

**Part 2A of Form ADV: *Vantage Brochure***

**Vantage Consulting Group, Inc.**

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This brochure provides information about the qualifications and business practices of Vantage Consulting Group, Inc.. If you have any questions about the contents of this brochure, please contact us at (757) 491-1200 ext 202 or [rcole@vantageconsultinggroup.com](mailto:rcole@vantageconsultinggroup.com). 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 Vantage Consulting Group, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 105241.

## **Item 2    Material Changes**

The Security and Exchange Commission (SEC) adopted "Amendments to Form ADV" in July, 2010. Item 2 is used to provide our clients with a summary of new and/or updated information. We use this section to inform you of revision(s) based on the nature of the updated information.

This Firm Brochure, dated 03/30/12, is our Annual Updating Brochure and there have been no material changes to Vantage's Brochure since the last filing dated 3/31/11. Minor changes have been made to the narrative to update and enhance the Brochure's clarity.

Consistent with the SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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## **Item 4     Advisory Business**

Vantage Consulting Group, Inc. is an SEC-registered investment adviser with its principal place of business located in Virginia. Vantage Consulting Group, Inc. began conducting business in 1985.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Mark Terrence Finn, Chairman, CEO and CCO

Vantage Consulting Group, Inc. offers the following advisory services to our clients:

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Vantage provides continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions and correspondence in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, and where appropriate family composition and background.

We manage advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer, insurance company, fund manager, or investment advisor or manager, and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Municipal securities

- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Futures contracts on tangibles
- Futures contracts on intangibles
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in partnerships investing in private equity
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

### **MANAGER OF MANAGERS PROGRAM**

Vantage Consulting Group, Inc. offers advisory management services to clients through our Manager of Managers Program on a discretionary basis. We provide the client with an asset allocation strategy developed through personal discussions and correspondence in which the client's goals and objectives are established based on the client's particular circumstances. This asset allocation strategy is drafted into the client's Investment Policy Statement.

Vantage Consulting Group, Inc. performs management searches of various registered investment advisers. Based on the client's individual circumstances and needs (as exhibited in the client's Investment Policy Statement) we determine which independent registered investment adviser's ("adviser" or "asset manager") portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected asset manager. Clients should refer to the asset manager's Firm Brochure or other disclosure document for a full description of the services offered. Client meetings are available on a regular basis, or as determined by the client, to review the account.

Once we identify the most appropriate asset manager(s), our firm provides the selected adviser with the client's Investment Policy Statement, who then creates and manages the client's portfolio based on that Investment Policy Statement.

On an ongoing basis, we monitor the performance of the asset manager(s). If we determine that a particular adviser is not providing sufficient management services to the client, or is not

managing the client's portfolio in a manner consistent with that client's Investment Policy Statement, then we will recommend appropriate manager charges. Under this scenario, our firm retains the discretion to hire and fire the asset manager and/or move the client's portfolio to a different program.

At least annually, we meet with the client to review and update, as necessary, the client's Investment Advisory Statement. However, should there be any material change in the client's personal and/or financial situation, we should be notified immediately to determine whether any review and/or revision of the client's Investment Advisory Statement is warranted.

## **INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides non-continuous asset management of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on the client's particular circumstances are established, we develop the client's personal investment policy. We create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we may also review and discuss a client's prior investment history, as well as family composition and background when appropriate.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Once the client's portfolio has been established, we review the portfolio on an ongoing basis, and rebalance the portfolio as appropriate based on the client's individual needs.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Municipal securities

- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Futures contracts on tangibles
- Futures contracts on intangibles
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in partnerships investing in other
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented **OR** recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## **PENSION CONSULTING SERVICES**

Vantage provides several discretionary and non-discretionary advisory services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, we offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

### *Investment Policy Statement Preparation (hereinafter referred to as "IPS"):*

Vantage will meet with the client (in person or over the telephone) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Typically, Vantage will then prepare a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

### *Selection of Investment Vehicles:*

Vantage will assist plan sponsors in constructing appropriate asset allocation models. We will then review various investments best suited for ERISA accounts including mutual funds (both index and managed) to determine which investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client,

based on the IPS.

