

Disclosure Brochure

December 1, 2014



NOTTINGHAMADVISORS
ASSET MANAGEMENT

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This brochure provides information about the qualifications and business practices of Nottingham Advisors Inc. (hereinafter "Nottingham Advisors" or the "firm"). If you have any questions about the contents of this brochure, please contact Karen A. Mohn at (716) 633-3800. 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 Nottingham Advisors is available on the SEC's website at www.adviserinfo.sec.gov.

Nottingham Advisors is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since Nottingham Advisors filed its annual amendment to Form ADV on March 28, 2013. The firm has no material changes to disclose in response to this Item.

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Firm Disclosure Brochure

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Item 4. Advisory Business

Nottingham Advisors, a wholly-owned subsidiary of Community Bank N.A., has been in business as an SEC registered investment adviser since September 1982. The firm offers asset management and investment advisory services through the use of separately managed accounts to individuals, trusts, corporations, foundations, endowments and pension funds. As of December 31, 2013, the firm had roughly \$867,196,320 in assets under management, all of which was managed on a discretionary basis.

Prior to engaging Nottingham Advisors to provide any of the foregoing investment advisory services, the client is required to enter into a written agreement with Nottingham Advisors setting forth the relevant terms and conditions under which Nottingham Advisors renders its services (the “*Agreement*”). In addition, Nottingham Advisors claims compliance with the Global Investment Performance Standards (“GIPS®”). GIPS is a voluntary set of investment performance measurement standards that seek to provide assurances for investors who want reliable performance metrics based on the principles of fair representations and full disclosure. To claim compliance, an investment firm must demonstrate adherence to comprehensive and rigorous rules governing input date, calculation methodology, composite construction, disclosures, presentation and reporting.

This Disclosure Brochure describes the business of Nottingham Advisors. Certain sections also describe the activities of the firm’s *Supervised Persons*, which refer to Nottingham Advisors’ officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees, and all other persons who provide investment advice on the firm’s behalf and are subject to the firm’s supervision.

Investment Management Services

Nottingham Advisors generally manages its clients’ investment portfolios on a discretionary basis.

Nottingham Advisors primarily allocates clients’ investment management assets among various exchange-traded funds (“ETFs”), mutual funds, individual debt and equity securities, and options, in accordance with its clients’ individual investment objectives. In addition, the firm may recommend that clients who qualify as “accredited investors,” as defined under Rule 501 of the Securities Act of 1933, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles, when consistent with the clients’ investment objectives. Nottingham Advisors also provides advice about any legacy positions or investments otherwise held in its clients’ accounts.

Nottingham Advisors also renders investment management services to clients relative to their individual employer-sponsored retirement plans, 529 plans, and other products that may not be held by the client’s primary custodian. In so doing, Nottingham Advisors either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product’s provider.

Nottingham Advisors tailors its advisory services to the individual needs of clients. Nottingham Advisors consults with clients on an initial and ongoing basis to develop and maintain an Investment Policy Statement, which determines risk tolerance, time horizon and other factors that may impact the clients' investment needs. Nottingham Advisors ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Nottingham Advisors if there are changes in their financial situations or investment objectives, or if they wish to impose reasonable restrictions upon the firm's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if Nottingham Advisors determines, in its sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Wrap Fee Program

Nottingham Advisors is the sponsor of a wrap fee program (the "Program"), under which the firm provides investment management services and arranges for brokerage transactions under a single annualized fee. A complete description of the terms and conditions under the Program are contained in the Wrap Fee Program Brochure, which appears as Part 2A Appendix 1 of Nottingham Advisors' Form ADV (the "Wrap Brochure"). All participants are furnished with the Wrap Brochure prior to or concurrent with their engagement with Nottingham Advisors pursuant to Rule 204-3 of the Investment Advisers Act of 1940.

Investment Consulting Services

Nottingham Advisors provides certain advisory clients with a range of investment consulting services.

