

## Item 1 – Cover Page



### Firm Brochure

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May 31, 2011

This Brochure provides information about the qualifications and business practices of Sterling Capital Management ["Sterling"]. If you have any questions about the contents of this Brochure, please contact us at (704) 372-8670 and/or [scmcompliance@sterling-capital.com](mailto:scmcompliance@sterling-capital.com). 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 Sterling is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Although Sterling may use the term "registered investment adviser" or use the term "registered" through this Form ADV Part 2A, the use of these terms is not intended to imply a certain level of skill or training.

## Item 2 – Material Changes

### Material Changes since March 2, 2010 Annual Amendment

Below are the material changes that occurred since our last Annual Amendment dated March 2, 2010.

October 1, 2010 - BB&T Asset Management, Inc. merged into Sterling Capital Management LLC.

Under the new operating agreement, Sterling assumes management responsibility for BB&T Asset Management while retaining its existing management team and remaining an independently operated subsidiary of BB&T. This combination adds depth to the combined enterprise and further diversifies and strengthens Sterling. Sterling's management and key professionals maintain a significant interest in the annual profits of the combined company.

February 1, 2011 – BB&T Funds renamed Sterling Capital Funds.

Effective February 1, 2011, the BB&T Funds have been renamed Sterling Capital Funds. The decision to change the fund family name follows the merger with the former adviser, BB&T Asset Management, Inc. into Sterling Capital Management LLC that occurred October 1, 2010.

May 1, 2011- BB&T Variable Insurance Funds renamed Sterling Capital Funds.

Effective May 1, 2011, the BB&T Variable Insurance Funds have been renamed Sterling Capital Variable Insurance Funds. The decision to change the fund family name follows the merger with the former adviser, BB&T Asset Management, Inc. into Sterling Capital Management LLC that occurred October 1, 2010.

May 1, 2011- Sterling ceased providing advisory services under the name de Garmo & Kelleher.

Effective May 1, 2011, the Washington, DC office of Sterling ceased providing advisory services under the name de Garmo & Kelleher. The decision to change the office name follows the merger with the former adviser, BB&T Asset Management, Inc. into Sterling Capital Management LLC that occurred October 1, 2010.

May 1, 2011- Sterling revised the Alternative Investment Strategy Fee Schedule.

Sterling eliminated the practice of charging a one-time placement fee at the implementation of an alternative investment strategy.

May 24, 2011- Sterling added an additional Principal Strategy, the Small Cap Quantitative strategy.

The strategy is used to enhance returns by identifying and exploiting market inefficiencies by investing in mispriced securities using a quantitative based approach.

## **Amendments to FORM ADV**

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated May 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Our Brochure may be requested by contacting Clint Ward, Chief Compliance Officer at [scmcompliance@sterling-capital.com](mailto:scmcompliance@sterling-capital.com). Additional information about Sterling Capital Management LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 4 – Advisory Business

Sterling Capital Management LLC (“Sterling”) is a registered<sup>1</sup> investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. The firm was founded in 1970. Sterling is an independently operated subsidiary of BB&T Corporation (NYSE: BBT), one of the nation's largest financial services holding companies. Headquartered in Charlotte, NC with offices in Raleigh, NC; Atlanta, GA; Washington, DC and San Francisco, CA; Sterling has \$32,736,400,000 in assets under management as of December 31, 2010 overseen by approximately 80 investment and client services professionals with approximately 100 employees total.

Sterling provides investment management for individuals, small businesses, investment companies, corporations and institutional clients. We also provide pension consulting services and the selection of other advisers. Sterling provides a full range of customized and mutual fund managed investment solutions for our clients through taxable and tax exempt fixed income portfolios, multi-class equity portfolios, and open architecture solutions through our Advisory Research Center.

A portfolio is managed in accordance with the Investment Objective established by the client. Clients may specify investment policy restrictions on investing in certain securities or types of securities such as prohibiting preferred securities, private placements, non-investment grade securities, etc.

### **Investment Adviser Under the Investment Company Act**

Sterling is an investment adviser or sub-adviser to investment companies registered under the Investment Company Act of 1940. Sterling is the investment adviser to the Sterling Capital Funds (“Sterling Funds”), formerly the BB&T Funds. Sterling manages and supervises the investment of the Funds’ assets on a discretionary basis, subject to oversight by the Funds’ Board of Trustees. Sterling also acts as sub-adviser to other investment companies.

### **Wrap Fee Arrangements**

Sterling serves in different capacities under two “wrap fee” arrangements, Adviser only and Plan Sponsor.

#### **Adviser Only**

A wrap fee program bundles or wraps together a suite of services, such as investment advice, trading, custodial and other services provided by the sponsor in one contract for a single fee. In “*adviser only*” arrangements, Sterling is retained as an investment adviser *by* the wrap fee program sponsor. Trades are executed only with the referring broker-dealer to avoid the client incurring incremental brokerage costs that would be incurred by use of other broker dealers. Transactions are effected “net” and a portion of the wrap fee is considered in lieu of commissions. *Sterling’s investment advisory fee schedule in a “wrap fee” arrangement does not vary from the schedules in Item 5 – Fees and Compensation. Please refer to Item 12 - Brokerage Practices.*

<sup>1</sup> Registration does not imply a certain level of skill or training.

In evaluating a “wrap fee” arrangement, the client should consider the amount of portfolio activity and the value attributed to monitoring, custodial and any other services provided and whether the wrap fee would exceed the aggregate cost of such services if they were separately provided and Sterling were free to choose broker-dealers to execute portfolio transactions.

### **Plan Sponsor**

Sterling also offers the Elite MSP Program (the “Program”) as a “wrap fee” option, where a single Program fee pays for the investment advisory services, brokerage and other transaction costs and custodian fees for Program accounts. Under the Program, Sterling actively manages client portfolios in accordance with different model portfolio investment strategies designed for clients with different financial circumstances, investment objectives and risk tolerances (each a “Model Strategy”). Program accounts may be managed using mutual funds only or, in certain cases, clients may have the option of having a portion of the account managed separately using common stocks and other equity securities. In addition, clients may request a “tax-overlay” option to have their portfolio managed with a focus on tax efficiency.

Additional information about the Elite MSP program may be found in Part 2A Appendix 1 of Sterling’s Form ADV.

### **Assets Under Management**

As of 12/31/10, Sterling manages \$24,395,000,000 in client assets on a discretionary basis and \$8,341,400,000 on a non-discretionary basis. An account may be managed on a non-discretionary basis upon a client’s request.

## **Item 5 – Fees and Compensation**

Sterling is compensated for providing investment advisory services by charging an investment management fee. Generally, the investment management fee is based on an annual rate on total assets under management.

Occasionally Sterling may consult on a small percentage of accounts that are not actively managed by Sterling. Hourly charge or fixed fees are set when the amount of work involved is not directly related to the assets under management.

Investment management fees may be negotiated under certain circumstances. These negotiations are entered into only when such factors as account size, type of investments and activity are taken into consideration. The negotiations may result in a reduced or higher fee or a fixed fee. Any deviation from Sterling's standard fee schedule must be justified and warranted. Please refer to the Fee Schedules below for more information relating to Sterling’s fees.

Sterling will generally bill its fees on a quarterly basis. Clients may elect to be billed directly for fees or to authorize Sterling to debit fees from client accounts except for those accounts opened through our

sponsored wrap program Elite MSP. For Elite MSP accounts, direct billing is not an option; Sterling is authorized and directed to invoice the custodian for the client's fees.

