Part 2A Appendix 1 of Form ADV
Wrap Fee Program Brochure
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Vericrest Private Wealth, LLC

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This wrap fee program brochure provides information about the qualifications and business practices of Vericrest Private Wealth, LLC. If you have any questions about the content of this brochure, please contact us by telephone at 267-685-6550 or email at bill@vericrestprivatewealth.com. The information in this brochure has not been verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Vericrest Private Wealth, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" does not imply a certain level of skill or training.

Vericrest Private Wealth, LLC shall be referred to as 'Vericrest' in this document.

Item 2 – Material Changes

There have not been any material changes to the Firm's advisory personnel or services since the filing of its most recent ADV Amendment.

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Item 4 – Services, Fees and Compensation

Vericrest Private Wealth, LLC (*"Vericrest")* offers a wrap fee program whereby the firm manages client accounts for a single convenient wrap fee that includes investment advisory services, portfolio management services, custody and clearance services and transaction costs.

Vericrest seeks long-term growth of clients' financial assets while emphasizing preservation of capital. Vericrest manages investment portfolios designed to meet clients' risk/return objectives, ranging from conservative to aggressive growth. An appropriate portfolio is determined by a client's investment objectives, investment time horizon, liquidity needs and risk tolerance.

Prior to engaging Vericrest to provide services through the wrap fee program, the client is required to enter into an Investment Management Agreement with Vericrest which sets forth the terms and conditions of the engagement and the scope of services to be provided. These services may include determining the appropriate target portfolio asset allocation, developing the Investment Policy Statement (IPS) and ongoing investment monitoring. Clients may impose restrictions on investing in specific securities, industries, or sectors.

Program Fee

Vericrest charges a single convenient "wrap fee" for these services. The fee is payable quarterly in advance and is based on the account value on the last trading day of the previous calendar quarter. The first quarterly fee payment is due upon execution of the Investment Advisory Agreement and will be assessed pro-rata in the event the agreement is executed at any time other than the first business day of a calendar quarter. The pro-rata calculation will begin on the first day of the calendar month that follows the execution of the Investment Advisory Agreement (for example, if the Investment Advisory Agreement is executed in January, pro-rata billing will begin February 1st). Lower fees may be negotiated at Vericrest's sole discretion. If an account is removed from Vericrest's management during the quarter, fees will be prorated to the termination date and any unearned fees will be refunded to the client.

The annual management fee schedule is set forth below:

Value of Client Account	Annual Fee
$1,000,000 - $3,000,000	1.25%
$3,000,001 - $7,000,000	1.00%
Value above $7,000,000	0.85%

A minimum of $1,000,000 of assets is necessary to establish a relationship with Vericrest. Exceptions can be made in the discretion of Vericrest. An exception may result in a higher annual fee.

A portion of the fee paid to Vericrest is used to cover transactional costs attributed to the management of its clients' portfolios. Since Vericrest pays the transaction costs associated with trading, there may be a disincentive to actively trade in client accounts.

Services provided through the wrap fee program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the wrap fee program versus paying separate transactional costs and paying a separate fee for investment advisory and portfolio management services. The fee paid in the wrap fee program may also be higher or lower than fees charged by other investment advisory firms.

Other Charges

Clients may incur certain fees or charges imposed by third-parties other than Vericrest in connection with investments made by Vericrest on behalf of clients. These fees and charges are separate and distinct from the fees paid to Vericrest and may include, but not be limited to: exchange-traded fund (ETF) fees, fund fees, deferred sales charges on previously purchased mutual funds transferred into the account, interest charged on margin borrowing, "spreads" imposed by brokers/dealers representing implicit transactions costs, wire transfer/electronic fund transfer fees and fees related to trades executed away from a custodian. Vericrest is not responsible for and does not receive any portion of these fees or charges.

Compensation for Recommending the Wrap Fee Program

Vericrest has no arrangements in place whereby persons recommending the wrap fee program are entitled to receive additional compensation because of clients' participation.

<u>Products & Services Available to us from Charles Schwab Co., Inc</u>

Charles Schwab Co., Inc ("Schwab") serves independent investment advisory firms like ours. They provide us and our 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 us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis and at no charge to us as long as we maintain a total of at least $10 million of our clients' assets in accounts at Schwab.

Schwab has eliminated commissions for online trades of equities, ETFs and options (subject to $0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. We encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement versus a non-wrap fee arrangement. If you choose to enter into a wrap fee arrangement, your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account please refer to Schwab's most recent pricing schedules available at schwab<u>.com/aspricingguide</u>.

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 we 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 us other products and services that benefit us but may not directly benefit the client or their account(s). These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our 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 our fees from our clients' accounts; and
- assists with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help us manage and further develop our 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 us. 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.

Item 5 – Account Requirements and Types of Clients

Vericrest provides services to different client types. Clients may include individuals, trusts, charitable organizations, pension and profit-sharing plans, corporations and/or other businesses. The mix of client types may change over time.

