

**Part 2A of Form ADV: Firm Brochure**

Item 1 Cover Page

**Bright Rock Capital Management LLC**

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Bright Rock is a registered investment advisor that is a wholly owned subsidiary of Rockland Trust Co.

This Brochure provides information about the qualifications and business practices of Bright Rock Capital Management LLC. If you have any questions about the contents of this Brochure, please contact us at (781) 982-6571. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Bright Rock Capital Management LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Bright Rock Capital Management LLC is 152820.

Bright Rock Capital Management LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

February 28, 2019

## Item 2 Material Changes

There have been no material changes to the substance of the information provided.

### Item 3 Table of Contents

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Item 4 Advisory Business .....	4
Item 5 Fees and Compensation .....	6
Item 6 Performance-Based Fees and Side-By-Side Management .....	8
Item 7 Types of Clients .....	9
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9 Disciplinary Information .....	13
Item 10 Other Financial Industry Activities and Affiliations .....	14
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	15
Item 12 Brokerage Practices .....	17
Item 13 Review of Accounts .....	19
Item 14 Client Referrals and Other Compensation .....	20
Item 15 Custody .....	21
Item 16 Investment Discretion .....	22
Item 17 Voting Client Securities .....	23
Item 18 Financial Information .....	24
Item 19 Requirements for State-Registered Advisers .....	25

## Item 4 Advisory Business

### **Advisory Firm**

Bright Rock Capital Management, LLC is a wholly-owned subsidiary of Rockland Trust Company (“Rockland Trust”), which in turn is a wholly-owned subsidiary of Independent Bank Corp, a publicly-traded company. Rockland Trust is a Massachusetts trust company regulated by the Commissioner of Banks of the Commonwealth of Massachusetts. This Brochure and the firm’s documents refer to Bright Rock Capital Management, LLC variously as Bright Rock Capital Management, LLC, “the advisor,” “Bright Rock,” “Bright Rock Capital,” “BRCM,” “the firm” or “we.”

Bright Rock Capital has been in business since January 6, 2010.

### **Advisory Services**

We provide discretionary equity portfolio management services to two series of a registered investment company, Bright Rock Mid Cap Growth Fund and Bright Rock Quality Large Cap Fund (each a “Bright Rock Fund” and together the “Bright Rock Funds”), and to institutional and individual clients through separately-managed accounts (each a “Managed Account”). We primarily offer advice on equity securities, though for certain clients and under certain circumstances we may utilize the following instruments in your portfolio: corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, U.S. Government securities, and options contracts on securities. Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Bright Rock Capital may include in a Managed Account investments in the Bright Rock Funds. Because of the relationship between Bright Rock Capital and the Bright Rock Funds, we will not receive any compensation for doing so except to the extent that we receive management fees from all Bright Rock Fund investors in our capacity as Investment Manager for those funds. This asset will be excluded in the separately-managed account’s market value based fee calculation.

In general, we manage accounts on a discretionary basis, and may include both long-term and short-term investment strategies. A long-term investment strategy will typically involve investing in securities that are anticipated to grow in value over a relatively longer period of time. On the other hand, a short-term investment strategy will typically involve purchasing and selling securities within a relatively shorter period of time based on a security’s short-term price fluctuations.

### **Tailored Relationships**

Our investment advice is tailored to meet our client's individual needs and investment objectives. If you retain our firm for equity portfolio management services through a Managed Account, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather from our initial meeting to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. Once we construct an investment portfolio for you we will monitor your equity portfolio's performance on an ongoing basis, and will rebalance the equity portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary equity portfolio management services through a Managed Account, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization forms. You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

### **Wrap Fee Programs**

We do not participate in any wrap fee programs.

### **Assets Under Management**

As of February 28, 2019, we managed approximately \$296 million in client assets on a discretionary basis. We are not currently providing services on a non-discretionary basis.