Sterling's advisory fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, 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. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are in addition to Sterling's advisory fee.

Where appropriate and in accordance with applicable laws, Sterling may recommend to its clients that they purchase shares of registered investment companies (mutual funds) that Sterling and/or an affiliate serves as investment adviser (the "Sterling Funds"). Clients should note that Sterling may have a conflict of interest in these cases because Sterling and/or the affiliate receive a management fee from the Sterling Funds. Clients have the right, at any time, to prohibit us from investing any of their managed assets in the Sterling Funds.

Sterling's Elite MSP Program charges one "wrap fee", which includes the investment advisory services, brokerage and other costs and custodian fees for client's account.

Item 12 further describes the factors that Sterling considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

The specific manner in which fees are charged by Sterling is established in a client's written agreement. Clients may be billed in advance or arrears depending on the specific client relationship. Please refer to the Fee Schedules below for more information relating to Sterling's fees.

Sterling's management agreement may be cancelled by either party upon written notice. For clients that pay fees in advance, fees are refunded on a pro-rata basis for the portion of the quarter during which the portfolio is no longer under management. For clients that pay in arrears, any earned unpaid fees will be billed on a pro-rata basis payable and due to Sterling.

Sterling does not receive compensation from the sale of securities or other investment products.

The minimum account size generally required to open or maintain an account varies by type of account. Under certain circumstances the stated minimum may be waived by Sterling.

## **Fee Schedules**

### **Private Client Wealth Management**

Investment Management fees are based on the following annual rate on total assets under management. Fees are payable in arrears at the end of each quarter. Minimum investment required of \$10 million.

#### ***Equities***

1.00% on the first \$5,000,000  
 0.75% on the next \$10,000,000  
 0.65% on the next \$10,000,000  
 0.50% on amounts over \$25,000,000

#### ***Fixed Income***

0.50% on the first \$5,000,000  
 0.40% on the next \$5,000,000  
 0.25% on amounts over \$10,000,000

**Minimum Annual Fee:** \$25,000

**Unified Investment Strategy Fees:** A 0.50% Fee will be added to the Market Value of equity assets managed through Sterling's Unified Managed Account Platform.

### **Institutional**

***Small Cap Value and Small-Mid Cap Value Equity Portfolios*** – Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$10 million.

1.00% on the first \$25 million  
 0.75% on all incremental assets above \$25 million

***Select Equity Portfolios*** – Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$5 million.

0.65% on the first \$10 million  
 0.60% the next \$15 million

0.55% the next \$25 million

0.50% on all incremental assets above \$50 million

***Select Equity Income Portfolios*** – Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$5 million.

0.65% on the first \$10 million

0.60% the next \$15 million

0.55% the next \$25 million

0.50% on all incremental assets above \$50 million

***Small Cap Quantitative Portfolios*** – Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$5 million.

0.75% on the first \$5 million

0.75% the next \$20 million

0.65% the next \$25 million

0.55% on the next \$50 million

0.55% on all incremental assets above \$100 million

***Mid Cap Value Equity Portfolios*** - Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$10 million.

0.85% on the first \$10 million

0.70% on the next \$15 million

0.60% on all incremental assets above \$25 million

***Balanced Portfolios*** – Investment Management fees are based on the following annual rate on total assets under management. Fees are payable either, in advance at the beginning of each quarter, or in arrears at the end of each quarter, depending upon specific client relationships. The minimum balance for separate accounts is \$10 million.

0.65% on the first \$10 million

0.50% the next \$15 million

0.35% the next \$25 million

0.25% on all incremental assets above \$50 million

***Cash/Enhanced Cash Fixed Income Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$50 million. Accounts with less than \$50 million may be charged a higher asset-based fee, or a flat quarterly fee which may result in a higher asset based fee.

- 0.15% on the first \$100 million
- 0.125% on the next \$100 million
- 0.10% on all incremental assets above \$200 million

***Short Term Fixed Income Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$25 million. The minimum annual fee for all short term fixed income portfolios is \$62,500.

- 0.15% on the first \$100 million
- 0.125% on the next \$100 million
- 0.10% on all incremental assets above \$200 million

***Short U.S. Government Fixed Income Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$15 million. The minimum annual fee for all Short U.S. Government fixed income portfolios is \$45,000.

- 0.30% on the first \$10 million
- 0.20% on the next \$15 million
- 0.15% on the next \$25 million
- 0.12% on all incremental assets above \$50 million

***Intermediate or Core Fixed Income Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$20 million. Accounts with less than \$20 million may be charged a quarterly fee, which may result in a higher asset based fee.

- 0.25% on the first \$50 million
- 0.20% on all incremental assets above \$50 million

***Intermediate U.S. Government Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$15 million. The minimum annual fee for all intermediate U.S. government fixed income portfolios is \$52,500.

- 0.35% on the first \$10 million
- 0.25% on the next \$15 million

0.18% on the next \$25 million

0.15% on all incremental assets above \$50 million

***Intermediate or Core Fixed Income Municipal Portfolios*** - Investment Management fees are billed each quarter in arrears, based on the average daily market value of the assets in the account during the quarter. The minimum balance for separate accounts is \$20 million. Accounts with less than \$20 million may be charged a quarterly fee which may result in a higher asset based fee.

0.35% on the first \$10 million

0.25% on the next \$40 million

0.15% on all incremental assets above \$50 million

### **Elite MSP Wrap**

Investment Management fees are based on the following annual rate on total assets under management. Fees are payable in advance at the beginning of each quarter, based on the market value of the assets at the end of the previous quarter. Minimum investment required of \$50,000.

<b><u>Asset Level</u></b>	<b><u>Elite MSP Mutual Funds Models</u></b>	<b><u>ARC Core Fixed Income Mutual Funds Model</u></b>	<b><u>ARC Intermediate Duration Fixed Income Mutual Funds Model</u></b>	<b><u>ARC Short Duration Fixed Income Mutual Funds Model</u></b>	<b><u>UMA Separate Account Management Option (before fees to underlying managers)***</u></b>
\$50,000 to \$1,000,000	1.45%	0.95%	0.95%	0.80%	1.55%
Above \$1,000,000	0.95%	0.70%	0.70%	0.55%	1.05%

\*\*\*UMA Separate Account Management Option fees do not include fees paid to managers of equity strategies selected for the UMA model underlying managers.

- Clients, who elect the Tax-Overlay Option, will pay an additional 0.10%.
- Accounts under \$100,000 are subject to a .03% additional fee imposed by Pershing, the Program's custodian.

Additional information about the Elite MSP program may be found in Part 2A Appendix 1 of Sterling's Form ADV.

### **Sterling UMA Platform Fees**

Fees charged by Sterling to internal affiliate partners (e.g. BB&T Wealth Division & BB&T Institutional Services Division) for Sterling's Unified Managed Account (UMA) investment platform products and services are listed below. Fees shown are not charged directly to clients. Fees may or may not be passed through to the client in part or in whole by affiliate partners. Fees charged to the client will follow the fee schedule detailed in the advisory agreement between the affiliate and the client and may or may not include pass through of some or all of fees for utilized products and services listed below. The client may pay additional fees to affiliate partners for same or other products and services. If these services are accessed through one of our affiliates, additional fees for their professional services may apply.

