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This brochure provides information about the qualification and business practices of Affinity Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (949) 660-6373, or by email at [Jeff.Randolph@affinityinvestment.com](mailto:Jeff.Randolph@affinityinvestment.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. Affinity Investment Advisors, LLC is registered with the Securities and Exchange Commission; being registered with the SEC does not imply a certain level of skill or training.

Additional information about Affinity Investment Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

May 1, 2012

# Material Changes

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This document contains one material change from the firm's brochure dated April 9, 2012. The change pertains to the adoption of Glass Lewis & Co.'s Proxy Paper and Investment Manager Guidelines. Please refer to the Proxy Voting section of this brochure for complete details.

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# Advisory Business

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## Firm Description

Affinity Investment Advisors, LLC (“Affinity” or “Firm”) is a registered investment advisor providing investment supervisory services to institutional and retail clients since November 1, 2010. Affinity, originally founded in 1992, sold a majority of its assets to Morgan Stanley Investment Management (“MSIM”) in May 2007 with the Firm’s business and investment professionals, along with the client track records, moving to MSIM. In May of 2010 MSIM entered into a bulk sale of selected assets to Invesco including those accounts managed by the Affinity team. Shortly after the close of the transaction, Affinity entered into a purchase transaction with Invesco whereby Affinity purchased the client accounts and the associated track records that were managed by the Affinity team. All the business and investment professionals associated with these accounts moved to Affinity effective November 1, 2010, a number of which are listed as Principal Owners below.

## Principal Owners

Mr. Gregory Lai, Mr. Jeffrey Randolph, Mr. Stephen Pelensky, Mr. Michael Petrino, Ms. Jordan Floriani

## Types of Advisory Services

Affinity provides strictly portfolio management services. The primary elements of this service are the following:

- (a) Formulation with the client of appropriate investment objectives and restrictions;
- (b) Monthly determination of an appropriate allocation for various asset categories to be held in the portfolio consistent with the investment objectives and restrictions. These categories include assets such as Equities, including exchange listed securities, securities traded over the counter, foreign issues, Warrants, Corporate Debt, Commercial Paper, Certificates of Deposit, Municipal securities, Mutual Fund shares, United States government securities and Future contracts on intangibles.
- (c) Implementation of the investment strategy by execution of portfolio transactions as needed;
- (d) The continual monitoring of the account for purposes of reviewing its performance and controlling its adherence to strategy and objectives;
- (e) Furnishing reports to the client concerning account activity, strategy, and performance; and
- (f) The continual education of both Affinity and client in modern techniques of portfolio management. This is accomplished by constant monitoring of trade journals, academic research, and attendance of trade seminars.

Affinity currently serves as sub-advisor to Morgan Stanley Investment Management (“MSIM”) and participates in Unified Managed Account (“UMA”) programs where Affinity submits a model

portfolio to the sponsor of the UMA program. Services and fees for these arrangements will be negotiated.

### **Tailored Relationships**

Separately managed accounts are tailored to the client's needs including the ability to manage client restrictions on investing in certain securities or certain types of securities. Any restrictions imposed by the client must be in writing.

### **Wrap Fee Programs**

The firm participates in a number of wrap fee programs including, Smith Barney, IMS; LPL Financial Services, Manager Select; Wells Fargo, Network; Wedbush Morgan Securities, Guided Managed Assets; Lockwood, Managed Account Command; Morgan Stanley Smith Barney, Vision; Raymond James, OSM, UBS, MAC; Morgan Stanley Smith Barney, FS and Crowell Weedon.

A wrap fee program is any program under which a client is charged a specified fee or fees not based directly upon transactions in the client's account for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisors) and execution of client transactions. Sponsors of wrap fee programs are usually broker/dealers who are compensated under these programs for organizing or administering the programs or for selecting or providing advice to clients regarding the selection of professional portfolio managers under the program.

