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Investment Company Act of 1940 – Section 15(a); Rule 15a-4

April 12, 2019

Via Email and Federal Express

Paul G. Cellupica, Esq.
Deputy Director and Chief Counsel
Division of Investment Management
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Cellupica:

We are writing on behalf of the Quaker Investment Trust (the "Trust"), Community Capital Management, Inc. ("CCM"), and Camelot Portfolios, LLC ("Camelot" and together with CCM, the "Advisers"). The Trust is registered as an open-end management investment company under the Investment Company Act of 1940 (the "1940 Act"), and each of CCM and Camelot is registered as an investment adviser under the Investment Advisers Act of 1940.

For the reasons detailed below, we respectfully request that the staff of the Division of Investment Management (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") advise us that it will not recommend to the Commission that it take enforcement action against the Advisers under Section 15(a) of the 1940 Act for continuing to serve as investment advisers to certain series of the Trust for a limited time period, pursuant to written advisory agreements that were not approved by a vote of a majority of the outstanding voting securities of each such series, on the terms set forth below.¹

¹ This letter has been prepared to confirm the oral no-action relief provided by the Staff on May 30, 2018.

I. Background

CCM serves as investment adviser for the Quaker Strategic Growth Fund, Quaker Mid Cap Value Fund, and Quaker Global Tactical Allocation Fund (the “CCM Advised Funds”)² and Camelot serves as investment adviser for the Quaker Event Arbitrage Fund (the “Camelot Advised Fund” and together with the CCM Advised Funds, the “Funds”). The Funds are each series of the Trust.

In 2017, the owners of a controlling interest of the Funds’ prior investment adviser, Quaker Funds, Inc. (“QFI”), made the decision to exit the investment advisory business. After several failed attempts to find a buyer for its business, QFI requested that the Trust’s board of trustees (the “Board”) develop and execute a transition plan, which it did.

At its quarterly in-person meeting held in November 2017 (the “Quarterly Meeting”), the Board approved the termination of QFI and each of the Trust’s sub-advisers effective as of December 31, 2017. The Board, including all of the Trustees who were not “interested persons” of the Trust as defined by the 1940 Act (the “Independent Trustees”), then appointed CCM to serve as investment adviser to the CCM Advised Funds effective as of January 1, 2018 (the “Effective Date”). Moreover, during special telephonic meetings held later in November and in December, the Board, including a majority of the Independent Trustees, appointed Camelot to serve as investment adviser to the Camelot Advised Fund as of the Effective Date.

In appointing the Advisers to serve as the investment advisers to the Funds, the Board approved: (1) an interim advisory agreement with respect to the CCM Advised Funds (the “CCM Interim Advisory Agreement”); and (2) an interim advisory agreement with respect to the Camelot Advised Fund (the “Camelot Interim Advisory Agreement” and together with the CCM Interim Advisory Agreement, the “Interim Advisory Agreements”). The Interim Advisory Agreements were approved as permitted by Rule 15a-4 under the 1940 Act.³ The Interim Advisory Agreements both contained substantially the same general terms and conditions as the original investment advisory agreement with QFI except for their term and the parties. Pursuant to Rule 15a-4, the Interim Advisory Agreements were scheduled to terminate no later than 150 calendar days after the Effective Date, which was May 30, 2018 (the “Expiration Date”).

² CCM also serves as investment adviser to the Quaker Small Cap Value Fund, which is another series of the Trust and which is not subject to this no-action request.

³ Rule 15a-4(b)(1) (as opposed to Rule 15a-4(b)(2)) applies to the Interim Advisory Agreements because the original investment advisory agreement with QFI was terminated by the Board. There was no assignment of the contract in a transaction in which QFI or its controlling persons received money or other benefit.

Additionally, at the Quarterly Meeting, the Board approved a definitive advisory agreement (the "CCM Definitive Advisory Agreement") with CCM with respect to the CCM Advised Funds and the solicitation of the shareholders of the CCM Advised Funds to approve the CCM Definitive Advisory Agreement prior to the Expiration Date along with the re-domestication of the Trust from Massachusetts to Delaware (the "CCM Proposals").

