



FORM ADV-Part II

March 26, 2010

(Prior update: 09/25/09)

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
Expires: February 28, 2011
Estimated Average burden
Hours per response.....4.07

Name of Investment Adviser: EPG Incorporated						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	150 State Street	Boston	MA	02109	617-367-9060	

**This part of FORM ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

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(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

Applicant: **EPG Incorporated**

SEC File Number:

801- **51518**

Date:

03/26/10

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | | |
|---|--|-----------|---|
| <input checked="" type="checkbox"/> (1) | Provides investment supervisory services | <u>7</u> | % |
| <input checked="" type="checkbox"/> (2) | Manages investment advisory accounts not involving investment supervisory services..... | <u>68</u> | % |
| <input type="checkbox"/> (3) | Furnishes investment advice through consultations not included in either service described above... | _____ | % |
| <input type="checkbox"/> (4) | Issues periodicals about securities by subscription | _____ | % |
| <input type="checkbox"/> (5) | Issues special reports about securities not included in any service described above..... | _____ | % |
| <input type="checkbox"/> (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | _____ | % |
| <input checked="" type="checkbox"/> (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities... | <u>25</u> | % |
| <input type="checkbox"/> (8) | Provides a timing service | _____ | % |
| <input type="checkbox"/> (9) | Furnishes advice about securities in any manner not described above..... | _____ | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? Yes ☐ No ☒

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input checked="" type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (7) <input checked="" type="checkbox"/> Company press releases |
| | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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Applicant: EPG Incorporated

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No
☒ ☐

(If yes, please describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- ☐ C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input checked="" type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sell for itself securities it also recommended to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes No
☐ ☒

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory account, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

For Institutional Clients, accounts are reviewed formally, quarterly, by qualified Senior Management of the Registrant. Each member is responsible for participating in the client review process, overseen by the President and Director of Relationship Management. Informal reviews are conducted by EPG staff and implemented on an ongoing basis. Each account is priced monthly and portfolios are updated weekly. Meetings with Institutional Clients are at the client's request and/or at the Registrant's recommendation. (cont. on Sch F)

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

For Institutional and Individual Clients, reports are issued periodically, providing all pertinent data regarding a client's securities holdings and account activity, has been received during the prior month. This information includes cost, market value; various yield calculations and quality ratings, as well as percentage distributions and maturity patterns. Clients periodically receive an investment letter. The Registrant offers each client an investment strategy for fixed income and equity securities and specific buy and sell recommendations and reasons supporting such recommendations. (cont. on Sch F)

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ☒ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ☐ Yes ☒ No
- B. directly or indirectly compensates any person for client referrals? ☐ Yes ☒ No