In these situations, the firm acts in a largely consultative role advising on the management of its clients' assets, which may include functions such as portfolio construction, risk management assessment and asset allocation optimization, amongst others. Generally, these services are provided pursuant to specialized engagements individually negotiated with Nottingham Advisors' clients based upon their specific needs and objectives.

In performing its services, Nottingham Advisors is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. The firm may recommend the services of itself and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Nottingham Advisors recommends its own services. Clients remain under no obligation to act upon any of the recommendations made by Nottingham Advisors under a consulting engagement or to engage the services of any such recommended professional, including Nottingham Advisors itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Nottingham Advisors' recommendations. Clients are advised that it remains their responsibility to promptly notify Nottingham Advisors if there is ever any change in their financial situation or investment

objectives for the purpose of reviewing, evaluating, or revising the firm's previous recommendations and/or services.

Item 5. Fees and Compensation

Nottingham Advisors offers its services on a fee basis, which may include fixed fees and fees based upon a percentage of assets under management.

Investment Consulting Fees

Nottingham Advisors generally charges a fixed fee to provide consulting services. These fees are negotiable, but generally range from \$500 to \$1,000 per quarter, depending upon the level and scope of the services. Prior to engaging Nottingham Advisors to provide financial planning and/or consulting services, the client is required to enter into the *Agreement* with Nottingham Advisors setting forth the relevant terms and conditions of the engagement.

Investment Management Fees

Nottingham Advisors provides investment management services for an annual fee based upon the amount of assets being managed by Nottingham Advisors. The annual fee varies between 50 and 100 basis points (0.50% – 1.00%), depending upon the level of assets under management, as follows:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
Up to \$1,000,000	1.00%
\$1,000,001 – \$2,000,000	0.75%
Above \$2,000,000	0.50%

Nottingham Advisors' annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Nottingham Advisors on the last day of the previous quarter. Nottingham Advisors' annual fee is exclusive of and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Nottingham Advisors does not, however, receive any portion of these commissions, fees, and costs.

Fees for Participation in the Program

Clients participating in the Program receive services under a bundled fee arrangement which may differ materially than the fees disclosed above. The Program's fee schedule is discussed further in the Wrap Brochure. Clients receiving services through the Program may pay a higher aggregate fee than they would if investment management and brokerage services were purchased separately.

Fee Discretion

Nottingham Advisors, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

Nottingham Advisors may recommend that clients utilize the brokerage, clearing and/or custodial services of a particular broker-dealer for investment management accounts. Nottingham Advisors may only implement its investment management decisions after the client has arranged for and furnished Nottingham Advisors with all information and authorization regarding accounts with the appropriate *Financial Institutions*. For purposes of this document, *Financial Institutions* includes any broker-dealer recommended by Nottingham Advisors or directed by the client, trust companies, banks, and other such institutions.

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF, which are disclosed in a fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees.

Fee Debit

Nottingham Advisors' *Agreement* and the separate agreement with any *Financial Institutions* generally authorize Nottingham Advisors to debit its clients' accounts for the amount of Nottingham Advisors' fee and to directly remit that management fee to Nottingham Advisors. Any *Financial Institutions* recommended by Nottingham Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Nottingham Advisors. Alternatively, clients may elect to have Nottingham Advisors send an invoice for payment.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Nottingham Advisors and the client continues in effect until terminated by either party pursuant to the terms of the *Agreement*. Nottingham Advisors' fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Nottingham Advisors' right to terminate an account. Additions may be in cash or securities provided that Nottingham Advisors reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Nottingham Advisors, subject to the usual and customary securities settlement procedures. However, Nottingham Advisors designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Nottingham Advisors may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated to account for the number of days remaining in the quarter.

Item 6. Performance-Based Fees and Side-by-Side Management

Nottingham Advisors is required to disclose whether it accepts performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client. Nottingham Advisors does not accept performance-based fees.

