

Item 1 – Cover Page

Wrap Fee Brochure

Appendix 1 of Form ADV Part 2A

Precise Investment Management, Inc.
d/b/a/Precise Management, Inc.

600 Central Ave. Suite 293
Highland Park, IL 60035
702-906-0940

January 10, 2024

This Wrap Fee Brochure (“Brochure”) provides information about the qualifications and business practices of Precise Investment Management, Inc. d/b/a/Precise Management, Inc. (“Precise”, “us”, “we” or “our”). When we use the words “you”, “your” and “client” we are referring to you as our client or our prospective client. We use the term “supervised person” when referring to our officers, employees, and all individuals providing investment advice on behalf of Precise. If you have any questions about the contents of this Brochure, please contact us at 702-906-0940 or jkim@preciseinvest.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Precise is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications made to you by Precise, including the information contained in this Brochure, should provide you with information to determine whether to hire or retain Precise as your adviser. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Precise also is available on the SEC’s website at www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with, registered, and required to be registered, as investment adviser representatives of Precise.

Item 2 – Material Changes

There have been the following material changes listed since the firm's update in October of 2023:
Addition of a Branch Office: 777 Brickel, 5th Floor, Miami, FL 33131. Currently, our Brochure may be requested by contacting 702-906-0940 or jkim@preciseinvest.com.

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Item 4 – Services, Fees and Compensation

Ownership

Precise Investment Management, Inc. is 100% owned by Intelligenics, Inc., a corporation that is owned by Banco San Juan Internacional Inc. and Carlos Legaspy. Precise has been in business since 2016.

Branch Offices

1600 Ponce de Leon Blvd, Suite 806, Coral Gables, FL 33134
777 Brickel Ave, 5th Floor, Miami, FL 33131

Services Offered

Precise offers the following advisory services:

- Discretionary portfolio management services for individuals and/or small businesses; and
- Discretionary portfolio management for businesses or institutions clients (other than investment companies).

Investment Products

Precise may offer advice on the following as well as the foreign equivalents of the following investment products:

- Equity securities
- Corporate debt securities
- Certificates of deposits
- Municipal securities
- Investment Company Securities (mutual fund shares)
- Variable life insurance
- Variable annuities, United States government securities
- Option contracts on securities
- Interests in partnerships investing in real estate, oil and gas and others
- Currencies
- Derivatives
- Private placements
- Limited partnership interests.

Assets Under Management

As of June 30, 2023, Precise has \$50,923,670 in assets under management in its Wrap Program, and it manages a total of \$114,176,669 in client assets on a discretionary basis.

Wrap Program

Precise sponsors this Wrap Fee Program (“Wrap Program”). We manage wrap fee accounts using the same investment process for all of our Client accounts under management.

Fees and Compensation

Wrap Fees

Precise is compensated through an annualized asset-based “wrap fee” (the “Advisory Fee” or “Wrap Fee”). Although many fees are individually negotiated, Advisory Fees paid to Precise are asset based, and are generally computed quarterly based upon an annual fee ranging from 1.00% to 2.00% of the assets under management (“AUM”).

All fees are subject to negotiation. The amounts and specific manner in which Advisory Fees are charged is negotiated and memorialized in investment management agreement executed by our client and Precise. We generally bill our Advisory Fees on a quarterly basis, in advance. The Advisory Fee for the initial quarterly period shall be due in full on the Effective Date of this Agreement, and shall be prorated for the initial quarterly period, based on the opening date of the Account and the Net Asset Value (“NAV”) of the AUM held in client accounts on that date. The term “quarter” as used herein shall mean a calendar quarter.

Client may elect to either be invoiced for the Advisory Fee, in which case the Client may pay the Advisory Fee by check or credit card, or the client may pay the Advisory Fee by direct debit from the Client. Lower fees for comparable services may be available from other sources. Although many fees are individually negotiated, some common fees are included on our fee schedule for your review and described further below.

