

Wrap Fee Program Brochure

Elliott Davis Investment Advisors

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This wrap fee brochure provides information about the qualifications and business practices of Elliott Davis Investment Advisors. If you have any questions about the contents of this Brochure, please contact us at (864) 288-2849. 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.

Elliott Davis Investment Advisors is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about Elliott Davis Investment Advisors is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There are no material changes since our last brochure dated May 24, 2011.

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may be requested by contacting us, at the numbers above.

Additional information about Elliott Davis Investment Advisors is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website provides information about any persons affiliated with Elliott Davis Investment Advisors who are registered, or are required to be registered, as investment adviser representatives of Elliott Davis Investment Advisors.

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Item 4 – Services, Fees and Compensation

Elliott Davis Investment Advisors (“EDIAS”) was established as a Registered Investment Adviser in March of 2006. Elliott Davis Investment Advisors, LLC (the “Holding Company”) is a 100% owner of EDIAS. Elliott Davis, LLC and Centillion Partners, Inc. each own 49% of the Holding Company; JSELL, LLC owns 2% of the Holding Company. Allen Gillespie, Charles Norton, Ken Vilcheck and Phillip Brice each hold a 25% stake in Centillion Partners, Inc.

As of December 31, 2011, EDIAS held \$305,989,140 in discretionary assets under management and \$315,634,119 in non-discretionary assets under management.

Wrap Fee Program Sponsored by Elliott Davis Investment Advisors

EDIAS sponsors the Wrap-Fee Program, an investment advisory wrap-fee program (the “Program”). Only Investment Adviser Representatives of EDIAS may serve as portfolio managers in the Program. Therefore, participants in the Program must be advisory clients of the EDIAS. However, EDIAS may recommend the use of other investment advisers (referred to as “Sub-Advisers”) to manage a portion of a client’s assets in the Program. EDIAS will receive compensation as a result of a client’s participation in the program. This wrap fee brochure is limited to describing the services, fees, and other necessary information clients should consider prior to becoming a client within the Program. For a complete description of the other services and fees offered by EDIAS, clients should refer to the EDIAS’s complete Form ADV and Part 2A Brochure.

Through the Program, EDIAS provides investment supervisory and management services defined as providing continuous investment advice based on each client’s individual needs. Upon execution of an Investment Advisory Agreement, EDIAS shall assist clients with the establishment of an individual account (“Account”) for the client at an approved custodian. Clients must appoint EDIAS as their investment adviser on the Account. EDIAS will be granted with trading authorization over each client’s individual account in order to implement EDIAS’s continuous investment advice. Implementation services are generally provided on a discretionary basis; however, clients may require such services to be provided on a non-discretionary basis.

Accounts in the Program are managed on the basis of each client’s financial situation and investment objectives. Clients should notify EDIAS if their financial situation or investment objectives have changed, or if they want to impose and/or modify any reasonable restrictions on the management of their account. Periodically, EDIAS will contact clients to determine whether their financial situation or investment objectives have changed, or if they want to impose and/or modify any reasonable restrictions on the management of their Account. EDIAS will be reasonably available to consult with clients relative to the status of the Account. Clients will have the ability to impose reasonable restrictions on the management of the Account, including the ability to instruct EDIAS not to purchase certain securities.

Portfolio Management Strategy and Services

Assets managed by EDIAS through the Program are managed on an asset allocation and modern portfolio theory basis. EDIAS may recommend and will buy, sell, exchange, convert, and otherwise trade in any and all mutual funds, stocks, bonds, and other securities consistent with investment analysis, interpretations, and judgments designed to seek an investment return suitable to the investment objectives and goals of each individual client.