## Item 5 Fees and Compensation

### **Managed Account Fees**

Our fee for Managed Account equity portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
On the first \$5 million	1.00%
On the next \$5 million	0.80%
On the next \$10 million	0.75%
On the next \$25 million	0.70%
On the balance	0.60%

Our annual portfolio management fee is billed and payable monthly in advance based on the value of your Managed Account on the last day of the previous quarter. If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

We will send you an invoice for the payment of our advisory fees, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. With regard to direct debiting, we will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. Although we will receive a duplicate copy of your account statements, we encourage you to review all statements received from the qualified custodian for accuracy. We encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian, please call our main office number located on the cover page of this Brochure.

You may terminate the portfolio management agreement upon five days written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client.

### **Additional Fees and Expenses Incurred by Managed Accounts**

As part of our investment advisory services provided to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You

will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by the mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to Item 12 of this Brochure.

### **Bright Rock Fund Fees**

The Mid Cap Growth Fund and the Quality Large Cap Fund each compensate the Adviser for its services at the annual rate of 0.75% and 0.65%, respectively, of its average annual net assets, payable on a monthly basis. We have agreed to limit each Bright Rock Fund's expense to 1.20% to 1.50% (depending on share class) of the percentage of average daily net assets of the Bright Rock Fund. We will pay to each Bright Rock Fund out of our management fees the amount of expenses in excess of such limits on a monthly basis.

The fees paid to us by each Bright Rock Fund are paid in accordance with the management agreement between each Bright Rock Fund and Bright Rock Capital.

### **Additional Fees and Expenses Incurred by Bright Rock Funds**

In addition to the fees and compensation described above, investors in the Bright Rock Funds are responsible for the fees, expenses, or charges described in the each Bright Rock Fund's prospectus. Such fees, expenses, and charges include, but are not limited to, fees incurred for legal, audit, and custodial services provided to the Bright Rock Funds and transactions effected for the Bright Rock Funds such as brokerage and execution charges, markups, and commissions. For additional information regarding brokerage and execution charges, please see Item 12 below.

Item 6      *Performance-Based Fees* and Side-By-Side Management

This item is not applicable as we do not charge our clients any performance-based fees.



Item 7      Types of *Clients*

We offer investment advisory services to the Bright Rock Funds, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

In general, we charge a minimum annual fee of \$3,000 to open and maintain a Managed Account. We may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum as well as to meet a lower fee threshold.

The minimum initial amount of investment in a Bright Rock Fund is \$100,000 for Institutional Class shares and \$5,000 for Investor Class shares. Subsequent investments in either share class may be made with a minimum investment amount of \$1,000.

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

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to our clients:

### **Methods of Analysis**

Fundamental Analysis – involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Quantitative Analysis—involves studying financial data for individual company's and aggregations of those companies and using both intra and inter-time period metrics to determine the relative value of stocks, industries, sectors, and markets.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon a client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. A client's restrictions and guidelines may affect the composition of the client's portfolio.

### **Investment Strategies**

Large-Cap Strategy: In selecting investments, our team seeks to identify high-quality businesses by applying a disciplined and rigorous bottom-up fundamental research process. Our team utilizes a proprietary, multi-factor quality screening methodology to determine whether a company meets our team's criteria for inclusion in the quality universe, including:

- Consistent history of earnings stability, reliability and growth
- Economic moat including intellectual property, proprietary products, processes or services and industry leadership
- Financial health including balance sheet, cash flow and profitability
- Executive team including experience and stewardship

Mid-Cap Growth Strategy: In selecting investments, our team seeks to identify companies with attractive earnings growth prospects. Investments are selected by applying our teams disciplined, bottom-up fundamental research process. Investments are made in companies our team believes have potential for growth in comparison to other companies in that particular company's industry

or market, and in light of certain characteristics, such as:

- Consistent history of stable earnings growth
- Distinct market advantages including proprietary products, processes, services and intellectual property
- Leading market positions in their industry
- Strong balance sheet
- Experienced management teams

### **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

The principal risks associated with our investment strategies (as described above) are:

*Preferred Stock Risk.* Preferred stock is subject to the risk that the dividend on the stock may be changed or omitted by the issuer, and that participation in the growth of an issuer may be limited.