Transaction Costs

Our Wrap Fees are exclusive of transaction fees, and other related costs and expenses which shall be incurred by the client; provided however, the Advisory Fee does not cover brokerage commissions or other charges resulting from transactions not effected through Insight Securities Inc. or its affiliates (“Insight”), nor does it cover custody services provided by any third-party custodian. Additionally, the Wrap Fee does not include ticketing charges imposed by Insight, which generally range from \$8 to \$15 per ticket and Clients will incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, 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 Funds and EFTs

Mutual funds and exchange traded funds (“EFTs”) also charge internal management fees, which are disclosed in a fund’s prospectus. To the extent mutual funds are selected by the sub-manager to fill components of the overall investment strategy, the annual advisory fee set forth above does not include the customary fees and expenses associated with investing in mutual funds or other costs of establishing and maintaining an account with mutual funds including Rule 12b-1 fees and expenses. The client is advised that, in addition to the annual advisory fee set forth above,

each mutual fund in which assets are invested will incur separate investment advisory fees and other expenses. For securities that may involve an ongoing expense ratio, the advisor has an obligation to choose the most cost-effective product that still meets the client needs, i.e., the most favorable terms reasonably available under the circumstances. When 12B-1 fees are paid to Insight, Insight will credit those 12B-1 fees directly into the client account.

Valuation

The valuation of securities and other instruments are generally determined by their last reported sale price on the principal market in which they are traded, if traded on a market for which transaction prices are publicly reported. Otherwise, other readily marketable securities and instruments are valued by using a pricing service or by other equitable means consistent with our fiduciary duty to determine a fair market value.

Retirement Accounts – DOL Disclosure

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 (“ERISA”) and/or the Internal Revenue Code (“Code”), as applicable, when we provide investment advice regarding portfolio assets held in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as (“Retirement Accounts”).

To ensure that Precise will adhere to fiduciary norms and basic standards of fair dealing with respect to Retirement Accounts, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of Precise.

To address the conflicts of interest with respect to our compensation, we are required to act in your best interest and not put our interest ahead of yours. To this end, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Termination

Any Party may terminate this Agreement at any time by giving thirty (30) days prior written notice of such termination to the other Party. The advisory fee will be pro-rated upon termination to

reflect the actual number of days in the final quarter that assets are under management. Fees will be deposited into the clients account, or a check will be issued.

Transitioning Brokerage Accounts to Advisory Accounts

Cost comparisons are difficult with regards to asset held in brokerage accounts with our affiliate, Insight and assets held subject to our investment advisory services. Depending on the level of trading and types of securities purchased or sold in your brokerage account, if purchased separately, and unmanaged, you may be able to obtain overall transaction costs at a higher or lower cost than the Advisory Fee charged by Precise. However, transactions could not be executed on a discretionary basis in a brokerage account. Clients who participate in the programs described in this Brochure pay a fee based on the market value of the account for a variety of services, and accordingly may pay more or less for such services than if they purchased such services separately (to the extent that such services would be available separately to the client). Furthermore, the same or similar services to those available in these programs may be available at a lower fee in programs offered by other investment advisors. If you change your brokerage account to a fee-based advisory account, to the extent your brokerage account held offshore funds, you may be entitled to a credit against the Advisory Fee in certain circumstances. *See Item 9 - Client Referrals and Other Compensation; Mutual Fund Charges.* By changing your account from a brokerage account into a fee-based advisory account, your mutual fund shares will convert to the advisory share class (if available), which, in general will further lower overall costs. However, in exchange for advisory services you will receive, you will pay an additional asset-based fee which you would not pay in a brokerages account.

You should consider these and other differences when deciding whether to invest in an investment advisory or a brokerage account and, if applicable, which advisory programs best suit your individual needs. Finally, you are encouraged to contact us to the extent you have questions about the differences between your brokerage account at Insight and an advisory account with Precise.

Education

All personnel of Precise are expected to have education and business backgrounds that enable them to perform their respective responsibilities effectively. In assigning responsibilities, we consider academic background (including studies in college and graduate schools, as well as degrees earned), industry training, licenses and certifications. Work experience in a related field, such as investments, commodities, insurance, banking or accounting, is also considered. No formal, specific standards have been set, but appropriate education and experience are required. See ADV Form Part 2B for additional information.

Item 5 – Account Requirements and Types of Clients

Account Requirements

At this time, we have no minimum requirement for opening or maintaining an account.

