Pursuing superior returns by investing in demographic trends

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Item 1: Firm Brochure (Form ADV Part 2A)

This brochure provides information about the qualifications and business practices of Mercury Investment Group. If you have any questions about the contents of this brochure, please contact Cecil Godman at cgodman@merc-invest.com. The information in this brochure has not been approved by Securities & Exchange Commission or any state securities authority.
Additional information about Mercury Investment Group also is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

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

Since the filing of our last annual updating amendment, we have the following material changes to report:

- A change in address caused by the firm moving from suite 1530 to suite 1720 of 40 S Main St.
- Updated Item 4 to reflect that we may provide other advisers with our model portfolios and any updates thereof.

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Item 4 Advisory Business

Firm Description and Services

GHE LLC, dba Mercury Investment Group is a Memphis based registered investment advisor. The firm was founded in 2002 by principal owners Frank Goodman and Robert Hunt with the goal of offering an alternative to traditional investment research and advice.

Mercury Investment Group has developed an objective and disciplined approach to investment management. Using individually managed accounts, this approach recognizes the new normal created by changes in demographics. This has led to the development of a defined strategy incorporating a number of themes, with the primary objectives of above market returns with market level risk, and tax efficiency through low turnover. We primarily use large-capitalization U.S. common stocks. When necessary to meet client needs, we also use exchange traded funds, closed-end bond funds, no–load mutual funds, municipal securities, US government securities and sell covered-call options contracts. Based on our clients' needs and risk preferences, we invest our clients' funds in a long only non-leveraged investment portfolio. Some clients wish to have restrictions on their accounts. We welcome conversations about any client needs. We generally avoid investments in alcohol, gaming or tobacco interests.

Mercury Investment Group may act as a sub-advisor for other financial institutions and provide them with our model portfolios and any updates thereof.

Services Tailored to Clients' Needs

Services are provided based on a client's specific needs within the scope of the services provided as discussed above. A review of the information provided by the client regarding the client's current financial situation, goals, and risk tolerances will be performed and advice will be provided that is in line with available information.

Assets Under Management

As of December 31, 2021 Mercury Investment Group had discretionary management of 97 separate accounts totaling $152,802,658 million and zero non-discretionary management accounts.

Item 5 Fees and Compensation

Mercury Investment Group charges a maximum fee of 1/4 of 1% per quarter of the assets under management collected quarterly in advance. The fees are based on the value of the account at the time the fee is imposed. Mercury Investment Group offers break-points as account size increases as indicated in the client's investment contract. Fees for a partial quarter will be prorated based on the number of days in the quarter that the account was open.

Our investment contract can be cancelled with 30 day noticed. Fees will be returned based on a pro-rata basis. Fees may be paid directly to Mercury Investment Group by the client or may be paid from the client's custodial account based on arrangements agreed upon by the client and the client's custodian. Custodians may not independently validate the amount of Mercury Investment Group's fee, and clients are encouraged to review their custodial account statement. In addition to the custodian's year end statement, we provide a summary of our fees to clients for their use as requested.

Other Fees and Expenses

In addition to the investment advisory fees above, you will pay transaction fees for securities transactions executed in your account(s) in accordance with the custodian's transaction fee schedule. Additionally, you may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the account. Such fees are not charged by Mercury Investment Group and are charged by the product, broker-dealer or account custodian. Mercury Investment Group does not share in any portion of such fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such fees are not shared with Mercury Investment Group and are compensation to the fund manager. You should read the mutual fund prospectus prior to investing. The Client should review both the fees charged by the fund(s) and the fees charged by Mercury Investment Group to fully understand the total fees to be paid.

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

Mercury Investment Group does not charge performance-based fees, and does not engage in side-by-side management.

Item 7 Types of Clients

Mercury Investment Group offers disciplined, quantitatively driven strategy of investment management services for individuals, trusts, estates, charitable organizations, governmental entities, corporations, pension & profit sharing plans, and businesses.

Minimum portfolio size: $500,000. Mercury Investment Group reserves the right to negotiate minimum dollar values required under certain circumstances.

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

Our Methods of Analysis and Investment Strategies

Mercury Investment Group studies the structure of households around the world, specifically their age, education/income, ethnic, and geographic distributions. We develop investment themes based on an understanding of how increasing global affluence combines with demographic, social and product trends to drive changes in consumer demand. To act on this knowledge, we invest clients in a like weighted portfolio of U.S. based equities that are positioned to take advantage of superior demographic demand growth. Our returns have been primarily generated through stock selection and not sector allocations.

Risk of Loss

Past performance is no guarantee of future results. Stock market conditions vary from year to year, and can result in a decline in market value due to material market or economic conditions. Mercury Investment Group makes quantitative evaluations of likely future outcomes that may not prove to be accurate or there may be market conditions where this approach performs poorly. As a result the strategy is only suitable for investors who have medium to long-term investment goals and are comfortable with an investment that may decrease in value.