At same time, the Board also began exploring a possible reorganization of the Camelot Advised Fund into another registrant with the distribution access to market a fund such as the Camelot Advised Fund and that was comfortable running a mutual fund that offered an alternative strategy, preferably using the Fund's current portfolio management team. After exploring various options, the Board determined, during a special telephonic meeting held in February 2018, that it was in the best interests of the Camelot Advised Fund and its shareholders to reorganize the Fund into another registrant (the "Reorganization"). The Reorganization would involve the sale of the Camelot Advised Fund's assets into a newly established shell fund, to be designated as the Camelot Event Driven Fund, a series of the Frank Funds trust (the "New Fund") in exchange for shares of the New Fund and the assumption of the Camelot Advised Fund's liabilities. Furthermore, an affiliate of Camelot would serve as investment adviser for the New Fund (the "Camelot Affiliated Adviser") and the current portfolio management team would manage the New Fund's portfolio as members of the Camelot Affiliated Adviser. The Board also authorized the solicitation of the Camelot Advised Fund's shareholders to approve the Reorganization (the "Reorganization Proposal" and together with the CCM Proposals, the "Proposals"), which was expected to be approved and completed prior to the Expiration Date.

Pursuant to a proxy statement dated March 14, 2018, the CCM Advised Funds solicited their shareholders to approve the CCM Proposals (the "CCM Proxy Statement"). Pursuant to a proxy statement/prospectus dated April 16, 2018 (the "Camelot Proxy Statement" and together with the CCM Proxy Statement, the "Proxy Statements"), the Camelot Advised Fund solicited its shareholders to approve the Reorganization Proposal. As of May 30, 2018, notwithstanding the Funds' proxy solicitation efforts, none of the Funds had obtained the quorum⁴ required for shareholders to vote on the CCM Proposals or the Reorganization Proposal, as applicable.⁵

⁴ A majority of each Fund's outstanding voting securities is required for a quorum.

⁵ The CCM Advised Funds' special meeting of shareholders, which was held on May 23, 2018, was adjourned to allow for additional solicitation with respect to the CCM Advised Funds. At the adjourned meeting held on June 16, 2018, the Quaker Global Tactical Allocation Fund achieved quorum and shareholders approved the CCM Proposals. At the adjourned meeting held on June 27, 2018, the Quaker Strategic Growth Fund and Quaker Mid Cap Value Fund achieved quorum and shareholders approved the CCM Proposals. For each of the CCM Advised Funds, CCM's service as interim investment adviser under the CCM Interim Advisory Agreement ceased as of the date shareholders approved the CCM Definitive Advisory Agreement.

The Camelot Advised Fund's special meeting of shareholders, which was held on May 15, 2018, also was adjourned to allow for additional solicitation. At the adjourned meeting held on June 14, 2018, the Camelot Advised Fund achieved a quorum and shareholders approved the Reorganization Proposal. Camelot's service as interim investment adviser under the Camelot Interim Advisory Agreement continued until the completion of the Reorganization, which occurred on June 22, 2018.

II. Relevant Law

Section 15(a) of the 1940 Act prohibits any person from serving as an investment adviser to a registered fund except under a written contract that has been approved by a majority of the fund's outstanding voting securities.⁶ To prevent funds from being harmed by losing investment advisory services before shareholders can approve a new contract, the Commission in 1980 adopted Rule 15a-4 under the 1940 Act, which provides a temporary exemption from the requirement that a fund's shareholders approve its advisory contract.⁷ Rule 15a-4 under the 1940 Act provides that, notwithstanding Section 15(a) of the 1940 Act, a person may act as investment adviser for a fund under an interim contract after the termination of a previous contract as provided in the rule. The rule's adopting release in 1980 recognized numerous comments regarding the time required to secure shareholders' approval of a successor advisory contract as it relates to the occurrence of unforeseeable events during the solicitation process and in light of the increasing difficulty in getting shareholders to respond to proxy solicitations.⁸ The rule was amended in 1999 to extend the maximum duration of an interim contract from 120 days to 150 days "in order to provide additional time to solicit proxies and obtain a quorum of voting shareholders."⁹ The adopting release for the 1999 rule amendment states that, in the Commission's experience, funds generally have not needed more than 150 days for an interim contract. However, the Staff has granted no-action relief in certain situations in which shareholder approval was not obtained within the 150-day term currently allowed by Rule 15a-4 for interim investment advisory contracts.¹⁰

III. Rationale for Request

Due to the timing of QFI's exit from the advisory business, it was not practical for the termination of the Funds' then-existing investment management and sub-advisory agreements and the appointment of the Advisers to be conditioned on shareholder approval of the Proposals. As a result, the Board determined it was necessary to rely on Rule 15a-4 and appoint CCM and Camelot as investment advisers to the Funds pursuant to the Interim Advisory

⁶ 15 U.S.C. § 80a-15(a).

⁷ Investment Company Act Release No 24177 (Nov. 29, 1999) (adopting amendments to Rule 15a-4) (the "Rule 15a-4 Release").

⁸ Investment Company Act Release No. 11005 (Jan. 2, 1980) (adopting Rule 15a-4).

⁹ See the Rule 15a-4 Release.