<b>PLATFORM BASE SERVICES &amp; MANAGER</b>	<b>Tier 1</b>	<b>Tier 2</b>	<b>Tier 3</b>	<b>Tier 4</b>	<b>Tier 5</b>
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SELECTION							
<i>on all platform assets</i>	0-10B	10B-25B	25B-50B	50B-100B	Above 100B		
	0.050%	0.030%	0.030%	0.030%	0.0300%		
ARC MODELS	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5		
<i>platform assets in model(s)</i>	0-50MM	50MM-100MM	100MM-250MM	250MM-500MM	Above 500MM		
Equity	0.200%	0.185%	0.170%	0.155%	0.140%		
Fixed Income	0.200%	0.185%	0.170%	0.155%	0.140%		
Diversifying Assets	0.200%	0.185%	0.170%	0.155%	0.140%		
Alternative Strategies	0.200%	0.185%	0.170%	0.155%	0.140%		
ARC Elite Models	0.200%	0.185%	0.170%	0.155%	0.140%		
EQUITY PRODUCTS	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5		
<i>platform assets in strategy</i>	0-50MM	50MM-100MM	100MM-250MM	250MM-500MM	Above 500MM		
Select Equity Model	0.300%	0.275%	0.250%	0.225%	0.200%		
Select Equity Income Model	0.300%	0.275%	0.250%	0.225%	0.200%		
Small Cap Value Model	0.400%	0.400%	0.400%	0.400%	0.400%		
Mid Cap Value Model	0.300%	0.300%	0.300%	0.300%	0.300%		
SMA EQUITY PRODUCTS	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5		
<i>account level assets in strategy</i>	1MM-5MM	5MM-10MM	10MM-25MM	25MM-50MM	Above 50MM		
Select Equity SMA	0.700%	0.650%	0.600%	0.550%	0.500%		
Select Equity Income SMA	0.700%	0.650%	0.600%	0.550%	0.500%		
Small Cap Value SMA	1.000%	1.000%	1.000%	0.750%	0.750%		
Mid Cap Value SMA	0.850%	0.850%	0.700%	0.6000%	0.600%		
FIXED INCOME PRODUCTS							
Individual Bond Management	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5		
<i>platform assets in individual fixed income securities</i>	0-50MM	50MM-100MM	100MM-250MM	250MM-500MM	Above 500MM		
	0.220%	0.220%	0.200%	0.175%	0.150%		
SMA FIXED INCOME PRODUCTS	Tier 1	Tier 2	Tier 3	Tier 4	Tier 5	Tier 6	Tier 7
<i>account level assets in strategy - includes offline portfolio</i>	0-1MM	1MM-5MM	5MM-10MM	10MM-25MM	25MM-50MM	50MM-100M M	Above 100M M
State Specific Municipal Products (Tax Free)	0.250 %	0.250 %	0.250 %	0.250%	0.250%	0.200%	0.200%
Short US Government (Taxable)	0.150 %	0.150 %	0.150 %	0.150%	0.150%	0.150%	0.150%
Short Bond (Short Government Credit)	0.200 %	0.200 %	0.200 %	0.200%	0.200%	0.200%	0.200%
Intermediate Government	0.250	0.250	0.250	0.200%	0.170%	0.150%	0.150%

<i>(Taxable)</i>	%	%	%				
<b>Intermediate Government Credit (Taxable)</b>	<b>0.350%</b>	<b>0.350%</b>	<b>0.300%</b>	<b>0.200%</b>	<b>0.200%</b>	<b>0.150%</b>	<b>0.150%</b>
<b>Core AGG (Taxable)</b>	<b>0.350%</b>	<b>0.350%</b>	<b>0.300%</b>	<b>0.200%</b>	<b>0.200%</b>	<b>0.150%</b>	<b>0.150%</b>
<b>INSTITUTIONAL DISTRIBUTION &amp; SERVICE</b>	<b>Tier 1</b>	<b>Tier 2</b>	<b>Tier 3</b>	<b>Tier 4</b>	<b>Tier 5</b>	<b>Tier 6</b>	<b>Tier 7</b>
<b>Market value range, tiers based on IS pricing schedule</b>	<b>0-1MM</b>	<b>1MM-2MM</b>	<b>2MM-5MM</b>	<b>5MM-10MM</b>	<b>10MM-25MM</b>	<b>25MM-50MM</b>	<b>Above 50MM</b>
<i>Account level fee - not applied to "Fixed Income Only" accounts</i>	<b>0.400%</b>	<b>0.300%</b>	<b>0.200%</b>	<b>0.150%</b>	<b>0.100%</b>	<b>0.075%</b>	<b>0.050%</b>

### **ARC Multi- Strategy Models**

Multi-Strategy Models are open architecture, multi-manager, multi-strategy portfolios managed by Sterling's Advisory Research Center (ARC). Fees shown are for the model only and do not include underlying manager fees. Fees shown are charged directly to individual clients or external investment platform sponsors that do not access models through an internal affiliate partner.

<b>ARC Models</b>	<b>All Tiers</b>
<i>platform assets in model(s)</i>	
<b>Equity</b>	<b>0.400%</b>
<b>Fixed Income</b>	<b>0.350%</b>
<b>Diversifying Assets</b>	<b>0.400%</b>
<b>Alternative Strategies</b>	<b>0.450%</b>
<b>ARC Elite Models</b>	<b>0.400%</b>

### **Covered Call Writing on Concentrated Stock Positions**

Covered call writing on concentrated stock positions incur fees in addition to the client's normal advisory fee. The fee is based on the market value of the shares on which the calls were written. Fees are billed monthly and are deducted directly from the client's account.

Minimum position size: \$500,000

Fee: 0.50% on the market value of the shares on which calls were written

### **Sterling Capital Funds and Sterling Capital Variable Insurance Funds**

Sterling serves as investment adviser to portfolios of the Sterling Capital Funds and the Sterling Capital Variable Insurance Funds ("Sterling Funds"), registered investment companies. Investment management fees are based on the following annual rate on total assets under management. Fees are

payable in arrears at the end of each month. The contract may be terminated by either party upon 60 days written notice. Upon termination, the Sterling Funds will be billed for costs incurred up to the date of termination. A full refund will be provided without penalty if the Sterling Funds terminates the agreement, in writing, within five business days of the contract being executed.

<b>STERLING CAPITAL FUND</b>	<b>ADVISORY FEE</b>
Small Value	0.80%
Select Equity	0.60%
Mid Cap Value	0.70%
Special Opportunities	0.80%
International Equity	0.85%
Equity Income	0.70%
Short-Term Bond	0.30%
Intermediate U.S. Government	0.48%
Total Return Bond	0.48%
Kentucky Intermediate Tax-Free	0.40%
Maryland Intermediate Tax-Free	0.40%
North Carolina Intermediate Tax-Free	0.45%
South Carolina Intermediate Tax-Free	0.45%
Virginia Intermediate Tax-Free	0.45%
West Virginia Intermediate Tax-Free	0.45%
Prime Money Market	0.28%
U.S. Treasury Money Market	0.26%
National Tax-Free Money Market	0.20%
Strategic Allocation Conservative	0.25%
Strategic Allocation Balanced	0.25%
Strategic Allocation Growth	0.25%
Strategic Allocation Equity	0.25%
Equity Index	0.05%
<b>STERLING CAPITAL VARIABLE INSURANCE FUND</b>	<b>ADVISORY FEE</b>
Select Equity	0.50%
Strategic Allocation Equity	0.00%
Special Opportunities	0.80%
Total Return Bond	0.50%

**Sterling Distressed Opportunity Fund LP Fees:**

Investment management fees are billed to each Limited Partner each quarter in advance, based on the market value of the assets at the beginning of the quarter. The base fee is 1.5% per annum. In addition, Sterling Partners GP, LLC (“General Partner”), which is wholly owned by Sterling, receives 20% of the Net Profits earned by each Limited Partner. Sterling may reduce or waive the base fee and/or performance fee for certain Limited Partners.