Wrap program may not be suitable for all investment needs and any decision to participate in a wrap program should be based on the client's own financial circumstances and investment goals. The benefits under a wrap program are a function of the size of the client's account and the number of transactions likely to be generated in the account i.e., wrap accounts may not be suitable for accounts with little activity or accounts comprised principally of fixed income securities. Participating in a wrap program may cost more or less than the cost of purchasing such services separately from the broker or dealer. Affinity receives compensation as a result of the client's participation in a wrap program. Affinity may have a financial incentive to recommend wrap programs over other programs and services. Affinity utilizes the same investment process and portfolio management disciplines for all accounts managed by the Firm whether in a Separate Account, UMA or Wrap program format.

### **Client Assets**

Total firm AUM at 3/31/12 was approximately \$994,889,707 broken out on a strategy basis as follows; Large Cap Core \$749MM, Large Cap Growth \$7MM, Mid Cap \$1.8MM, Mega Cap \$0.4MM, Small Cap Core \$44MM, and Large Cap Value \$192MM. The majority of the AUM is in Equities with the remainder in transitional cash. Of the \$944,889,707 in AUM, \$986,436,970 was held in Discretionary accounts and \$8,452,736 in non-Discretionary accounts. Affinity also managed \$36,054,710 in model programs.

# Fees and Compensation

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## Description

Compensation is based upon a percentage of assets under management with the fee delineated within the respective Investment Management Agreement (IMA). For Equity oriented portfolios the fee schedule is as follows:

### Equity Oriented Portfolios

1.00% First \$5,000,000

0.75% Next \$5,000,000

0.50% Next \$40,000,000

0.40% Excess over \$50,000,000

### Balance Portfolios

0.75% First \$5,000,000

0.50% Next \$10,000,000

0.40% Excess over \$15,000,000

The Firm will consider other fixed fee schedules as requested by the client

## Fee Billing

Affinity's fees are generally payable quarterly in advance unless specified differently within the Investment Management Agreement. Fees can be billed directly to the client or debited from the client's custodial account as requested by the client. Either party may terminate the Investment Management Agreement at the end of a particular month by giving thirty (30) days advance written notice to the other party. Notwithstanding the foregoing, the Client may terminate the authority of Affinity to manage the Account at any time, such termination to be effective as of the effective date of notice to Affinity, but Affinity shall be entitled to the fees payable hereunder for thirty (30) days thereafter. And fees paid beyond the (30) days will be refunded on a prorated basis.

## Other Fees

Clients may incur fees in addition to the management fees paid Affinity. This can include brokerage commissions and other custodian fees. Please refer to the section entitled Brokerage Practices for more information on Affinity's selection of brokers.

# Performance-Based Fees & Side-by-Side Management

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## Sharing of Capital Gains or Capital Appreciation

The Firm does not share in any capital gains or appreciation of client accounts.

## Types of Clients

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### Description

The Firm's clients include Individuals, Banks or Thrift institutions, Pension and Profit Sharing Plans, Trusts, Estates, Charitable organizations, Corporations and Sovereign Wealth Funds.

### Account Minimums

The Firm's recommended account minimum for high-net worth individuals is \$250,000. Accounts may be accepted at a lower minimum on a case by case basis. Wrap sponsors advised by the firm may set lower minimums. For institutional clients, the account minimum is \$5,000,000 though may be lowered on a case by case basis.

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

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### Methods of Analysis

The Firm employs a number of methods in evaluating securities including Fundamental, Technical and Cyclical.

### Investment Strategies

The firm's investment strategy employs a quantitative approach to initial portfolio construction coupled with qualitative analysis to insure data quality and to leverage the portfolio manager's experience. The proprietary model utilizes a number of fundamental factors, i.e. dividend payouts, earnings and price movements in evaluating securities for inclusion in the portfolio. The strategy has a long only orientation which will include both long and short term purchases, trading and option writing including covered options.

### Risk of Loss

Although Affinity makes every effort to preserve each client's capital and achieve real growth of wealth, investing in the stock markets involves risk of loss that each client should be prepared to bear. The portfolios consist of small, mid and large capitalization stocks (equities) which by their nature carry a risk of loss.