Vericrest imposes a minimum account balance of $1,000,000 for participation in the wrap fee program. The minimum may be waived at the discretion of Vericrest. An exception may result in a higher annual fee.

Item 6 – Portfolio Manager Selection and Evaluation

A. Selecting/Reviewing Portfolio Managers

In selecting third-party managers for management of client's assets, Vericrest considers several factors including, but not limited to, adherence to an investment style and philosophy, fees, past performance and controls.

B. Related Persons

No related persons act as a portfolio manager for the wrap fee program described in this brochure. Hence, there are no conflicts of interest with related persons and Vericrest will not select any related persons as portfolio managers for this wrap fee program.

C. Selecting/Reviewing Portfolio Managers

i. Advisory Services Offered

Investment Management – Vericrest provides clients with ongoing investment management services on a fee-only basis. An appropriate portfolio is determined by a client's investment objectives, investment time horizon, liquidity needs and risk tolerance. Vericrest typically uses exchange-traded funds (ETF's) to build diversified portfolios. These services are only performed on a discretionary basis.

Financial Planning and Consulting Services – Vericrest may provide financial planning to certain clients in conjunction with investment management services. Financial planning may include net worth analysis, tax planning, estate planning, risk management and retirement planning. In some cases, Vericrest may provide consulting services regarding non-investment related financial matters on a stand-alone separate fee basis.

401k/Retirement Plan Services – Vericrest may provide investment advice and consulting services to qualified retirement plans. Vericrest will assist in plan design, educate participants, and guide plan sponsors on fiduciary matters.

ii. Client Account Management

Prior to engaging Vericrest to provide investment advisory services, the client is required to enter into an Investment Advisory Agreement with Vericrest which sets forth the terms and conditions of the engagement and the scope of services to be provided. These services may include developing the investment strategy, determining the appropriate target portfolio asset allocation, developing the Investment Policy Statement

(IPS) and ongoing investment monitoring. Clients may impose restrictions on investing in specific securities, industries, or sectors.

iii. **Wrap Fee Programs**

Vericrest offers a wrap fee program whereby the firm manages client accounts for a single convenient wrap fee that includes investment advisory services, portfolio management services, custody and clearance services and transaction costs. Vericrest does not manage wrap fee accounts any differently than non-wrap accounts. A portion of the fees paid for the wrap account program will be paid to Vericrest as a management fee.

iv. **Performance-Based Fees and Side-by-Side Management**

Vericrest does not have any performance-based fee arrangements.

v. **Methods of Analysis, Investment Strategies and Risk of Loss**

Vericrest's core investment philosophy is that asset allocation – the choice of asset classes and the percentage of the portfolio allocated to each – drives the majority of the long-term returns of an investors' portfolio. Our approach is rooted in the belief that markets are fairly efficient. Vericrest's investment strategy is to develop globally diversified investment portfolios comprised of mostly exchange-traded funds (ETFs). The portfolios are designed to meet the unique needs of each client.

Vericrest utilizes many sources of information to evaluate the investments and the financial markets, including *Bloomberg, Morningstar,* inspection of corporate activities, financial news reports, financial journals, research materials prepared by others, company annual reports, prospectuses, filings with the Securities and Exchange Commission (SEC) and company press releases.

The results for individual portfolios will vary depending on market conditions and the portfolio's overall composition. All investments carry a certain degree of risk including the possible loss of principal and there is no assurance that an investment will provide positive performance over any period of time. Past performance is no guarantee of future results.

vi. **Investment Strategies**

Vericrest seeks long-term growth of clients' financial assets while emphasizing preservation of capital. We follow a long-term approach built on low cost, low turnover, globally diversified investment portfolios

Note: Vericrest employs these investment strategies with the intention of positive outcomes for its clients. However, all investments carry the risk of loss. There can be no assurance that clients will achieve their investment goals.

vii. **Risk of Loss**

Investing in securities involves risk of loss. Investors face the following risks:

Systematic Risk (Market Risk)

Systematic risk is also known as market risk and relates to factors that affect the overall economy or financial markets. Systematic risk affects all companies, regardless of the company's financial condition, management, or capital structure, and, depending on the investment, can involve international as well as domestic factors. Some of the most common systematic risks are:

- Interest-rate risk is the risk that the value of a security will go down because of changes in interest rates. For example, when interest rates overall increase, bond issuers must offer higher coupon rates on new bonds in order to attract investors. The consequence is that the prices of existing bonds drop because investors prefer the newer bonds paying a higher rate.

- Inflation risk is the risk that increases in the prices of goods and services, and therefore the cost of living, reduce your purchasing power. Inflation risk and interest rate risk are closely tied, as interest rates generally rise with inflation. Because of this, inflation risk can also reduce the value of your investments. For example, to keep pace with inflation and compensate for the loss of purchasing power, lenders will demand increased interest rates. This can lead to existing bonds losing value because, as mentioned above, newly issued bonds will offer higher interest rates. Inflation can go in cycles, however. When interest rates are low, new bonds will likely offer lower interest rates.