Withdrawals by Limited Partners are subject to a Lock-up Period as referenced in the Private Offering Memorandum and the Partnership's Subscription Agreement.

The minimum investment is \$250,000.

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

Sterling may enter into performance related fee arrangements to be determined individually between the client and Sterling. Sterling will take into consideration the investment objectives of the client, as well as what Sterling deems to be reasonable performance goals. Performance-based fee arrangements are infrequent and currently represent less than five clients.

Portfolio managers responsible for the management of performance-based accounts may also be responsible for the management of accounts with an asset-based fee or other fee arrangement. Performance-based fee arrangements may create an incentive for Sterling to recommend investments which may be riskier or more speculative than those which would be recommended under an asset-based fee or other fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities.

Sterling has procedures designed and implemented to ensure that clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients. Reasons for non-pro rata allocations may include differing investment objectives, restrictions, risk characteristics, tax implications and other factors.

*Please note that the above performance-based fee arrangement is not available to clients in the State of Minnesota.*

## **Item 7 – Types of Clients**

Sterling Capital Management provides investment advisory services to a diversified group of clients including individuals, high net worth individuals, trusts, estates, banking or thrift institutions, investment companies (including mutual funds), pension and profit sharing plans (other than plan participants), charitable organizations, corporations and other business entities, insurance companies, state and municipal government entities, churches, wrap programs and managed investment pools (e.g. a hedge fund).

Account minimums vary by type of client (e.g. wealth management, institutional, wrap, managed investment pools) and by investment type (e.g. fixed, equity) and product (e.g. small, mid, balanced, short term fixed, intermediate fixed). For specific account minimums, please refer to Item 5 – Fees and Compensation.

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

***Investing in securities involves risk of loss that clients should be prepared to bear.***

### **Methods of Analysis**

Sterling's security analysis methods include: charting, fundamental, technical, quantitative, qualitative and cyclical.

In conducting security analysis, we utilize a broad spectrum of information, including financial publications, third-party research materials, annual reports, prospectuses, regulatory filings, company press releases, corporate rating services, inspections of corporate activities and meetings with management of various companies.

### **Investment Strategies**

Sterling offers various investment strategies to its clients and in doing so may invest in a wide range of securities and other financial instruments unless expressly limited by written direction or our client's guidelines and policies. We employ a range of investment strategies to implement the advice we give to clients including: long term purchases, short-term purchases, trading, short sales, option strategies including covered options, uncovered options or spreading strategies and over-the-counter derivative strategies.

### **Principal Investment Strategies**

A brief summary for each principal investment strategy listed below is included along with the methods of analyses and principal risks of investing in the product.

Sterling's principal investment strategies are:

- Taxable and Tax Exempt Fixed Income
- Small, SMID and Mid Cap Value Equity
- Select Equity
- Select Equity Income
- ARC Multi-Strategy Models
- Small Cap Quantitative

### **Principal Strategy and Methods of Analysis - Taxable and Tax Exempt Fixed Income**

Depending on client objectives, the portfolio manager will invest in one or all of the following fixed income securities: securities issued or guaranteed by the U.S. government, its agencies or instrumentalities, corporate bonds, taxable and tax exempt municipal securities, asset-backed securities,

mortgage-backed securities, including commercial mortgage-backed securities, and convertible securities.

The portfolio manager uses a “top down” investment management approach focusing on interest rate risk, allocation among sectors, credit risk, and individual securities selection. The portfolio manager employs a quantitative model which provides an indication of the trend in interest rates, either rising or falling, over a three month forward looking horizon enabling the portfolio manager to position the portfolio relative to the benchmark in terms of duration. For yield curve management, in addition to the trend in interest rates, other factors such as future inflation expectations, supply factors, and forward curve analysis are considered. Sector weightings are driven by a combination of the firm’s macro view on interest rates and volatility as well as relative spread analysis. Utilizing fundamental analysis the portfolio manager then selects individual securities consistent with the target by looking for the best relative values within particular sectors. The analysis includes an attempt to understand the structure and embedded features of potential securities. Features that are analyzed include puts, calls, sinking fund requirements, prepayment and extension risk, and individual company financial data for potential corporate holdings. Scenario analysis is the primary tool employed for these assessments.

### **Principal Risks – Taxable and Tax Exempt Fixed Income**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money. Below are the principal risks of investing in the product.

**Interest Rate Risk:** The possibility that the value of the portfolio will decline due to an increase in interest rates. Interest rate risk is generally high for longer-term bonds and low for shorter-term bonds.

**Credit Risk:** The possibility that an issuer cannot make timely interest and principal payments on its debt securities such as bonds. The lower a security’s rating, the greater its credit risk.

**Income Risk:** The possibility that the portfolio’s income will decline due to a decrease in interest rates. Income risk is generally high for shorter-term bonds and low for longer-term bonds.

**Counterparty Risk:** The possibility that a counterparty to a derivative contract will default or otherwise become unable to honor a financial obligation.

**Liquidity Risk:** The possibility that certain securities may be difficult or impossible to sell at the time and the price that would normally prevail in the market. The seller may have to lower the price, sell other securities instead or forego an investment opportunity, any of which could have a negative effect on performance.

**Estimated Maturity Risk:** The possibility that an underlying security holder will exercise its right to pay principal on an obligation earlier or later than expected. This may happen when there is a rise or fall

in interest rates. These events may shorten or lengthen the duration (i.e., interest rate sensitivity) and potentially reduce the value of these securities.

**Prepayment/Call Risk:** When mortgages and other obligations are prepaid and when securities are called, the portfolio manager may have to reinvest in securities with a lower yield or fail to recover additional amounts (i.e., premiums) paid for securities with higher interest rates, resulting in an unexpected capital loss. Some of these securities may receive little or no collateral protection from the underlying assets and are thus subject to the risk of default described under “Credit Risk”. The risk of such defaults is generally higher in the case of mortgage-backed investments that include so-called “sub-prime” mortgages. The structure of some of these securities may be complex and there may be less available information than other types of debt securities. If a significant number of the mortgages underlying a mortgage-backed bond are refinanced, the bond may be “prepaid.” Call risk is the possibility that, during periods of declining interest rates, a bond issuer will “call” — or repay — higher-yielding bonds before their stated maturity date. In both cases, investors receive their principal back and are typically forced to reinvest it in bonds that pay lower interest rates. Rapid changes in prepayment and call rates can cause bond prices and yields to be volatile.

**High-Yield/High-Risk Debt Securities:** High-yield/high-risk debt securities are securities that are rated below investment grade by the primary rating agencies. These securities are considered speculative and involve greater risk of loss than investment grade debt securities.