*Monitoring of Investment Performance:*

Vantage will monitor client investments continually, based on the procedures and timing intervals delineated in the Investment Policy Statement. Although Vantage is not involved in any way in the purchase or sale of these investments, we will supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

*Employee Communications:*

For pension, profit sharing and 401(k) plan clients wherein these are individual accounts with plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide quarterly educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by Vantage and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

## **SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS**

Vantage also offers advisory management services to our clients through our Selection and Monitoring of Third-Party Money Managers programs (hereinafter, "Programs").

Our firm provides the client with an asset allocation strategy developed through personal discussions and correspondence in which goals and objectives based on the client's particular circumstances are established. This asset allocation strategy is drafted into the client's Investment Policy Statement ("IPS").

Based on the client's individual circumstances and needs (as exhibited in the client's IPS) we will then perform management searches of various registered investment advisers to identify which registered investment adviser's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected registered investment adviser. Clients should refer to the selected registered investment adviser's Firm Brochure or other disclosure document for a full description of the services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the account.

Once we determine the most suitable investment adviser(s) for the client, we provide the selected adviser(s) with the client's investment guidelines or IPS. The adviser(s) then creates and manages the client's portfolio based on the client's individual needs based on the guidelines or IPS.

Vantage monitors the performance of the selected registered investment adviser(s). If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's guidelines or IPS, we may recommend that the client contract with

a different registered investment adviser and/or program sponsor. Under this scenario, our firm assists the client in selecting a new registered investment adviser and/or program. However, any move to a new registered investment adviser and/or program is solely at the discretion of the client.

### **CONSULTING SERVICES**

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, model building, selection and identification of investment managers, including due diligence and risk assessment for clients/funds, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

### **AMOUNT OF MANAGED ASSETS**

As of 12/31/2011, we were actively managing \$1,875,847,758 of clients' assets on a discretionary basis plus \$3,379,211,866 of clients' assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **INVESTMENT SUPERVISORY SERVICES**

#### **INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

#### **PORTFOLIO MANAGEMENT FEES**

#### **PENSION CONSULTING FEES**

#### **SELECTION AND MONITORING OF THIRD PARTY MONEY MANAGERS**

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from .50% to 1.00%. The annualized fee for Investment Supervisory Services will be charged as a percentage of assets under management, according to the following schedule:

**Assets Under Management**

**Annual Fee:**

#### Employee Benefit Accounts:

First \$20 million	1.00%
Next \$30 million	0.75%
\$50 million and above	0.50%

#### Individual Accounts:

First \$5 million	1.00%
Next \$5 million	0.75%
\$10 million and above	0.50%

Generally, for both employee benefit and individual accounts, clients will be invoiced in arrears based on the calendar quarter end value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account as of the last business day of the previous quarter end. Fees may be negotiable.

#### **Performance-Based Fees**

Our performance-based fee schedule is based on a percentage of assets under management plus a percentage of the difference between a client's account and that of an appropriate index or benchmark. The index will be chosen by Vantage Consulting Group, Inc. and the client based on the nature of the investment strategy to be used.

The fees to be charged for this service will be determined by the client's individual circumstances and will never exceed 25% of the account's performance above an appropriate index. The actual fees will be disclosed to the client before entering into this type of arrangement and will be detailed in the client's Investment Management Agreement. The percentage of assets under management is billed quarterly, in arrears.

The client must understand the proposed method of compensation and its risks prior to entering into the contract. Accordingly, clients paying performance-based fees are directed to the "Performance-Based Fees" section (Item 6) below for more comprehensive disclosures, including potential conflicts of interest resulting from this type of compensation.

