Item 1. Cover Page

PARCION PRIVATE WEALTH, LLC

a registered investment adviser

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This brochure provides information about the qualifications and business practices of Parcion Private Wealth, LLC. If you have any questions about the contents of this brochure, please contact the firm at the telephone number listed above. 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 the firm is available on the SEC's website at www.adviserinfo.sec.gov. Parcion Private Wealth is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, we are required to discuss any material changes that have been made to the brochure since the last annual amendment. Since our last annual updating amendment in March of 2025, we have made the following material changes to this brochure:

None.

Since filing our annual updating amendment on March 3, 2026, we have made the following interim material changes:

We now recommend Charles Schwab & Co., Inc. (“Schwab”) for custody and brokerage services. We continue to have a significant number of clients with assets held at Fidelity and we will review those on an individual basis. We expect new clients will establish accounts with Schwab. In connection with our agreement with Schwab, they are providing marketing and technology expense reimbursements to us that create a financial incentive to increase the assets we hold with Schwab. This creates a conflict of interest. Please see Item 12. Brokerage Practices for details on our custodial relationships, the benefits we receive, and our conflicts of interest.

PARCION PRIVATE WEALTH

Item 3. Table of Contents

Item 4. Advisory Business

Parcion Private Wealth ("Parcion," "we," "our," "us") offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to providing advisory services, we enter into a written agreement with you setting forth the relevant terms and conditions of the advisory relationship (the "Wealth Management Agreement").

Parcion was formed and became registered as an investment adviser in October of 2019. The firm is owned by Terrance L. Cook.

Parcion provides clients with comprehensive wealth management services which include a broad range of financial planning and consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

Investment Management Services

In managing client assets, we primarily allocate among individual equities and debt securities, including equity and debt-focused exchange-traded funds ("ETF"), some mutual funds, and some degree of cash or equivalents. We also may allocate to various independent investment managers ("Independent Managers") to meet specific client needs. In addition, when appropriate we also recommend that certain eligible clients invest in alternative investments, such as structured notes or privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles, such as hedge funds or real estate funds.

While the above are our typical investment management services, we are not limited to any particular type of investment. We provide advice about any legacy holdings in client portfolios. We routinely manage and/or advise on investment products that are not maintained at the primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, we direct or recommend the allocation of your assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company, or with the custodian designated by your employer or the product's sponsor. Because these investments are not held with the primary custodian, we usually need you to execute additional authorizations to permit us to trade on your behalf.

We tailor our advisory services to meet the needs of individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. We consult with you on an initial and ongoing basis to assess your specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Please promptly notify us if there are changes in your financial situation or if you wish to place any limitations on the management of your portfolio.

You can impose reasonable restrictions or mandates on our management of your accounts; we generally accept client restrictions as long as we believe them to be operationally reasonable to implement and as long as we believe they are consistent with our fiduciary duty to you.

Use of Independent Managers

We may select certain Independent Managers to actively manage a portion of your assets. While we maintain discretionary authority to hire and fire these Independent Managers, they generally require that you enter into an investment advisory agreement directly with them, in addition to the Wealth Management Agreement you have with Parcion. You will also receive the Independent Manager's brochure.

We evaluate a variety of information about Independent Managers, including the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses we believe are useful. To the extent possible, we seek to assess the Independent Managers' investment strategies, past performance and risk results. We also consider management style, reputation, reporting, pricing and research capabilities, among other factors.

Wealth Management and Consulting Services

We offer a broad range of wealth management and related consulting services, which include any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Planning
- Retirement Planning
- Risk Management
- Charitable Giving
- Distribution Planning
- Tax Planning
- Manager Due Diligence

Depending on the services we agree to perform, we will work with you to identify the scope of information needed and to help ensure you are able to obtain the information from reliable sources. In performing these services, we rely on information you (or your other professionals, such as attorneys or accountants) provide to us, and generally do not perform any additional verification.

Parcion often reviews client insurance needs as part of its financial planning and wealth management services. Where we believe insurance is required, we typically refer clients to an independent insurance agency. That agency will further assess client requirements and determine which products are appropriate. Parcion does not itself make specific insurance recommendations, such as suggesting a particular insurance carrier. We may share in the commissions that apply to life insurance you purchase based on our referral, and will disclose at the time of referral if this is the case, but you are under no obligation to accept our recommendation or referral. You are also welcome to implement any general recommendation we make through insurance agencies that have no relationship with us. See Item 10 for more information about insurance compensation and related conflicts of interest.