In order to determine a suitable course of action for an individual client, EDIAS will perform a review of the client's financial circumstances. Such review may include, but would not necessarily be limited to, investment objectives, consideration of the client's overall financial condition, income and tax status, personal and business assets, risk profile, and other factors unique to the client's particular circumstances. Adviser will design, revise, and reallocate a client's custom portfolio. Investments are determined based upon the client's investment objectives, risk tolerance, net worth, net income, age, time horizon, tax situation and other various suitability factors. EDIAS manages the client accounts on an individualized basis. Restrictions and guidelines imposed by the client may affect the composition and performance of custom portfolios (as a result, performance of custom portfolios within the same investment objective may differ and the client should not expect that the performance of his/her custom portfolios will be identical to any other individual's portfolio performance).

Selection of Sub-Advisers

Depending on a client's individualized needs, EDIAS may utilize the services of Sub-Advisers when formulating asset allocation, industry and sector selection, and individual investment recommendations in constructing and maintaining custom portfolios. A portion of the client's assets will then be managed by EDIAS with the remaining portion managed among the recommended Sub-Advisers based upon the stated investment objectives of the client. The terms and conditions under which client will engage a Sub-Adviser will be set forth in separate written agreements between the client and EDIAS and the client and the designated Sub-Adviser. Clients will generally not come in contact with Sub-Adviser and EDIAS will serve as the communication conduit between the client and Sub-Adviser.

The recommendation of a Sub-Adviser is contingent on the Sub-Adviser passing the due diligence requirements of EDIAS. EDIAS will not recommend the use of a Sub-Adviser unless the Sub-Adviser is registered or exempt from registration as an investment advisor in the client's home state. EDIAS evaluates Sub-Advisers based on extensive information provided by the Sub-Adviser, including descriptions of its investment process, asset allocation strategies, sample portfolios, and the Sub-Adviser's Form ADV Disclosure Brochure. EDIAS also analyzes performance, risk characteristics, and management style.

The recommendation of a Sub-Adviser by EDIAS may be done on a discretionary or non-discretionary basis with the specific terms outlined in the Investment Advisory Agreement. When a client authorizes the EDIAS to have the ability to select a Sub-Adviser on a discretionary basis, EDIAS will have the authority to select and terminate Sub-Advisers without the client's specific approval.

When a Sub-Adviser is selected to manage a portion of the client's assets in the Program, a sub-account, along with the required paperwork, will be established through the approved custodian. EDIAS and the Sub-Adviser(s) selected by EDIAS, and agreed upon by the client when necessary, will manage their portion of the client assets as divided in the underlying sub-accounts.

EDIAS shall provide information received from the client to the Sub-Advisers selected, including the client's financial and personal profile as well as any applicable client questionnaires and/or investment policy statements, or other similar documents. Sub-Advisers are granted investment discretion by the client to exercise discretionary trading authority for the day to day management of client accounts. A copy of the Sub-Advisers Form ADV Disclosure Brochure will be provided to the client.

Fees and Compensation

Clients in the Program pay a single annualized fee, based upon a percentage of the market value of all Program assets, for participation in the Program. The Program may cost clients more or less than purchasing such services separately. The maximum fee charged for the Program shall not exceed 2.25% annually. The Program Fee includes the EDIAS's management fee, the management fee for each selected Sub-Adviser, and annual custodial fees. The maximum fee retained by Sub-Advisers in the Program shall not exceed 1.00% of the assets under management. Transaction fees relating to the execution of securities transactions within the Account are paid by EDIAS. This does not cover commission costs for trades effected by other broker-dealers, markups or markdowns for principal trades of fixed income securities by the approved custodian, or other fees described below.

EDIAS, in its sole discretion, may negotiate fees with individual clients based on the client's individual financial situation, complexity, knowledge, and assets under management. The specific fee charged to each client for the Program will be outlined in, or attached to, the Agreement for Investment Management Services. Some clients may pay a fixed percentage fee while other clients may pay a fee based on a tiered schedule.

Program fees are billed on a quarterly (calendar) basis. The first bill shall be calculated and pro-rated according to the date ("inception date") of executing the Agreement for Investment Management Services and shall be payable at the end of the calendar quarter in which the initial meeting between EDIAS and the client takes place. The inception bill shall be based upon a percentage of assets in the client's Account as of the inception date. This fee portion shall be referred to as the "inception fee".

