

Disclosure Brochure

December 21, 2018



This brochure provides information about the qualifications and business practices of EPIQ Partners, LLC (hereinafter "EPIQ"). If you have any questions about the contents of this brochure, please contact Bruce Langer at (612) 843-4800.

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 EPIQ Partners, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

EPIQ Partners, LLC is a state registered investment adviser. Registration does not imply any level of skill or training.

2919 Knox Avenue South, Suite 200, Minneapolis, MN 55408 | (612) 843-4800
www.epiqpartnersllc.com

Item 2. Material Changes

The material changes in this brochure from the last annual updating amendment of EPIQ Partners LLC on March 19, 2018 are described below. Material changes relate to EPIQ Partners LLC policies, practices or conflicts of interests only.

- EPIQ Partners LLC has updated types of advisory services (Item 4).
- EPIQ Partners LLC has updated brokerage practices (Item 12).
- EPIQ Partners LLC does not compensate non-advisory personnel (solicitors) for client referrals. (Item 14)

Item 3. Table of Contents

Firm Disclosure Brochure

Item 1.	Cover Page	i
Item 2.	Material Changes	ii
Item 3.	Table of Contents	iii
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation	5
Item 6.	Performance-Based Fees and Side-by-Side Management	7
Item 7.	Types of Clients.....	7
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9.	Disciplinary Information	9
Item 10.	Other Financial Industry Activities and Affiliations	10
Item 11.	Code of Ethics	10
Item 12.	Brokerage Practices	11
Item 13.	Review of Accounts.....	13
Item 14.	Client Referrals and Other Compensation	13
Item 15.	Custody	14
Item 16.	Investment Discretion.....	14
Item 17.	Voting Client Securities	15
Item 18.	Financial Information	15
Item 19.	Requirements for State Registered Investment Advisors	16

Item 4. Advisory Business

EPIQ (also referred to as the “firm”) is a comprehensive investment counseling firm for individuals, families, and related business entities. The firm provides its clients with investment consulting, portfolio management, and solution driven advice. Prior to engaging EPIQ to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with EPIQ setting forth the terms and conditions under which EPIQ renders its services (collectively the “*Agreement*”).

EPIQ began conducting advisory business in September 2012 and is currently owned by Bruce Langer and Daniel Aronson. As of December 2017, EPIQ had \$ 136,773,700 in assets under management, \$ 117,954,600 of which was managed on a discretionary basis and \$ 18,819,100 of which was managed on a non-discretionary basis.

This Disclosure Brochure describes the business of EPIQ. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of EPIQ’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on EPIQ’s behalf and is subject to EPIQ’s supervision or control.

Consulting Services

EPIQ provides clients with a broad range of comprehensive consulting services. The firm takes a consultative approach to understand the client’s objectives and constraints. These services are tailored to the needs of the client but will include running cash flow projections to determine appropriate strategies for investment management.

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

Investment Management Services

Clients can engage EPIQ to manage all or a portion of their assets on a discretionary or non-discretionary basis. As further discussed in response to Item 8, EPIQ primarily allocates clients’ investment management assets among individual debt and equity securities and/or options, mutual funds, exchange-traded funds (“ETFs”) and private investments, in accordance with the investment objectives of the client. EPIQ also provides advice regarding other types of investments.

Clients are advised to promptly notify EPIQ if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon EPIQ'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, in EPIQ's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Sponsor / Manager of Wrap Program

EPIQ is not the sponsor or manager of a wrap fee program.

Item 5. Fees and Compensation

EPIQ offers its services on a fixed fee basis.

Consulting Fees

EPIQ charges a fixed fee for consulting services, which generally range from \$1,000 - \$25,000. These fees are agreed to and depend upon the level and scope of the services and the professional rendering of the consulting services. If the client engages EPIQ for additional investment advisory services, EPIQ may offset all or a portion of its fees for those services based upon the amount paid for the consulting services. Prior to engaging EPIQ to provide consulting services, the client is required to enter into a written agreement with EPIQ setting forth the terms and conditions of the engagement. Generally, EPIQ requires one-half of the consulting fee payable upon entering the written agreement. The balance is due upon completion of the agreed upon services.

Investment Management Fee

EPIQ provides investment management services for an annual fixed fee, which is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. EPIQ does not, however, receive any portion of these commissions, fees, and costs. EPIQ's annual fee is prorated and charged quarterly in advance. The annual fee varies depending upon the type of investment management services to be rendered.

EPIQ, in its sole discretion, may communicate to charge a reduced 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, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), EPIQ recommends that clients utilize the brokerage and clearing services of an independent broker-dealer for investment management accounts.

EPIQ may only implement its investment management recommendations after the client has arranged for and furnished EPIQ with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include but are not limited to any broker-dealers recommended by EPIQ, broker-dealers directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial 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 in the account, which are disclosed in the 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, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to EPIQ's fee.