Important Information for Retirement Investors

When we recommend that you roll over retirement assets or transfer existing retirement assets (such as a 401(k) or an IRA) to our management, we have a conflict of interest. This is because we will generally earn additional revenue when we manage more assets. In making the recommendation, however, we do so only after determining that the recommendation is in your best interest. Further, in making any recommendation to transfer or rollover retirement assets, we do so as a "fiduciary," as that term is defined in ERISA or the Internal Revenue Code, or both. We also acknowledge we are a fiduciary under ERISA or the Internal Revenue Code with respect to our ongoing investment advisory recommendations and discretionary asset management services, as described in the advisory agreement we execute with you. To the extent we provide non-fiduciary services to you, those will be described in the advisory agreement.

Assets Under Management

As of December 31, 2025, we managed $2,125,651,659 of client assets on a discretionary basis and $826,062,627 on a non-discretionary basis.

Item 5. Fees and Compensation

We offer advisory services on a fee basis, primarily fees based on assets under our management. All of our fees are negotiable, in our sole judgment. To the extent Parcion and its associated persons are insurance-licensed, we may also share insurance commissions earned by independent agencies we refer you to. You are under no obligation to purchase insurance through companies we refer you to, and you are also welcome to implement our recommendations through agencies that have no relationship with Parcion.

Investment Management Fees

We offer investment management services for an annual fee based on the amount of assets under our management. Our regular fee schedule ranges between 60 and 150 basis points (0.60% – 1.50%) annually, depending upon the size and composition of a client's portfolio and the type of services rendered. The annual fee is prorated and charged quarterly, in arrears, based on the average daily value of the assets during the prior quarter. Some clients pay less than the low end of the stated schedule, as negotiated based on scope of services or their length of time with the firm.

In the event the Wealth Management Agreement is terminated, the fee for the final billing period is calculated from the beginning of the quarter through the effective date of the termination and the resulting fee billed to the client.

Where we engage an Independent Manager, you will be charged an additional fee. In most cases, we will use Independent Managers because a client requests it based on a historical relationship with the manager, or to meet some specific need of the client. We may select Independent Managers on the separate account management platform offered to us by our custodians; if we use an Independent Manager, you will receive disclosure of any additional fees that will be charged in connection with that relationship.

Additionally, for asset management services we provide with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, private placements etc.), we may negotiate a fee rate that differs from the range above though usually it's the same as that of other assets. The specific fees we agree to are described in the Wealth Management Agreement. In the case of unregistered private placements, there is no active market for the securities and current valuations may not be available. Custodians often use the original investment amount in reporting value, if a more current valuation is not available from the issuer. In calculating advisory fees due on these positions, we use the value provided by the custodian or the issuer. If no recent valuation is available, we will typically use the original amount invested. Both original cost or recent valuation may differ significantly from the price an investor could obtain if the security were liquidated.

Wealth Management and Consulting Fees

Our Wealth Management Services are typically provided for no additional fee, beyond our investment management fee.

For clients with limited assets under our management, or for particularly complex projects, we may agree to charge a fixed or hourly fee under a stand-alone engagement. Our maximum hourly rate is $500.00. These fees are negotiable depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. If applicable, the terms and conditions of will be described in a separate engagement letter. We typically require one-half of the fee (estimated hourly or fixed) payable upon execution of a consulting agreement. The outstanding balance is due upon delivery of the financial plan or completion of the agreed upon services. We do not, however, take receipt of $1,200 or more in prepaid fees six or more months in advance of services rendered.

Additional Fees and Expenses

In addition to the advisory fees you pay to us, you will also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, and banks. These additional charges include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund 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. For clients custodied with Fidelity, you pay an asset-based custody/trading fee directly to Fidelity. The fees you pay to us are negotiable but you cannot negotiate Fidelity's fees. It is possible that you could pay less overall by negotiating our fees and then separately negotiating custody/trading fees directly with a custodian. More information is found in Item 12, Brokerage Practices, below.

Direct Fee Debit

Your Wealth Management Agreement authorizes us to direct the qualified custodian holding your assets to directly debit your account(s) for payment of our investment advisory fees. The qualified custodian will send statements to you not less than quarterly detailing all account transactions, including any amounts paid to Parcion. We review our fee billing carefully and have a responsibility for accuracy. We also urge you review these charges and to let us know of any errors.