At the same time the inception fee is calculated, EDIAS will also calculate, in advance, the next quarter's fee based upon a percentage of assets contained in the client's Account as of the last business day of that calendar quarter. This fee amount will be calculated by assessing one quarter (1/4) of the total annual percentage charged against the assets in the client's Account. A prorated inception fee shall be charged for the initial partial quarter in which the account is opened. Thereafter, each quarterly fee shall be calculated, in advance, based upon the dollar amount of assets in the client's Account as of the last business day of the previous calendar quarter.

Program Fees are automatically deducted from the client's Account. Clients must provide the approved custodian with authorization to have fees deducted directly from the Account and paid to EDIAS. The authorization shall remain valid until a written revocation of the authorization is received by the approved custodian. Adviser shall submit instructions to custodian to deduct the calculated fee. It is EDIAS and client's responsibility to verify the accuracy of EDIAS's fee calculation and custodian will not determine whether the fee has been properly calculated.

Account statements sent at least quarterly by custodian will indicate all amounts disbursed from the Account and the total amount of the Program Fee paid directly to EDIAS. Upon EDIAS's receipt of the Program Fee, EDIAS shall compensate the custodian and Sub-Advisers their portion of the total fee.

Other Fees

Clients shall be assessed other fees by parties independent from EDIAS and Sub-Advisers. Clients may incur, relative to certain investment products (such as mutual funds), charges imposed directly at the investment product level such as mutual fund short-term redemption fees and other marketing/administrative fees. While brokerage commission and transaction fees are wrapped into the Program fee, clients shall be separately responsible for Securities and Exchange Commission and

exchange fees, transfer taxes, odd lot differentials, margin interest, and any other similar costs or charges to the extent applicable regarding the custody and administrative services provided through the approved custodian.

Cash balances in the account may be invested in money market instruments, including mutual funds that have agreements to pay compensation to EDIAS or custodians. A client will pay a proportionate share of all money market fund expenses, including management fees. Occasionally, open or closed end mutual funds may be used that generate fees payable to EDIAS or the clearing agent. Exchange Traded Funds (ETFs) and similar funds may have internal fees that are included in the investment results.

Other Fee Disclosures

The Program may cost a client more or less than purchasing the services separately. Factors bearing on the relative cost of the Program that would be relevant when considering the alternative of purchasing the services offered in the Program separately include the trading activity in a client's account and the corresponding brokerage commissions that would be charged for execution of trades, and the fees charged for investment advisory services under the Program.

The cost of non-wrapped investment advisory services may be lower than investment advisory services provided under the wrap program. Because EDIAS may receive more compensation from a client from the client's participation in the Program than if the client received advisory services and brokerage services separately, EDIAS may have a financial incentive to recommend the Program to clients over other types of advisory services. EDIAS may give advice to others that may be different from the advice given to Program clients. A non-wrapped pricing arrangement may be more cost effective for accounts that do not experience frequent trading activity.

The person recommending the program to the client receives compensation as a result of the client's participation in the program. The amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services. This person may therefore have a financial incentive to recommend the Program over other programs or services.

Terminating an Account

The Agreement for Investment Management Services shall continue in effect until terminated by either party by giving to the other party written notice at least thirty (30) days prior to the date on which the termination is to be effective, and any prepaid, unearned fees will be promptly refunded upon written request, determined on a pro-rata basis. There will be no termination fee; however, Accounts may be subject to a modest cost of reimbursement of fees related to transferring the account. If a client terminates his participation in the Program within five business days of inception, the client will receive a full refund of the Fee. Otherwise, the client will receive a pro rata refund of any prepaid fees.

Item 5 – Account Requirements and Types of Clients

Account Requirements

As a condition for opening a Separate Account, the account assets must be in the custody of an independent custodian with whom EDIAS has an electronic interface capability. The minimum for investment in an EDIAS Investment Advisory account is typically \$100,000, but the minimum amount may vary under certain circumstances. For EDIAS Investment Consulting Accounts, please refer to the respective manager brochure for account minimum information.