The potential return or gain and potential risk or loss of an investment varies, generally speaking, with the type of product invested in. Below is an overview of the types of products available on the market and the associated risks of each:

<u>Common Stocks.</u> Investments in common stocks, both directly and indirectly through investment in shares of ETFs, may fluctuate in value in response to many factors, including, but not limited to, the activities of the individual companies, general market and economic conditions, interest rates, and specific industry changes. Such price fluctuations subject certain strategies to potential losses. During temporary or extended bear markets, the value of common stocks will decline, which could also result in losses for each strategy.

<u>Portfolio Turnover Risk.</u> High rates of portfolio turnover could lower performance of an investment strategy due to increased costs and may result in the realization of capital gains. If an investment strategy realizes capital gains when it sells its portfolio investments, it will increase taxable distributions to you. High rates of portfolio turnover in a given year would likely result in short-term capital gains and under current tax law you would be taxed on short-term capital gains at ordinary income tax rates, if held in a taxable account.

<u>Non-Diversified Strategy Risk</u>. Some investment strategies may be non-diversified (e.g., investing a greater percentage of portfolio assets in a particular issuer and owning fewer securities than a diversified strategy). Accordingly, each such strategy is subject to the risk that a large loss in an individual issuer will cause a greater loss than it would if the strategy held a larger number of securities or smaller positions sizes.

<u>Model Risk.</u> Financial and economic data series are subject to regime shifts, meaning past information may lack value under future market conditions. Models are based upon assumptions that may prove invalid or incorrect under many market environments. We may use certain model outputs to help identify market opportunities and/or to make certain asset allocation decisions.
There is no guarantee any model will work under all market conditions. For this reason, we include model related results as part of our investment decision process but we often weigh professional judgment more heavily in making trades or asset allocations.

<u>ETF Risks, including Net Asset Valuations and Tracking Error.</u> An ETF's performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depository Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – advisory fees charged by Adviser plus any advisory fees charged by the issuer of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if a Client purchased the ETF directly. An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore directly affect the ETF's performance and indirectly affect a Client’s portfolio performance or an index benchmark comparison. Expenses of the ETF may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary.

<u>Inflation, Currency, and Interest Rate Risks.</u> Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor’s future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Adviser may be affected by the risk that currency devaluations affect Client purchasing power.

<u>Legislative and Tax Risk.</u> Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government’s guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations, particularly for options, swaps, master limited partnerships, Real Estate Investment Trust, Exchange Traded Products/Funds/Securities. We do not engage in tax planning, and in certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due. Clients and their personal tax advisors are responsible for how the transactions in their account are reported to the IRS or any other taxing authority.

<u>Information Security Risk.</u> We may be susceptible to risks to the confidentiality and security of its operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisers. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability of us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

<u>Tax Risks.</u> Tax laws and regulations applicable to an account with Adviser may be subject to change and unanticipated tax liabilities may be incurred by an investor as a result of such changes. In addition, customers may experience adverse tax consequences from the early assignment of options purchased for a customer's account. Customers should consult their own tax advisers and counsel to determine the potential tax-related consequences of investing.

<u>Advisory Risk.</u> There is no guarantee that our judgment or investment decisions on behalf of particular any account will necessarily produce the intended results. Our judgment may prove to be incorrect, and an account might not achieve her investment objectives. In addition, it is possible that we may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to accounts’ custodians’ software. Adviser and its representatives are not responsible to any account for losses unless caused by Adviser breaching our fiduciary duty.

Dependence on Key Employees. An accounts success depends, in part, upon the ability of our key professionals to achieve the targeted investment goals. The loss of any of these key personnel could adversely impact the ability to achieve such investment goals and objectives of the account.

Item 9 Disciplinary Information

Mercury Investment Group is not and has not been involved in any disciplinary action. There is also no disciplinary action to disclose about its management personnel.

Item 10 Other Financial Industry Activities and Affiliations

Mercury Investment Group is not and has not been involved in any disciplinary action. There is also no disciplinary action to disclose about its management personnel.

Mercury Investment Group is not registered as a securities broker-dealer. No member of Mercury Investment Group participates in any other investment-related business, nor are they a related person or a general partner in any partnership in which clients are solicited to invest. No material conflicts of interest exist.

