

Form ADV Part 2A
Investment Advisor Brochure



Cover Page

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This Form ADV Part 2A (Investment Advisor Brochure) gives information about the investment advisor and its business for the use of clients and prospective clients. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about our firm is available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Any current year material changes to this ADV Brochure will be provided as a separate document to clients who have received previous versions of the brochure.

Table of Contents

| | |
|---|-----------|
| Cover Page | 1 |
| Material Changes | 2 |
| Table of Contents | 3 |
| Advisory Business | 4 |
| Fees and Compensation | 5 |
| Performance-Based Fees And Side-By-Side Management..... | 6 |
| Types of Clients | 6 |
| Methods of Analysis, Investment Strategies, and Risk of Loss..... | 7 |
| Disciplinary Information | 8 |
| Other Financial Industry Activities and Affiliations | 8 |
| Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading | 9 |
| Brokerage Practices | 10 |
| Review of Accounts | 11 |
| Client Referrals & Other Compensation | 11 |
| Custody | 12 |
| Investment Discretion | 12 |
| Voting Client Securities | 12 |
| Financial Information..... | 12 |

Advisory Business

Advisory Firm

ECA has been providing investment advisory services since 1986. Edward S. Crooks is the founder and President and has been in the financial services industry since 1971. Brian D. Selby has been in the financial services industry since 1982. In 1997, Brian acquired 30% of ECA from Ed.

On April 30, 2011, Ed and Brian merged ECA into Counsel Financial, LLC. Counsel Financial, LLC now owns 100% of both ECA and Counsel Trust Company. Together Ed (50.203%) and Brian (21.737%) now own 71.939% of Counsel Financial, LLC.

The primary reasons for this merger are to provide continuity of ownership and goals, streamline marketing efforts, provide staff and portfolio management continuity, remove potential conflicts of interests, enable succession and simplify accounting and audit controls.

As of December 31, 2014, ECA had \$508 million of assets under management/supervision on a discretionary basis. Including Ed and Brian, there are six Investment Advisor Representatives (IA Reps) responsible for managing client portfolios.

Advisory Services

ECA provides investment management services to individuals, foundations and endowments, trusts, estates, pensions, 401(k), profit sharing plans and institutions. Investment management is provided primarily through a customized asset allocation plan. We believe asset allocation is the best method to achieve consistent long term returns and provide a framework to manage risk. This applies to clients with conservative as well as higher growth objectives.

Services are based on the individual needs of the client. An initial interview for data gathering is undertaken to determine the client's financial situation, investment objectives and goals. Clients have the ability to leave standing instructions with the IA Rep to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities. It is the client's responsibility to notify the IA Rep at any time there are changes. Clients may call at any time during normal business hours to discuss directly with the IA Rep about the client's account, financial situation, or investment needs. Clients will receive statements from the custodian firm monthly, quarterly and/or annually, containing a description of all account activity and listing all assets. In addition to custodial statements, ECA prepares quarterly performance reports for most clients.

ECA can provide financial plans consistent with the individual client's financial and tax status and risk/reward objectives. Plans may be comprehensive, or segmented and focused on investments, insurance, taxes, and/or estate plans.

Fees and Compensation

Advisory Fee Schedule

Fees for investment management services are computed at an annualized percentage of assets under management on a sliding scale. For certain relationships, multiple portfolios can be linked together for purposes of calculating the fee. Individual situations can vary and in such cases the fees are negotiable.

| <u>\$ Portfolio(s) Size</u> | <u>Annual %</u> |
|--|-----------------|
| 0 - 1,000,000 | 1.00% |
| 1,000,001 - 2,000,000 | .75% |
| 3,000,001 - 5,000,000 | .60% |
| 5,000,000 + | .50% |
| Special analysis for accounts over \$10 million. | |

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer firm. See the section heading Brokerage Practices for more information.

Fee Computation

The fee will be taken monthly where the custodian can calculate ECA's fee, charge the account and remit directly to ECA. If the custodian can not calculate the fee, ECA will submit an invoice to the custodian on a quarterly basis. The fee is assessed and charged based on the last day of the month or quarter. The first payment will be assessed pro rata in the event the Agreement is executed at any time other than the first day of the current month or calendar quarter.

Client will authorize the custodian holding the investments to deduct ECA's advisory fees direct from the client account. The custodian will provide periodic account statements to the client. Such statements will reflect all fee withdrawals by ECA. It is the client's responsibility to verify the accuracy of the fee calculation.