Use of Margin

Should you request margin for investments, we will help you establish margin authority through the qualified custodian and manage the assets accordingly. In these cases our advisory fee will be assessed gross of any margin debit balance, such that the market value of your account and the corresponding fee payable to us will be increased.

In some cases, we may recommend margin or other borrowing, such as custom collateralized loans secured by client securities, for non-investment purposes, including bridge loans or other financing needs. Our advisory fees are based on the value of the assets we're managing, gross of any margin or other borrowing.

Account Additions and Withdrawals

You can make additions to and withdrawals from your accounts with us at any time, subject to our right to terminate an account. Additions can be in cash or securities, though we do reserve the right to liquidate any transferred securities or decline to accept particular securities into a client's account. It would be unusual for us to do this, and we would try to notify you in advance. Any withdrawal of account assets is subject to the usual and customary funds availability and securities settlement procedures of the qualified custodian. We often liquidate transferred holdings that we believe are relatively expensive, such as mutual funds that pay ongoing trail commissions. Liquidations may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications. We consider these factors in constructing your Parcion-managed portfolios and generally will not liquidate if we don't believe it's in your best interest to do so.

We design portfolios as long-term investments, and the withdrawal of assets may impair your ability to achieve your investment objectives.

Item 6. Performance-Based Fees and Side-by-Side Management

We do 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

We offer services to individuals, trusts, estates, corporations and business entities. Our minimum relationship size is $10 million, though we can waive the minimum in our discretion.

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

Methods of Analysis and Investment Strategies

We research and analyze securities using fundamental and technical methods. The main sources of information on which we rely include research materials prepared by others, annual reports, prospectuses, direct contact with corporations and filings with the Securities and Exchange Commission. No investment strategy or method of analysis can guarantee positive performance or that loss will be avoided.

Fundamental Analysis
We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents risk as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security. Similarly, our analysis of intrinsic value may simply be incorrect.

Technical Analysis
We analyze past market movements and applies that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company, though a key assumption is the market price of a security at any given point accurately reflects all available information and represents the true value of the security. Technical analysis also assumes that price changes are not random. Trend assumptions may be inaccurate and there is no guarantee that the price of a security will actually move in the direction an identified trend or pattern would suggest.

Asset Allocation
In addition to focusing on security selection, we attempt to identify an appropriate proportion of equity securities, fixed income securities, alternative investments and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the proportions of different asset types will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Risk of Loss

We use our best judgment and good faith efforts in rendering investment advisory services to you. We cannot, though, warrant or guarantee any particular level of account performance, or even that your accounts will be profitable over time. Not every investment decision or recommendation we make will be profitable. All investing is subject to risks that clients must be prepared to bear.

The following list of risk factors is not a complete enumeration or explanation of the risks involved with our investment management activities. We encourage you to ask us about any of these risks and how they would likely apply to your own portfolio. We also encourage to consult with your legal, tax, or other advisors before engaging us to provide investment management services to you.

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of our recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that we will be able to predict these price movements accurately or capitalize on any such assumptions.

Liquidity Risks

Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not. Certain instruments may have no readily available market or third-party pricing. Some private placements, for example, have virtually no secondary market. Interval funds offer periodic purchase and/or redemptions through the issuer, subject to specific restrictions. Structured notes may trade in the secondary market but have few buyers and sellers and be highly dependent on the willingness of the sponsoring bank or dealer to redeem the notes prior to maturity. Reduced liquidity may have an adverse impact on market price and the ability to sell particular securities when necessary to meet cash needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult to obtain market quotations based on actual trades for the purpose of valuing the security. Clients should invest in illiquid (or relatively illiquid) assets only to the extent they have adequate other liquid assets available to fund current and ongoing cash requirements.

Volatility Risks
The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

Cash Management Risks
We allocate client assets to cash or cash equivalents, such as money market funds and bank products, based on client need and our judgement of appropriate allocation in current market conditions. For the most part, our investment philosophy tends toward being more fully invested in securities, not cash. This can create additional risks in volatile or downward-trending markets. On the other hand, because returns on cash are often very low, a heavier allocation to cash will tend to dampen returns over the long term, especially when the effect of advisory fees is considered. We charge fees on all assets, which we believe reduces any conflict inherent in our having discretionary authority to transfer assets between those we're paid on and those we're not.