**U.S. Government Securities Risk:** Although U.S. Government Securities issued directly by the U.S. Government are guaranteed by the U.S. Treasury, other U.S. Government Securities issued by an agency or instrumentality of the U.S. government may not be. No assurance can be given that the U.S. government would provide financial support to its agencies and instrumentalities if not required to do so by law.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

**Emerging Market Risk:** Investing in emerging markets can involve unique risks in addition to and greater than those generally associated with investing in developed markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the U.S. and developed markets. The risks of investing in emerging markets include greater social, political and economic uncertainties than in developed markets. Emerging market economies are often dependent upon a few commodities or natural resources that may be significantly adversely affected by volatile price movements against those commodities or natural resources. Emerging market countries may experience high levels of inflation and currency devaluation and have fewer potential buyers for investments. The securities markets and legal systems in emerging market countries may only be in a developmental stage and may provide few or none of the advantages and protections of markets or legal systems available in more developed countries. Less extensive legal remedies, difficulties in enforcing favorable legal judgments in foreign courts, and different securities

clearance and settlement procedures are issues. Additionally, if settlements do not keep pace with the volume of securities transactions, they may be delayed, potentially causing the portfolio's assets to be uninvested, the portfolio to miss investment opportunities and potential returns, and the portfolio to be unable to sell an investment.

**Derivatives Risk:** The possibility that the portfolio will suffer a loss from a use of derivatives. The primary risk with many derivatives is that they can amplify a gain or loss, potentially earning or losing substantially more money than the actual cost of the derivative instrument. Use of derivatives for non-hedging purposes is considered a speculative practice and involves greater risks.

### **Principal Strategy and Methods of Analysis - Small, SMID and Mid Cap Value**

The portfolio manager attempts to diversify across different economic sectors, selecting those stocks that he believes are undervalued. In choosing individual stocks, the portfolio manager utilizes both a quantitative and qualitative approach to examine the fundamental characteristics of a particular company. Quantitative analysis focuses on businesses with strong cash flow, balance sheet strength, and above average profitability. The portfolio manager looks for qualitative characteristics that include companies with a sustainable competitive advantage and a strong management team focused on creating shareholder value.

This approach examines all factors relevant to the intrinsic value of the business using traditional fundamental security analysis. However, we emphasize these five key factors:

1. Free cash flow,
2. Return on invested capital,
3. Sustainable competitive advantages,
4. Management and
5. Balance sheet strength.

### **Principal Risks – Small, SMID and MID Cap Value**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money. Below are the principal risks of investing in the product.

**Market Risk:** The value of an investment may fall because of a general decline in the financial markets. Markets generally move in cycles, with periods of rising prices followed by periods of falling prices. The value of your investment will tend to increase or decrease in response to these movements.

**Investment Style Risk:** The possibility that the market segment on which this strategy focuses—mid cap value stocks—will underperform other kinds of investments or market averages. A value stock may decrease or remain the same as anticipated by the portfolio manager if other investors fail to recognize

the company's value or the factors that the portfolio manager believes will cause the stock price to increase do not occur.

**Small Company Risk:** Investing in smaller, lesser-known companies involves greater risk than investing in those that are more established. A small company's financial well-being may, for example, depend heavily on just a few products or services. In addition, small company stocks tend to trade less frequently than those of larger firms.

**Middle Capitalization Company Risk:** Investments in middle capitalization companies may be riskier, more volatile and more vulnerable to economic, market and industry changes than investments in larger, more established companies. As a result, share price changes may be more sudden or erratic than the prices of other equity securities, especially over the short term.

**Company-Specific Risk:** The possibility that a particular stock may lose value due to factors specific to the company itself, including deterioration of its fundamental characteristics, an occurrence of adverse events at the company, or a downturn in its business prospects.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

### **Principal Strategy and Methods of Analysis - Select Equity**

The Select Equity portfolio seeks long-term growth of principal by investing in companies that offer attractive valuations. Utilizing an approach that blends fundamental, quantitative, and technical analysis, individual investment decisions are based on expected total return.

Security selection begins by narrowing the list of potential investments to those with higher quality, credit, and strength ratings. Research is then conducted to develop an opinion on company management, identify catalysts for growth, and identify business risks.

A central aspect of the methodology involves evaluating fundamental data to develop a 4-year price target for the stock. These can vary in importance by sector, but include: revenue and earnings growth and stability; historical P/E levels; cash flow; margins; book value; PEG ratio and others.

Finally, technical analysis is used to review the actual stock price movement in an effort to improve the risk vs. reward of the entry point. Technical analysis is also used as part of the sector evaluations. The primary aspects of technical analysis utilized are: trend analysis; support and resistance; moving averages; market internals and breadth; investor psychology; relative strength and oscillators to help locate divergences.

### **Principal Risks – Select Equity**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money. Below are all of the principal risks of investing in the product.

**Market Risk:** The possibility that the stock holdings will decline in price because of a broad stock market decline. Markets generally move in cycles, with periods of rising prices followed by periods of falling prices. The value of your investment will tend to increase or decrease in response to these movements.

**Investment Style Risk:** The possibility that the market segment on which this strategy focuses will underperform other kinds of investments or market averages. A stock may decrease in price or may not increase in price as anticipated by the portfolio manager if other investors fail to recognize the company's value or the factors that the portfolio manager believes will cause the stock price to increase do not occur.

**Company-Specific Risk:** The possibility that a particular stock may lose value due to factors specific to the company itself, including deterioration of its fundamental characteristics, an occurrence of adverse events at the company, or a downturn in its business prospects.

**ETF Risk:** The value of investments in ETFs that invest in commodity-related securities may be affected by changes in overall market movements or factors affecting a particular industry or commodity and may fluctuate significantly over short periods for a variety of factors, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. Investments linked to the prices of commodities are considered speculative and may be more volatile than investments in more traditional securities.

Investors in ETFs will bear a pro rata portion of the ETF's expenses. As a result, it may be more costly to own an ETF. In addition, lack of liquidity in an ETF could result in price of an ETF being more volatile than the underlying portfolio of securities.

**Options Risk:** There are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing an option transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. There can be no assurance that a liquid secondary market will exist for any particular option at a particular time; as a result, it may be costly to liquidate options. There is also no assurance that a liquid market will exist for any particular option contract on an exchange. Exchanges may establish daily price fluctuation limits for options contracts and may halt trading if a contract's price moves up or down more than the limit in a given day, making it impossible to enter into

new positions or close out existing positions. As a result, access to other assets held to cover the options positions could also be impaired.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

### **Principal Strategy and Methods of Analysis - Select Equity Income**

The Select Equity Income portfolio seeks above-average dividend yield and long-term growth of principal by investing in companies that offer attractive valuations and the potential for rising dividends. Utilizing an approach that blends fundamental, quantitative, and technical analysis, individual investment decisions are based on expected total return.

Security selection begins by narrowing the list of potential investments to those with higher quality, credit, and strength ratings. Research is then conducted to develop an opinion on company management, identify catalysts for growth, and identify business risks.

A central aspect of the methodology involves evaluating fundamental data to develop a 4-year price target for the stock. These can vary in importance by sector, but include: revenue and earnings growth and stability; historical P/E levels; cash flow; margins; book value; PEG ratio and others.

Finally, technical analysis is used to review the actual stock price movement in an effort to improve the risk vs. reward of the entry point. Technical analysis is also used as part of the sector evaluations. The primary aspects of technical analysis utilized are: trend analysis; support and resistance; moving averages; market internals and breadth; investor psychology; relative strength and oscillators to help locate divergences.

