recommendations

If Client ends employment, Client will often have a number of options available regarding the disposition of vested interests in employer sponsored retirement plans, and more than one course of action may be available: (1) if permitted by the former employer, Client may be able to maintain the vested amount in the plan; (2) if Client changes jobs, Client may be able to roll over the vested amount to the plan sponsored by the new employer; (3) Client might decide to roll over the vested amount to an IRA; and (4) Client might decide to distribute the vested amount as ordinary income, which may be subject to tax/tax penalty. Precipio may or may not recommend that Client roll over vested amounts to an IRA that would be managed by us. Precipio has a conflict of interest in recommending a rollover because the rollover would result in Precipio earning an Advisory Fee on those assets. On the other hand, a recommendation to leave a vested amount in the former employer's plan or roll over to the successor employer's plan would result in no compensation to Precipio (unless EAAG is provided with respect to those assets). Client should carefully consider all options and understand that you are not obligated to roll over vested plan assets to an IRA managed by Precipio or to elect EAAG.

Item 5 Fees and Compensation

Precipio charges an annual investment advisory fee ("Advisory Fee") for its comprehensive services pursuant to a blended fee schedule that ranges from 20 to 125 basis points (0.20% to 1.25%) depending on the level of assets under management (including any assets for which Precipio provides non-discretionary investment advice).

| PORTFOLIO VALUE | ANNUALIZED RATE | QUARTERLY RATE |
|--------------------|-----------------|----------------|
| First \$1,000,000 | 1.25% | 0.3125 % |
| Next \$1,000,000 | 1.00% | 0.2500 % |
| Next \$3,000,000 | 0.70% | 0.1750 % |
| Next \$5,000,000 | 0.40% | 0.1000 % |
| Next \$10,000,000 | 0.20% | 0.0500 % |
| Above \$20,000,000 | Negotiable | Negotiable |

The Advisory Fee paid by Client is set forth in the applicable fee schedule agreed to by Client and may vary from those in the fee schedule herein. Precipio may, in its discretion, negotiate a lower Advisory Fee based on certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities. Lower fees for comparable services may be available from other sources.

A portion of the Advisory Fee may be used to cover the securities brokerage commissions and ticket charges with respect to transactions recommended and placed by Precipio. Client may incur ticket charges and other expenses for transactions implemented at a Client's instance, such as accommodation trades, liquidations, withdrawals, transfers, redemptions, distributions, and transactions related to the payment of the Advisory Fee.

The Advisory Fee is billed quarterly in advance and is derived from the market value of the assets with accrued income being managed by Precipio on the last day of the previous quarter as provided by Schwab and third-party provider. Precipio will not independently verify the market value of Client's assets and accrued income. The Advisory Fee is calculated on a pro rata basis for the calendar quarter in which the Agreement becomes effective. If assets equal to, or in excess of, \$100,000 are deposited into, or withdrawn from, Client's Account after the inception of a billing period, the Advisory Fee payable with respect to such assets is prorated to account for the change in Account value and charged or refunded. Only single deposits or withdrawals of \$100,000 or greater are counted in meeting the threshold. In the event the Agreement is terminated, the Advisory Fee for the final quarter is prorated through the effective date of the termination, and the remaining balance is refunded to Client, as appropriate. Precipio will submit instructions to Schwab each quarter to charge Client's Account for the Advisory Fee.

A. Other Fees and Charges

The Advisory Fee is exclusive of, and in addition to, fees charged by the Independent Manager/Overlay Manager ("Independent Manager/Overlay Manager Fees"), any transaction fees charged by Schwab ("Schwab Fees") (except those referred to above), custodial fees, and other related costs and expenses which may be incurred by the Client.

Independent Manager/Overlay Manager Fee. When Independent Manager/Overlay Manager are utilized, fees differ for each Manager together with Overlay Manager but generally range between 19 (0.19%) and 62 (0.62%) basis points. When Independent Manager/Overlay Manager are utilized, the fee is paid by the Client, and depends on the value of Client household assets managed. Client is encouraged to review the description of the Independent Manager and Overlay Manager fee, and how they are charged, in the Form ADV, Part 2A (advisory brochures) for each Independent Manager selected to manage Client's Account, and Overlay Manager, and to discuss any particular fee arrangements that Precipio has made with regard to Client's Account.

Schwab Fees. Schwab generally does not charge separately for custody services, rather Schwab is compensated through commission equivalent ticket charges and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. If you select a third-party custodian, you will bear the fees, costs, expenses, and transaction costs charged by the custodian, including any custody and administrative fees.