To qualify for this type of fee schedule, a client must either demonstrate a net worth of at least \$1,500,000 or must have at least \$750,000 under management.

Clients who elect to terminate their contracts will be charged a performance-based fee based on the performance of the account for the measuring period going back from the termination

date and pro-rated from the date on which the performance-based fee was previously assessed by our firm.

In measuring the client's assets for the calculation of performance-based fees, Vantage Consulting Group, Inc. shall include: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period.

The performance-based fee may create an incentive for Vantage Consulting Group, Inc. to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

On a case-by-case basis, Vantage Consulting Group, Inc. determines an appropriate fee structure based on the size, complexity and investment objectives of the client's account. Fee arrangements may include a combination of a management fee and incentive fee, or may be solely limited to a management fee or an incentive-based fee. The terms and conditions of the fee structure are mutually agreed upon prior to entering into an advisory agreement.

**Account Management Fees:** In a few cases Vantage Consulting Group, Inc. may charge a fee for account management that is calculated based on a set rate as determined by contract or as a percentage of the assets under management. The Account Management Fee is calculated at an annual rate not to exceed 1.00%. Fees are calculated on either a monthly or quarterly basis per agreement, and are payable, either in advance based on the value of the account(s) as of the beginning of each billing period, or in arrears based on the value of the account at the end of each billing period. The Account Management Fee is prorated for periods less than a full billing cycle and adjusted to cover any additional contributions made during that period.

**Managed Account Incentive Fees:** Certain Managed Accounts may contract with Vantage Consulting Group, Inc. to pay a performance-based compensation ("Incentive Fees"). The Incentive Fee is calculated based on a percentage of the net profits of the account(s) on a frequency mutually agreed upon with the client.

Vantage Consulting Group, Inc.'s incentive fee is typically 5% of the net profits above the account's previous "high water mark". To the extent that the amount of account appreciation is less than the high water mark, there is a loss carryforward allocation that must be recouped before Vantage Consulting Group, Inc. is entitled to a performance-based fee.

In instances in which our firm's investment management services are provided solely for an incentive fee based compensation, advisory clients should recognize that such fee arrangements create an investment conflict as it creates an incentive to allocate profitable investments to such a client thereby enabling us to recognize increased compensation for our management services.

Clients who elect to terminate their contracts will be charged a performance-based fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-based fee was last assessed.

In measuring the Managed Account client's assets for the calculation of performance-based fees, Vantage Consulting Group, Inc. includes: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period. As such, we may receive increased compensation with regard to unrealized appreciation as well as unrealized gains in the client's account.

The client must understand the performance-based fee method of compensation and its risks prior to entering into a management contract with us.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

Clients will be invoiced in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.

***Limited Negotiability of Advisory Fees:*** Although Vantage Consulting Group, Inc. has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule will be identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## **INVESTMENT SUPERVISORY SERVICES MANAGER OF MANAGERS FEES**

Contractually, Vantage is paid by the client, based on an agreed upon percentage of the client's advised assets ranging from .50% to 1.00% of assets advised. Vantage is NOT paid by the managers selected for managed accounts. Clients receiving Manager of Manager Supervisory Services from Vantage will pay fees directly to the independent managers retained for their account in accordance with the terms of the contract between the client and the Manager.

Vantage Consulting Group, Inc. does not control the fees or the billing arrangements of any selected asset manager. For a complete description of the fee arrangement including billing practices, minimum account requirements and account termination provisions, clients should review the independent investment adviser's Firm Brochure or other disclosure document.

Our annual fee for the Manager of Managers Program is charged as a percentage of assets under management, according to the following schedule:

<b><u>Market Value</u></b>	<b><u>Annual Fee (%)</u></b>
Employee Benefit Accounts	
First \$20 million	1.00%
Next \$30 million	0.75%
\$50 million and above	0.50%
Individual Accounts	
First \$5 million	1.00%
Next \$5 million	0.75%
\$10 million and above	0.50%

Generally for both employee benefit and individual accounts, clients will be invoiced in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account as of the last business day of the previous quarter. Fees may be negotiable.