Types of Clients

We offer portfolio management investment advice to the following types of clients, including both citizens, resident aliens, non-citizens and nonresident aliens of the United States:

- Individuals
- Families
- High net worth individuals
- High net worth families

Item 6 – Portfolio Manager Selection and Evaluation

Third Party Manager Selection

Precise does not utilize the services of independent third-party money managers.

Related Person Portfolio Management

IARs of Precise are allowed to act as a portfolio manager for the Managed Program. Their activities are monitored, and they are compensated through the comprehensive Advisory Fee.

Performance Review

We do not utilize a third-party to review portfolio performance information.

Performance-Based Fees and Side-By-Side Management

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) and or engage in side-by-side management.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Analysis Methods

Security analysis methods utilized by Precise include the following:

Technical

Technical analysis maintains that all information is already reflected in the stock price. Technical analysis is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Generally, technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market and intra-market price correlations, business cycles, stock market cycles or, classically, through recognition of chart patterns.

Charting and Technical Analysis Risks - The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day change in market prices of

securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental

Fundamental analysis maintains that markets may misprice a security in the short run, but that the "correct" price will eventually be reached by the market. The fundamental analysis of a business involves analyzing a businesses: financial statements and health, management and competitive advantages, and competitors and markets. When applied to futures and forex, it focuses on the overall state of the economy, interest rates, production, earnings, and management.

Fundamental Analysis Risks - The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical

Cyclical analysis generally targets cyclical stocks for purchase of equity securities when the ratio of price-to-earnings (P/E Ratio) is low and sell them when the P/E Ratio is high (i.e., when earnings are peaking). The P/E Ratio is a measure of the price paid for a share relative to the annual net income or profit earned by the firm per share.

Cyclical Analysis Risks - Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Sources of Information

The main sources of information that we use to analyze the Portfolio Managers include:

- Financial newspapers and magazines;
- Inspections of Portfolio Manager facilities;
- Research materials prepared by others;
- Portfolio Manager press releases;
- Disclosure Documentation;
- Performance records and the
- World Wide Web.

Investment Strategies

The investment strategies Precise uses to implement any investment advice given to clients, which includes the following:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)

- Trading (securities sold within 30 days)
- Option writing, including covered options, uncovered options or spreading strategies
- Utilization of Alternative Investments (partnerships, hedge funds, commodity pools, etc.)

Investment Strategy Risks

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Investors face the following investment risks:

General Risks

Lack of Diversification: Portfolio investments may be concentrated, and diversification may be limited. There are no limits with respect to position sizes. Any assets or combination of assets that can be held in a securities account can be purchased or sold.

Cash and Cash Equivalents: Accounts may maintain significant cash positions from time to time and the client will pay the Investment Management Fee based on the net asset value of the Account, including cash and cash equivalents. Furthermore, the Account may forego investment opportunities to hold cash positions if we consider it in the best interests of the Accounts.

Interest Rate Fluctuation: The prices of securities in which the Advisor may invest are sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments.

Trading Risks

Long term Purchases (securities held at least a year)

Liquidity: The portfolio will be invested in liquid securities and private investments are not permitted. It is possible, however, that securities become less liquid during the holding period.

Short term purchases (securities sold within a year)

Market Risks: The success of a significant portion of the program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline, including due to other market participants developing similar programs or techniques.

Trading (securities sold within 30 days)

Market Risks: The success of a significant portion of a trading program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline, including due to other market participants developing similar programs or techniques.

Trading is Speculative: There are risks are involved in trading securities. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets and such intervention (as well as other factors) may cause these markets to move rapidly.

Turnover: Our trading activities may be made on the basis of short-term market considerations. The portfolio turnover rate could be significant, potentially involving substantial brokerage commissions, and related transactional fees and expenses.

Margin Risk

Leverage: We may use leverage in investing. Such leverage may be obtained through various means. The use of short-term margin borrowings may result in certain additional risks to Accounts. For example, should the securities pledged to a broker to secure a margin account decline in value, a “margin call” may be issued pursuant to which additional accounts would be required to be deposited with the broker or the broker would effect a mandatory liquidation of the pledged securities to compensate for the decline in value. We might not be able to liquidate assets quickly enough to pay off the margin debt and the Accounts may therefore also suffer additional significant losses as a result of such default. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed accounts exceed the borrowing costs for such accounts, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.