- Equity Securities and ETFs. Schwab does not currently charge commissions on transactions in equity securities or ETFs.
- Funds. Schwab assesses ticket charges for the purchase and sale of Funds. Precipio will pay the ticket charges from its Advisory Fees for the purchase and sale of Funds through Schwab unless the particular transaction is at Client's instance.
- In its sole discretion, Schwab may waive such ticket charges with respect to Funds. Since Funds that bear no ticket charge could be selected in lieu of Funds that would otherwise carry a ticket charge payable by Precipio, a potential unavoidable conflict of interest may exist. However, Precipio does not have any discretion as to which Funds are available through Schwab, and Schwab may add or remove Funds without notice to Precipio. Schwab makes available Fund share classes on its platform at its sole discretion. Different Funds with similar investment policies, and different share classes within those Funds, will have different expense levels. Generally, a Fund or share class with a lower minimum investment requirement has higher expenses, and therefore a lower return, than a Fund or share class with a higher minimum investment requirement. The share classes made available by Schwab and that Precipio selects for a client's Account, or which clients select for their Account in non-discretionary arrangements, will not necessarily be the lowest cost share classes for which clients might be eligible or that might otherwise be available if clients were to invest in Funds through another firm or through the Funds directly.

Other Expenses. Client may incur certain charges imposed by third parties that are not covered by the Advisory Fee. These additional expenses may include commissions, commission equivalents, markups, markdowns, and spreads associated with certain securities transactions (typically dealer market transactions such as fixed income or over-the-counter equity transactions); charges imposed directly by a Fund or ETF in the account, as disclosed in the prospectus (e.g., management fees and other expenses); 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. Client may also incur fees in certain international investment strategies, such as brokerage expenses, local market execution fees, American Depositary Receipt ("ADR") currency conversion fees, and other fees.

B. Ability to Obtain Services Separately

Client may be able to obtain some or all of the services provided through WMS separately from Precipio or from other firms, and the cost of obtaining the services separately may be more or less than the fees and other charges described above. Factors that bear on the cost of WMS services in relation to the cost of purchasing the same services separately include the range of investment strategies and Independent Managers selected, anticipated trading activity, and the range of custodial, reporting, and other ancillary services that are available. Client should understand that the combination of services Precipio provides may not be available separately and certain Independent Managers might not be willing to provide their services separately because of required minimum account sizes or other factors.

C. Compensation for Recommending WMS

The Principals receive compensation for providing services to Client's Account.

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

Precipio does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7 Types of Clients

Precipio provides investment advisory services to individuals, retirement plans, trusts, estates, foundations, business, and non-profit entities.

As a condition for starting and maintaining a WMS relationship, Precipio generally requires that a client place at least \$1,000,000 of investable assets under the firm's discretionary management. Precipio may aggregate portfolios to meet this minimum. Precipio may, in its sole discretion, accept a client with a smaller portfolio total based upon certain criteria, such as anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and *pro bono* activities. Precipio will only accept a client portfolio that does not meet the minimum portfolio size if, in our opinion, the smaller portfolio size will not result in a substantial increase in investment risk beyond the client's identified risk tolerance.

Certain Independent Managers may impose more restrictive account requirements and varying billing practices than Precipio. In such instances, Precipio may alter the corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

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

A. WMS

Precipio generally utilizes a combination of fundamental and technical methods of analysis in providing WMS.

Fundamental Analysis. Fundamental analysis involves an evaluation of a company's financial condition, capabilities of management, earnings capacity, new products and services, and markets and position among its industry competitors. A substantial risk in relying on fundamental analysis is that, while the overall health and position of a company may be good, market conditions may negatively impact the value of the company's securities.

Technical Analysis. Technical analysis involves the examination of past market data rather than specific company information. Technical analysis may involve the use of mathematically based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends that may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying on technical analysis is that historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee of accurately predicting such a reoccurrence.

Investment Strategies. Precipio's investment strategy in managing a client's assets is defined by our six-step process, which includes the following:

- **Establish** investment objectives and risk tolerance;
- **Test** the probability of success of inflows, outflows, and investments;
- **Allocate** investments;
- **Implement** long-range strategic plan;
- **Rebalance** portfolios and retest probabilities; and
- **Measure** and report progress, making changes as needed.

Precipio may spend time reviewing historical data of different asset mixes with a client. Risk-adjusted return performance over time that is consistent with a client's Investment Profile is sought by combining assets classes, such as domestic and international equities, fixed income, alternative, and cash. An important part of Precipio's process is applying probability-based analyses to test strengths and weaknesses of a client's current plan and to project future asset values. The firm strives to assemble professional portfolio management in a long-term strategy that is clear, understandable, transparent, and regularly measured for progress.