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?..... ☐ Yes ☒ No

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:
EPG Incorporated

SEC File Number:
801- 51518

Date:
03/26/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:																																																																																																									
Item of Form (identify)	Answer																																																																																																										
1. D.	<p>Bank Services: EPG Incorporated ("EPG" or the "Registrant") offers comprehensive asset management services, principally to banks; involving giving advice with respect to equities, fixed income securities, and options on a non-discretionary basis. The negotiable fees charged to bank customers for the provision of the basic management service are billed monthly, in arrears and are based on the asset size reflected on the customer bank's most recent statement of condition, at the rates indicated below:</p> <table border="1"> <thead> <tr> <th>Bank Asset Size(millions)</th> <th>Monthly Cash Fee</th> <th>Annual Cash Fee</th> </tr> </thead> <tbody> <tr><td>50-74</td><td>\$2,250</td><td>\$27,000</td></tr> <tr><td>75-99</td><td>\$2,500</td><td>\$30,000</td></tr> <tr><td>100-124</td><td>\$2,750</td><td>\$33,000</td></tr> <tr><td>125-149</td><td>\$3,000</td><td>\$36,000</td></tr> <tr><td>150-174</td><td>\$3,208</td><td>\$38,500</td></tr> <tr><td>175-199</td><td>\$3,417</td><td>\$41,000</td></tr> <tr><td>200-224</td><td>\$3,583</td><td>\$43,000</td></tr> <tr><td>225-249</td><td>\$3,750</td><td>\$45,000</td></tr> <tr><td>250-274</td><td>\$3,917</td><td>\$47,000</td></tr> <tr><td>275-299</td><td>\$4,042</td><td>\$48,500</td></tr> <tr><td>300-324</td><td>\$4,167</td><td>\$50,000</td></tr> <tr><td>325-349</td><td>\$4,292</td><td>\$51,500</td></tr> <tr><td>350-374</td><td>\$4,417</td><td>\$53,000</td></tr> <tr><td>375-399</td><td>\$4,542</td><td>\$54,500</td></tr> <tr><td>400-424</td><td>\$4,667</td><td>\$56,000</td></tr> <tr><td>425-449</td><td>\$4,792</td><td>\$57,500</td></tr> <tr><td>450-474</td><td>\$4,917</td><td>\$59,000</td></tr> <tr><td>475-499</td><td>\$5,000</td><td>\$60,000</td></tr> <tr><td>500-524</td><td>\$5,083</td><td>\$61,000</td></tr> <tr><td>525-549</td><td>\$5,167</td><td>\$62,000</td></tr> <tr><td>550-574</td><td>\$5,250</td><td>\$63,000</td></tr> <tr><td>575-599</td><td>\$5,333</td><td>\$64,000</td></tr> <tr><td>600-624</td><td>\$5,417</td><td>\$65,000</td></tr> <tr><td>625-649</td><td>\$5,500</td><td>\$66,000</td></tr> <tr><td>650-674</td><td>\$5,583</td><td>\$67,000</td></tr> <tr><td>675-699</td><td>\$5,667</td><td>\$68,000</td></tr> <tr><td>700-724</td><td>\$5,750</td><td>\$69,000</td></tr> <tr><td>725-749</td><td>\$5,833</td><td>\$70,000</td></tr> <tr><td>750-774</td><td>\$5,917</td><td>\$71,000</td></tr> <tr><td>775-799</td><td>\$6,000</td><td>\$72,000</td></tr> <tr><td>800-824</td><td>\$6,083</td><td>\$73,000</td></tr> <tr><td>825-849</td><td>\$6,167</td><td>\$74,000</td></tr> <tr><td>850-874</td><td>\$6,250</td><td>\$75,000</td></tr> <tr><td>875-899</td><td>\$6,333</td><td>\$76,000</td></tr> </tbody> </table> <p>(continued on next page)</p>		Bank Asset Size(millions)	Monthly Cash Fee	Annual Cash Fee	50-74	\$2,250	\$27,000	75-99	\$2,500	\$30,000	100-124	\$2,750	\$33,000	125-149	\$3,000	\$36,000	150-174	\$3,208	\$38,500	175-199	\$3,417	\$41,000	200-224	\$3,583	\$43,000	225-249	\$3,750	\$45,000	250-274	\$3,917	\$47,000	275-299	\$4,042	\$48,500	300-324	\$4,167	\$50,000	325-349	\$4,292	\$51,500	350-374	\$4,417	\$53,000	375-399	\$4,542	\$54,500	400-424	\$4,667	\$56,000	425-449	\$4,792	\$57,500	450-474	\$4,917	\$59,000	475-499	\$5,000	\$60,000	500-524	\$5,083	\$61,000	525-549	\$5,167	\$62,000	550-574	\$5,250	\$63,000	575-599	\$5,333	\$64,000	600-624	\$5,417	\$65,000	625-649	\$5,500	\$66,000	650-674	\$5,583	\$67,000	675-699	\$5,667	\$68,000	700-724	\$5,750	\$69,000	725-749	\$5,833	\$70,000	750-774	\$5,917	\$71,000	775-799	\$6,000	\$72,000	800-824	\$6,083	\$73,000	825-849	\$6,167	\$74,000	850-874	\$6,250	\$75,000	875-899	\$6,333	\$76,000
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(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:
EPG Incorporated

