

Part 2A of Form ADV: Firm Brochure

Form ADV, Part 2A, Item 1

Cover Page

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**FORM ADV PART 2
FIRM BROCHURE**

This brochure provides information about the qualifications and business practices of DiFrancesco Virtual Family Office. If you have any questions about the contents of this brochure, please contact us at (814) 201-5855. 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 DiFrancesco Virtual Family Office is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for DiFrancesco Virtual Family Office is 290706.

DiFrancesco Virtual Family Office is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at **(814) 201-5855**.

Material Changes since the Last Update

There have not been any material changes since the firm's last annual update filed on February 14, 2019.

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Advisory Business

DiFrancesco Virtual Family Office (hereinafter called “DVFO”) is a Registered Investment Adviser based in Johnstown, Pennsylvania, and incorporated under the laws of the State of Pennsylvania. DVFO is wholly owned by Matthew DiFrancesco. DVFO is registered with the State of Pennsylvania and is subject to its rules and regulations. Founded in January 2018, DVFO provides investment advisory services, which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Our investment advice is tailored to meet our clients’ needs and investment objectives. Clients may impose restrictions on investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.) by providing a signed and dated written notification, of which an e-mail is also an acceptable form of notification. DVFO also provides financial planning consulting services including, but not limited to, risk assessment/management, investment planning, estate planning, financial organization, or financial decision making/negotiation.

DVFO provides investment advisory and other financial services through its Investment Advisory Representatives ("IAR") to accounts opened with DVFO. Managed Accounts are available to individuals, high net worth individuals, corporations and charitable organizations.

DVFO provides discretionary and non-discretionary investment advisory services to some of its clients through various managed account programs. DVFO will assist clients in determining the suitability of the Managed Account Programs for the client. The IAR is compensated through a comprehensive single fee and the account may be assessed other charges associated with conducting a brokerage business. DVFO and its IAR, as appropriate, will be responsible for the following:

- Performing due diligence
- Recommending strategic asset and style allocations
- Providing research on investment product options, as needed
- Providing client risk profile questionnaire
- Obtaining investment advisory contract from client with required financial, risk tolerance, suitability and investment vehicle selection information for each new account
- Performing client suitability check on account documentation, review the investment objectives and evaluate the investment vehicle selections
- Providing Firm Brochure (this document)

Initial Onboarding Process

- A prospect schedules a 30 minute introduction call to discuss services and whether the relationship has the potential to be a mutual fit.

- If both parties want to move forward, the Client would complete an Initial Consultation Agreement and pay a \$500 fee for an in-depth exploratory call, to discuss the Client's current situation and investment goals and objectives, and how DVFO can assist in meeting the investment goals and objectives.
- If both parties want to move forward, the Client would sign an Investment Advisory Agreement and DVFO would complete a financial plan or other type of project based on the client's specific request/needs. The fixed fee for the project would range between \$1,500 and \$5,000, depending on the scope and complexity of the project. The \$500 from the exploratory call would be credited toward the project fee.
- If both parties want to move forward, any on-going services, such as asset management services or retainer services, will be implemented at this point. The fees for on-going services are detailed in the section below, *Item 5 – Fees and Compensation*.

Personalized Financial Concierge Services (Retainer)

Some clients may want DVFO to be more involved in the investment advisory services received, rather than only financial planning and asset management. We have a select group of clients that would be ideally served with our personalized concierge service. This service may be most ideal for business owners, though we do not limit this service to business owners. DVFO offers this comprehensive service to clients that want to incorporate financial and business consulting with asset management. It is charged as an on-going monthly retainer program of an amount negotiated between the client and DVFO.

The amount of client's assets managed by the firm totaled \$ 25,932,733 as of January 31, 2019. \$15,719,851 of these assets are managed on a discretionary basis and \$10,212,882 are managed on a non-discretionary basis.