Other Investment Risks

Risks Relating to Differing Classes of Securities

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders’ rights generally are more favorable than shareholders’ rights in a bankruptcy or reorganization.

Small Capitalization Issuers

Such companies may lack the financial resources, product diversification and competitive strengths of larger companies. The securities of small capitalization companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies.

Money Market Funds

You could lose money in MMFs. Although MMFs classified as government funds (i.e., MMFs that invest 99.5% of total assets in cash and/or securities backed by the U.S government) and retail funds (i.e., MMFs open to natural person investors only) seek to preserve

value at \$1.00 per share, they cannot guarantee they will do so. The price of other MMFs will fluctuate and when you sell shares, they may be worth more or less than originally paid. MMFs may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits. Moreover, in some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings are liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals and, if applicable, check writing or ATM debits from your account.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders 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 mutual 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 mutual funds 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 a 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 mutual 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 mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted 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 indexed based ETFs and potentially more frequently for actively managed ETFs. 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 20,000 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.

Risks Relating to Unit Investment Trusts ("UITs").

UITs invest in underlying securities pursuant to their investment objective and strategy. While a UIT's underlying portfolio is supervised, it is not actively managed and will hold, and may, when creating additional units, continue to buy, portfolio securities even if their outlook, market value or yields may have changed.

Option Writing Risks

Options and Other Derivatives: We may purchase or sell options, warrants, equity related swaps or other derivatives that trade on an exchange. Both the purchasing and selling of call and put options entail risks. An investment in an option may be subject to greater fluctuation than an investment in the underlying securities. The effectiveness of purchasing or selling stock index options as a hedging technique depends upon the extent to which price movements in the portion of the Accounts' hedged correlate with price movements of the stock index selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular security, whether an Account realizes a gain or loss will depend upon movements in the level of security prices in securities markets generally rather than movements in the price of a particular security.

Uncovered Risks: We may employ various "risk-reduction" techniques designed to minimize the risk of loss in Accounts. Nonetheless, substantial risk remains that such techniques will not always be possible to implement and when possible, will not always be effective in limiting losses. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the value of such positions decline, but utilize other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedge transactions also limit the opportunity for gain if the value of a portfolio position should increase. Moreover, it may not be possible for us to hedge against a fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at a price sufficient to protect from the decline in value of the portfolio position anticipated as a result of such a fluctuation. The success of the hedging transactions will be subject to the ability to correctly predict market fluctuations and movements. Therefore, while we may enter into such transactions to seek to reduce risks, unanticipated market movements and fluctuations may result in a poorer overall performance for the accounts Portfolio than if we had not engaged in any such hedging transactions. Finally, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary.

Utilization of Alternative Investments

Alternative investment products, including hedge funds, commodity hedged accounts and managed futures, involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent and are known only to the investment manager.

International Securities

Investments in international securities have additional risks, including foreign economic, political, monetary and/or legal factors, changing currency exchange rates, foreign taxes

and differences in financial and accounting standards. International investing may not be for everyone. These risks may be magnified in emerging markets, and even more so in frontier markets.

Item 7 – Client Information Provided to Portfolio Managers

Our investment professionals who serve as your Portfolio Manager have access to all Client information obtained by us with respect to the particular Client accounts that they manage.

Item 8 – Client Contact with Portfolio Managers

The primary point of contact for Clients with respect to our Wrap Program is your professional investment advisory professional. There are no restrictions on a Client's access to his or her professional investment advisory professional at Precise.