SEC File Number:
801- 51518

Date:
03/26/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
1. D. (cont.)	<p>Bank Asset Size(millions) Monthly Cash Fee Annual Cash Fee</p> <p>900-924 \$6,417 \$77,000</p> <p>925-949 \$6,500 \$78,000</p> <p>950-974 \$6,583 \$79,000</p> <p>975-999 \$6,667 \$80,000</p> <p>1000-1099 \$6,917 \$83,000</p> <p>1100-1199 \$7,167 \$86,000</p> <p>1200-1299 \$7,417 \$89,000</p> <p>1300-1399 \$7,667 \$92,000</p> <p>1400-1499 \$7,917 \$95,000</p> <p>1500-1599 \$8,167 \$98,000</p> <p>1600-1699 \$8,417 \$101,000</p> <p>1700-1799 \$8,667 \$104,000</p> <p>1800-1899 \$8,917 \$107,000</p> <p>1900-1999 \$9,167 \$110,000</p> <p>Over 2000 \$10,000 \$120,000</p> <p>Individual Services: The Registrant also provides investment advisory services to high net worth individuals on a limited basis. Individual client fees are charged based on assets under management and are billed quarterly, in advance, upon the following negotiable schedule:</p> <p>Assets in Account, Annual Percentage Fee:</p> <p>First \$1 million 1.00%</p> <p>\$1 million to \$2 million 0.85%</p> <p>Over \$2 million 0.75%</p> <p>An individual client may terminate its investment advisory contract, effective at the end of the month, by giving written notice to EPG at least fifteen (15) days prior to the end of such month. Fees prepaid for a calendar quarter, during which a contract is terminated, will be refunded to an individual client on a pro-rated basis.</p> <p>Asset Liability Management Advisory Service:</p> <p>The Registrant offers asset/liability modeling and consulting services to banks and thrift institutions. Fees for these services are charged either on a project basis or pro-rated on an annual basis. The negotiable annual base fee for the Registrant's comprehensive asset/liability management advisory service is \$25,000 to \$50,000, based on the level of service provided.</p> <p>(continued on next page)</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
1. D. (cont.)	<p>Long Range Strategic Planning:</p> <p>The Registrant offers long range planning services to banks and thrift institutions. Fees for those services are charged either on a project basis or pro-rated basis, annually. The negotiable annual base fee for the Registrant's long range strategic planning service is \$15,000 to \$95,000, based on the level of service provided.</p> <p>Option Service:</p> <p>The Registrant offers advisory services with respect to options, on a client by client basis. A separate charge may be assessed, based on the degree of work required.</p> <p>Quarterly Meetings:</p> <p>Charges for quarterly meetings with a client's board of investment may be billed separately, for each visit, at a negotiated percentage of the annual basic management fee.</p>	
2. G.	EPG provides investment advice for two 457(F)Deferred Compensation Plans	
3. L.	Banker's Acceptances; unit investment trusts.	
5.	Although the Registrant has not formalized any standards of education or business background for its professional staff, it generally requires members of such staff to be college graduates. Preference is given to prospective staff members having prior investment experience.	
6.	<p>Advisory Staff:</p> <p>DAVID L. THOMAS, PRESIDENT (born 1961)</p> <p>David Thomas began his career at the National Bank of Detroit, working in both the retail management and private investment sectors. In addition to managing institutional accounts, he developed and managed investment programs for the senior executives of several Detroit-based auto companies. From the National Bank of Detroit, Mr. Thomas joined Merrill Lynch, providing management services to both individual and select corporate accounts and working with both the Detroit and Boston offices. In 1988, Mr. Thomas joined EPG, providing investment advisory, balance sheet management and strategic consulting services to community-based financial institutions. In 1994, Mr. Thomas became the Managing Director of EPG and, in 1996, President. Mr. Thomas works closely with Presidents, Boards of Directors and senior leadership teams, bringing clarity to their strategic direction and developing actionable strategies that incorporate industry "Best Practices" and his specialized knowledge of the environment in which community institutions operate. He graduated from the University of Notre Dame with a B.A. degree in Finance. Mr. Thomas has obtained Series 7 and 65 licenses.</p> <p>(continued on next page)</p>	

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Applicant:
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SEC File Number:
801- 51518