Item 7. Types of Clients

Nottingham Advisors provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Account Size

Outside of accounts managed through the Program, Nottingham Advisors generally imposes an initial and ongoing minimum portfolio value of \$100,000.

Nottingham Advisors, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, and *pro bono* activities. Nottingham Advisors only accepts clients with less than the minimum portfolio size if, in the sole opinion of Nottingham Advisors, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Nottingham Advisors may aggregate the portfolios of family members to meet the minimum portfolio size.

Clients participating in the Program are also subject to certain minimum account sizes, as disclosed in the Wrap Brochure.

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

Methods of Analysis

Nottingham Advisors analyzes investment opportunities and potential portfolio allocations using what can be described as a strategic derivative of Modern Portfolio Theory ("MPT").

MPT attempts to maximize expected return for any given level of risk through the overall allocation of a portfolio's assets. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (e.g., tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nonetheless, Nottingham Advisors' investment process is structured in such a way to integrate those assumptions and real life considerations for which MPT analytics do not account.

At Nottingham Advisors, the investment merit of a particular holding is assessed not only independently, but also by its relationship with other investable asset classes and its effect on overall portfolio risk and return.

Investment Strategies

Nottingham Advisors generally provides portfolio management services through the use of four basic similarly managed model portfolios – Global Equity, Global All Asset, Global Balanced, Global Income, and Real Return – which are managed by the firm's centralized Investment Policy Committee. The Global Equity Portfolio is an equity allocation primarily seeking growth of capital. The allocation is diversified across multiple asset classes but typically contains 85-100% equity. The All Asset Portfolio is a blended allocation primarily seeking to balance growth of capital with current income. It is diversified across multiple asset classes, but typically contains 65-85% equity. The Balanced Portfolio is also a blended allocation diversified across multiple asset classes. The allocation is primarily seeking current income in the context of capital preservation, with growth of capital given secondary consideration. The allocation typically contains 35-60% equity. The Global Income Portfolio is a fixed income allocation primarily seeking a high level of current income in the context of capital preservation, with added importance placed on safety of principal. The allocation is typically 65-100% fixed income. The Real Return Portfolio seeks to produce long term returns in excess of inflation. The allocation is diversified across multiple asset classes but typically contains 25-50% equity. In addition, through the Portfolio Completion Strategy, the firm may provide clients with comprehensive investment management services relative to their holdings across all asset classes (e.g., real estate, mutual fund programs, private equity, private business interests, etc.).

Nottingham Advisors focuses its efforts on the individual needs and goals of its clients, and prides itself on not fitting neatly into one specific style-box. Through each one of its management strategies, the firm strives to provide asset management solutions that sufficiently account for its clients' individual expense

ratios, tax ramifications, fee aggregations and other frictional costs which could otherwise diminish overall returns. Each asset class is managed pursuant to a separate strategy, which seeks to produce returns and manage risk in a cost-efficient manner, as follows:

- **Equities.** To effect its approach to equities, Nottingham Advisors' utilizes ETFs in the context of a dynamic asset allocation, whereby the firm employs mean-variance optimization in order to craft portfolios that afford clients what it considers to be the highest possible return for a given level of risk. Nottingham Advisors remains committed to structuring low-cost, tax-efficient portfolios with equal emphasis paid to managing risk as well as return.
- **Fixed Income.** Nottingham Advisors takes an active approach to structuring portfolios aimed as meeting its clients' cash flow and liquidity needs, while taking into consideration the prospects for changing interest rates. Whether the firm is managing short-term corporate cash accounts or long-term pension funds, it remains bias towards high-quality liquid debt instruments that consistently pay interest and principal in a timely and efficient manner. Nottingham Advisors manages across a wide spectrum of debt vehicles, including government and agency bonds, mortgages, high-yield, corporate and municipal bonds, and fixed income ETFs.
- **Alternative Investments.** As the alternative investment universe has grown markedly over the past few years, so too has the firm's interest and due diligence in this space. When crafting portfolios, Nottingham Advisors considers and analyzes hedge funds, funds of funds, private equity, structured notes, and alternative and real estate ETFs. Given the firm's sensitivity to overall portfolio fees and expenses, few of these vehicles are usually included in the final portfolio, although occasionally Nottingham Advisors incorporates an alternative investment in an effort to reduce risk or help manage a specific return.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Market Risks