### **Performance-Based Fees**

Our performance-based fee schedule is based on a percentage of assets under management plus a percentage of the difference between a client's account and that of an appropriate index. The index will be chosen by Vantage Consulting Group, Inc. and the client based on the nature of the investment strategy to be used.

The fees to be charged for this service will be determined by the client's individual circumstances and will never exceed 25% of the account's performance above an appropriate index. The actual fees will be disclosed to the client before entering into this type of arrangement and will be detailed in the client's Investment Management Agreement. The

percentage of assets under management is billed quarterly, in arrears.

The client must understand the proposed method of compensation and its risks prior to entering into the contract. Accordingly, clients paying performance-based fees are directed to the "Performance-Based Fees" section (Item 6) below for more comprehensive disclosures, including potential conflicts of interest resulting from this type of compensation.

To qualify for this type of fee schedule, a client must either demonstrate a net worth of at least \$1,500,000 or must have at least \$750,000 under management.

Clients who elect to terminate their contracts will be charged a performance-based fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-based fee was previously assessed by our firm.

In measuring the client's assets for the calculation of performance-based fees, Vantage Consulting Group, Inc. shall include: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period.

The performance-based fee may create an incentive for Vantage Consulting Group, Inc. to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

On a case-by-case basis, Vantage Consulting Group, Inc. determines an appropriate fee structure based on the size, complexity and investment objectives of the client's account. Fee arrangements may include a combination of a management fee and incentive fee, or may be solely limited to a management fee or an incentive-based fee. The terms and conditions of the fee structure are mutually agreed upon prior to entering into an advisory agreement.

**Account Management Fees:** Vantage Consulting Group, Inc. does not typically charge fees for account management.

**Managed Account Incentive Fees:** Certain Managed Accounts pay Vantage Consulting Group, Inc. performance-based compensation ("Incentive Fees"). The Incentive Fee is calculated based on a percentage of the net profits of the account(s) on a frequency mutually agreed upon with the client.

Vantage Consulting Group, Inc.'s incentive fee is typically 5% of the net profits above the account's previous "high water mark". To the extent that the amount of account appreciation is less than the high water mark, there is a loss carryforward allocation that must be recouped before Vantage Consulting Group, Inc. is entitled to a performance-based fee.

In instances in which our firm's investment management services are provided solely for an incentive fee based compensation, advisory clients should recognize that such fee arrangements create an investment conflict as it creates an incentive to allocate profitable investments to such a client thereby enabling us to recognize increased compensation for our management services.

Clients who elect to terminate their contracts will be charged a performance-based fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-based fee was last assessed.

In measuring the Managed Account client's assets for the calculation of performance-based fees, Vantage Consulting Group, Inc. includes: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period. As such, we may receive increased compensation with regard to unrealized appreciation as well as unrealized gains in the client's account.

The client must understand the performance-based fee method of compensation and its risks prior to entering into a management contract with us.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

Clients will be invoiced in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.

***Limited Negotiability of Advisory Fees:*** Although Vantage Consulting Group, Inc. has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule will be identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## **SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES**

Vantage Consulting Group, Inc.'s fee for this service does not include the independent investment adviser's fee for that entity's advisory/management services. The independent investment adviser's management fee is disclosed in the independent investment adviser's

Firm Brochure or other disclosure document.

Our annual fee for the Manager Selection Program is charged as a percentage of assets under management, according to the following schedule:

**Market Value**

**Annual Fee (%)**

Services are charged on the same basis as the ISS Portfolio Management Services

**CONSULTING SERVICES FEES**

Vantage Consulting Group, Inc.'s Consulting Services fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Consulting Services fees are calculated and charged on a fixed fee basis, typically \$5,000.00 per day or as negotiated with client.

**GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

***Mutual Fund Fees:*** All fees paid to Vantage Consulting Group, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or EFTs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Grandfathering of Minimum Account Requirements:*** Pre-existing advisory clients may be

subject to Vantage Consulting Group, Inc.'s minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

**ERISA Accounts:** Vantage Consulting Group, Inc. is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Vantage Consulting Group, Inc. may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Vantage Consulting Group, Inc.'s advisory fees.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered. As state-registered advisers are subject to the rules and regulations of their home state (i.e., the state in which the firm maintains its principal place of business) these firms should review home state requirements which may limit prepayment of fees in excess of \$500.

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

### **PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm may accept a performance-based fee from the client. Such a performance-based fee is calculated based on a share of capital gains on or capital appreciation of the assets of the client. To qualify for a performance-based fee arrangement, a client (or Fund investor, as applicable) must either demonstrate a net worth of at least \$1,500,000 or must have at least \$750,000 under management immediately after entering into a management agreement with us.

Clients should be aware that performance-based fee arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Furthermore, as we also have clients who do not pay performance-based fees, we have an incentive to favor accounts that do pay such fees because compensation we receive from these clients is more directly tied to the performance of their accounts.

## **Item 7      Types of Clients**

Vantage Consulting Group, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans(other than plan participants)
- Other pooled investment vehicles(e.g., hedge funds, private equity funds, limited partnerships, commodity pools)
- Charitable organizations, trust and estates
- Corporations or other businesses not listed above
- State or municipal government entities
- Other

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

### METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Charting.** In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when how long the trend may last and when that trend might reverse.

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

**Cyclical Analysis.** In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

**Quantitative Analysis.** We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

**Qualitative Analysis.** We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data.

A risk is using qualitative analysis is that our subjective judgment may prove incorrect.

**Asset Allocation.** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Third-Party Money Manager Analysis.** We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

**Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **INVESTMENT STRATEGIES**

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

**Risk of Loss.** Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

## **Item 9 Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Vantage Consulting Group and our management personnel have no reportable disciplinary events to disclose.

## **Item 10 Other Financial Industry Activities and Affiliations**

In addition to Vantage Consulting Group, Inc. being a registered investment adviser, our firm is registered as a commodity trading advisor ("CTA"). Please be aware Vantage is **not active**

as a CTA.

Representatives of Vantage Consulting Group, Inc. are affiliated with BV Partners, a Delaware LLC, which serves as the Managing Member of the BV Partners Fund (subsequently renamed New Ventures Fund I LLC, a Delaware LLC). The Managing Members have responsibility for the investment management and administrative matters, such as accounting, tax and periodic reporting as pertains to the Fund. The Managing Members will devote as much time as deemed necessary and appropriate to manage the Fund's business, not expected to exceed more than 10% of their time. Prior to closing, interests in the New Ventures Fund I LLC were offered to accredited investors only (including some Vantage clients) pursuant to exemptions provided under Regulation D of the Securities Act. In particular, the purpose of the Fund is to accommodate sophisticated investment clients that might otherwise not be permitted to individually invest in the underlying Fund assets. The investment objective of the New Ventures I LLC is to realize capital related investments in U.S. and foreign companies. The investments made have been primarily in private companies, as well as public companies, not widely held and thus possessing certain characteristics of private companies. Investments are generally in biotech companies and in the healthcare technology field. The Fund's Offering Memorandum and Subscription Documents outlined the terms for investment in the Fund and were provided to each investor prior to subscription to the Fund. New Ventures I LLC does not charge members a management fee but may charge a performance fee if a pre-established hurdle rate is met as detailed in the offering documents. For purposes of keeping abreast of the Fund's investments and oversight, Messrs. Mark Finn and Jonathan Finn, CEO and Vice President of Vantage, respectively, may serve on Boards and/or Committees for the underlying companies and/or partnerships held by the Fund. Currently, Mark Finn serves on the Cibus Global Board and Jonathan Finn serves on the Nucelis Inc. (previously Cibus Oils) Board and the Board of Directors of eReceivables. For their services, Messrs. Finn and Finn are currently receiving or may at some future date receive customary board compensation and reimbursement for travel expenses to attend meetings.