### **Principal Risks – Select Equity Income**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money. Below are all of the principal risks of investing in the product.

**Market Risk:** The possibility that the stock holdings will decline in price because of a broad stock market decline. Markets generally move in cycles, with periods of rising prices followed by periods of falling prices. The value of your investment will tend to increase or decrease in response to these movements.

**Investment Style Risk:** The possibility that the market segment on which this strategy focuses will underperform other kinds of investments or market averages. A stock may decrease in price or may not

increase in price as anticipated by the portfolio manager if other investors fail to recognize the company's value or the factors that the portfolio manager believes will cause the stock price to increase do not occur.

**Company-Specific Risk:** The possibility that a particular stock may lose value due to factors specific to the company itself, including deterioration of its fundamental characteristics, an occurrence of adverse events at the company, or a downturn in its business prospects.

**ETF Risk:** The value of investments in ETFs that invest in commodity-related securities may be affected by changes in overall market movements or factors affecting a particular industry or commodity and may fluctuate significantly over short periods for a variety of factors, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. Investments linked to the prices of commodities are considered speculative and may be more volatile than investments in more traditional securities.

Investors in ETFs will bear a pro rata portion of the ETF's expenses. As a result, it may be more costly to own an ETF. In addition, lack of liquidity in an ETF could result in price of an ETF being more volatile than the underlying portfolio of securities.

**Options Risk:** There are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing an option transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. There can be no assurance that a liquid secondary market will exist for any particular option at a particular time; as a result, it may be costly to liquidate options. There is also no assurance that a liquid market will exist for any particular option contract on an exchange.

Exchanges may establish daily price fluctuation limits for options contracts and may halt trading if a contract's price moves up or down more than the limit in a given day, making it impossible to enter into new positions or close out existing positions. As a result, access to other assets held to cover the options positions could also be impaired.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

### **Principal Strategy and Methods of Analysis - Advisory Research Center**

For wealth and institutional clients seeking comprehensive asset allocation and investment selection, Sterling utilizes its Asset Allocation and Advisory Research Center to provide open architecture based solutions. Solutions are achieved by blending multiple investment strategies and asset classes. This combination can include domestic and international equities, fixed income, and alternatives.

The investment process:

- Utilizes a proprietary system for matching asset allocation to your goals, risk tolerance, time frame, and other specifications.
- Employs active management of asset mix, using principles of modern portfolio theory, to maintain target balance of risk and return.
- Employs active management within asset classes to strive to achieve above-average returns with below-average risk.
- Seeks to identify best in class managers for each allocation within the portfolio.

### **Principal Risks - Advisory Research Center**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money. Below are the principal risks of investing in the product.

**Market Risk:** The possibility that the value of an investment will fall because of a general decline in the financial markets. Markets generally move in cycles, with periods of rising prices followed by periods of falling prices. The value of your investment will tend to increase or decrease in response to these movements.

**Investment Manager Risk:** The possibility that an investment manager may underperform relevant benchmarks.

**Investment Style Risk:** The possibility that any market segment on which this strategy focuses will underperform other kinds of investments or market averages.

**Liquidity Risk:** The possibility that certain securities may be difficult or impossible to sell at the time and the price that would normally prevail in the market. The seller may have to lower the price, sell other securities instead or forego an investment opportunity, any of which could have a negative effect on performance.

**Derivatives Risk:** The possibility that the portfolio will suffer a loss from a use of derivatives. The primary risk with many derivatives is that they can amplify a gain or loss, potentially earning or losing substantially more money than the actual cost of the derivative instrument. Use of derivatives for non-hedging purposes is considered a speculative practice and involves greater risks.

**Counterparty Risk:** The possibility that a counterparty to a derivative contract will default or otherwise become unable to honor a financial obligation.

**Company-Specific Risk:** The possibility that a particular stock or bond may lose value due to factors specific to the company itself, including deterioration of its fundamental characteristics, an occurrence of adverse events at the company, or a downturn in its business prospects.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

## **Principal Strategy and Methods of Analysis – Sterling Small Cap Value Quantitative Portfolio**

### **Principal Strategy and Methods of Analysis**

The principal strategy of the Small Cap Quantitative (“SCQ”) strategy is to enhance returns by identifying and exploiting market inefficiencies by investing in mispriced securities using a quantitative based approach. The SCQ product is centered on a black-box approach of security selection that virtually eliminates human intervention. The SCQ multi-factor model uses a scoring process to identify the most attractive stock ideas for purchase. This model was internally developed based on numerous historical backtests and statistical studies. The factors employed were selected and blended based on their efficacy in several measures including absolute forward returns, alpha, beta, statistical significance, persistence in benchmark relative performance, and low correlation to one another. The portfolio may hold in excess of 300 stocks with a tilt towards low equity valuation and strong cash flow. The characteristics of the portfolio include low security turnover and sector neutral security weightings versus the Russell 2000 Value Index. Sterling targets between two and six portfolio re-balances during each calendar year. Sector weights are re-aligned with the benchmark index at each re-balance.

### **Principal Risks**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry a certain amount of risk and Sterling cannot guarantee that it will achieve its investment objective. An investment in this strategy is not a deposit or obligation of any bank, is not endorsed or guaranteed by any bank and is not insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. You may lose money by investing in the Fund. Below are all of the principal risks of investing in the product.

**Market Risk:** It is possible that the stock holdings will decline in price because of a broad stock market decline. Markets generally move in cycles, with periods of rising prices followed by periods of falling prices. The value of your investment will tend to increase or decrease in response to these movements.

**Investment Style Risk:** The possibility that the market segment on which this strategy focuses—small cap value stocks—will underperform other kinds of investments or market averages. A value stock may decrease in price or may not increase in price as anticipated by the portfolio manager if other investors

fail to recognize the company's value or the factors that the portfolio manager believes will cause the stock price to increase do not occur.

**Security Selection:** As a quantitative model, core factors utilized by the model may fall out of favor and underperform versus the overall stock market and/or the benchmark index.

**Small Company Risk:** Investing in smaller, lesser-known companies involves greater risk than investing in those that are more established. A small company's financial well-being may, for example, depend heavily on just a few products or services. In addition, small company stocks tend to trade less frequently than those of larger firms.

**Middle Capitalization Company Risk:** Investments in middle capitalization companies may be riskier, more volatile and more vulnerable to economic, market and industry changes than investments in larger, more established companies. As a result, share price changes may be more sudden or erratic than the prices of other equity securities, especially over the short term.

**Company-Specific Risk:** The possibility that a particular stock may lose value due to factors specific to the company itself, including deterioration of its fundamental characteristics, an occurrence of adverse events at the company, or a downturn in its business prospects.

**Foreign Investment Risk:** Foreign securities involve risks not typically associated with investing in U.S. securities. Foreign securities may be adversely affected by various factors, including currency fluctuations and social, economic or political instability. These risks are particularly pronounced for emerging markets.

## Item 9 – Disciplinary Information

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

## Item 10 – Other Financial Industry Activities and Affiliations

- A. Certain employees of Sterling, including a member of management, are registered representatives of Sterling Capital Distributors, Inc., a limited purpose broker-dealer and distributor to the Sterling Capital Funds.
- B. Neither Sterling, nor any of its employees, are registered, or have 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.