Item 9 – Additional Information

Disciplinary

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Precise or the integrity of Precise's management. To this end, Carlos J. Legaspy was the subject of written consumer complaints that were finalized in 2020 and 2021. In March and October of 2018, a LOA was submitted to transfer assets to another bank. Clients were managed by third party advisors. Client alleges that the transfer documents were fraudulent, and that Insight Securities, Mr. Legaspy, Pershing LLC, and Deutsche Bank were negligent in missing the red flags of this transfer. Mr. Legaspy has never met the claimants, and it appears that he was named personally because he owns Insight, which acted as the custodian for the unaffiliated third-party advisor who represented claimants. The unaffiliated third-party advisor, who provided Insight with signed letters of authorization ("LOAs"). to transfer the customer assets to a Cayman based broker-dealer Madison Assets LLC ("Madison"). Madison is now in bankruptcy, and claimants are alleging Insight is liable based on allegations that the LOAs were fraudulent. One of the Clients had internet access to the account and received electronic notices of the transfers, yet the client took no action for two months until Madison filed for bankruptcy. There is no allegation that Insight played any role other than a custodian for the claimants and agent to execute their third-party advisor's orders. Insight followed the proper procedure for transfers of a customer's assets to an account with the same name as that as the sending account. The signatures appear genuine and match the signatures on file with Insight. Additional information is available on the SEC's website at www.adviserinfo.sec.gov

Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealer/Investment Adviser

Precise is affiliated with InSight Securities, Inc. ("InSight") through common ownership.

InSight is a registered as an investment adviser and a broker-dealer with the SEC and various state jurisdictions and is a member firm of the Financial Industry Regulatory Authority (“FINRA”). Additionally, advisory representatives of Precise are also registered with InSight. For a discussion of these relationships, see *Brokerage Practices and Client Referrals* and *Other Compensation*.

James Kim is also the Chief Compliance Officer of InSight Securities, Inc.

Other Activities

Myrna Chavira and Carlos Legaspy are licensed insurance agents. To the extent insurance products are purchased thorough Myrna Chavira and Carlos Legaspy by advisory clients, Myrna Chavira and Carlos Legaspy will be paid a commission by the insurance company who issues the policy.

This creates a conflict of interest as there is an incentive for Precise representatives to recommend insurance products based on the compensation received, rather than on your needs. Notwithstanding such conflict of interest, we manage this conflict of interest by monitoring the suitability of such insurance products as a portion of your investment needs, by utilizing insurance products only where it is your best interest, and after consultation with you regarding the insurance products, which consultation includes the disclosure of such potential conflicts in accordance with our fiduciary duty as your adviser. Neither Precise nor its associated persons are registered or have an application pending to register futures commission merchant, commodity pool operator, a commodity tradingadvisor.

Code of Ethics

Precise has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Precise must acknowledge the terms of the Code of Ethics annually, or as amended.

Personal Trading

To mitigate conflicts of interest, all employees must comply with our Code of Ethics and procedures, which collectively impose restrictions on the purchase or sale of securities for their own accounts and the accounts of certain affiliated persons. Additionally:

- No security may be bought or sold by a principal or employee of Precise before the Firm's clients' accounts have had the opportunity to make such transactions as appropriate.
- All Precise trades and employee trades will be reviewed by the Chief Compliance Officer, and
- Principals and employees will not receive a more favorable execution price on a

particular day than those received by our investment advisory clients.

Notwithstanding the above, Precise, and/or its officers, directors or employees may purchase for themselves similar or different securities as purchased or recommended for investment advisory clients of Precise, and different securities or transactions may be recommended for different investment advisory clients of Precise. Neither Precise nor any related person will recommend to clients, buy or sell for clients' accounts investments in which Precise adviser or related person has a material financial interest. Precise will also maintain quarterly reports on all personal securities transactions, except transactions in investment company securities and/or other exempt transactions. Our clients or prospective clients may request a copy of our Code of Ethics by contacting the CCO.

Insider Information

Further, the Code of Ethics and Supervisory Procedures impose certain policies and procedures concerning the misuse of material non-public information that are designed to prevent insider trading by any officer, partner, or associated person of Precise.

Brokerage Practices

Precise will supervise and direct the investments of the client accounts subject to such limitations as the client may impose in writing. Precise, as agent and attorney-in-fact with respect to the client's account, without prior consultation with the client, may place orders for the execution of such securities transactions with Precise or other third-party broker/dealers. Precise will allocate brokerage transactions in a manner it believes to be fair and responsible to its clients, and consistent with client objectives. Adhering to a strict formula will not be practicable given the variation in client objectives and guidelines.