Equity-Related Securities and Instruments
We routinely take long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, mid-capitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

Fixed Income Securities
Prices of fixed income instruments (e.g., bonds) can exhibit some volatility and change daily. Structured notes may also be used to provide income and downside protection, with many of the risks that accompany fixed income securities, including credit risk and liquidity risks. Investments in fixed income instruments present numerous risks, including credit, interest rate, reinvestment and prepayment risk, all of which affect the price of the instruments. For instance, a rise in interest rates will generally cause the price of bonds to go down. If the security is held to maturity and the

issuer does not default, investors should receive the face amount of the bond at the maturity date, as well as stated interest payments while the bond is held. In this case, the change in price prior to maturity may not affect the investor. If an investor needs to sell prior to maturity, however, the investor would likely experience a loss. Where a client's fixed income exposure is to bond funds or fixed-income ETFs, the fund or ETF does not itself "mature," although different issues held by the fund/ETF will mature and will experience price fluctuations. Investors are therefore highly dependent on the manager's ability to accurately anticipate the impact of rate changes and to appropriately manage the portfolio to achieve both adequate returns and reasonable risk. The US has experienced a prolonged period of historically low interest rates; future increases in rates could have a material negative impact on the value of current fixed income holdings. In addition, the value of fixed income instruments may decline in response to events affecting the issuer, its credit rating or any underlying assets backing the instruments.

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.

Use of Independent Managers

Independent Managers who have been successful in the past may not be successful in the future, and they may deviate from their stated investment mandate or strategy. Because we do not control the Independent Manager, we may not be able to fully identify internal control weaknesses or fully evaluate the accuracy of representations made by such investment advisers when performing due diligence on them or relying on the due diligence provided by others. Although clients receive disclosures about Independent Managers, in light of our discretionary authority to hire and fire these advisers, clients are largely dependent on our ongoing assessment and monitoring. While we do consider conflicts of interest carefully in selecting Independent Managers and generally would not choose managers whose business practices pose material conflicts for our clients, we do not have the same level of insight into conflicts of third parties that we have for our own business.

Use of Private Placements

Where appropriate, we recommend that certain clients invest in privately placed securities, typically pooled investment vehicles (e.g., hedge funds, real estate funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, and may make use of derivatives, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. Private placements are generally illiquid and cannot be sold to meet cash flow needs. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing. We cannot use our discretionary authority to invest your asset in private placements. Potential investors will receive offering information provided by the issuer and must complete subscription documents, including attestations concerning their qualifications to invest in unregistered securities. These investments include internal fees and expenses, including management fees assessed by the pooled vehicle's investment adviser or sponsor, in addition to the wealth management fee charged by Parcion.

Use of Margin and Other Borrowing

While the use of margin borrowing for investments can substantially improve returns, it also increases overall portfolio risk. Margin transactions are generally effected using capital borrowed from the custodian, which is secured by the client's holdings. Banks may also offer collateralized loans that use your investment holdings as security for the loan. The lender generally has the power to demand an increase in collateral and to liquidate your investments to secure outstanding loans. Generally, demands for additional collateral occur in market downturns or when there is significant volatility in the markets. You may be forced to liquidate your securities at unfavorable prices and may incur significant losses as a result. Borrowing against concentrated positions increases this risk. In addition, fluctuations in debt level and the effect of interest charges may have a significant effect on the profitability and stability of portfolios.

Currency Risks

An advisory account that holds investments denominated in currencies other than the currency in which the advisory account is denominated may be adversely affected by the volatility of currency exchange rates and the spread between buying and selling when exchanging one currency for another.

Interest Rate Risks

Interest rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by clients.

Item 9. Disciplinary Information

Neither Parcion nor its management has anything to disclose in response to this item.

Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

Insurance Licensing

To the extent permitted by state law, we make insurance recommendations to our clients but do not generally select carriers or advise on the specific elements of insurance contracts. Instead, we refer clients to independent insurance agencies who further assess client needs and identify specific products and carriers to meet those needs. When you purchase life insurance through the third party we recommend, we may share in the insurance commissions that result to the extent Parcion is insurance-licensed and has a referral agreement in place with that agency. When we stand to earn additional compensation, we have a conflict of interest in recommending insurance. We mitigate the conflict by disclosing it; by making it clear that you are under no obligation to accept our insurance recommendations or our referrals to insurance agencies; and by letting you know that you are free to implement our recommendations through agents or agencies that have no relationship with us. We also oversee our insurance activities and ensure that our recommendations are consistent with our fiduciary obligations to you, regardless of whether we stand to earn additional compensation.