Date:
03/26/10

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
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6. (cont.)	<p>STELLA W. C. PANG, EXECUTIVE VICE PRESIDENT (born 1963) Prior to joining EPG in 1992, Stella Pang worked in the International Treasury division of Wang Laboratories as an Investment Analyst and Portfolio Manager. There she managed a number of employee-related plans including 401k, defined benefit plans and profit sharing. She has also served as a corporate accountant for the National Financial Service Corporation (NFSC) and government bond fund accountant for Fidelity Investments. Ms. Pang received her Bachelor of Science degree in Finance from the University of Massachusetts, Amherst in 1985. She is series 65 licensed.</p> <p>ALLAN R. DWYER, EXECUTIVE VICE PRESIDENT (born 1969) Prior to joining EPG in 1996, Allan Dwyer spent five years with the FDIC Division of Supervision. As a Commissioned Bank Examiner, Mr. Dwyer applied regulatory oversight to the banking industry through onsite examinations and consultation. While with the FDIC, Mr. Dwyer specialized in Asset Liability management and Investment analysis of banks. Mr. Dwyer graduated from the University of Notre Dame in 1991 with a Bachelor's degree in finance. In 1994, he received a Masters degree from Boston College with a concentration in Finance.</p> <p>LAWRENCE TEITELBAUM, EXECUTIVE VICE PRESIDENT (born 1951) Larry Teitelbaum joined EPG in 1997 having previously served as Principal and Portfolio Manager for Scudder, Stevens & Clark, where he directed investments of \$4.5 billion in Global and International bond assets. In this capacity he performed as principal spokesperson for Scudder's style and characteristics to clients. Prior to Scudder, Mr. Teitelbaum managed \$9 billion in Global Bond Funds as a Senior Portfolio manager for Merrill Lynch Asset Management. Prior to Merrill, Mr. Teitelbaum was a Worldwide Cash and Foreign Exchange manager of Storagetek in Louisville, CO. Mr. Teitelbaum received a Bachelor of Arts degree in Mathematics from Tufts University and his MBA in finance from the University of Colorado Graduate School of Business.</p>	
7. B.	<p>Asset Liability Management Advisory Service:</p> <p>The Registrant offers asset/liability modeling and consulting services to banks and thrift institutions. Fees for these services are charged either on a project basis or pro-rated on an annual basis. The negotiable annual base fee for the Registrant's comprehensive asset/liability management advisory service is \$25,000 to \$50,000, based on the level of service provided.</p> <p>Long Range Strategic Planning:</p> <p>The Registrant offers long range planning services to banks and thrift institutions. Fees for those services are charged either on a project basis or pro-rated basis, annually. The negotiable annual base fee for the Registrant's long range strategic planning service is \$15,000 to \$95,000, based on the level of service provided.</p>	
8.C.	<p>Stella Pang - Real Estate Agent, license #127575.</p>	

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9. E.	<p>Insider Trading Policy:</p> <p>Although employees of the Registrant may purchase and sell securities, they may not purchase securities recommended to the client base until two days after the dissemination of the initial recommendation, allowing clients an opportunity to establish a position in the recommended securities. Such employees may not sell securities that the Registrant recommends as a sale to the client base, until two days after the initial recommendation is made and clients have had the opportunity to liquidate their positions in such securities. Each officer, account executive and other employee of the Registrant within ten days after the close of each calendar quarter. The Chief Compliance Officer reviews these reports quarterly to ensure compliance with the above-indicated policy.</p>	
11. A. (cont.)	<p>The Registrant encourages that client meetings take place, at least quarterly.</p> <p>For Individual Clients with accounts managed on a non-discretionary basis, accounts are reviewed at least quarterly, and managed on an ongoing basis by qualified Senior Management. At present, the Registrant's Senior Management members are responsible for reviewing all individual accounts. EPG has no Individual Clients with accounts managed on a discretionary basis.</p> <p>Pricing information is reviewed by the President and entered into Axys by the portfolio accounting system manager. Only these two positions have access to the information manual and related access codes etc. to enact any changes to pricing or position descriptions. These manuals and related data will be kept in a secure position. The portfolio reports are reviewed by clients for accuracy at the beginning of each month comparing EPG prices against their custody statements. (the client receives a "Market Value Report" on the first day of the month which prices all securities the client holds) Also, portfolio reports will be reviewed by the fixed income manager at EPG as well as the Equity manager at EPG, on a monthly basis, prior to the reports being provided to clients. Any discrepancies will be documented and brought to the President and portfolio accounting system managers attention. Follow up on the discrepancies will then be undertaken by the fixed income and equity managers to ensure corrections were made. For any client identified discrepancies, research is immediately undertaken, the proper price is verified and changes made, if necessary. All changes to any pricing will be signed off on by the President. Once the pricing is completed, a hard copy is printed as back-up, for reference as needed. The President of EPG will also periodically spot check prices listed for securities in the portfolio, comparing listed prices to IDC information as well as brokerage source to ensure accuracy of pricing and to verify that ongoing review is occurring by the fixed income manager, equity manager, and portfolio accounting system manager.</p>	