Mark Finn serves on the Celtic Pharma and Celtic Therapeutics Advisory Boards. Jonathan Finn serves on the Celtic Pharma Holdings II LP Advisory Board. Vantage Consulting Group has clients invested in the Celtic Pharmaceutical Holdings, LP, Celtic Pharma Holdings II and Celtic Therapeutics I, venture capital limited partnerships. All clients invested in Celtic are qualified, super-accredited investors and are not charged a fee by Vantage to invest in the Fund. As Advisory Board members, Messrs. Finn and Finn may participate in the incentive fee earned by the General Partner through a 1% percent interest in the General Partner's carried interest if a pre-established hurdle rate is met as outlined in the Funds' Offering documents. The Advisory Board positions allow Vantage representatives the opportunity to closely monitor Fund investments on behalf of Vantage clients invested in the Fund.

Jonathan Finn is the sole Member of the Emerald Isle Manager, a Delaware Limited Liability Co., established to manage Emerald Isle Fund, a Virginia Limited Liability Co., which was organized for the principal purpose of offering qualified friends and family members the opportunity to invest in registered and unregistered securities, LLC interests, venture capital funds and similar investments. Membership interests in the Emerald Isle Fund LLL are not registered under the Securities Act of 1933, as amended, or under the laws of any state, but have been issued in reliance on exemptions from registration. Interests in the Fund are speculative and investors could stand to lose all of the money invested in the Fund. The

Fund is closed to new investors and is nearing its termination date. The Fund does not charge any advisory or incentive fee to members, and requires a minimal amount of Jonathan Finn's time.

Please be advised for informational purposes only, Mark Finn has served as an Independent Trustee of a number of open end funds sponsored by Legg Mason (previously CitiFunds). He has also served as a member of the Audit, Governance, and Performance and Review Committee. Mr. Finn previously served as the Chair of the Funds' Performance and Review Committee. Mr. Finn's service/activity on behalf of Legg Mason poses no conflict of interest with regard to Vantage clients and does not require substantial time away from Vantage business.

Clients should be aware that receipt of any additional compensation by Vantage Consulting Group, Inc. and its management persons or employees could possibly create a conflict of interest that may impair the objectivity of Vantage and the individuals when making advisory recommendations. Vantage Consulting Group, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Vantage Consulting Group, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Vantage Consulting Group, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [rcole@vantageconsultinggroup.com](mailto:rcole@vantageconsultinggroup.com), or by calling us at (757) 491-1200, ext. 202.

Vantage Consulting Group, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions.

Vantage Consulting Group, Inc. and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the policy of our firm that no person employed by Vantage may purchase or sell any security just prior to a transaction(s) being implemented for an advisory account without consent of the CCO, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts. Further, employees are expected to comply with all restrictions outlined in the Vantage Code of Ethics Policy.

## Item 12 Brokerage Practices

Discretionary clients may choose whether or not to direct brokerage authority for their accounts. For discretionary clients choosing not to direct their brokerage, Vantage Consulting Group, Inc. requires these clients to provide us with verbal or written authority to determine the broker dealer to use and their acceptance of the range of commission costs that will be charged to these clients for their brokerage transactions.