*Convertible Securities Risk.* A convertible security is a fixed-income security (a debt instrument or a preferred stock) which may be converted at a stated price within a specified period of time into a certain quantity of the common stock of the same or a different issuer. The market value of a convertible security performs like that of a regular debt security, that is, if market interest rates rise, the value of the convertible security falls.

*Growth Stock Risk.* The prices of growth stocks may be more sensitive to changes in current or expected earnings than the prices of other stocks.

*Mid-Cap Company Risk.* Mid-capitalization companies may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, mid-sized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, mid-cap stocks may be more volatile than the stocks of larger companies.

*Value Stock Risk.* Value stocks may perform differently from the market as a whole and may continue to be undervalued by the market for long periods of time.

*Large-Cap Company Risk.* Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors. Also, large-cap companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion.

*Foreign Securities Risk.* The risks of investments in securities of foreign companies involve risks not generally associated with investment in the securities of U.S. companies, including risks relating to political, social and economic developments abroad and differences between U.S. and foreign regulatory requirements and market practices, including fluctuations in foreign currencies.

*Emerging Markets Risk.* The risk that countries in emerging markets are generally more volatile and can have relatively unstable governments, social and legal systems that do not protect shareholders, economies based on only a few industries, and securities markets that trade a small number of issues.

*Options and Futures Risk.* Options and futures may be more volatile than investments directly in the underlying securities, involve additional costs and may involve a small initial investment relative to the risk assumed. In addition, the value of an option or future may not correlate perfectly to the underlying securities index or overall securities markets.

*Short Sale Risk.* Short sale strategies are riskier than long investment strategies. Short selling of securities may result in a client's investment performance suffering if required to close out a short position earlier than intended.

Item 9      Disciplinary Information

Bright Rock Capital Management LLC has no legal or disciplinary events to report.

## Item 10 Other Financial Industry Activities and Affiliations

Bright Rock is a wholly owned subsidiary of Rockland Trust Co. and the investment adviser to the Bright Rock Quality Large Cap Fund and the Bright Rock Mid Cap Growth Fund.

### Broker-Dealer Registration

We do not have a registration or an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

### Futures, Commodity Pool Operator, Commodity Trading Advisor

We do not have a registration or an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### Related Person Arrangements

Neither Bright Rock Capital nor any of its management persons have any relationship or arrangement with a related person that is material to its advisory business or to its clients it has not otherwise disclosed.

### Arrangements with Other Investment Advisers

We do not recommend or select other investment advisers for our clients nor do we have any other business relationships with any other advisers that create a material conflict of interest.

## Item 11 Code of Ethics, Participation or Interest in *Client* Transactions and Personal Trading

### **Code of Ethics**

We have adopted a Code of Ethics (the “Code”) in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. A copy of the Code is available to clients upon request without charge. The purpose of the Code is to set forth certain key guidelines that have been adopted by Bright Rock Capital as office policy for the guidance of all personnel and to specify the responsibility of all employees to act in accordance with their fiduciary duty to our clients and to comply with applicable federal and state laws and regulations. The Code requires that all employees conduct themselves in accordance with high ethical standards, which should be premised on the concepts of integrity, honesty and trust, and in full compliance with all applicable federal and state laws and regulations concerning the securities industry. In addition to the personal trading requirements, the Code of Ethics also addresses the following areas:

- Confidential Information
- Material Non-Public Information
- Fiduciary Duty and Conflicts of Interest
- Unfair Treatment of Certain Clients vis-à-vis Others

### **Participation or Interest in Client Transactions**

Bright Rock Capital may solicit clients to invest in a Bright Rock Fund. Because of the relationship between Bright Rock Capital and the Bright Rock Funds, Bright Rock Capital could be considered to have recommended the investment as suitable for a Managed Account Client if such person should invest in a Bright Rock Fund. We will inform each Managed Account client of our relationship with a Bright Rock Fund prior to the client’s investment, but we do not intend to advise Managed Account clients as to the appropriateness of the investment and will not receive any compensation for doing so or for selling shares in a Bright Rock Fund (except to the extent that we receive management fees from all Bright Rock Fund investors).