The profitability of a significant portion of Nottingham Advisors' recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Nottingham Advisors will be able to predict those price movements accurately.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains,

as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively-managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Use of Private Collective Investment Vehicles

Nottingham Advisors may recommend the investment by certain clients in privately placed collective investment vehicles, such as those mentioned under "Alternative Investments," as discussed above. The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in

these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Management Through Similarly Managed Accounts

Nottingham Advisors manages certain accounts through the use of similarly managed “model” portfolios, whereby the firm allocates all or a portion of its clients’ assets among various ETFs, mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. In managing assets through the use of models, the firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients’ net after tax gains. While the firm seeks to ensure that clients’ assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client’s individual tax ramifications. Clients should contact Nottingham Advisors if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts.

Item 9. Disciplinary Information

Nottingham Advisors is required to disclose the facts of any legal or disciplinary events that are material to a client’s evaluation of its advisory business or the integrity of management. Nottingham Advisors has no information to disclose in relation to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Nottingham Advisors is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

Community Bank N.A.

Nottingham Advisors is a wholly-owned subsidiary of, and under common control with, Community Bank N.A. (hereinafter “*Community Bank*”), a federal banking institution headquartered in DeWitt, New York that provides banking and financial services to retail, commercial and municipal customers. *Community Bank* is owned and operated by Community Bank Systems, Inc., a publicly-traded bank holding company (NYSE: CBU).

Due to this common ownership, an inherent conflict of interest exists in the event Nottingham Advisors recommends *Community Bank*’s services to its advisory clients. The firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interests regardless of any such affiliations.

Community Investment Services, Inc.

Nottingham Advisors is under common control with Community Investment Services, Inc. (hereinafter “CIS/”), which offers securities, insurance products and advisory services through INVEST Financial Corporation, a licensed insurance agency and SEC registered investment adviser, broker-dealer and member FINRA/SIPC (hereinafter “INVEST”). While *INVEST* is not affiliated in any way with *Community Bank* or its subsidiaries, certain persons acting on behalf of *CIS/* are also licensed insurance agents and registered representatives of *INVEST*.

A conflict of interest exists to the extent Nottingham Advisors recommends these products or services to clients where certain of its affiliated persons may be entitled to a portion of the fees or commissions paid to *CIS/* or *INVEST*. The firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interests regardless of any such affiliations.

Item 11. Code of Ethics

Nottingham Advisors and persons associated with Nottingham Advisors (“Associated Persons”) are permitted to buy or sell securities that it also recommends to clients consistent with Nottingham Advisors’ policies and procedures.

Nottingham Advisors has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“*Code of Ethics*”). In accordance with Section 204A of the Investment Advisers Act of 1940 (the “Advisers Act”), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Nottingham Advisors or any of its associated persons. The *Code of Ethics* also requires that certain of Nottingham Advisors’ personnel (called “*Access Persons*”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Nottingham Advisors’ *Code of Ethics*, none of Nottingham Advisors’ *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Nottingham Advisors’ clients.

When Nottingham Advisors is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Nottingham Advisors is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper,

repurchase agreements and other high quality short-term debt instruments; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may email Karen.Mohn@nottinghamadvisors.com to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed in Item 5 (above), Nottingham Advisors may recommend that investment management clients utilize the brokerage, clearing and/or custodial services of *Financial Institutions*.