Investment management services will continue until either party terminates the Agreement on 30 days written notice. The client will be charged for fees due on a pro-rata basis if termination occurs prior to the end of a month or calendar quarter,

Other Compensation

Several IA Reps are also Registered Representatives of Mid Atlantic Capital Corporation, a broker/dealer firm, and as such may receive commission based compensation for the sale of securities and other investment products. Mutual funds recommended under advisory services will be "no-load" or "load-waived" if possible. In addition to fees paid for advisory services, clients pay additional fees on their mutual fund investments because the mutual funds also pay advisory and/or management fees to an investment advisor.

For certain special projects, and in place of the market value fee, ECA may charge a fee of \$125 per hour.

Performance-Based Fees and Side-By-Side Management

ECA does not charge performance-based fees.

Types of Clients

ECA provides investment advisory services to individuals, foundations and endowments, trusts, estates, pension, 401(k) and profit sharing plans. ECA also provides research and investment management services to Counsel Trust Company.

ECA does not have a stated minimum account size or charge a minimum annual fee.

Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

While ECA generates some of its own research on managers, individual securities and alternative investments, its primary source of research comes from top investment advisers and consulting firms around the country.

- ECA retains Fund Evaluation Group (FEG) for economic and market analysis, research and recommendations on asset allocation, managers and specific investments (including alternatives). ECA can pool funds for alternative investments through FEG which provides clients access to funds or managers they or ECA could not reach on their own.
- ECA obtains economic and market analysis, and individual security analysis from top investment adviser firms. These firms are analyzed and monitored by both ECA and FEG and selected based on a variety of quantitative and qualitative factors. Different managers are selected for different sectors of the market for which they have demonstrated particular expertise. These managers are hired to manage private funds and can also manage separate account portfolios for certain clients.

Investment Strategy

Asset allocation strategy is determined with research developed by ECA and FEG. Once the strategy is determined, the specific investment vehicles to be used are researched and agreed upon. The IA Reps then apply the allocation strategy into the portfolio based on the individual client needs and objectives.

On-going the portfolio is managed using active asset allocation, where the allocation among the asset classes and sectors are increased or decreased to take risks where you are adequately compensated.

We take a global view to increase opportunities using both active and passive investments. The active investments provide an opportunity for skillful managers to add additional value to portfolios. The portfolios are constructed using individual stocks and bonds, ETF's, mutual funds, private funds, and alternative investments.

Risk

While there are risks in all types of investments, ECA's process of active asset allocation is designed to mitigate risks through diversification. We first diversify by asset class, then by sectors using investments that are not highly correlated with each other.

Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. ECA does not have any disclosure items.

Other Financial Industry Activities and Affiliations

Counsel Trust Company (CTC)

ECA uses Counsel Trust Company (CTC) as its primary custodian. CTC is a private, wholly owned subsidiary of Counsel Financial LLC (CFC). Counsel Financial, LLC owns 100% of both ECA and Counsel Trust Company.

Edward Crooks and Brian Selby, IA Reps of ECA, started CFC primarily to provide custodial/Trustee services to ECA clients. Ed and Brian are majority owners of CFC. Together Ed (50.203%) and Brian (21.737%) own 71.939% of Counsel Financial, LLC. Investment Advisor Reps David Dolan, David Wells, Geoffrey Platt and Brandon Crooks also own stock of CFC. Ed Crooks, Brian Selby and Dave Dolan serve on the Board of CTC and CFC.

Since a conflict exists due to the common ownership, the client signs separate agreements for ECA and CTC. Separate fees are charged and are reflected on the statements. ECA and CTC share facilities and other office resources. ECA and CTC maintain separate records and obtain separate audits.

Mid Atlantic Capital Corporation (MACC)

Several IA Reps of ECA are associated with MACC as Registered Representatives. MACC is a general securities broker/dealer having membership in the Financial Industry Regulatory Authority (FINRA/SIPC). MACC is a wholly-owned subsidiary of Mid Atlantic Capital Group, Inc., a diversified financial services company engaged in the investment management business, and design and sale of investment products. IA Reps may recommend securities, asset management, or insurance products offered by MACC or its affiliates. If clients purchase these products through us, we will receive the normal commissions or fees. Thus, a conflict exists between our interests and those of advisory clients. The client is under no obligation to purchase products recommended through MACC.

Several IA Reps of the firm maintain an insurance license through MACC. If clients purchase insurance products through us, we receive the normal commissions. Thus a conflict of interest exists between our interests and those of advisory clients. The client is under no obligation to purchase insurance products recommended through us or through these insurance companies.

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

Code of Ethics

ECA maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of all personnel and requires compliance with federal securities laws. The code addresses such issues as personal securities trading, gifts and entertainment, and confidentiality. The Code is designed to ensure that the high ethical standards long maintained by ECA continue to be applied. Clients may request a copy of the Code of Ethics.