Selection of Independent Managers. Precipio evaluates various information and data about the Independent Managers. Precipio generally reviews a variety of different resources, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses Precipio believes to be reputable. To the extent possible, Precipio seeks to assess the Independent Managers' investment strategies, past performances, and risks in relation to its portfolio allocations and risk exposures. Precipio also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

Precipio periodically monitors the performance of accounts managed by Independent Managers by reviewing the account statements and trade confirmations produced by Schwab or, other qualified custodians, as well as other performance information furnished by the Independent Managers, and other third-party providers. Precipio does not verify the accuracy of any such performance information or ensure its compliance with presentation standards. Client is advised that any performance data Client receives from the Independent Managers may not be calculated on uniform and consistent bases. Client should compare all supplemental materials with the account statements you receive from Schwab.

Client Information Provided to Independent Managers. In the Agreement, Client grants Precipio the authority to discuss certain non-public information with the Independent Managers engaged to manage their accounts. Depending upon the specific arrangement, Precipio may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers, and account numbers.

Precipio may share information related to Client's Investment Profile and reasonable restrictions, as well as such other information that an Independent Manager reasonably requests to satisfy its own policies and procedures. This information is communicated on an initial basis and periodically updated to reflect changes in information provided by you.

Client Contact with Independent Managers. There are no restrictions on Client's ability to communicate with Precipio's IAR's. Client generally will only communicate with Precipio and will not be able to communicate directly with an Independent Manager or an Overlay Manager about the portfolio.

B. Risk of Loss

You should understand that all investment strategies and the investments made when implementing those investment strategies involve risk of loss. You should be prepared to bear the loss of assets invested and, in the case of uncovered option strategies, beyond the amount invested. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of Client's Account will fluctuate due to market conditions and other factors. The investment decisions and recommendations made and the actions taken for Client's Account are subject to various market, liquidity, currency, economic, and political risks, and will not necessarily be profitable. Past performance is not indicative of future performance.

Funds and ETFs. Investments in a Funds and ETFs involve risk, including the potential loss of principal. Shareholders in Funds and ETFs are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as Funds and 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.

Shares of a Fund are generally distributed and redeemed on an ongoing basis by the Fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to the Fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a Fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the Fund's holdings.

The trading prices of a Fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the Fund's shares trading at a premium or discount to actual NAV.

Shares of an ETF are listed on securities exchanges and traded at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for an index-based ETF and more frequently for an actively managed ETF. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options. Options allow investors to buy or sell a security at a contracted strike price (not necessarily the current market price) at or within a specific period of time. Investors may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge against potential losses or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price.

Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Market Risks. The profitability of a significant portion of our recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Precipio will be able to predict those price movements accurately.

Item 9 Disciplinary Information

Neither Precipio nor its Principals have been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10 Other Financial Industry Activities and Affiliations

Neither Precipio nor its Principals are actively engaged in any other financial industry activities or affiliations.

Item 11 Code of Ethics

Precipio has adopted a Code of Ethics under Rule 204A-1 of the Investment Advisers Act of 1940 ("Advisers Act") designed to provide that Precipio's supervised persons comply with applicable federal securities laws. The Code of Ethics also requires that certain supervised persons (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Precipio will provide you with a copy of the Code of Ethics on request.

Precipio and persons associated with Precipio ("Access Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Precipio's policies and procedures. Unless specifically permitted in Precipio's Code of Ethics, Access Persons may not purchase or sell for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any security that is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Precipio's clients. However, in the course of discretionary investment management of portfolios, the Independent Managers may effect purchases and sales of the same securities for Access Persons and clients. Such transactions are not placed by the Access Persons.

When Precipio is purchasing or considering the purchase any security on behalf of a client, Access Persons may not purchase that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Precipio is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (1) direct obligations of the Government of the United States; (2) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (3) shares issued by mutual funds or money market funds; and (4) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 Brokerage Practices

A. Broker-Dealer Selection and Directed Brokerage

WMS are generally available only if Client has directed Precipio to execute transactions through Schwab. By directing brokerage to Schwab, Precipio, Overlay Manager, and Independent Managers may not always be able to achieve the most favorable execution for Client's Account, and Client may pay higher transaction costs or receive less favorable pricing as a result. You should understand that not all investment advisers require their clients to direct brokerage to a particular broker-dealer.

In certain circumstances, Precipio, Overlay Manager(s), or Independent Managers may, consistent with their duties to seek best execution, decide to execute transactions through a broker-dealer other than Schwab. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, execution capability, willingness to commit capital, responsiveness, clearance and settlement capability, and the provision of research and other services. Accordingly, transactions will not always be executed at the lowest available price or transaction cost.