EPIQ's *Agreement* and the separate agreement with any *Financial Institutions* authorize EPIQ to debit the client's account for the amount of EPIQ's fee and to directly remit that management fee to EPIQ. Any *Financial Institutions* recommended by EPIQ 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 EPIQ. Alternatively, clients may elect to have EPIQ 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 EPIQ and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. EPIQ's 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 EPIQ's right to terminate an account. Additions may be in cash or securities provided that EPIQ 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 EPIQ, subject to the usual and customary securities settlement procedures. However, EPIQ designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. EPIQ 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.

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

EPIQ does not provide any services for 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.

Item 7. Types of Clients

EPIQ provides its services to individuals and their family related entities, which include pension and profit-sharing plans, trusts, estates, and charitable organizations.

Minimum Fee

As a condition for starting and maintaining a relationship, EPIQ imposes a minimum quarterly fee of \$1,500. This minimum fee may have the effect of making EPIQ's service impractical for certain clients. EPIQ, in its sole discretion, may waive its minimum quarterly fee 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, account retention, and *pro bono* activities.

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

Methods of Analysis and Investment Strategies

EPIQ begins its investment process by taking an assessment of the client's individual goals, specifically focusing on what is important to the individual client. In order to develop an asset management roadmap, the firm begins with a customized plan to determine the appropriate investment allocation. The firm generally manages client assets through one or more of its proprietary models.

- EPIQ Appreciation is a concentrated equity strategy focused on total return. EPIQ Appreciation generally consists of 15-20 individual securities, plus mutual funds and ETFs (both actively and passively managed). The firm may utilize related equity options within this strategy. Additionally, private investment opportunities may be recommended when appropriate.
- EPIQ Income is a concentrated strategy focused on current income as a substantial portion of total return. EPIQ Income will generally hold 15-20 individual income producing securities (i.e. dividend paying equities, corporate debt, and convertible debt), plus mutual funds and ETFs (both actively and passively managed). As appropriate, the firm may incorporate the use of an equity option strategy to reduce portfolio risk. Additionally, private investment opportunities may be recommended when appropriate.
- EPIQ Preservation aims to preserve value and maintain purchasing power while minimizing risk. EPIQ Preservation will generally hold high quality corporate debt, government and agency debt and bonds either through individual issues or through pooled investments such as mutual funds or ETFs. Additionally, private investment opportunities may be recommended when appropriate.

Risks of Loss

Market Risks

The profitability of a significant portion of EPIQ's 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 EPIQ will be able to predict those price movements accurately.

Mutual Funds and Exchange Traded Funds (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 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/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.

Private Securities

Alternative investment products, including private real estate, private credit, private equity and private pooled investment vehicles, involve a high degree of risk, often participate in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent. Often, alternative investments are concentrated and lack diversification, resulting in higher risk of loss. There is often no secondary market for an investor’s interest in alternative investments, and none should be expected to develop.

There may be restrictions on transferring interests in any alternative investment. Alternative investment performance can be volatile. An investor could lose all or a substantial amount of his or her investment.

Management Through Similarly Managed Accounts

EPIQ generally manages portfolios by allocating portfolio assets among various securities on a discretionary or non-discretionary basis using one or more of its proprietary investment strategies (collectively referred to as “*investment strategy*”). In so doing, EPIQ buys, sells, exchanges and/or transfers securities based upon the *investment strategy*.

EPIQ’s management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

Securities in the *investment strategy* may be exchanged and/or transferred without regard to a client’s individual tax ramifications. Certain investment opportunities that become available to EPIQ’s clients may

be limited. As further discussed in response to Item 12B (below), EPIQ allocates investment opportunities among its clients on a fair and equitable basis.

General Risk of Loss

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

Item 9. Disciplinary Information

EPIQ 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. EPIQ does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

EPIQ is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. EPIQ does not have any required disclosures to this Item.

Item 11. Code of Ethics

EPIQ and persons associated with EPIQ ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with EPIQ's policies and procedures.

EPIQ 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*"). EPIQ's *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by EPIQ or any of its associated persons. The *Code of Ethics* also requires that certain of EPIQ's 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.

When EPIQ is engaging in or considering a transaction in any security on behalf of a client, no *Access Person* may affect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) a transaction in that security unless:

- ☐ the transaction has been completed;
- ☐ the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- ☐ a decision has been made not to engage in the transaction for the client.

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, including repurchase agreements; (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.

This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the

markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact EPIQ to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

Brokerage and custody services are at the sole decision of the client, but EPIQ recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") for investment management accounts.

Factors which EPIQ considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables EPIQ to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

The commissions paid by EPIQ's clients comply with EPIQ's 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 EPIQ 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. EPIQ seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

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

The client may direct EPIQ 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 EPIQ 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 EPIQ (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, EPIQ may decline a client's request to direct brokerage if, in EPIQ's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client will be affected independently, unless EPIQ decides to purchase or sell the same securities for several clients at approximately the same time. EPIQ may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or

to allocate equitably among EPIQ's client's differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among EPIQ's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that EPIQ determines to aggregate client orders for the purchase or sale of securities, including securities in which EPIQ's *Supervised Persons* may invest, EPIQ 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. EPIQ does not receive any additional compensation or remuneration as a result of the aggregation. In the event that EPIQ 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, EPIQ may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vii) 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 EPIQ in its investment decision-making process. Such research generally will be used to service all of EPIQ's 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 EPIQ does not have to produce or pay for the products or services.