Types of Clients

EDIAS provides portfolio management services to individuals, corporations and business entities, pension and profit-sharing plans, charitable institutions, foundations, endowments, estates, and trusts.

Item 6 – Portfolio Manager Selection and Evaluation

EDIAS may serve as the portfolio manager in the wrap fee program. In some cases, EDIAS may utilize outside portfolio managers for the referenced Programs. EDIAS uses industry standards to measure the performance of its portfolio managers; however, it does not use a third party auditor to review and verify the performance of its portfolio managers.

Performance-Based Fees and Side-by-Side Management

EDIAS does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. In order to manage the risks associated with investing, our investment process seeks to combine financial planning principals and processes with modern portfolio theory investment principals and processes.

The client process begins with the development of an understanding of the client, using financial planning principals. Advisors use any information provided by the client regarding financial goals, resources, attitudes, age, experiences, and investment time horizon to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets.

The investment process begins with the development of risk, return, and correlation expectations for a variety of asset classes. The estimates for risks, returns, and correlations are developed from an analysis of historical data, Monte Carlo analysis, fundamental and scenario analysis. The data is combined in order to develop a range of asset allocation models.

The client information is then combined with investment information in order to develop a recommendation and investment plan tailored to the client's individual needs within the asset allocation parameters.

The next step in the process involves implementation within client portfolios. Advisors may use a variety of security types and methods including but not limited to mutual funds, exchange traded funds, closed end funds, individual equities, individual fixed income securities, and options. Advisors may also use a variety of security analysis methods including fundamental analysis, technical analysis, charting or cyclical analysis. Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services. For any risks associated with investment company products, please refer to the prospectuses for additional details about these risks.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. Some of the primary risks of investing are summarized below:

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy or a declining market value.

Voting Client Securities

EDIAS will vote proxies on securities held in the Account in accordance with the terms of the client's Investment Advisory Agreement. Pursuant to its proxy voting policies and procedures, EDIAS takes steps to see that proxies are voted on securities held in client accounts where authority to vote proxies has not been expressly reserved to the client in the advisory agreement or other documentation. It is EDIAS's aim to see that proxies are voted in the best interest of its clients. To that end, EDIAS has retained an outside service company to provide proxy research and proxy voting services for EDIAS and its clients. Absent unusual circumstances, EDIAS relies on this company in recommending how to vote and in ensuring that proxies are voted in a manner consistent with the guidelines described in the company's U.S. Proxy Voting Guidelines (the "Guidelines"). To the extent the Guidelines do not address a proxy issue, the company will vote that proxy in the best interest of EDIAS's client.

Material conflicts of interest could arise between EDIAS and its clients in voting proxies on behalf of client accounts. However, EDIAS aims to mitigate or eliminate any such conflicts by using the services of the outside company, an independent proxy voting service, to analyze and make recommendations on how to vote client proxies.

Upon request, clients may also obtain from us a copy of how we voted, if applicable, our proxy voting policies, and a copy of the Guidelines.

Item 7 – Client Information Provided to Portfolio Managers

EDIAS is both your registered investment adviser and your portfolio manager when it does not utilize outside portfolio managers (also known as Sub-Advisers) for the referenced Programs. Your portfolio manager will have the same access to your information as EDIAS. Your information includes, among other things, income, net worth, risk tolerance, and investment objectives. Your portfolio manager uses this information to determine the appropriate asset allocation and to manage your investments. When you update your information with EDIAS, your portfolio manager will have immediate access to the same updated information. In cases where a Sub-Adviser is used to manage your portfolio, EDIAS will send your information to the Sub-Adviser. When you update your information with us, we will send the updated information to the Sub-Adviser.

Item 8 – Client Contact with Portfolio Managers

You may communicate directly with EDIAS's portfolio managers. Consultations beyond normal business practices may require additional negotiated fees. If you wish to communicate with a Sub-Adviser, you should first consult EDIAS. EDIAS will generally communicate with the Sub-Adviser on your behalf.