- C. Sterling is an independently operated subsidiary of BB&T Corporation and related to the following subsidiaries of BB&T Corporation under common control with Sterling, unless otherwise noted:

1) Broker-Dealers

- i. BB&T Investment Services, Inc. (“BB&T IS”), a registered broker-dealer and state registered investment adviser is wholly owned by Branch Banking and Trust Company. BB&T IS provides retail distribution for the sale of shares of the Sterling Funds.

BB&T IS also acts as a solicitor to the Elite MSP Program and may provide a number of additional administrative and support services to the Program. For its services, BB&T IS receives a portion of the fees paid by clients to the Program. Accordingly, clients should note that BB&T IS may have an incentive to introduce clients to the Program over other investment advisory programs.

- ii. Scott & Stringfellow, LLC. (“S&S”), a wholly owned subsidiary of BB&T Corporation, is a registered broker-dealer and investment adviser. S&S provides retail distribution for the Sterling Funds. In addition, S&S serves as sub-adviser for certain Sterling clients, including several Sterling Funds.

S&S is registered with the National Futures Association and is a commodity trading advisor.

S&S may create or package limited partnerships for its clients.

Sterling generally does not act as principal or broker in connection with client transactions. However, Sterling may exercise its discretion under the investment agreement with the client to effect transactions in securities or other instruments through S&S. In connections with such transactions in which S&S will act as principal, Sterling will disclose to the client that the trade will be conducted on a principal basis and obtain client consent in accordance with Section 206-3 of the Advisers Act.

Sterling may from time to time purchase, on behalf of clients, securities in offerings with respect to which S&S serves as an underwriter. In such cases, the purchase is generally made from a party unaffiliated with Sterling, but S&S may nevertheless benefit indirectly from such transactions. All such transactions will be effected in accordance with

applicable law, including the Investment Advisers Act, the Investment Company Act and ERISA.

- iii. Clearview Correspondent Services, LLC (“Clearview”), a FINRA and NYSE member clearing broker-dealer of securities, is a wholly owned subsidiary of BB&T Corporation. Clearview acts as the clearing firm for Scott & Stringfellow, LLC.

## 2) Investment Companies or Other Pooled Investment Vehicles

- i. Sterling serves as investment adviser to portfolios of the Sterling Capital Funds and the Sterling Capital Variable Insurance Funds (the “Sterling Funds”), a family of open-ended investment management companies (mutual funds) registered under the Investment Company Act of 1940. Sterling is also the Administrator for the Sterling Funds. The Sterling Funds and Sterling have entered into Advisory Agreements whereby Sterling will serve as investment adviser to the Sterling Funds. Pursuant to the Agreement, the Sterling Funds will pay Sterling an advisory fee based on the Sterling Funds’ average daily net assets each month. Sterling has voluntarily agreed to limit certain fees. Please refer to Item 5-Fees and Compensation, or the Sterling Funds’ Prospectus, for the current fee schedule.

Sterling, where appropriate and in accordance with applicable laws, may recommend to its clients that they purchase shares of the Sterling Funds. Clients should note that Sterling may have an incentive to introduce clients to the Sterling Funds over other investment management companies in these cases because Sterling receives a management fee from the Sterling Funds. Clients have the right, at any time, to prohibit Sterling from investing any of their managed assets in the Sterling Funds.

Sterling Partners GP LLC is the General Partner of the Sterling Distressed Opportunity Fund LP (“Distressed Fund”), a private partnership managed by Sterling Capital Management LLC. Eduardo Brea, CFA, and Howard E. Buznitsky, CFA, act as co-portfolio managers of the Distressed Fund. Eduardo Brea and one other Sterling employee are investors in the Distressed Fund. The Distressed Fund is long-only and invests primarily in the equity and subordinated debt of targeted companies experiencing operational or financial distress. The Distressed Fund’s opportunity set includes equity, warrants, preferred stock, senior and subordinated debt of publicly traded businesses with at least \$50 million in equity market capitalization.

The Distressed Fund may purchase shares of the same securities owned in the portfolios of other Sterling clients. To the extent a particular investment is suitable for clients of Sterling and the Distressed Fund, such investments will be allocated between Sterling clients and the Distressed Fund according to the Sterling's established allocation procedures. Reasons for non-pro rata allocations may include differing investment objectives, restrictions, risk characteristics, tax implications and other factors.

Eduardo Brea is the Portfolio Manager of Sterling's small cap value portfolios and will allocate his time and portfolio management activities to Sterling's small cap value portfolios and the Distressed Fund.

### 3) Other Investment Adviser or Financial Planner

- i. SHDR Investment Advisers, Inc. ("SHDRIA") is an institutional-only investment adviser, registered with multiple states and the SEC under the Investment Advisers Act of 1940. SHDRIA is a wholly owned subsidiary of BB&T Corporation and under common control with Sterling.
- ii. Sterling Capital (Cayman) Limited, a wholly owned subsidiary of Sterling Capital Management LLC provides investment advisory services to non-U.S. companies.
- iii. Clients of Sterling who are retirement plan sponsors will frequently offer shares of one or more of the Sterling Funds as investment options for their plan participants. It is customary in these situations that a bank, broker-dealer, or other financial institution will serve as a retirement plan trustee and/or custodian. These entities act in the capacity of service providers by offering participant education, record-keeping, marketing, or other shareholder services. In these arrangements, the prospectus of the Sterling Funds allows the mutual fund portfolios to pay service providers a portion of the daily net asset value of shares held by the service provider's eligible customer accounts. From time to time, Sterling may choose to supplement these payments made by the mutual funds with additional cash payments made directly from Sterling to the service provider for shareholder services rendered by the service provider.
- iv. Please also refer to items C.1.i, BB&T Investment Services, Inc. and C.1.ii, Scott & Stringfellow LLC above.

### 4) Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor.

- i. Please refer to Item C.1.ii, Scott & Stringfellow LLC above.

5) Banking or Thrift Institution

- i. Sterling is an independently operated subsidiary of BB&T Corporation. BB&T Corporation is a diversified banking and financial holding company and operates banking subsidiaries in twelve states and the District of Columbia.
- ii. Branch Banking and Trust Company, a North Carolina banking company, is a wholly owned subsidiary of BB&T Corporation. Branch Banking and Trust Company serves as trustee and/or custodian of certain accounts for which Sterling advises.

6) Accountant or accounting firm - Not applicable.

7) Lawyer or Law Firm - Not applicable.

8) Insurance Company or Agency

- i. BB&T Insurance Services, Inc. is an insurance agency network that is wholly owned by Branch Banking and Trust Company.
- ii. McGriff, Seibels & Williams, Inc. is a wholly owned subsidiary of Branch Banking & Trust Company.

9) Pension Consultant

- i. Please refer to Item C.3.i, SHDR Investment Advisers, Inc. above.

10) Real Estate broker or dealer - Not Applicable.

11) Sponsor or Syndicator of Limited Partnerships

- i. Please also refer to Items C.1.ii, Scott & Stringfellow, LLC and C.2.ii, Sterling Distressed Opportunity Fund LLP above.

D. Sterling does not receive compensation from other investment advisers for recommending or selecting the other investment adviser. Other investment advisers recommended or selected may include affiliated advisers listed above. While Sterling does not receive compensation for the recommendation of affiliates, it may nonetheless cause a conflict of interest.