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11. B. (cont.)	The registrant's account executives engage in regular phone contact with the clients for the purpose of presenting and monitoring the implementation of recommended investment strategy. Clients may elect to meet quarterly with personnel of the Registrant for the purpose of reviewing portfolio strategy.	
12. B.	<p>At the time a client enters into an advisory agreement with the Registrant, the client receives a list of brokers that may be utilized by the Registrant. The Registrant will effect transactions with any brokers on said list, on behalf of clients, unless the client notifies the Registrant of unacceptable brokers. It is the Registrants policy to seek the best available price and the most favorable execution on behalf of the clients. Brokers are selected to execute particular transactions based on some, or all of the following factors: quality of execution, terms of settlement, the level and degree of discount, ability of a broker to settle the trade by designated settlement date, and the availability of inventory.</p> <p>The Registrant may elect to pay a broker a commission in excess of that which another broker might have charged for executing a particular transaction in recognition of research services provided by such broker, although it generally allocates trades to brokers based on their ability to execute the trade at a cost not in excess of ten cents per share, or 50% of their retail execution price, whichever is less. In some cases, the Registrants clients direct the use of a particular broker for particular transactions.</p> <p>Research provided by brokers is used to service all accounts to the extent the research is applicable. In many instances, it is not applicable. This research material is weighed against investment services advice purchased from Dow Jones, Value Line and Standard & Poor's. Securities commissions are tallied and commission levels are periodically checked to determine whether the commissions generated are commensurate with services received, including execution, research material, and opportunities to meet with company management. In some cases, research services furnished by brokers through whom the registrant effects securities transactions may be used in servicing all of the accounts under management, and, accordingly, not all such services may be used in connection with the management of the accounts which paid the commission to the brokers providing such services.</p> <p>For clients who direct brokerage, attempts may be made to negotiate commissions, but in some transactions, clients may pay commissions that are materially higher than other clients for the same security depending on their commission arrangements. If the client did not direct brokerage, the client might be paying less in commissions. EPG Incorporated may not be obtaining best execution for clients that direct brokerage due to an inability to bunch trades.</p> <p>(continued on next page)</p>	

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12 B. (cont.)	<p>Please Note: The Client should understand that when investing in mutual funds, they are, in effect, paying two management fees; one to EPG Incorporated, and one to the Fund Advisor. This is disclosed to the client if an when purchases are made.</p>	
9.	<p>SECTION 9: CODE OF ETHICS/BUSINESS CONDUCT</p> <p>Code of Ethics:</p> <p>As a fiduciary, EPG Incorporated ("EPG") has an affirmative duty to act solely in the best interest of all clients and EPG to make full and fair disclosure of all material facts, particularly where EPG's interests may conflict with those of our clients.</p> <p>All EPG employees must be guided in their actions by the highest of ethical and professional standards. All employees must adhere to the following Code of Ethics and Professional <i>Business Conduct Standards</i> as a condition of employment with EPG.</p> <p>All EPG Employees are required to adhere to the policies set forth in this statement, as well as those detailed in the Compliance Policies and Procedures manual. Disciplinary action up to and including dismissal will be imposed for violations.</p> <p>The Chief Compliance Officer is required to furnish all employees, annually, with a copy of The Code. Employees are responsible for signing a receipt of acknowledgement. The chief compliance officer will furnish employees with amendments to this policy, immediately upon revision.</p> <p><i>Upon request, any client or prospective client shall receive a copy of EPG's 'Code of Ethics/ Business Conduct'.</i></p> <p>(continued on next page)</p>	