Item 9 – Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of EDIAS or the integrity of EDIAS's management. EDIAS has no disciplinary information to report.

Other Financial Industry Activities and Affiliations

EDIAS is under common control with GNI Capital, Inc. ("GNI"), which is also registered as a Registered Investment Adviser. EDIAS and GNI Capital, Inc. share certain personnel and on occasion serve the same clients.

Elliott Davis, LLC, an accounting firm, owns a non controlling indirect interest in EDIAS.

Elliott Davis Brokerage Services (EDBS) is a registered broker/dealer and member of FINRA. EDBS is also under common control with EDIAS. Principals and advisors of EDIAS may be registered representatives of EDBS.

When applicable, Investment Advisor Representatives may recommend broker/dealer transactions for advisory clients. All related compensation is separate from advisory services. On average individual Investment Advisor Representatives and the principals of EDIAS spend 15%-25% of their time on other such activities. If a trade error were to occur, it may result in profit or loss to EDBS. EDBS and EDIAS have controls in place to limit such trade errors. Investment Advisers will not participate in any profits resulting from trade errors.

EDIAS recommends that clients establish brokerage accounts with National Financial Services, Inc. ("NFS") or Charles Schwab & Co., Inc. ("Schwab"), both FINRA registered broker-dealers, to maintain custody of clients' assets and to effect trades for their accounts. Although EDIAS may recommend that clients establish accounts at NFS or Schwab, it is the client's decision to custody assets at NFS or Schwab. EDIAS is independently owned and operated and not affiliated with NFS or Schwab.

Brokerage Practices

For EDIAS client accounts maintained in its custody, NFS and Schwab generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through NFS or Schwab or that settle into NFS or Schwab accounts. NFS and Schwab also make available to EDIAS other products and services that benefit EDIAS but may not benefit its clients' accounts. Some of these other products and services assist EDIAS in managing and administering clients' accounts. These may include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of EDIAS's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of EDIAS's accounts, including accounts not maintained at NFS or Schwab.

Examples of other services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, they may make available, arrange and/or pay for these types of services rendered to EDIAS by independent third parties or may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to EDIAS.

The foregoing arrangements with NFS and Schwab pose a conflict of interest to the extent they create an incentive for EDIAS to suggest that clients maintain their assets in accounts at NFS or Schwab on the basis of products and services that may become available to EDIAS as a result, rather than solely on the basis of the nature, cost, or quality of custody and brokerage services provided by NFS and Schwab to clients. However, EDIAS is constrained by fiduciary principles to act in its clients' best interests and will suggest NFS and Schwab to clients only when it appropriate to do so. In addition, EDIAS maintains an awareness of the services provided to clients by NFS and Schwab in an effort to ensure that clients are well served.

Advisors may suggest broker/dealer services to clients. Factors for such recommendation would be when transaction compensation is seen as a benefit to the client. For broker/dealer services, EDIAS or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from EDIAS's compensation related to its investment advisory services. Commissions paid the Advisor for broker/dealer services may be higher or lower than those obtainable from other brokers in return for those products and services. From time to time, associated persons of EDIAS may recommend that clients buy or sell securities or investment products that EDIAS also owns. In such circumstances, Adviser shall adhere to the Code of Ethics.

Certain EDIAS personnel are also Registered Representatives of Elliott Davis Brokerage Services, a registered broker-dealer. In that capacity, they may be paid commissions, brokerage fees, 12b-1 fees or other fees or payments for their brokerage clients, which may include clients who are also clients of EDIAS. These arrangements pose a conflict of interest for those individuals to the extent they have a financial incentive to recommend such sales or other transactions to the client. In addition, those EDIAS personnel may receive, in their capacity as registered representatives, 12b-1 fees paid out by mutual funds in which pension plan assets are invested, in the case of certain pension plans for which pension consulting services are provided. This poses a conflict of interest to the extent those personnel have a financial incentive to recommend as investment alternatives to be offered under the plan funds that pay out 12b-1 fees. To address this, those pension plan clients where 12b-1 fees are paid out to EDIAS

personnel as registered representatives, any fees owing to EDIAS for pension consulting services are waived or offset on a dollar-for-dollar basis to the extent of the 12b-1 fees paid.