### *Risks of stock investing*

Stocks generally fluctuate in value and may decline significantly over short time periods. The value of a stock in which a portfolio invests may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry. Investments in small-sized companies pose greater risks than those typically associated with larger, more established companies such as increased volatility of earnings and prospects, higher failure rates, and limited markets, product lines or financial resources.

## Disciplinary Information

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Affinity has not been subject to any legal or disciplinary events.

## Other Financial Industry Activities and Affiliations

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Affinity is not involved in other financial industry activities nor have other affiliations. One of the principals of Affinity maintains their real estate license.

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

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### **Code of Ethics**

Affinity has adopted a Code of Ethics that emphasizes the high standard of conduct that Affinity has always sought to observe. The Code of Ethics consists of certain core principles including, but not limited to: 1) the interests of the client will be placed ahead of the firm's or any employee's own interest, 2) officers and employees will not take inappropriate advantage of their position, 3) officers and employees will deal fairly and objectively with all clients when taking investment action for clients, 4) information concerning clients investments will be kept confidential, 5) employees will provide professional investment management advice based upon unbiased independent judgment and 6) officers, directors and employees will act with the utmost integrity. The Code of Ethics places restrictions on officer and employee personal securities transactions and requires officers and employees to obtain prior written approval from the Chief Compliance Officer of most of their personal securities transactions. In addition officer and employees are required to report periodically, with few minor exceptions as set forth in Rule 204A-1 of the Investment Advisors Act, their personal securities transactions and holdings.

A copy of Affinity's Code of Ethics is available upon request.

### **Invest in Same Securities Recommended to Clients**

Personnel of Affinity may invest in the same securities recommended to clients. In order to avoid any potential conflict of interest between Affinity and its clients, securities transactions for the accounts of Affinity personnel in the same security as that purchased/sold for client accounts should be entered only after completion of all reasonably anticipated trading in that security for those accounts on any given day.

### **Personal Trading Policies**

The Firm's Code of Ethics governs personal trading policies including, trade preclearance, restricted stocks, black-out periods, short term trading, initial public offerings and transaction and holdings reporting.

## **Brokerage Practices**

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### **Selecting Brokerage Firms**

Generally, Affinity's personnel have the authority to determine which broker or dealer is used and the commission rate paid to effect the transaction. Where the firm has the authority to select brokers to handle the client transactions, the full range and quality of a broker's services are considered. The selection is based on 1) the ability of such firms to effectively handle the transaction including capability, financial stability and settlement capacity 2) the quality of execution including account maintenance and back office support and 3) the broker's responsiveness to Affinity. Affinity expects to negotiate rates which are comparable to rates being paid by other institutions in similar transactions.

### **Research and Soft Dollars**

As a matter of policy, Affinity does not utilize soft dollars.

### **Brokerage for Client Referrals**

If a client is referred to Affinity by a registered representative, and the client directs Affinity to effect brokerage transactions through that registered representative and his brokerage firm, the client must be advised in writing that Affinity may have a conflict of interest because its duty is the client to obtain the most favorable brokerage commission rates available under the circumstances and Affinity's desire to obtain future referrals from that registered representative or brokerage firm.

### **Directed Brokerage**

If a client directs Affinity to use a particular registered representative or brokerage firm, such instructions must be in writing. The client may at any time change such instructions by giving written notice to Affinity. It is the responsibility of the associate managing the account to advise the client, in writing, that as a result of such brokerage, the client may pay a higher brokerage commission than might otherwise be paid had Affinity been granted discretion to select a broker to handle the client's account. In addition, if a client directs Affinity to use a particular registered

representative or brokerage firm, the client must also be advised that Affinity may be unable to bunch, block or aggregate his/her trades with those of other clients. The inability to bunch trades may result in the client's not receiving the best execution for his/her trades.