Item 11. Code of Ethics

We have adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of our firm and our associates. Our Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information, and trading of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires specific reporting and monitoring of investments made the firm and our associates. We are permitted to buy or sell securities that we also recommend to clients, as long as this occurs in a fair and equitable manner that is consistent with our policies and procedures.

We generally try to trade at the same time as clients in aggregated trades. If that's not possible we typically trade after client orders have been completed. Waiting till after clients have traded does not guarantee that clients will receive a better price than our associates, but it does remove a conflict inherent in trading ahead of client orders. Further, our Code of Ethics recognizes that many securities trade in sufficiently broad markets to permit some transactions by our associates to be completed without any appreciable impact on the markets of such securities.

Our trading restrictions are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

You are welcome to contact us to request a copy of our Code of Ethics.

Item 12. Brokerage Practices

Recommendation of Broker-Dealers for Client Transactions

We recommend that clients use the custody, brokerage and clearing services of Charles Schwab & Co., Inc. ("Schwab") for investment management accounts. We continue to have a custodial relationship with Fidelity Investments ("Fidelity"), though in many cases the cost of Schwab's services will be lower and we will generally recommend Schwab for custody and execution rather than Fidelity. The final decision to custody assets with Schwab or Fidelity rests with you. Parcion is independently owned and operated and not affiliated with Schwab or Fidelity. Both custodians provide us with access to their institutional trading and custody services, which are typically not available to retail investors.

The general factors we consider in recommending these custodians to clients include financial strength, reputation, execution, research and service. We will generally recommend Schwab for clients in need of margin and other lending arrangements. Such arrangements generally make use of Schwab's affiliated bank. Benefits we receive from the custodians are described in detail below. Please see the section titled *Software and Support Provided by Schwab and Fidelity* and *Financial Incentives from Schwab.*

Custodial and Brokerage Costs

Schwab and Fidelity have provided us with a confidential pricing schedule that applies to all of our client accounts. Those held with Fidelity are subject to an asset-based charge. Schwab, in contrast, does not assess an asset-based fee to our clients. Overall, most trades we execute have no transaction costs, whether held with Fidelity or Schwab. It's important to understand, however, that Schwab will assess a transaction charge on more mutual fund trades than Fidelity. The differences in pricing require analysis and we will review with clients whether it makes more sense to remain with Fidelity or transfer to Schwab. Similarly, we will review relative costs and available benefits for new clients. We have assessed the pricing agreement and believe the costs are competitive and consistent with our overall duty to seek best execution and specifically to maximize value for clients when evaluating the totality of the circumstances, though for most clients Schwab will be more cost-effective.

As discussed further below, by participating in Fidelity's Family Office Services, our clients pay Fidelity using an asset-based pricing model we have negotiated on your behalf. Typically, asset-based custody charges are less attractive for clients when the asset size is relatively large and the number of transactions executed in the account are relatively low, or primarily focused on liquid US equity securities, regardless of transaction volume. The impact of our asset-based priced arrangement is particularly important to assess in light of the decision made by major custodians, including Fidelity, to reduce transaction-based charges (commissions) to zero on many trades that apply to our client base. An asset-based pricing model likely results in overall higher costs than a transaction-based one, though this can vary depending on market cycles, the volume of trading at any given time, and the types of securities that we select for client portfolios.

There are a few exceptions to Fidelity's asset-based pricing agreement: the fee is not charged on cash and core sweep vehicles; non-core Fidelity money market funds; no transaction fee funds; and Fidelity mutual funds. In general unit investment trusts and international securities that settle and are held in local currency are subject to transaction charges, rather than the asset-based charge. Foreign securities are not a significant focus of our management, and we don't expect that to be a material cost. There are also charges for "trade away fees," meaning trades executed by a broker other than the custodian and settled into your account. See *Directed Brokerage*, below, for more information.