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

EDIAS has adopted a Code of Ethics pursuant to SEC rule 204A-1 for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at EDIAS must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of EDIAS may buy or sell securities that are recommended to clients. EDIAS's employees and persons associated with EDIAS are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of EDIAS and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for EDIAS's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of EDIAS 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. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of EDIAS's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between EDIAS and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with EDIAS's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. EDIAS will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

EDIAS's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Allen Gillespie at our main number.

Related Persons Invested in Same Securities as Clients

EDIAS or its personnel may recommend to clients or effect transactions for client accounts in securities in which a director, officer or employee of EDIAS, or another related person of EDIAS, may also be invested. This poses a conflict of interest to the extent that transactions in such securities on behalf of EDIAS clients may advantage such related persons. However, EDIAS and its personnel are constrained by fiduciary principles to act in their clients' best interests when managing their accounts. EDIAS monitors activity in client accounts in an effort to ensure that transactions are appropriate and any such conflicts are resolved in a manner that is fair and equitable to clients.

Review of Accounts

Accounts are assigned to Investment Advisors who are responsible for performing periodic reviews and consulting with the respective client. Ongoing reviews of markets, sectors and individual securities are conducted by the respective advisors in their capacity as portfolio managers. Periodically, the members of the EDIAS investment committee meet to review portfolio holdings and suggest to the other members any changes that may need to be made. In depth quantitative reviews of mutual funds are performed not less than quarterly. If existing fund holdings fail certain quantitative criteria, a more in-depth qualitative review will be conducted.

Following Advisor reviews, reports are prepared to assist principals in supervising and monitoring the accounts. Factors that are considered include, but are not limited to the following: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings. Client agrees to inform the firm in writing of any material changes to the information included in the questionnaire or any other change in the client's financial circumstances that might affect the manner in which client's assets should be invested. Client may contact the firm during normal business hours to consult with the firm concerning the management of the client's account(s).

At least quarterly, clients receive from the account custodian statements that detail account positions, transactions and values. Additionally, clients receive periodic reports that detail account value and performance. Item 15 contains information regarding the custody reports provided.

Client Referrals and Other Compensation

EDIAS, in some instances, may compensate third-party solicitors for client referrals. The solicitor's agreements entered into by EDIAS comply with rule 206(4)-3 promulgated under the Investment Advisors Act of 1940. Currently, EDIAS has agreements with Elliott Davis, LLC (an accounting firm affiliated with EDIAS), Godshall & Godshall Personnel Consultants, Inc., and Scheetz, Hogan, Freeman & Phillips Insurance. Additional solicitor agreements may be initiated or existing ones terminated at any time. A client who is solicited will receive an additional disclosure document specifically describing the arrangement and the compensation paid to the solicitor. Solicitors' fees will be based on EDIA's normal fee schedule; you will not be charged any additional fees or expenses as a result of the referral.

Financial Information

Registered Investment Advisers are required to provide you with certain financial information or disclosures about EDIAS's financial condition. EDIAS has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.

Custody

Clients should receive statements at least quarterly from NFS or Schwab, the qualified custodian that holds and maintains your investment assets. EDIAS urges you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

EDIAS usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, such discretion is to be

exercised in a manner consistent with the stated investment objectives for the particular client account. Clients must authorize such discretion in the advisory agreement. When selecting securities and determining amounts, EDIAS observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to EDIAS in writing.

Privacy Policy

We collect nonpublic personal information about you from the following sources: Information we receive on applications or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to any non-affiliated 3rd parties, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information. Private client information will not be disclosed for any purposes of marketing and/or solicitation of business.

Upon instruction from you we will share information with parties you authorize.