## Order Aggregation

The portfolio managers of Affinity may for a number of reasons; bunch, block or aggregate brokerage orders for their clients rather than execute individual transactions for each account. These reasons include: (1) obtaining lower commission rates; (2) avoiding the time and expense of simultaneously entering similar orders for many individual client accounts that are managed similarly; and (3) ensuring that all accounts managed in a particular style obtain the same execution to minimize differences in performance.

Consistent with Affinity's obligation to seek best execution, portfolio managers should aggregate client orders whenever possible. Procedures have been established to ensure that purchase and/or sell orders which have been aggregated/bunched are allocated fairly among clients so that, over time, all clients are treated fairly, consistent with their investment objectives. These procedures also seek to meet the best execution criteria discussed above. Affinity will use a random trade order generator to determine the order in which each block is submitted. Affinity currently serves as sub-advisor to Morgan Stanley Investment Management ("MSIM") and submits orders for clients covered under the sub-advisory agreement with MSIM through MSIM's trade order management system. Affinity also participates in Unified Managed Account ("UMA") programs where Affinity submits a model portfolio to the sponsor of the UMA program. Sponsors of UMA programs are typically responsible for generating and executing trade orders for the program participants. Both MSIM and UMA platforms will participate in Affinity's random trade order generation process to allow for equitable trade rotation amongst all clients.

# Review of Accounts

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## Periodic Reviews

It is the responsibility of each portfolio manager to devote the requisite amount of attention to professionally manage each of his/her accounts in accordance with the investment requirements and objectives of the client. In managing accounts, each portfolio manager is required to maintain regular communications with his/her clients. All accounts are reviewed at least monthly.

## Review Triggers

After an account has been approved for a specific investment strategy, the Chief Compliance Officer ("CCO") shall be responsible for ensuring that the securities purchased or sold are consistent with the client's investment objectives as found in the Investment Management Agreement. The CCO will also look for any evidence of excessive trading or conflicts of interest between the portfolio manager and the client. At least annually, the CCO will review client files to determine that all information and supporting documents are current and complete.

## Regular Reports

Affinity will provide each client with a written quarterly review and analysis of his/her account, which may include a portfolio appraisal, a schedule of realized and unrealized gains and losses, an income and expense report, a performance summary and attribution, and a portfolio manager commentary including a review of past and present strategy along with an economic forecast. Affinity also provides annual transaction reports and tax information upon request. Clients also receive trade confirmations and monthly statements from their selected custodian. Please note, Affinity does not provide quarterly reports to certain sub-advisory and wrap clients. In these instances, the investment manager or wrap sponsor has agreed to supply reports directly to clients. It is the responsibility of each portfolio manager to keep his/her clients apprised of relevant changes in the economy, market conditions and about Affinity's investment views and expectations for the economy and the markets.

# Client Referrals and Other Compensation

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## Third Party Solicitors

Affinity may retain the services of marketing solicitors to whom it will pay cash or a portion of the advisor fees paid by clients referred to it by those solicitors. In such cases, Affinity will comply with Rule 206(4)-3 promulgated under the Investment Advisors Act of 1940. Fees for such referral are paid by Affinity as a percentage of the fees received from the client. Client fees are not increased to make this referral payment. Any undertaking to compensate a solicitor for referring clients to Affinity will be evidenced by a written agreement containing the following instructions to the solicitor.

- (1) The solicitation activities to be engaged in by the solicitor on behalf of the investment advisor and the compensation to be received;
- (2) An undertaking (agreement) by the solicitor to follow the instructions of the advisor and to comply with the provisions of the Advisors Act;
- (3) The solicitor agrees to provide prospective referral clients a copy of the advisors ADV or other disclosure document -- at the time of the solicitation;
- (4) The solicitor agrees to give the prospective client a copy of the solicitor's separate Written Disclosure Document -- at the time of the solicitation.
- (5) A statement that the solicitor is not statutorily disqualified from performing his/her duties as outlined in the agreement.