Schwab and Fidelity No Transaction Fee ("NTF") Funds are funds that are either advised by an affiliate of the custodian, or by non-affiliated funds that participate in the NTF programs. Typically, the custodian (but not Parcion) earns additional remuneration from such services as recordkeeping, administration, and platform fees, for the funds and ETFs on their no-transaction fee lists; where the NTF fund is advised by a Schwab or Fidelity affiliate, that affiliate will also earn management fees on the funds. This additional revenue to the custodian or the affiliate could increase the internal expenses of the fund or ETF. We select investments based on our assessment of a number of factors, including liquidity, asset exposure, reasonable fees, effective management, and low execution cost. Where we choose a no-transaction fee fund or ETF, it is because it has met our criteria in all applicable categories. As noted above, Schwab will assess a transaction charge on a larger universe of mutual funds used by Parcion than Fidelity will. This is an important consideration in determining which custodian will provide better overall execution costs.

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 Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Parcion seeks competitive rates but may not necessarily obtain the lowest possible rates for client transactions. See the beginning of this section for details about the cost impact of our asset-based pricing arrangement with Fidelity.

We do obtain some research from the custodians, which is used to service all clients. The receipt of investment research products and/or services poses a conflict of interest because we do not have to produce or pay for the products or services.

Both Fidelity and Schwab provide us with service levels we do not believe could be effectively replicated through other custodians. Specifically, we are assigned a dedicated service team that allows us to receive more prompt and responsive attention than is generally available to other advisors using Schwab or Fidelity. Personnel assigned by the custodians to these service groups are usually more experienced and can provide greater assistance to us in responding to the complexity of our clients' needs. We believe this is beneficial to both Parcion and our clients.

We do not permit clients to choose brokers or custodians other than Schwab or Fidelity. This is partly due to the fact that Parcion would not have the ability to negotiate fees and charges with other custodians but is primarily a business decision that permits Parcion to offer excellent service to clients while also streamlining its internal operations. Further, Parcion's administrative costs could increase if a client used a different custodian; while our fees are negotiable, these additional costs would likely be reflected in an increase in Parcion's management fee.

Software and Support Provided by Schwab and Fidelity

We receive from both custodians administrative support, a dedicated service team rather than a service queue, computer software, related systems support, access to private investments, subject matter experts, and family governance training, as well as other third-party support as further described below (together "Support") which allow us to better monitor client accounts maintained at Schwab Fidelity and to otherwise conduct our business. Many elements of Support are generally available to all–advisers who provide investment management services to clients that maintain assets at these custodians. Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). Support benefits us, but does not benefit clients directly. Clients should be aware that our receipt of economic benefits such as Support from a broker-dealer creates a conflict of interest since these benefits may influence our choice of broker-dealer over another that does not furnish similar software, systems support, or services.

Specifically, we receive the following benefits from Schwab and Fidelity: i) a dedicated and highly responsive service team; ii) receipt of duplicate client confirmations and bundled duplicate statements; iii) access to a trading desk that exclusively services institutional traders; iv) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and v) access to an electronic platform for client order entry and account information.

Schwab and Fidelity also make available to us, at no additional charge, certain marketing, technology, consulting and brokerage services, including services obtained by the custodians directly from independent companies. Without this arrangement, we might be compelled to purchase the same or similar services at our own expense.

Financial Incentives from Schwab

Schwab has agreed to reimburse us for certain marketing and technology-related expenses in the first year of our agreement, which expires March 2027. We receive the reimbursements only if we transfer at least $500 million to Schwab the first year. We provide invoices to Schwab and they pay the vendors directly; the funds are not paid to Parcion. While the terms of the incentive agreement are confidential, we will discuss the details with clients or prospective clients upon request. The existence of the incentive creates a conflict of interest in that we receive a financial benefit to recommend Schwab and encourage clients to transfer their assets. In working with us, clients are ultimately free to determine which custodian they prefer.

Directed Brokerage

Because we execute your investment transactions through the custodian holding your assets, we are effectively requiring that you “direct” your brokerage to your custodian, absent other specific instructions as discussed below. Because we are not choosing brokers on a trade-by-trade basis, we may not be able to achieve the most favorable executions for clients and this may ultimately cost clients more money. Not all investment advisers require directed brokerage.

We do not use, recommend, or direct activity to brokers in exchange for client referrals.

Although not a normal business practice for us, we may permit clients to direct us to use brokers other than the custodian. If we agree to accommodate your request to do this, we will likely have little or no ability to negotiate commissions or influence execution price. This may result in greater costs to you. Further, most custodians (including Schwab and Fidelity) charge trade-away fees for transactions executed through other brokers and settled into your custodial account. These charges could materially reduce the quality of execution.