From time to time EPIQ may conduct cross trading between client accounts for the benefit of those clients. This occurs primarily when one client is in need of liquidity and another client could benefit from purchasing that client's security holding(s). Securities bought and sold for a cross trade are priced and executed by an independent, third-party brokerage firm. The executing brokerage firm will likely charge those clients a trading fee and/or earn a fee by collecting a spread between the security seller's price and security purchaser's price. When cross trading occurs EPIQ does not receive fees or any other compensation from its clients or executing brokers, including soft dollars.

Software and Support Provided by Financial Institutions

EPIQ may receive from *Schwab*, without cost to EPIQ, computer software and related systems support, which allow EPIQ to better monitor client accounts maintained at *Schwab*. EPIQ may receive the software and related support without cost because EPIQ renders investment management services to clients that maintain assets at *Schwab*. The software and support is not provided in connection with securities

transactions of clients (i.e. not “soft dollars”). The software and related systems support may benefit EPIQ, but not its clients directly. In fulfilling its duties to its clients, EPIQ endeavors at all times to put the interests of its clients first. Clients should be aware, however, that EPIQ’s receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence EPIQ’s choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, EPIQ may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom EPIQ provides investment management services, EPIQ monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom EPIQ provides consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of EPIQ’s investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with EPIQ and to keep EPIQ informed of any changes thereto. EPIQ contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

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 EPIQ provides investment advisory services will also receive a report from EPIQ that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from EPIQ.

Those clients to whom EPIQ provides consulting services will receive reports from EPIQ summarizing its analysis and conclusions as requested by the client or as otherwise agreed to in writing by EPIQ.

Item 14. Client Referrals and Other Compensation

EPIQ is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, EPIQ is required to disclose any direct or indirect compensation that it provides for client referrals.

EPIQ does not compensate non-advisory personnel (solicitors) for client referrals.

Item 15. Custody

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

The *Financial Institutions* recommended by EPIQ 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 EPIQ. In addition, as discussed in Item 13, EPIQ also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from EPIQ.

Custody is also disclosed in Form ADV because in some cases EPIQ has authority to transfer money from a client account to a third party, as specified by a client-authorized standing letter of authorization (SLOA). EPIQ will meet the seven circumstances as outlined by the SEC in order to avoid the Custody Rule's annual surprise exam requirement.

Item 16. Investment Discretion

EPIQ may be given the authority to exercise discretion on behalf of clients. EPIQ is considered to exercise investment discretion over a client's account if it can affect transactions for the client without first having to seek the client's consent. EPIQ is given this authority through a power-of-attorney included in the agreement between EPIQ and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). EPIQ 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 broker-dealer that executes trades (in the case of a prime brokerage relationship).

Item 17. Voting Client Securities

EPIQ may vote client securities (proxies) on behalf of its clients. When EPIQ accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in EPIQ's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in EPIQ's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact EPIQ to request information about how EPIQ voted proxies for that client's securities or to get a copy of EPIQ's Proxy Voting Policies and Procedures. A brief summary of EPIQ's Proxy Voting Policies and Procedures is as follows:

- EPIQ has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will vote proxies according to EPIQ's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.

- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, EPIQ devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct EPIQ's vote on a particular solicitation but can revoke EPIQ's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that EPIQ maintains with persons having an interest in the outcome of certain votes, EPIQ takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

EPIQ does not require or solicit the prepayment of more than \$500 in fees six months or more in advance. In addition, EPIQ is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. EPIQ has no disclosures pursuant to this Item.

Item 19. Requirements for State Registered Investment Advisors

Principal Executive Officers and Management Persons

Below is the formal education and business background of each of EPIQ's principal executive officers and management persons:

BRUCE J. LANGER

Born 1971

Post-Secondary Education

University of Minnesota | B.S., Business, Accounting | 1993

Recent Business Background

EPIQ Partners, LLC | Managing Member | September 2012 – Present

Tealwood Asset Management, Inc. | Vice President and Investment Officer | April 2006 – September 2012

Trison Capital, LLC | Founder | April 2005 – Present

DANIEL ARONSON

Born 1966

Post-Secondary Education

Skidmore College | B.A., Music | 1989

Recent Business Background

EPIQ Partners, LLC | Managing Member | September 2012 – Present

Commonwealth Investors LLC | Managing Member | May 2008 - Present

Tealwood Asset Management | January 2007 – January 2011, Representative | January 2011 – September 2012, Principal

None of the *Supervised Persons* of EPIQ are compensated for advisory services with performance-based fees. In addition, neither EPIQ nor its management persons have been the subject of the type of disciplinary event in the instructions to Item 19. Neither EPIQ nor any of its *Supervised Persons* have a relationship or arrangement with any issuers of securities not disclosed in response to Item 10 (above).