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9. (cont.)	<p>Business Conduct:</p> <p>EPG supports a positive work environment that promotes honesty, integrity, trust, and responsibility. We are all expected to treat each other with respect, and support fellow employees' ideas. In the same regard, we are professional, judicious, accurate, objective and reasonable in dealing with clients, with other parties and with one another.</p> <p>Employees of EPG Incorporated must maintain confidentiality in regards to the firm's trading and/or recommendations for all client accounts. It is deemed improper for employees to:</p> <ul style="list-style-type: none"> · Use for their own benefit (or anyone other than the client) information about EPG's trading or recommendations for client accounts, or · To take advantage of investment opportunities that would otherwise be available for our clients. <p>Also, as a matter of business policy, EPG wants to avoid even the appearance that the Firm, its personnel or others receive any improper benefit from information about client trading accounts, or from our relationships with our clients or with the brokerage community.</p> <p>EPG treats violations of this code very seriously. If employees violate either the spirit or letter of the code, EPG may take disciplinary measures, including, without limitation, imposing penalties or fines, reducing your compensation, suspending or terminating your employment, or any combination of the above.</p> <p>Improper trading may be considered a violation of this code. You can also violate this code by failing to file required reports in a timely manner, or my making inaccurate or misleading statements. If you are unsure whether you can disclose particular information about a client's business, please ask your manager.</p> <p>Compliance with Securities Laws:</p> <p>We will act within the spirit and the letter of all federal, state and local laws and regulations that apply to investment advisers and to the general conduct of business. The following is a list of applicable laws:</p> <p>(continued on next page)</p>

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9. (cont.)	<ul style="list-style-type: none"> · The Securities Exchange Act of 1934, and SEC rules there under, · The Investment Advisers Act of 1940, and SEC rules there under, · Title V of the Gramm-Leach-Bliley Act of 1999 (related to privacy/security of client non public information) <p>In addition to the above-mentioned laws, we will act within the guidelines of EPG's Compliance policies and procedures.</p> <p>Conflicts of Interest:</p> <p>As a fiduciary, EPG Incorporated has an affirmative duty to act solely in the best interest of all clients and to make full and fair disclosure of all material facts, particularly where EPG's interests may conflict with those of our clients.</p> <p>The interests of EPG's clients must at all times take precedence over any personal interests. EPG employees must be alert for such conflicts. If an employee finds that his or her personal interests may be in conflict with those of a client, he or she must report the conflict to the EPG Incorporated Compliance Department immediately, for resolution.</p> <p>Employees must protect the confidentiality of information about clients and their affairs, as well as EPG Incorporated's actions and recommendations, on their behalf.</p> <p>Reporting Requirements:</p> <p>To comply with applicable federal securities laws, we must keep complete and accurate records. All employees are responsible for keeping any correspondence between clients and/or vendors for five years. Also, employees must inform the Compliance Department of any changes related to disclosures made on behalf of the company. Misrepresentation of facts or falsification of records will not be tolerated; appropriate disciplinary action will be taken.</p> <p>Employees must strictly comply with EPG Incorporated's Insider Trading Policy and Personal Trading Rules. All employees must provide the Compliance Department with a Personal Transaction Report, quarterly, that includes the Title and type of security, ticker and/or cusip, number of shares, principal amount of transaction, broker used, the date trades are executed and when the report is submitted. Employees will submit this report within 10 days of the end of a quarter.</p> <p>(continued on next page)</p>

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9. (cont.)	<p>The Chief Compliance Officer must approve any investments in a Limited Offering and/or Initial Public Offering, in advance. Employees must submit a request, in writing, and receive an approval, before effecting such a transaction.</p> <p>Gifts/Favors:</p> <p>Each employee holds a position of trust. Therefore, we must be acutely aware of any situation that could compromise that trust and avoid any kind of conflict between our personal interest and that of EPG Inc. Employees must not accept compensation or gifts from sources outside of EPG without the prior approval of the EPG Inc. Compliance Department.</p> <p>We may not accept, directly or indirectly, any money or object of value or any preferential treatment from any person or enterprise, which has or is seeking, business with the company, which may influence or appear to influence, our business judgment. We may only accept business related meals, entertainment, token gifts or favors when the value involved is not significant and clearly will not place us under obligation, either real or perceived, to the donor.</p> <p>Tickets to sporting events; received from brokers will be offered to our clients first. In the event that clients are unable to use tickets, employees will be given the opportunity to use them.</p>

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