¹⁰ See Nuveen Fund Advisors, LLC (publicly available June 20, 2017) and Claymore Advisors, LLC (publicly available April 27, 2010) (relief granted to allow additional time to solicit shareholders when funds were unable to achieve a quorum within 150 days); see also Mellon Equity Associates, LLP (publicly available Apr. 1, 2005) (relief granted to allow a fund to enter into a second interim advisory agreement with an adviser after an initial interim agreement with a different adviser had expired).

Agreements, thereby enabling the Funds to continue to operate normally and without interruption in portfolio management.

Following the mailing of the Proxy Statements, the Advisers and the Funds made extraordinary efforts to enable the shareholder meetings to be held so that shareholders could vote on the Proposals. Since the mailing of the Proxy Statements, the Advisers and the Funds actively solicited votes through direct mailings and the use of an experienced and well-respected proxy solicitor, Okapi Partners (“Okapi”), in an effort to achieve a quorum for each Fund. In addition to the efforts of Okapi, the Advisers (1) sent multiple reminders via regular mail and email; (2) sent overnight mailings to large shareholders, and (3) conducted a telephone campaign to intermediaries to encourage them to reach out to their clients (i.e., “objecting beneficial owners”) and to encourage such clients to vote. As of the original shareholder meeting date for each Proposal, an overwhelming majority of the votes cast by the Funds’ shareholders were cast in favor of the Proposals. With respect to the Camelot Advised Fund, 88.31% of votes cast were in favor of the Reorganization. With respect to the CCM Advised Funds, the following votes were cast in favor of the two proposals on the CCM Proxy Statement:

Fund	Proposal 1 Approval of CCM Definitive Advisory Agreement	Proposal 2 Plan of Re- Domestication
Quaker Global Tactical Allocation Fund	76.07%	76.07%
Quaker Mid-Cap Value Fund	89.90%	88.80%
Quaker Strategic Growth Fund	85.00%	84.04%

As stated above, as of May 30, 2018, the Funds’ proxy solicitation efforts had not resulted in any Fund reaching the quorum required for its shareholders to vote on the Proposals. The Advisers believe that several factors likely contributed to the failure to reach a quorum, including:

- the level of redemptions since the record date for the shareholder meetings (approximately 7.98% of outstanding shares as of the original meeting dates);¹¹
- the percentage of the Funds’ shares represented by objecting beneficial owners as of the record date (ranging from approximately 20% to 48% of a Fund’s outstanding shares), which shareholders the Funds cannot directly solicit;
- the dispersed nature of the Funds’ shareholder base (approximately 33% of the outstanding shares were held in positions of under 1000 shares, representing over 76% of shareholder accounts); and¹²

¹¹ The percentage shown represents the average redemption activity.

- the fact that the Funds did not hold annual shareholder meetings and their shareholders were not used to receiving proxy solicitations from the Funds, compared to shareholders of closed-end funds who are used to receiving proxies on an annual basis.

With respect to the Funds' post-record date redemption activity, former shareholders are less willing to vote their proxies than current shareholders. Additionally, objecting beneficial owners may not be solicited directly, and instead funds must rely on financial intermediaries to encourage their clients who are objecting beneficial owners to vote.

Furthermore, a dispersed shareholder base means that a larger number of shareholders must participate in order to achieve a quorum. Each Fund adjourned its shareholder meeting in order to continue the proxy solicitation effort through the Expiration Date. The Advisers believed that, despite all the efforts made, there was a high probability that the Funds would not receive the number of votes necessary to reach a quorum by the Expiration Date. Absent the pending Expiration Date of the Interim Advisory Agreements, the Funds would have additional time under applicable corporate law to continue their solicitation efforts. The Advisers and the Board believed that extending the term of the Interim Advisory Agreements and continuing to solicit shareholders on the Proposals was in the best interests of the Funds. As of May 30, 2018, in light of the extensive proxy solicitation efforts, the Advisers and Trust believed that they would likely be effective in achieving a quorum for the Funds if solicitation could continue for up to 60 days after the Expiration Date (the resulting extension being the "Additional Period"). Upon the oral granting of the requested relief, the Advisers agreed to extend the term of the Interim Advisory Agreements in accordance with the relief requested herein. Without such extension, the Funds' opportunity to achieve a quorum and afford their shareholders a vote on the Proposals would have been foreclosed.