Vantage Consulting Group, Inc. will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help Vantage Consulting Group, Inc. in providing investment management/decision making services to clients. Vantage Consulting Group, Inc. may, therefore recommend the use of (or use) a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Consistent with obtaining best execution for clients, Vantage Consulting Group, Inc. may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to Vantage Consulting Group, Inc. and, indirectly, to Vantage Consulting Group, Inc.'s clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment decision making strategy capabilities. Services used may also include trade analysis, market data fees, fundamental research data and earnings revision data, and for administrative and other non-research purposes. This may be done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties which are compensated by the broker. Vantage Consulting Group, Inc. does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. Vantage Consulting Group, Inc. may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if Vantage Consulting Group, Inc. determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its ('brokerage') discretionary client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either investment decision making, execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and Vantage Consulting Group, Inc. makes a good faith effort to determine the percentage of such products or services which may be considered as investment research. The portions of the costs attributable to non-research usage of such

products or services are paid by our firm to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When Vantage Consulting Group, Inc. uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that Vantage does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

Within our last fiscal year, we have not obtained products and services on a soft-dollar basis.

Vantage Consulting Group, Inc. will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Vantage Consulting Group, Inc. will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Vantage Consulting Group, Inc.'s block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Vantage Consulting Group, Inc., or our firm's order allocation policy.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Vantage Consulting Group, Inc. to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written order must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to

participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.

6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.

7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8) Vantage Consulting Group, Inc.'s client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.

9) Funds and securities for aggregated orders are clearly identified on Vantage Consulting Group, Inc.'s records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

Clients that impose limitations on Vantage's discretionary authority over brokerage may restrict Vantage's ability to achieve best execution. When directed to use a client's brokerage firm, Vantage may make no attempt to negotiate commissions and, as a result, in some transactions the client may pay higher commissions. Clients who direct their brokerage will not participate in or benefit from batched transactions. Clients choosing to direct their brokerage should be aware they may pay less in commissions if they do not direct Vantage to use a specific firm.

## **Item 13    Review of Accounts**

### **INVESTMENT SUPERVISORY SERVICES**

#### **INDIVIDUAL PORTFOLIO MANAGEMENT and PORTFOLIO MANAGEMENT SERVICES**

*REVIEWS:* While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by the following officers of Vantage Consulting Group: Mark T. Finn, CEO, Chairman & CCO, Eloise C. Chandler, President and Jonathan F. Finn, Vice President and CIO. As needed, Senior Consultants and/or Directors are included for special

situations, and also on a periodic basis to discuss current issues.

**REPORTS:** In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer and/or custodian, we provide quarterly reports summarizing account performance, balances and holdings. Some accounts will receive monthly flash reports with similar summaries.

### **MANAGER OF MANAGERS PROGRAM**

**REVIEWS:** Vantage will provide information to facilitate asset mix decisions, hiring or terminating managers and performance reviews to clients. The performance of the managers, registered investment adviser(s) selected to manage client portfolios within our Manager of Managers Program is continually monitored by Vantage Consulting Group, Inc.. Furthermore, accounts within this program are formally reviewed at least quarterly. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Meetings with individuals generally occur annually, or as needed.

These accounts are reviewed by the following officers of Vantage Consulting Group: Mark T. Finn, Eloise C. Chandler and Jonathan F. Finn. As needed, Senior Consultants and/or Directors are included for special situations, and also on a periodic basis to discuss current issues.

**REPORTS:** In addition to the monthly statements and confirmations of transactions that these clients receive from their respective broker-dealer and/or custodian, the asset manager(s) selected by Vantage Consulting Group, Inc. to manage the client's portfolio(s) within our Manager of Managers Program provides the client with written quarterly performance reports. In addition, Vantage Consulting Group, Inc. provides our Manager of Managers Program clients with reports as contracted for at the inception of the advisory relationship. Managers are interviewed before active consideration. Asset mix and new manager reports are provided as required.

### **PENSION CONSULTING SERVICES**

**REVIEWS:** Vantage Consulting Group, Inc. will help develop and/or review the client's Investment Policy Statement (IPS) in accordance with the Consulting Agreement and/or when the client advises us of a change in circumstances regarding the needs of the plan. Vantage Consulting Group, Inc. will also review the investment options of the plan according to the agreed upon time intervals established in the IPS. Such reviews will generally occur quarterly.