# Custody

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## Account Statements

Affinity does not take physical custody of client assets. Moreover, officers or employees of Affinity are prohibited from ever holding customer funds or securities or acting in any capacity as custodian for a client account. Additionally, no officer or employee is permitted to borrow money or securities from any Affinity client, nor are associates permitted to lend money to any client, unless approved in writing by the Chief Compliance Officer. However, due to its ability to deduct fees directly from client accounts, Affinity is considered to have custody of client funds and securities under Rule 206(4)-2. Affinity will follow the requirement of this Rule for any client

for which it has custody. Each client will receive, at least quarterly, an account statement directly from the custodian. Clients of Affinity are urged to compare the reports provided by Affinity (as discussed within the section entitled Review of Accounts) to the reports provided by the qualified custodian.

## Investment Discretion

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### Discretionary Authority for Trading

Affinity manages client accounts on both a discretionary and non-discretionary basis. In order to meet the requirements of Rule 204-2(a)(3), the Chief Compliance Officer will maintain a list of all accounts managed by Affinity on a discretionary basis. Trades for securities may be entered for execution only if Affinity has received prior written authorization from the client for such transactions. Evidence of Affinity's authority to manage a client's account on a discretionary basis will be documented by the client's signature on the Investment Management Agreement. All written authority granted to Affinity by the client will be restricted to "limited trading authority", giving the portfolio manager the power to only purchase and sell securities for the account. At no time will Affinity or any of its associates enter into any written or verbal agreement or understanding with a client that gives the associate "full trading authority" over the account since that term may be interpreted as granting authority to withdraw funds and securities from a client's account. Portfolio managers are not permitted to enter any order for the purchase or sale of securities for any non-discretionary account without first consulting with and receiving the client's approval for such transaction. Failure to obtain the client's approval before entering a trade may result in the portfolio manager having to personally absorb any loss to the account if the trade is later canceled. Moreover, it is Affinity policy to closely monitor the occurrences of such breaches of policy and portfolio managers who execute such unauthorized trades may be subject to significant disciplinary action, including termination.

## Voting Client Securities

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### Proxy Voting

The Client will retain discretion with respect to voting proxies, or will delegate discretion with respect to voting such proxies to a third party. The Custodian Bank of the Account will forward to the Client or its designee (including Affinity if Client delegates to the discretion to vote such proxies) any proxy materials it receives that pertains to the securities in the Account.

In the event Client delegates proxy voting discretion to Affinity then, unless otherwise given specific instructions in writing by Client, Affinity shall vote all proxies according to Glass Lewis & Co.'s Proxy Paper and Investment Manager Guidelines (Guidelines). The Guidelines are designed to maximize returns for investment managers by voting in a manner consistent with such managers' active investment decision-making. The Guidelines are designed to increase investor's potential financial gain through the use of the shareholder vote while also allowing management and the board discretion to direct the operations, including governance and compensation, of the firm. The Guidelines will ensure that all issues brought to shareholders are

analyzed in light of the fiduciary responsibilities unique to investment advisors on behalf of Clients. The Guidelines will encourage the maximization of return for such Clients through identifying and avoiding financial, audit and corporate governance risks.

Affinity shall retain originals or copies of proxy materials it receives and a record of how it voted through Broadridge's, (a third-party provider) Proxy Edge platform. In addition, other than forwarding to Client any materials received by Affinity with respect to legal actions (such as notices of bankruptcy and class action suits) pertaining to assets in the Account, Affinity will take no actions with respect to such legal actions, which remains the responsibility of the Client. Affinity will be responsible for voting with respect to corporate actions, such as tender offers and rights offering, involving the securities in the Account. The potential for conflicts of interests with respect to proxy votes is mitigated as result of the firm's adoption of the Guidelines of a third-party provider.

Upon request, Affinity will provide any client a copy of the Guidelines along with detailed information on how individual proxies were voted.

## Financial Information

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The Firm does not solicit or require prepayment of more than \$1,200.00 in fees per client, six months or more in advance, and therefore is not required to provide an audited balance sheet. Additionally, the firm has not been the subject of a bankruptcy petition during the past ten years.