### **Possible Conflicts of Interest**

Each of the Bright Rock Funds and our Managed Account clients may have investment objectives or may implement investment strategies similar to those implemented by another client. Bright Rock Capital and its employees have a fiduciary duty to our clients to act for the benefit of the clients and to take action on the clients’ behalf before taking action in the interest of any employee or Bright Rock Capital.

We may give advice or take action with respect to a particular client that differs from the advice given to other clients.

As a result of the foregoing, Bright Rock Capital and its principals may have conflicts of interest in allocating their time and activity among the clients, in allocating investments among clients and in effecting transactions among clients, including ones in which we may have a greater financial interest.

We will use our best efforts in connection with the purposes and objectives of each client and will devote so much of our time and effort to the affairs of each client account as may, in our judgment, be necessary to accomplish the purposes of each client account. To the extent a particular investment is suitable for multiple clients, such investments will be allocated among such clients in accordance with the "Trade Allocation and Aggregation Policies and Procedures" described under Item 12 below.

### **Personal Trading Policy**

Employees are allowed to buy and sell securities for their own accounts. Each employee must submit an initial holdings report disclosing to the Chief Compliance Officer the identities, amounts, and locations of all securities owned in all accounts in which he or she has a "beneficial ownership interest". In addition, each employee must disclose similar information within thirty (30) days after the end of each calendar year while employed by Bright Rock. Such reports must be current as of a date not more than 45 days prior to the employee joining the company (for an initial report) or the date the report is submitted (for the annual report). Each employee must report to the Chief Compliance Officer within 30 days after the end of each calendar quarter all securities transactions in each of the entire employee's covered accounts during the preceding quarter.



### **Brokerage Discretion**

When placing trades on behalf of a client portfolio that it manages, Bright Rock has a fiduciary duty to seek to obtain the best execution possible for the client. While a primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price, numerous additional factors may be considered when arranging for the purchase and sale of clients' portfolio securities. These include restrictions imposed by the federal securities laws and the allocation of brokerage in return for certain services and materials described below. In determining the abilities of the broker-dealer to obtain best execution of a particular transaction, Bright Rock will consider all relevant factors including the execution capabilities required by the transaction(s), the ability and willingness of the broker-dealer to facilitate the account's portfolio transactions promptly and at reasonable expense, the importance to the account of speed, efficiency or confidentiality, the broker-dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold, the broker-dealer's ability to supplement Bright Rock's management capabilities with research, quotation services and brokerage related services and products, as well as any other matters Bright Rock deems relevant to the selection of a broker-dealer for a particular portfolio transaction of the account.

### **Soft Dollars Usage**

If Bright Rock uses soft dollars to pay for research or brokerage products or services, these payments shall fall within the safe harbor under Section 28(e) of the Securities Exchange Act of 1934, as amended. In some cases Bright Rock may acquire a research or brokerage product or service with soft dollars which also has non-research/non-brokerage uses. In these cases Bright Rock will make a reasonable allocation of the cost of the product or service according to its use. That portion of the product or service which provides administrative or other non-research/non-brokerage services will be paid for by Bright Rock in hard dollars.

When Bright Rock uses client brokerage commissions, mark-ups or markdowns to obtain research or other products or services, Bright Rock will receive a benefit because it will not have to produce or pay directly for the research, products or services that are provided. As a result, Bright Rock may have an incentive to select a broker-dealer based on its interest in receiving the research or other products or services, rather than on clients' interest in receiving most favorable execution.

All research services received from broker-dealers to whom commissions are paid are used collectively. There is no direct relationship between commissions received by a broker-dealer from a particular client's transactions and the use of any or all of that broker-dealer's research material in relation to that client's account. Bright Rock may pay a broker-dealer a brokerage commission in excess of that which another broker-dealer might have charged for the same transaction in recognition of research and brokerage related services provided by the broker-dealer.

Examples of services Bright Rock has used commissions to obtain are Bloomberg, Morningstar, FactSet, S&P RatingsDirect and SEI.