These accounts are reviewed by the following officers of Vantage Consulting Group: Mark T. Finn, Eloise C. Chandler and Jonathan F. Finn.

**REPORTS:** Pension Consulting client accounts will receive reports as contracted for at the inception of the advisory relationship. Vantage typically consults and reports on the pension portfolio, investment manager selection, asset allocation strategies and tactics to meet the

individual needs of the pension client. Recommendations are generally advisory in nature except where Vantage also serves as a manager of manager and is granted discretionary investment advisory authority of the client's account.

## **SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS**

**REVIEWS:** These client accounts should refer to the independent registered investment adviser's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment adviser.

Vantage Consulting Group, Inc. will provide reviews as contracted at the inception of the advisory relationship.

These accounts are reviewed by the following officers of Vantage Consulting Group: Mark T. Finn, Eloise C. Chandler and Jonathan F. Finn.

**REPORTS:** These clients should refer to the independent registered investment adviser's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that independent registered investment adviser.

In addition to reports provided by the third party investment advisers selected to manage the client's assets, Vantage will provide additional reports as contracted for at the inception of the advisory relationship.

## **PROJECT BASED CONSULTING SERVICES**

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Project Based Consulting Services clients unless otherwise contracted. Such reviews will be conducted by the client's account representative.

**REPORTS:** These client accounts will receive reports as contracted for at the inception of the advisory engagement.

## **Item 14 Client Referrals and Other Compensation**

It is Vantage Consulting Group, Inc.'s policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

## **OTHER COMPENSATION**

Our firm and/or our officers and representatives are generally not eligible to receive compensation for recommending certain types of mutual funds, managers or other investment products that we recommend to our clients without the prior permission of the CEO.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving other compensation creates a conflict of interest, and may affect the judgment of individuals when making recommendations. In the event such circumstances arise or there is the potential for a conflict of interest or a perceived conflict of interest, the client will be promptly made aware of the circumstances.

### **Item 15 Custody**

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. In some instances, we send monthly flash reports to our clients. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts.

### **Item 16 Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

### **MANAGER OF MANAGERS PROGRAM**

As previously disclosed in Item 4 of this brochure, we do not "manage" client portfolios in the traditional sense of the definition, rather Vantage Consulting Group, Inc. manages the managers of client portfolios within this program. Accordingly, clients participating in this program grant us authority to hire and fire the selected asset manager(s) managing client

accounts.

Clients give us this authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may change/amend these limitations by once again providing us with written instructions.

## **Item 17 Voting Client Securities**

Vantage does not typically vote proxies for client accounts except portfolio management accounts.

We will vote proxies in the best interests of the client and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Ruth Cole, Vantage's Secretary/Treasurer by telephone, email, or in writing (see Cover Page). Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents and the Trustees specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Ruth Cole by telephone, email, or in writing.

We vote proxies for some, but not all of our clients. Clients may, at their election, choose to receive proxies related to their own accounts, in which case we may consult with clients as requested.

We vote proxies for the following types of accounts:

### **Portfolio Management Accounts**

We will vote those proxies in the best interests of its clients and in accordance our

established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Ruth Cole by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting us at Vantage Consulting Group, 3500 Pacific Avenue, Virginia Beach, VA 23451, Attn.: Ruth Cole or by phone (757) 491-1200.

In some instances, Vantage will contract with proxy voting services to provide experting voting services and recordkeeping.

We do not vote proxies for the following types of accounts:

Manager of Managers

Pension Consulting

Selection and Monitoring of Third Party Money Managers

Project Based Consulting

Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

## **Item 18 Financial Information**

Vantage Consulting Group, Inc. has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Vantage Consulting Group, Inc. has not been the subject of a bankruptcy petition at any time during the past ten years.