Aggregated or Block Transactions

We routinely aggregate client transactions with those of other client accounts at the same custodian, though we are not obligated to do so. Aggregated trades result in multiple client transactions being executed and billed at the same price.

When we choose to place a block transaction, we issue instructions to purchase a particular number of shares or face amount of a security (usually an exchange traded fund or mutual fund) and all participating clients and their pro-rated shares of the block are known at the time of the transaction. We generally trade in liquid securities and partial allocations are not a concern under normal market conditions. However, should we not receive the full amount of the requested, or if multiple executions are required, the following apply:

- If the full amount we requested is not obtained (and we determine to stop trading), we will pro-rate the purchased shares equally across all participating accounts. However, if employee transactions are included in the block and only a partial fill is completed, employee transactions are excluded until all client trades are completed.
- If multiple fills occur to complete the full block, then all purchases are averaged to price and each participating client receives their full allocation at that average price.

Item 13. Review of Accounts

Account Reviews

We monitor client portfolios on a continuous and ongoing basis. Such reviews are conducted by our principals and/or investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with us and to keep us informed of any changes. We make formal contact at least annually to review our relationship with you, and quarterly to discuss the impact resulting from any changes in your financial situation and/or investment objectives.

Our investment committee regularly reviews the firm's current investment recommendations and provides high-level guidance on both security selection and specific asset allocation targets. Advisors are responsible for implementing these recommendations at the client account level. Advisors conduct ongoing account reviews both in response to new investment committee recommendations and in light of individual client requirements, such as cash flow needs and tax concerns. Accounts are reviewed for possible rebalancing at least semi-annually. We review the firm's overall holdings as well as executed client transactions daily. Reviews will also be conducted if there are changes to your personal circumstances which cause a change in your strategies, risk tolerance or goals. Additional reviews may be conducted during periods of significant global or economic events, and as you may request.

Account Statements and Reports

You will receive account statements directly from the custodian holding your assets at least quarterly. As agreed, you may also receive written reports from us. These can include performance reporting, holdings reports, or other reports responsive to a specific client need. In all cases, the custodial statement is the official record of your assets. We urge you to compare the account statements you receive from the custodian with any documents or reports you receive from us.

Item 14. Client Referrals and Other Compensation

In the event you are introduced to us by a solicitor, we pay that solicitor a referral fee in accordance with a written agreement between us and the solicitor, and in accordance with applicable SEC regulations. Unless otherwise disclosed, any referral fee is paid solely from our investment management fee and does not result in any additional charge to you. The solicitor is required to provide you with our brochure and a copy of a solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement.

Also see Item 12, Brokerage Practices, above, for information about additional compensation we receive from Schwab and Fidelity.

Item 15. Custody

Parcion is deemed to have custody of client funds and securities because the Wealth Management Agreement gives us the ability to debit client accounts for payment of our fees. As such, client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period. We are also deemed to have custody of certain advisory client accounts as a result of having authority to have third party standing money movement instructions on file with Fidelity. With respect to such instructions, we will rely upon the relief set forth in the Securities and Exchange Commission's February 21, 2017 No-Action Letter regarding the Custody Rule.

In addition, as discussed in Item 13, Parcion will also send, or otherwise make available, periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Parcion.

Item 16. Investment Discretion

We have the authority to exercise discretion on behalf of clients, which means we can trade on your behalf and select or terminate Independent Managers without notifying you in advance or getting your explicit consent. You give us this authority through a limited power of attorney in our advisory agreement. Generally, we have discretionary authority unless the client has specified certain accounts in writing that are to be treated as non-discretionary. Clients may also place reasonable limits on our authority, such as requesting that certain securities not be bought or sold in an otherwise discretionary account. These restrictions need to be in writing, and we need to agree to them.

Item 17. Voting Client Securities

We vote proxies for all clients, as long as you have provided the necessary authorizations to allow us to receive proxies when executing their custodial paperwork. That said, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account. You may obtain information about how we voted your securities, as well as receive a copy of our proxy voting policies, by calling or emailing our office.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. If we have a conflict of interest in voting a particular action, we will notify you of the conflict and retain an independent third-party to cast a vote.

Item 18. Financial Information

We do not require or solicit prepayment of fees, except in the case of some large-scale planning projects. In no event, however, do we accept more than $1,200 six months or more in advance of providing the services.