Factors which Nottingham Advisors considers in recommending a broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Certain broker-dealers may also enable Nottingham Advisors to obtain many mutual funds and ETFs without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by a broker-dealer recommended by Nottingham Advisors may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Nottingham Advisors' clients comply with Nottingham Advisors' duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Nottingham Advisors determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Nottingham Advisors seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions. Transactions may also be cleared through other Financial Institutions with whom Nottingham Advisors and the Financial Institutions have entered into agreements for prime brokerage clearing services.

Individual transactions involved in the overall maintenance of a client account (new account, liquidations, addition/withdrawal, etc.) will typically be effected independently. If Nottingham Advisors decides to purchase or sell the same securities for several clients at approximately the same time, Nottingham Advisors may (but is not obligated to) combine or "block" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Nottingham Advisors' clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Trades may be combined both at the individual custodian level, but also across multiple custodians.

For large scale trades affecting multiple accounts across multiple custodians (usually resulting from a change in a model), Nottingham Advisors may "step out" trades in order to utilize the services of a single

executing broker-dealer in an effort to achieve best execution. By using a single executing broker-dealer, clients may benefit from access to additional sources of liquidity (hidden reserves/dark pools, primary market), lower delay costs, less information leakage, and minimized price dispersion. In addition to any trading fees charged by a client's custodian, a commission may be charged by the executing broker-dealer and included in the executed price ("net") as part of the "step out" trade process.

Under this "blocking" procedure (either at a single custodian or across many), transactions will generally be averaged as to price and allocated among Nottingham Advisors' clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Nottingham Advisors determines to aggregate client orders for the purchase or sale of securities, including securities in which Nottingham Advisors' *Supervised Persons* may invest, Nottingham Advisors generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Nottingham Advisors does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Nottingham Advisors determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Nottingham Advisors may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Nottingham Advisors in its investment decision-making process. Such research generally will be used to service all of Nottingham Advisors' clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Nottingham Advisors does not have to produce or pay for the products or services.

The client may direct Nottingham Advisors in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Nottingham Advisors will not seek better execution services or prices from other *Financial Institutions* or be able to “batch” client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Nottingham Advisors (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Nottingham Advisors may decline a client’s request to direct brokerage if, in Nottingham Advisors’ sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Nottingham Advisors periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

Software and Support Provided by Financial Institutions

Nottingham Advisors may receive from the *Financial Institutions*, without cost to Nottingham Advisors, computer software and related systems support, which allow the firm to better monitor client accounts maintained at that broker-dealer. Nottingham Advisors may receive the software and related support without cost because Nottingham Advisors renders investment management services to clients that maintain assets at the *Financial Institutions*. The software and related systems support may benefit Nottingham Advisors, but not its clients directly. In fulfilling its duties to its clients, Nottingham Advisors endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Nottingham Advisors’ receipt of economic benefits from the *Financial Institutions* creates a conflict of interest since these benefits may influence Nottingham Advisors’ choice of one broker-dealer over another that does not furnish similar software, systems support, or services.

Receipt of Soft Dollars

Nottingham Advisors may be offered other non-monetary benefits by broker-dealers that it may engage to execute securities transactions on its clients’ behalves. Specifically, Nottingham Advisors has an arrangement in place with Credit Suisse Securities (USA) LLC (“*Credit Suisse*”) and WallachBeth Capital LLC (“*WallachBeth*”), whereby the firm directs certain of its client brokerage commissions to *Credit Suisse* and *WallachBeth*, which in turn pay for a suite of research and pricing services provided by Bloomberg Finance L.P. *Credit Suisse* also pays for Nottingham Advisors’ use of the Morningstar Direct Program, and Strategas for investment research. Additionally, through *Credit Suisse*, Nottingham Advisors has elected to pay for one-third (1/3) of the cost of Advent Axys/Moxy portfolio management and trading software platform. Axys/Moxy provides the firm with tools via its pricing, asset allocation and trade execution information.

In addition, the firm also directed brokerage to UBS Financial Services, Inc., Merrill Lynch & Co., Inc., and Morgan Stanley.