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like Precipio. Schwab provides Precipio and its Clients with access to its institutional brokerage - trading, custody, reporting and related services - many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help Precipio manage or administer Clients' accounts while others help Precipio manage and grow its business. Schwab's support services are generally available on an unsolicited basis and at no charge to Precipio as long as the firm maintains a total of at least \$10 million of our clients' assets in accounts at Schwab.

It is Client's decision to custody assets with Schwab. Schwab provides Precipio with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research (including in the form of advice, analyses, and reports), and access to mutual funds (Funds) and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Services that Benefit Client. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which Precipio might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Schwab's services described in this paragraph generally benefit Clients or their Account(s).

Services that May Not Directly Benefit Clients. Schwab also makes available to Precipio other products and services that benefit Precipio but may not directly benefit the Client or their Account(s). These products and services assist Precipio in managing and administering Clients' accounts. They include investment research, both Schwab's own and that of third parties. Precipio may use this research to service all or some substantial number of its clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provides access to client account data (such as duplicate trade confirmations and account statements);
- facilitates trade execution and allocate aggregated trade orders for multiple client accounts;
- provides pricing and other market data;
- facilitates payment of Precipio fees from clients' accounts; and
- assists with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help Precipio manage and further develop its business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to Precipio. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees.

Clients should be aware that Precipio's receipt of economic benefits from Schwab creates a conflict of interest since these benefits may influence our choice of Schwab over another that does not furnish similar software, systems support, or services.

Client may direct Precipio in writing to use a particular Financial Institution to execute some or all transactions for Client. In that case, Client will negotiate terms and arrangements for the account with that Financial Institution, and Precipio will not seek better execution services or prices from other Financial Institutions. As a result, Client may pay higher ticket charges or greater spreads, or receive favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Precipio may decline a client's request to direct brokerage if, in Precipio's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

B. Research and Other Soft Dollar Benefits

Precipio does not currently receive soft dollar benefits in connection with client securities transactions.

Item 13 Review of Accounts

The Principals review client accounts at least quarterly. Precipio contacts you at least annually to review the services and advice provided, and to discuss the impact resulting from any changes in Client's Investment Profile. Precipio periodically monitors the performance of accounts being managed by reviewing the account statements and trade confirmations produced by Schwab or other qualified custodians, as well as other performance information furnished by the Independent Managers and/or other third-party providers.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions holding their accounts. Precipio also provides quarterly reports that may include relevant account and/or market-related information, such as account performance. Client should compare any supplemental reports Client receives from Precipio and/or the Independent Managers with the account statements and confirmations Client receives from the Financial Institutions.

Item 14 Client Referrals and Other Compensation

As described in Item 12 above, Precipio has arrangements in place whereby Precipio receives economic benefits from Schwab.

Precipio has an arrangement in place whereby Precipio provides compensation to unaffiliated third-party solicitors for referring clients to Precipio. In the event a client is introduced to Precipio by a solicitor, Precipio may pay that solicitor a referral fee in accordance with applicable laws, including Rule 206(4)-3 under the Advisers Act. All referral fees are paid solely from the Advisory Fee and do not result in any additional charges to Client.

Item 15 Custody

Clients generally custody the funds and securities in their Account with Schwab. Clients also may enter into separate custody arrangements to maintain the funds and securities in Client's Account with other unaffiliated, qualified custodians. Under the Advisers Act, Precipio may be "deemed" to have custody of client assets under certain circumstances, including where Precipio is authorized to debit a client's account for payment of the Advisory Fee. Schwab has agreed to send statements to clients not less than quarterly indicating all amounts paid to Precipio and/or the Independent Managers/Overlay Manager engaged to manage their accounts. As discussed in Item 13, Precipio may also send periodic reports to clients. You should carefully review the statements and confirmations sent directly by Schwab or other qualified custodians, and to compare them with any reports received from Precipio.

Item 16 Investment Discretion

Precipio may accept discretionary authority to manage Client's Account on Client's behalf and risk. If you choose to grant Precipio discretionary authority, Client will appoint Precipio to supervise and direct the investment of assets in Client's portfolio in the Agreement. Precipio will only accept discretionary authority with respect to (1) securities to be purchased or sold for Client's account; (2) the quantity of securities to be purchased or sold; (3) the timing of transactions for Client's Account; and (4) the selection and termination of Independent Managers. Precipio does not accept discretionary authority with respect to financial planning, guidance, or EAAG.

Item 17 Voting Client Securities

Precipio does not accept the authority, or give any advice to client, about how to vote clients' securities (i.e., proxies).

Item 18 Financial Information

Not applicable.