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Fees and Compensation

The following types of fees will be assessed:

Asset Management – Fees are charged in advance and are based primarily on asset size and the level of complexity of the services provided. In individual cases, DVFO has the sole discretion to negotiate fees that are lower than the standard fee shown or to waive fees. Fees are not based on the share of capital gains or capital appreciation of the funds or any portion of the funds. Comparable services for lower fees may be available from other sources. Fees for the initial quarter will be prorated based upon the number of calendar days in the calendar quarter that the advisory agreement is in effect. Fees are based on the market value of the assets on the last business day of the previous quarter. Annual fees range from .25% - 1.50% depending on the amount of assets under management (“AUM”) – See chart below. Consulting services are included in these fees for asset management services with the exception of unique circumstances that may require a separate agreement for financial planning services (description and fees are discussed below). If the situation warrants separate financial planning fees, it will be discussed upfront and a separate agreement will be negotiated.

Fee Schedule for Asset Management:

Total Account Value	Maximum Annual Advisory Fee
\$0 - \$500,000	1.50%
\$500,001 – \$1,000,000	1.00%
\$1,000,001 - \$5,000,000	0.50%
\$5,000,000 or more	0.25%

As authorized in the client agreement, the account custodian withdraws DiFrancesco Virtual Family Office's advisory fees directly from the clients' accounts according to the custodian's policies, practices, and procedures. The custodial statement includes the amount of any fees paid to DVFO for advisory services. You should carefully review the statement from your custodian/broker-dealer's statement and verify the calculation of fees. Your custodian/broker-dealer does not verify the accuracy of fee calculations.

Fees are charged in advance on a quarterly basis, meaning that advisory fees for a quarter are charged on the first day of the quarter. Clients may terminate investment advisory services obtained from DVFO, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with DVFO. The client is responsible for any fees and charges incurred by the client from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees. Thereafter, the client may terminate advisory services upon written notice delivered to and received by DVFO. Clients who terminate investment advisory services during a quarter are charged a prorated advisory fee based on the date of DVFO's receipt of client's written notice to terminate. Any earned but unpaid fees are immediately due and payable.

Financial Planning/Consulting – Financial planning/consulting services are charged in advance through a fixed fee or hourly arrangement as agreed upon between the client and DiFrancesco Virtual Family Office. There will never be an instance where \$500 or more in fees is charged six or more months in advance. Hourly fees are generally charged when the scope of services cannot be determined or if the services are limited to one meeting. Fixed fees are generally quoted to the client for longer term consulting projects. Fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Business and life coaching may be included in consulting services. Hourly fees range from \$75 - \$200 per hour, depending on what is negotiated between DVFO and the client. Similar financial planning services may be available elsewhere for a lower cost to the client. Fixed fees for longer-term consulting projects range from \$2,500 to \$50,000 per project. An estimate for total hours and charges is determined at the start of the advisory relationship.

Typically, clients will be invoiced monthly for all time spent by DVFO as agreed upon by client or upon completion of the services if less than a month. Clients who wish to terminate the planning process prior to completion may do so with written notice. The client may obtain a

refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period by contacting Matthew DiFrancesco at (814) 201-5855. Upon receipt of written notification, any earned fee will immediately become due and payable. A client may terminate an advisory agreement without being assessed any fees or expenses within five (5) business days of its signing.

Personalized Financial Concierge Services (Retainer) - Retainer concierge services are available to clients that wish to have ongoing financial planning and consulting, in addition to asset management. Concierge services include coordinating, advising and consulting on all financial matters, and introducing clients to outside professionals whose areas of expertise are outside DVFO's professional expertise. Services may include financial advising on expected life changes, personal budgeting, estate planning, business valuation and/or succession planning, advisement on investment property considerations, and charitable donor due diligence and monitoring. In addition, concierge services may include business and life coaching. The retainer concierge services provide clients with a "go to" person on any financial matter that arises. Retainer fees range from \$500 to \$4,000 monthly and includes assets under management, and these fees may be billed monthly or quarterly in advance. The fee is negotiable and is based upon the level of customization of the services provided. The more detailed the services, time involved for DVFO, and amount of assets under advisement, the higher the retainer fee. The fee is renegotiated annual basis.

Additional Fees and Expenses

In addition to advisory fees paid to DVFO as explained above, clients may pay custodial service, account maintenance, transaction, and other fees associated with maintaining the account. These fees vary by broker and/or custodian. Clients should ask DVFO for details on transaction fees or other custodial fees specific to their account, as these fees are not included in the annual advisory fee. DVFO does not share any portion of such fees. Additionally, for any mutual funds purchased, the client may pay their proportionate share of the funds' distribution, internal management, investment advisory and administrative fees. Such fees are not shared with DVFO and are compensation to the fund manager. Clients are urged to read the mutual fund prospectus prior to investing.