The availability of these benefits may influence Nottingham Advisors to select one broker over another, based on Nottingham Advisors' interest, rather than on client's interests in receiving most favorable execution. Nevertheless, Nottingham Advisors ensures the fees and costs for services provided to clients by brokers offering these benefits are not materially greater than they would be if the services were performed by brokers not offering these services. These services may fall outside the safe harbor provided in Section 28(e) of the Securities Exchange Act of 1934.

The use of brokerage commissions to obtain research products and/or other services and to pay for other non-research services creates a conflict of interest because clients pay for such products and services that are not exclusively for the benefit of clients and may be primarily or exclusively for the benefit of Nottingham Advisors.

Item 13. Review of Accounts

Account Reviews

Nottingham Advisors monitors the portfolios of its investment management clients as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by one or more of the firm's investment adviser representatives. All clients are encouraged to discuss their needs, goals, and objectives with Nottingham Advisors and to keep Nottingham Advisors informed of any changes thereto. All investment advisory clients receiving services outside of a subadvisory arrangement are contacted by Nottingham Advisors at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in its clients' financial situations and/or investment objectives.

General Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Nottingham Advisors provides investment advisory services may also receive reports from Nottingham Advisors from time to time that include relevant account and/or market-related information (e.g., an inventory of account holdings, account performance, etc.). Clients should compare the account statements they receive from their custodian with those they receive from Nottingham Advisors.

Item 14. Client Referrals and Other Compensation

Outside Economic Benefit

Nottingham Advisors is required to disclose any arrangement under which it receives an economic benefit from a third-party, who is not a client of the firm, for providing advisory services. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12 (above).

Client Referrals

Nottingham Advisors is required to disclose any arrangement under which it directly or indirectly compensates a third-party for client referrals. The firm maintains relationships with several outside solicitors whereby it provides compensation for client referrals.

If a client is introduced to Nottingham Advisors by either an unaffiliated or an affiliated solicitor, Nottingham Advisors may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee is paid solely from Nottingham Advisors' investment management fee, and does not result in any additional charge to the client. If the client is introduced to Nottingham Advisors by an unaffiliated solicitor, the solicitor provides the client with a copy of Nottingham Advisors' Disclosure Brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of Nottingham Advisors discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Nottingham Advisors' written disclosure brochure at the time of the solicitation.

Item 15. Custody

Nottingham Advisors' *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Nottingham Advisors through such *Financial Institution* to debit the client's account for the amount of Nottingham Advisors' fee and to directly remit that management fee to Nottingham Advisors in accordance with applicable custody rules.

The *Financial Institutions* recommended by Nottingham Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Nottingham Advisors. In addition, as discussed in Item 13, Nottingham Advisors may also send supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Nottingham Advisors.

Item 16. Investment Discretion

Nottingham Advisors generally retains the authority to exercise discretion on behalf of clients. Nottingham Advisors is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Nottingham Advisors is given this authority through a power-of-attorney included in the agreement between Nottingham Advisors and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Nottingham Advisors takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

Item 17. Voting Client Securities

Nottingham Advisors may accept the authority to vote securities on its client's behalf. For these situations, the firm generally utilizes the independent proxy voting services of Broadridge Financial Solutions, Inc. (hereinafter "*Broadridge*"). Proxies are voted directly by *Broadridge* in a manner that is consistent with its Proxy Voting Guidelines, which have been adopted by Nottingham Advisors and are hereby incorporated by reference. Nottingham Advisors' Chief Compliance Officer is responsible for monitoring the proxy voting process and ensuring that all such votes are cast in a manner that is both timely and consistent with its clients' best interests.

Item 18. Financial Information

Nottingham Advisors is not required to disclose any financial information pursuant to this Item due to the following:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.



NOTTINGHAMADVISORS
ASSET MANAGEMENT

Prepared by:



MARKETCOUNSEL®
The Adviser's Advisor®