Participation or Interest in Client Transactions

From time to time, some of the IA Reps may recommend to their clients, the purchase of limited partnerships or other investments that are sponsored by ECA or an affiliated company. This would be when the recommendation is suitable for the client and meets their investment objectives. Clients are not obligated to purchase these funds. ECA's IA Reps may invest in these same investments with clients. In this case, investments for clients and IA Reps are pooled together and purchased at the same time.

Personal Trading

At times, IA Reps may take positions in the same investments as clients. We will try to avoid conflicts with clients. We will not violate our fiduciary responsibilities to our clients. Trading shortly ahead of clients is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Brokerage Practices

Selection or recommendation of broker/dealers

Registered IA Reps can use CTC or MACC as custodian for client accounts. IA Reps who are not registered use CTC as custodian. Trades for clients using MACC as custodian must be executed through the MACC trading desk. Trades for accounts using CTC can be executed through the CTC trading system or the MACC trading desk. The choice for trades is determined by the IA Rep based on several factors including, size and type of trade, type of security, and fee arrangement with client.

ECA can obtain discounts on brokerage commissions and may trade bonds through other brokers in order to seek best execution or purchase bonds not available through MACC.

MACC also offers various sponsored products and services, including wrap programs, for accounts using MACC for custody services. Clients must sign separate documents for any MACC products and services.

Soft Dollar Practices

ECA does not receive compensation from any brokerage firm in the form of research, products or services (“soft dollars”). When a firm uses client brokerage commissions to obtain soft dollars, the firm receives a benefit by not having to produce or pay for such items. ECA does not engage in this practice.

Client Referrals from Brokers

ECA has not received any referrals from broker/dealers. If they do, ECA would be under no obligation to direct trades to the referring broker/dealer. ECA would execute trades the same as it does for all other clients.

Directed Brokerage

ECA does not offer client directed brokerage services.

Trade Aggregation

While individual client management is provided to each account, client trades may be executed as a block trade. ECA encourages its existing and new clients to use CTC as custodian. Only accounts in the custody of CTC would have the opportunity to participate in aggregated securities transactions. The executing broker will be informed that the trades are for the account of ECA’s clients. No account within the block trade will be favored over any other account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and ECA will not aggregate a client's order if in a particular instance ECA believes that aggregation would cause the client's cost of execution to be increased. CTC will be notified of the amount of each trade for each account. IA Reps may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

Review of Accounts

ECA monitors the individual investments each day the market is open. Most client accounts are reviewed quarterly by the client's IA Rep. Portfolio performance is reviewed, at minimum, on a quarterly basis. Market conditions that might cause a wide variance in the specified asset allocation, or other factors could cause a more frequent review.

IA Reps meet routinely to discuss economic and market conditions, the actions of the managers we follow and recommendations and thoughts of FEG. The Chief Compliance Officer ensures that the IA Reps complete a formal review of their accounts within 30 days of funding and then annually via a Compliance Services Program which is then reviewed and approved by management.

All clients receive standard account statements from the custodian at least quarterly. Most clients also receive a quarterly performance report from ECA.

Client Referrals & Other Compensation

Referral Fees Paid

ECA may compensate for client referrals. A solicitor's agreement would be signed in compliance with the Investment Advisers Act of 1940. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement.

Referral Fees Received

ECA may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. ECA does not receive any referral fees and the client is under no obligation to use the services of the other Advisor(s) recommended.

Custody

Clients will receive account statements directly from the custodian. Statements are available on a monthly, quarterly and annual basis. Clients are urged to compare custodial account statements against any reports prepared by ECA for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Investment Discretion

ECA maintains full discretion to manage client portfolios as provided in the Investment Agreement. ECA will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the “Fee” clause in the Agreement with the client.

Voting Client Securities

Unless agreed to otherwise, clients of ECA are responsible for: (1) voting proxies, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client’s investment assets.

If the client is also a trust client of Counsel Trust Company, they have several options to vote proxies. SEI is the Custodian for Counsel Trust Company. SEI uses Broadridge Investor Communications Solutions as their proxy vendor. Clients have the choice of voting their own proxies, having Counsel Trust (SEI/Broadridge) vote all proxies, or have Counsel Trust Company vote all proxies except for specific proxies which the client wishes to vote.

In the event that the client uses a custodian other than Counsel Trust Company/SEI and directs ECA to vote proxies, ECA will utilize the services provided by Counsel Trust Company, and consistent with the recommendation of Broadridge Investor Communication Solutions.

Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met, if there is a financial condition likely to impair the ability to meet contractual commitments, or if a bankruptcy within the past ten years. ECA does not have any disclosure items in this section.