Mutual fund companies impose internal fees and expenses on clients. These fees are in addition to the costs associated with the investment advisory services as described above. Complete details of such internal expenses are specified and disclosed in each mutual fund company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter, or a distributor without purchasing the services of DVFO or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to

the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive DVFO's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

Please refer to Item 12 "Brokerage Practices" of this brochure for additional information.

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Performance-Based Fees and Side-By-Side Management

DiFrancesco Virtual Family Office does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or appreciation of the assets of a client. Our fees are calculated as described in Fees and Compensation section above, and are not charged on the basis of performance of your advisory account.

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Types of Clients

DVFO offers investment advisory services to individuals, high net worth individuals, corporations and charitable organizations. There is no minimum account size to open and maintain an advisory account.

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Methods of Analysis, Investment Strategies, and Risk of Loss

DVFO's methods of analysis and investment strategies incorporate the client's needs and investment objectives, time horizon, and risk tolerance. DVFO is not bound to a specific investment strategy for the management of investment portfolios, but rather consider the risk tolerance levels pre-determined gathered at the account opening, as well as on an on-going basis. Examples of methodologies that our investment strategies may incorporate include:

Asset Allocation – Asset Allocation is a broad term used to define the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk.

Dollar-Cost Averaging – Dollar-cost averaging is the technique of buying a fixed dollar amount of securities at regularly scheduled intervals, regardless of the price per share. This will

gradually, over time, decrease the average share price of the security. Dollar-cost averaging lessens the risk of investing a large amount in a single investment at the wrong time.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Long-Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short-Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as they all bear risks.

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Disciplinary Information

DiFrancesco Virtual Family Office or its Principal Executive Officers have not had any reportable disclosable events in the past ten years.

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Other Financial Industry Activities and Affiliations

Neither DVFO nor its IARs are currently registered as or with a broker dealer.

Neither DVFO nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

Matthew DiFrancesco has a financial industry affiliated business as an independent insurance agent. Not more than 25% of his time is spent on this activity. From time to time, he offers

clients advice or products from this activity. He may receive separate yet typical compensation in the form of commissions for the sale of insurance products.

This practice represents a conflict of interest because it gives Mr. DiFrancesco an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. DiFrancesco has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Matthew DiFrancesco also provides Business and Life Coaching. DVFO always acts in the best interest of the client.

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

DVFO's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of DVFO's Associated Persons are expected to strictly adhere to these guidelines. Persons associated with DiFrancesco Virtual Family Office are also required to report any violations to the Code of Ethics. Additionally, the firm maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about our clients or client accounts by persons associated with our firm.

DVFO and its employees may buy or sell securities that are also held by clients. It is the expressed policy of the advisor that no person employed by our firm purchase or sell any security prior to the transaction being implemented for an advisory account; therefore, preventing such employees from benefiting from transactions placed on behalf of the advisory clients.

The advisor may have an interest or position in a certain security, which may also be recommended to the client. As these situations may present a conflict of interest, the advisor has established the following restrictions in order to ensure its fiduciary responsibilities:

1. A director, officer or employee of the advisor shall not buy or sell a security for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment, unless the information is also available to the investing public. No owner/employee of DVFO shall prefer their own interest to that of the client.
2. The advisor maintains a list of all securities held by the company and all directors, officers, and employees. These holdings are reviewed on a quarterly basis by the principal of the firm.
3. The advisor requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisors.
4. The advisor will not block personal trades with those of clients to ensure that clients are not at a disadvantage.

DVFO's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Matthew DiFrancesco at (814) 201-5855.

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Brokerage Practices

In order for DVFO to provide asset management services, we request you utilize the brokerage and custodial services of TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC ("TD Ameritrade"), for which we have existing relationships. In considering which independent qualified custodian will be the best fit for DVFO's business model, we evaluate the following factors, which is not an all-inclusive list:

- Financial strength
- Reputation
- Reporting capabilities
- Execution capabilities
- Pricing, and
- Types and quality of research

While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. Such relationships may include benefits provided to our firm, including, but not limited to research, market information, and administrative services that help our firm manage your account(s). We believe that recommended broker-dealers provide quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the recommended broker-dealers, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

DVFO does not have any soft dollar arrangements.