Item 11 Code of Ethics, Conflicts of Interest, and Personal Trading

Our Code of Ethics requires all members and employees to respect and obey all of the laws, rules and regulations applicable to our business, including, among others, securities, banking and other federal, state & local laws. Mercury Investment Group has a Compliance Manual designed specifically to meet applicable laws and regulations. This means that all members and employees of Mercury Investment Group must respect and obey all of the laws, rules and regulations applicable to our business, including among others, securities, banking and other federal, state and local laws. Although he or she is not expected to know the details of each law governing Mercury Investment Group's business, he or she is expected to be familiar with and comply with the company-wide policies and procedures as they apply to his or her business unit and, when in doubt, to seek advice from supervisors, managers or other appropriate personnel.

A copy of our Code of Ethics is available by contacting us at 901.327.2788.

Mercury Investment Group does not recommend, nor buy or sell investments in which it has a material financial interest.
The members of Mercury Investment Group may, from time to time, purchase securities for themselves that are also recommended to clients. Members inform the Compliance Officer of all trades. In addition, we require all "Access Persons" to report, and the Compliance Officer to review, their personal securities transactions. While we consider owning the same things to be an aligning of interests between members and clients, we do not allow transactions between members and clients and all trades are completed by a third party broker/dealer. No member or employee trades that harm a client or allow a member or employee to be unfairly advantaged are allowed.

Item 12 Brokerage Practices

Mercury Investment Group selects individual brokers based on their ability to provide the best qualitative execution for managed accounts. This is not limited to lowest commission and includes speed of execution, number of markets checked, confidentiality and responsiveness. We do not participate in any soft dollar programs, and receive no research or other products or services other than execution from a broker-dealer or third party in connection with client securities transactions. We receive no client referrals from any broker-dealer, nor is any person at Mercury Investment Group related to any person at a broker-dealer that we use.

A client may choose to direct that we execute all transactions through the client's broker-dealer. The client specifically authorizes Adviser to incur higher commissions than might be negotiated by Adviser on the client's behalf with other broker-dealers because the client has confidence in their broker-dealer. The client acknowledges that such broker-dealers are not agents of Adviser and will not hold the Adviser liable for the acts, conduct or omissions of such broker-dealers.

It is agreed that the sole standard of care imposed upon Mercury Investment Group is to act with the skill, prudence, and diligence under the current circumstances that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. Mercury Investment group shall not be liable to the client for any act or omission of any broker, dealer or the Custodian. Any stated limitations on liability shall not relieve the investment adviser from any responsibility or liability the investment adviser may have under state or federal statutes.

Client funds are not pooled or comingled. Client trades are entered individually. Clients own highly similar portfolios so orders for the same security may be placed for many clients at the same time. The chronological order of trades is the discretion of Mercury Investment Group and trades are entered so as to not advantage or disadvantage any client or group of clients over the long term.

Item 13 Review of Accounts

All accounts are reviewed by one or more of the members of the investment committee of the firm.

Each account is reviewed at least quarterly, or more frequently in the discretion of the Investment Committee. Each account is reviewed for adherence to the firm's investment process. In addition to reports received from the custodian. Mercury Investment Group provides a valuation report showing the cost basis and value of all investments held in a client's account(s) as requested.

The Investment Committee consists of: Frank B. Goodman, III, Bob Hunt, Cecil Godman, III, and Edward Goodman.

Item 14 Client Referrals and Other Compensation

Neither Mercury Investment Group, nor its members, have any arrangements, oral or in writing whereby they are paid cash by or receive some economic benefit from a non-client in connection with giving advice to clients. We also do not directly or indirectly compensate any person for client referrals.

Item 15 Custody

Clients' assets are custody of a third party broker/dealer and that broker/dealer is the responsible for account valuation and their monthly statement is the report of actual account value. Any reports of account cost and valuation provided by Mercury Investment Group are provided as a courtesy and should be verified with the broker/dealer's account statement. We urge all clients to regularly examine their broker/dealer's monthly account statement.

Item 16 Investment Discretion

Mercury Investment Group exercises discretion on the investment's inside client accounts through a limited power of attorney. This authority is created by the client and Mercury Investment Group mutually executing a copy of Mercury Investment Group's contract and by client execution of a broker/dealer's account application which also describes the limits to the power of attorney granted Mercury Investment Group by the client.

Item 17 Voting Client Securities

We will not take any action with respect to the voting of proxies solicited by or with respect to the issuers of securities in which assets of the Portfolio may be invested from time to time. Proxy solicitations will be mailed to the clients by the issuers of those securities. Clients are encouraged to vote their shares as they see fit and Mercury Investment Group does not offer advice on proxy voting.

Item 18 Financial Information

A. Balance Sheet Requirement

Mercury Investment Group is not the qualified custodian for client funds or securities and does not require prepayment of fees of more than $1200 per client, six (6) months or more in advance.

B. Financial Condition

Mercury Investment Group does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients.

C. Bankruptcy Petition

Mercury Investment Group has not been the subject of a bankruptcy petition at any time during the last 10 years.