### **Brokerage for Client Referrals**

Bright Rock does not consider whether it receives client referrals from a broker in selecting broker-dealers.

### **Directed Brokerage**

Bright Rock does not recommend, request or require that a client direct Bright Rock to execute transactions through a specified broker-dealer.

### **Trade Allocation and Aggregation Policies and Procedures:**

Bright Rock expects to aggregate orders for the purchase and sale of securities for client portfolios it advises. In this process, orders for investment vehicles in which Bright Rock or persons associated with Bright Rock have an interest may be aggregated with orders for other client portfolios. Securities purchased or proceeds of securities sold through aggregated orders are allocated to the account of each client that bought or sold such securities at the average execution price. If less than the total of the aggregated orders is executed, purchased securities or proceeds will be generally allocated pro rata among the participating portfolios in proportion to their planned participation in the aggregated orders. Transaction costs for any transaction will be shared pro rata based on each portfolio's participation in the transaction.

## Item 13    Review of Accounts

### **Reviews of Accounts**

Bright Rock monitors client accounts on a continuous basis and will conduct account reviews at least annually and upon your request to ensure that the advisory services provided to you are consistent with your current investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals;
- year-end tax planning;
- market moving events;
- security specific events; and/or,
- changes in risk/return objectives.

### **Managed Account Reports**

We will provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc. In addition, you will receive trade confirmations and monthly or quarterly statements from your account custodian(s). You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement.

### **Bright Rock Fund Reports**

Investors in the Bright Rock Funds receive such reports as required by the Investment Company Act of 1940, as amended (the “Investment Company Act”).

Item 14    *Client Referrals and Other Compensation*

As the Advisor to the Bright Rock Funds we may enter into an agreement with independent firms not affiliated with the Adviser to solicit investments in our Bright Rock Funds. We pay these independent firms for referrals to these mutual funds based on the amount invested. These referral payments would be made directly by the Advisor and will not impact the overall fees paid by the shareholders of these mutual funds.

Item 15    *Custody*

**Managed Accounts**

We will send you an invoice for the payment of our advisory fees, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Garth O’Leary at (781) 982-6792.

**Bright Rock Funds**

Qualified custodians maintain custody of the assets of the Bright Rock Funds in accordance with the Investment Company Act.

## Item 16 Investment Discretion

Typically, Bright Rock is retained with respect to Bright Rock Funds and the Managed Accounts on a discretionary basis and is authorized to make the following determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected: (a) which securities to buy or sell; (b) the total amount of securities to buy or sell; (c) the broker or dealer through whom securities are bought or sold; (d) the commission rates at which securities transactions for client accounts are effected; and (e) the prices at which securities are bought or sold, which may include dealer spreads or mark-ups and transaction costs.

Bright Rock's discretionary authority is derived from an express grant of authority under each client's investment management agreement with Bright Rock.

You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to "Advisory Business" under Item 4 of this Brochure for more information on our discretionary management services.

Item 17    Voting *Client* Securities

Clients may delegate the responsibility for voting proxies relating to portfolio securities held in their accounts to Bright Rock as part of its investment advisory services.

The voting or non-voting of proxies shall be the responsibility of the portfolio managers of the account. The following policies are guidelines in voting the proxies:

- Upon receiving each proxy, Bright Rock will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines that it has adopted. Generally, proxies will be voted along management's guidelines as indicated on the proxy. Any non-routine matters will be referred to the Bright Rock's Investment Policy Committee.
- A record of our proxy voting is maintained by a third party proxy voting service and can be made available upon request as to the date and number of shares voted.
- Where Bright Rock has shared authority, Bright Rock will vote the proxy unless otherwise directed.

Item 18 Financial Information

We do not solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Please refer to our fee disclosure at Item 5 of this Brochure.

We have never filed for bankruptcy and are not aware of any financial condition that is expected to affect our ability to manage client accounts.



Item 19 Requirements for State-Registered Advisers

This item is not required as Bright Rock Capital is a federally registered investment adviser.