DVFO does not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

When DVFO buys or sells the same security for two or more clients (including our personal accounts), we may place concurrent orders to be executed together as a single "block" in order to facilitate orderly and efficient execution. Each client account will be charged or credited with the average price per unit. We receive no additional compensation or remuneration of any kind

because we aggregate client transactions. No client is favored over any other client. If an order is not completely filled, it is allocated pro-rata based on an allocation statement prepared by DVFO prior to placing the order. Because of an order's aggregation, some clients may pay higher transaction costs, or greater spreads, or receive less favorable net prices on transactions than would otherwise be the case if the order had not been aggregated. DVFO may choose to aggregate orders for its proprietary or personnel's accounts with those of its clients. DVFO will receive no additional compensation or remuneration resulting from the aggregation of client transactions.

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Review of Accounts

Client accounts are reviewed at least quarterly by Matthew DiFrancesco, Principal Executive Officer of the firm. Matthew DiFrancesco reviews clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at DVFO are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Matthew DiFrancesco, Principal Executive Officer of the firm. There is only one level of review and that is the total review conducted to create the financial plan.

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Each client will receive at least quarterly a written report that details the clients' account which may come from the custodian.

Clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

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Client Referrals and Other Compensation

DVFO does not compensate any individual or firm for client referrals. In addition, DVFO does not receive any compensation for providing referrals for other professional services.

Custody

DVFO does not have physical custody of any client funds and/or securities and does not take custody of client accounts at any time. Client funds and securities will be held with a bank, broker dealer, or other independent qualified custodian. DVFO is considered to have limited custody by directly debiting fees with your written authorization in the Investment Advisory Agreement. DVFO may also be considered to have custody if the custodian allows us to make changes to your account information, such as address or phone number, without a formal written Letter of Authorization from you. DVFO will never make these changes without your instruction. You will receive account statements from the independent, qualified custodian holding your funds at least quarterly. The account statement from your custodian will indicate the amount of advisory fees deducted from your account(s) each billing cycle. Clients should carefully review statements received from the custodian. DVFO also sends quarterly invoices detailing the manner and amount of advisory fees to all clients.

Investment Discretion

Before DVFO can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a limited power of attorney, and/or trading authorization forms. By choosing to do so, you may grant the firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. Clients may impose limitations on discretionary authority for investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.), as well as other limitations as expressed by the client. Limitations on discretionary authority are required to be provided to the IAR in writing. Please refer to the “Advisory Business” section of this Brochure for more information on our discretionary management services.

Voting Client Securities

DVFO does not vote proxies on behalf of Client advisory accounts. At your request, DVFO may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

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Financial Information

DVFO is not required to provide financial information to our clients because we do not require or solicit the prepayment of more than \$500 six or more months in advance.

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Requirements for State-Registered Advisers

Principal Executive Officers and Management Persons Education and Business Background:

Matthew DiFrancesco
Managing Principal and CCO

Business Background:

- DiFrancesco Virtual Family Office, Managing Member/Chief Compliance Officer, PA 11/2017 – Present
- Summit Financial Group, Inc., Investment Advisor Representative, PA, 11/2013 – 10/2018
- Summit Brokerage Services, Inc., Registered Representative, PA, 11/2013 – 3/2019
- Stifel Nicholas & Co., Inc., Financial Advisor, PA, 09/2009 - 11/2013
- UBS Financial Services, Financial Advisor, PA, 06/2005 - 09/2009

Educational Background:

- University of Michigan, Bachelor of Art in English Literature, 1987

None of the Principal Executive Officers and Management persons listed have had any complaints or any events required to be disclosed in this section.

Neither DiFrancesco Virtual Family Office nor any of its Management persons have any relationships or arrangements with any issuers of securities.

Matthew DiFrancesco has a financial industry affiliated business as an independent insurance agent. Not more than 25% of his time is spent on this activity. From time to time, he offers clients advice or products from this activity. He may receive separate yet typical compensation in the form of commissions for the sale of insurance products.

This practice represents a conflict of interest because it gives Mr. DiFrancesco an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. DiFrancesco has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.