- Currency risk occurs because many world currencies float against each other. If money needs to be converted to a different currency to make an investment, any change in the exchange rate between that currency and yours can increase or reduce your investment return.

- Liquidity risk is the risk that you might not be able to buy or sell investments quickly for a price that is close to the true underlying value of the asset. Sometimes you may not be able to sell the investment at all if there are no buyers for it. Liquidity risk is higher in over-the-counter markets.

- Sociopolitical risk is the possibility that instability or unrest in one or more regions of the world will affect investment markets. Terrorist attacks, war, and pandemics are just examples of events, whether actual or anticipated, that impact investor attitudes toward the market in general and result in system-wide fluctuations in stock prices. Some events, such as the September 11, 2001, attacks on the World Trade Center and the Pentagon, can lead to wide-scale disruptions of financial markets, further exposing investments to risks. Similarly, if you are investing overseas, problems there may undermine those markets, or a new government in a particular country may restrict investment by non-citizens or nationalize businesses.

Nonsystematic Risk

Nonsystematic risk, in contrast to systematic risk, affects a much smaller number of companies or investments and is associated with investing in a particular product, company, or industry. Some examples of nonsystematic risk include:

- Management risk, also known as company risk, refers to the impact that bad management decisions, other internal missteps, or even external situations can have on a company's performance and, as a consequence, on the value of the investments in that company.

- Credit risk, also called default risk, is the possibility that a bond issuer will not pay interest as scheduled or repay the principal at maturity.

viii. **Voting Client Securities**

As a matter of company policy and practice, Vericrest will generally not vote proxies on securities held in clients' accounts. Clients will receive their proxies directly from their custodian.

Item 7 – Client Information Provided to Portfolio Managers

Vericrest provides the third-party investment advisory firm with information about the client which is needed to provide services to the clients' accounts. Such information generally includes name, address, age, net worth, and risk tolerance.

Item 8 – Client Contact with Portfolio Managers

There are no restrictions on the client's ability to contact and consult with the portfolio managers.

Item 9 – Additional Information

A.1 Disciplinary Information

As a registered investment advisor, Vericrest is required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of Vericrest or the integrity of the management team. Vericrest has no information applicable to this item.

A.2 Other Financial Industry Activities and Affiliations

Vericrest has no partnership, ownership, solicitation or other business arrangements with any other firms or individuals.

B.1 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

In recognition of Vericrest's fiduciary obligations to its clients and Vericrest's desire to maintain high ethical standards, Vericrest has adopted a Code of Ethics (*the "Code"*). The Code applies to all persons employed by

Vericrest. The Code includes general requirements that Vericrest employees comply with their fiduciary obligations to clients and applicable securities laws. The Code also covers a range of topics that may include reporting personal securities trading, exceptions to reporting securities trading and prohibitions on insider trading.

The Code is designed to assure that the personal securities transactions, activities, and interests of Vericrest employees will not interfere with implementing decisions in the best interest of clients and, at the same time, allowing employees to invest for their own accounts.

The managing members of Vericrest may buy or sell securities and other investments that are also recommended to clients. To minimize this conflict of interest, Vericrest will place client interest ahead of its own interests in every case.

Vericrest's personal trading policy is based upon fundamental principles of integrity and openness. To prevent conflicts of interest, all personal trades made by Vericrest's employees are reviewed by the managing members of Vericrest. Additionally, Vericrest's policies and procedures prohibit the misuse of material nonpublic information and are designed to prevent insider trading by any employee.

The Code is reviewed and updated on an annual basis or in the event of any material change to Vericrest's operations or structure. Clients and prospective clients can request a copy of Vericrest's Code of Ethics by calling our office at 267-685-6550.

B.2 Review of Accounts

All accounts under management are reviewed on an ongoing basis to ensure adherence to Vericrest's investment strategy and clients' investment objectives.

When reviewing accounts, the management team takes the following items into consideration:

- Asset allocation
- Performance
- Cash management

Clients receive a monthly brokerage statement directly from the custodian. Client account statements list the account positions, monthly account activity and other related information. Clients also receive trade confirmations directly from the custodian.

B.3 Client Referrals and Other Compensation

Clients do not pay more for investment transactions effected and/or assets maintained by a custodian because of our arrangement. There is no corresponding commitment made by our firm to custodians or any other entity to invest any specific amount or percentage of client assets in any specific investment product.

Vericrest may refer clients to unaffiliated third parties such as attorneys or accountants. In this case, no compensation is given. Vericrest does not refer clients to other investment advisors.

B.4 Financial Information

Vericrest does not have any adverse financial information to disclose. Vericrest has no financial commitment that impairs the firm's ability to meet contractual and fiduciary commitments to clients and has never been the subject of bankruptcy proceedings.