With respect to each Fund, if a quorum was not achieved and the applicable Proposal was not approved by that Fund's shareholders prior to the Expiration Date, the Advisers would not have been able to continue to provide investment advisory services to the Fund, absent relief. Because the Trust is a registered investment company that uses outside advisers to provide investment services for its Funds, it does not have the requisite infrastructure in place to manage the Funds directly, and it would not have been possible for the Funds to either (i) re-solicit shareholders with respect to the Proposals under new proxy statements; or (ii) obtain shareholder approval of an investment agreement or agreements with other parties prior to the Expiration Date. As a result, if a quorum was not achieved prior to the Expiration Date, the CCM Advised Funds would have been forced to consider merging or liquidating and the Camelot Advised Fund would have been forced to liquidate.¹³ As discussed in the Proxy

¹² The percentages shown represent the average percentages of the Funds.

¹³ We note that a liquidation is subject to a shareholder vote under the Trust's Amended and Restated Declaration of Trust and that a merger may also be subject to a shareholder vote, and that either option is subject to minimum notice periods, typically thirty (30) days, pursuant to contracts with financial

Statements, the Advisers and the Funds did not believe that liquidation would have been in the best interests of the Funds.¹⁴ Additionally, as noted above, shareholder voting had been strongly in favor of the Proposals as of the last shareholder meeting date prior to the oral no-action relief provided by the Staff.

In addition to the foregoing representations, the Funds and the Advisers have further represented to the Staff as conditions to the relief requested:

- With respect to each Fund, the Interim Advisory Agreements would be amended to extend the term of each agreement until the earliest of (i) the consummation of the Reorganization with respect to the Camelot Advised Fund or shareholder approval of the CCM Definitive Advisory Agreement with respect to the CCM Advised Funds; or (ii) sixty (60) days after the Expiration Date.
- During the Additional Period, the Advisers and the Funds, with the assistance of Okapi, would continue their proxy solicitation efforts to seek to reach a quorum and enable shareholders to vote on the Proposals. Camelot would bear all postage, printing, tabulation and proxy solicitation costs (“Additional Solicitation Costs”) relating to the Camelot Proxy Statement during the Additional Period. CCM and the CCM Advised Funds would bear equally all Additional Solicitation Costs with respect to the CCM Proxy Statement during the Additional Period, except that any Additional Solicitation Costs exclusively attributable to obtaining quorum for the CCM Definitive Advisory Agreement (as opposed to costs jointly attributable to obtaining quorum for the CCM Definitive Advisory Agreement and the re-domestication) would be paid by CCM.¹⁵
- During the Additional Period, the Advisers would waive their respective investment advisory fees that would be payable by the Funds to the Advisers under the terms of the Interim Advisory Agreements.

intermediaries. Due to these constraints, the Funds would have been forced to liquidate or merge, as applicable, well in advance of the Expiration Date, absent the requested relief.

¹⁴ A liquidation, particularly a liquidation on a compressed timeline, would result in a Fund selling all of its holdings in a short period of time at prices that may not be desirable in all cases. Additionally, a liquidation would result in a taxable event for shareholders holding their shares in a taxable account.

¹⁵ As described in the CCM Proxy Statement, the Board previously had determined that it was appropriate to have CCM and the Trust jointly pay the costs of the CCM Proxy Statement due to the fact that such proxy statement included two proposals, one of which benefitted both CCM and the CCM Advised Funds (i.e., the CCM Definitive Advisory Agreement proposal) and the other one which primarily benefitted the CCM Advised Funds (i.e., the re-domestication proposal). Later, the Board also determined that the expense sharing would continue to be appropriate during the Additional Period, if the requested relief was granted and subject to the condition that CCM pay any Additional Solicitation Costs exclusively attributable to the CCM Definitive Advisory Agreement proposal.

Paul G. Cellupica, Esq.

April 12, 2019

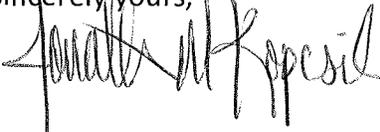
Page 8 of 8

- Other than changes to reflect the relief requested herein, the terms and conditions of the Interim Advisory Agreements would remain the same during the Additional Period.

Finally, we do not believe that this request as stated raises public policy concerns, as the Advisers did not receive a pecuniary benefit from extending the scheduled expiration of the Interim Advisory Agreements for the Additional Period. We also note that the Staff has previously granted relief of this nature in similar circumstances.

Thank you in advance for your prompt consideration of this request. Should you or any member of the Staff have any questions concerning the foregoing request, please call me at 215-564-8099. We greatly appreciate the assistance from your office in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Jonathan M. Kopcsik". The signature is written in a cursive style with a large initial "J" and "K".

Jonathan M. Kopcsik

cc: James R. Brinton, Chairman and Trustee
Quaker Investment Trust

Alyssa Greenspan, President
Community Capital Management, Inc.

Darren Munn, Chief Executive Officer and Managing Member
Camelot Portfolios, LLC