We may place all or a portion of the transactions with a broker with whom the client has a special advisory or consulting relationship. Such transactions are placed with a broker who may have provided manager selection services, performance measurement services, asset allocation services, or a variety of other consulting or monitoring assistance, all with the specific knowledge and full approval of the client.

Insight, in its capacity as a broker-dealer, may be used to execute portfolio transactions for investment advisory clients of Precise. These transactions will be conducted subject to proper, and customary, disclosure, including compensation received by Insight and its registered representatives.

We do not maintain agreements with referring brokers regarding our internal allocation of brokerage transactions. However, all or a sizable portion of a particular clients' brokerage transaction business may be directed to a particular broker if the client has directed, agreed or stipulated us to do so. Commissions are not intended to compensate brokers for client referrals.

With regard to client directed brokerage, we are required to disclose that we may be unable to negotiate commissions, block or batch client orders or otherwise achieve the benefits described above, including best execution, if you limit our brokerage discretion. Directed brokerage commission rates may be higher than the rates we might pay for transactions in non-directed

accounts. Also, clients that restrict our brokerage discretion may be disadvantaged in obtaining allocations of new issues of securities that we purchase or recommend for purchase in other clients' accounts. It is our policy that such accounts do not participate in allocations of new issues of securities obtained through brokers and dealers other than those designated by the client. As a general rule, we encourage each client to compare the possible costs or disadvantages of directed brokerage against the value of the custodial or other services provided by the broker to the client in exchange for the directed broker designation.

Review of Accounts

Precise and the Portfolio Managers will review all accounts on a quarterly basis and compare each investment on a transaction basis to insure that each transaction is: (i) suitable to the respective client's investment objectives; (ii) meets that client's quality standards; and (iii) to make sure that their investment objectives are still pertinent to the managed account arrangement. Notwithstanding that, James Kim will oversee the review of overall performance of the respective investment portfolios on annual basis, unless the client requests a more frequent review.

Reports

Unless otherwise provided or directed in writing by Precise, informational reports on the portfolio investment accounts shall be prepared at the direction of Precise by Portfolio Manager and forwarded to Client. Portfolio Manager shall furnish such information concerning the portfolio investment accounts and the services provided hereunder as you may reasonably request. Communications with you regarding the overall management of your account shall generally be provided through the Portfolio Manager.

Statements

You should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that we or your money manager may provide to you, if any. Our statements vary from custodial statements based on accounting procedures and reporting formats.

Client Referrals and Other Compensation

Precise does not utilize or pay third party solicitors for the referral of advisory clients to us. Precise does not have any arrangements, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients.

Mutual Funds Charges

When recommending investments in mutual funds, it is our policy to review and consider available share classes. The Firm's policy is to select the most appropriate share classes based on various factors including but not limited to; minimum investment requirements, trading restrictions, internal expense structure, transaction charges, availability and other factors. When considering all the appropriate factors we attempt to select a share class that is the 'lowest cost' share class in order to

address our duty to obtain best execution. However, in order to select the most appropriate share class, Precise may select retail, institutional or other structured share classes when appropriate that have a higher cost. Institutional share class mutual funds typically have lower cost than other share classes and generally do not have an associated 12b-1 fee, leading to a lower overall expense ratio than share class A, B, or C shares of the same mutual fund. To the extent mutual funds are utilized as third-party managers, fees from the issuers of such mutual funds will be in addition to the consulting fee paid herein. The client is advised that, in addition to the annual advisory fee, each mutual fund in which assets are invested will incur separate investment advisory fees and other expenses for which client will bear a proportionate share.

Custody

Precise does not have custody of client assets, however, since Precise has the ability to debit advisory fees from Clients' accounts, Precise is considered to have custody in a limited capacity. Again, this custody is due solely to the direct withdrawal of fees and does not entail all of the same legal and regulatory requirements as an investment adviser with physical custody of Clients' assets, monies, or securities. Each client must select a custodian and may be required to pay custodian fees. Also, clients will incur brokerage and other transaction costs in the course of our management of their accounts. Precise has written authorization from the client to deduct advisory fees from the account held with the qualified custodian.

Item 19– Requirements for State-Registered Advisers

This Item 19 is not applicable to Federally registered investment advisers.