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

- A. We strive to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Sterling has adopted a Code of Ethics to help meet these standards. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. Annually, employees certify that they have read, understand and will comply with the Code.

Section 204A of the Advisers Act requires the establishment and enforcement of policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by investment advisers. Sterling has a policy generally restricting its employees from purchasing or selling securities for their own accounts or for accounts of family members over which they have control prior to the full satisfaction of clients' needs with respect to such securities. Each employee is required to complete a Personal Transaction Report which provides the details of all personal security transactions made by employees and which is reviewed for compliance by Sterling.

A copy of our Code of Ethics will be provided to any client or prospective client upon request. Please contact Sterling's Chief Compliance Officer, Clint Ward at [scmcompliance@sterling-capital.com](mailto:scmcompliance@sterling-capital.com).

- B. If in appropriate circumstances and consistent with the clients' investment objectives, Sterling may recommend to clients the purchase or sale of securities in which Sterling and/or its affiliates may have a position of interest.
- i. Sterling, where appropriate and in accordance with applicable laws, may recommend to our clients that they purchase shares of registered investment companies for which we serve as investment adviser ("Sterling Funds"). We receive a management fee from the Sterling Funds. Clients have the right, at any time, to prohibit Sterling from investing any of their managed assets in the Sterling Funds.
  - ii. Sterling generally does not act as principal or broker in connection with client transactions. Sterling may, however, exercise its discretion under the investment management agreement with the client, effect transactions in securities or other instruments for the client through an affiliated broker-dealer. If an affiliated broker-dealer will act as principal, Sterling will disclose to the client that the trade will be conducted on a principal basis and obtain client consent.

- iii. On behalf of its clients, Sterling may from time to time purchase securities in offerings with respect to which an affiliate of Sterling serves as an underwriter. The purchase is generally made from a party unaffiliated with Sterling, but Sterling's affiliate may nevertheless benefit indirectly from the transactions. All such transactions will be effected in accordance with applicable law, including the Investment Advisers Act, the Investment Company Act and the Employee Retirement Income Security Act ("ERISA").
- iv. Sterling Partners GP LLC is the General Partner of the Sterling Distressed Opportunity Fund LP ("Distressed Funds"), a private partnership managed by Sterling Capital Management LLC. Eduardo Brea, CFA, and Howard E. Buznitsky, CFA, act as co-portfolio managers of the Distressed Fund. Eduardo Brea and one other employee are investors in the Distressed Fund. The Distressed Fund is long-only and invests primarily in the equity and subordinated debt of targeted companies experiencing operational or financial distress. The Distressed Funds' opportunity set includes equity, warrants, preferred stock, senior and subordinated debt of publicly traded businesses with at least \$50 million in equity market capitalization.

The Distressed Fund may purchase shares of the same securities owned in the portfolios of other Sterling clients. To the extent a particular investment is suitable for clients of Sterling and the Distressed Fund such investments will be allocated between Sterling clients and the Distressed Fund according to Sterling's established allocation procedures. Reasons for non-pro rata allocations may include differing investment objectives, restrictions, risk characteristics, tax implications and other factors.

Eduardo Brea is the Portfolio Manager of Sterling's small cap value portfolios and will allocate his time and portfolio management activities to Sterling's small cap value portfolios and the Distressed Fund.

- v. Sterling manages a quantitative small cap value portfolio for Sterling's employee's 401K. Robert Bridges, CFA, acts as the portfolio manager. The quantitative small cap value portfolio invests in companies with market capitalizations in the range of the Russell 2000® Value Index using a quantitative model to identify potential investments.

The investment strategy involves purchasing shares of stock of companies deemed to be attractive investments and also selling short the stocks of unattractive investments then using proceeds from the short sales to purchase additional shares of the first group. This strategy may cause the quantitative portfolio to purchase shares of companies owned in the portfolios of other Sterling clients. The quantitative portfolio may also sell short shares of companies owned in the portfolios of other Sterling

clients. When the quantitative portfolio sells short a security that is held long by other accounts managed by Sterling, the trade could adversely affect long positions held in other Sterling clients' portfolios. Clients are not solicited to invest in the quantitative small cap value portfolio.

- vi. Sterling may from time to time take an active role in portfolio companies on behalf of clients. This may take various forms, including company Board of Director participation, solicitation of potential buyers for portfolio companies; and solicitation of other shareholders within the guidelines established by various regulatory bodies. Sterling believes there are occasions when such participation is consistent with Sterling's fiduciary duty.

Equity analyst Bob Bridges was elected to the Board of Directors of Bridges Investment Counsel, Inc in November of 2006. Bridges Investment Counsel (BIC) is a registered investment adviser located in Omaha, Nebraska, and owned by Mr. Bridges' extended family. BIC serves as the investment manager of the Bridges Investment Fund (BIF), a registered investment company also located in Omaha. Mr. Bridges was elected as a director of BIF in the spring of 2007. BIC also provides investment management services to Provident Trust Company (PTC), a state-chartered (non-bank) trust company. Mr. Bridges was elected as a director of PTC in the spring of 2007. Mr. Bridges receives compensation for serving as a director of these three entities. Compensation is immaterial to Mr. Bridges' overall compensation from Sterling.

- vii. Sterling may on occasion assist with sponsoring client conferences organized by wrap sponsors who recommend Sterling to their clients.

- C. Employees of Sterling and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Sterling's clients. The Code is designed to assure that the personal securities transactions, activities and interests of the employees of Sterling will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not interfere materially with the interest of Sterling's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees may benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code to reasonably prevent conflicts of interest between Sterling and its clients.

- D. Sterling, or its related persons, may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that Sterling, or its related person, buys or sells the same securities their own account. Please refer to Items 11. A and 11.C above for a description of Sterling's Code of Ethics.

## **Item 12 – Brokerage Practices**

- A. As a general rule, Sterling receives discretionary authority from its clients through its investment management agreements at the outset of an advisory relationship.

Included in Sterling's authority is the ability to:

- Determine securities to be bought or sold
- Determine the amount of the securities to be bought or sold
- Select brokers and dealers through which to execute transactions on behalf of its clients
- Determine commission rates, if any, at which transactions are effected

There are several factors considered when selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation. The list of approved broker-dealers is reviewed at least quarterly and revised as appropriate. Criteria considered in evaluating broker-dealers include, but are not limited to:

- The business reputation and financial strength of the firm
- The firm's ability and responsiveness in executing orders
- Receipt of accurate confirmations and recordkeeping
- Prompt payment and/or delivery of securities
- Competitive commission rates
- Appropriate facilities and technology
- The quality of research services provided by the firm (when applicable)

The major consideration in allocating brokerage business is the pursuit of best execution on all transactions effected for all accounts. Brokerage may at times be allocated to firms that supply research, statistical data and other services when the terms of all transactions and the capabilities of different broker-dealers are consistent with the guidelines set forth in Section 28(e) of the Securities Exchange Act of 1934.

Sterling has negotiated custodial arrangements with several brokerage firms that Sterling believe are competitive in terms of mitigating the total cost of transaction and other fees (custodial) incurred by clients. In some of these arrangements, Sterling is afforded the ability to deal competitively with firms of its choice in negotiating the purchase and sale of bonds for their clients and the broker acting as custodian will make or take delivery of such bonds without charge to their clients. In exchange, the majority of such stock transactions as may occur in such accounts are transacted with the broker acting as custodian. In other arrangements, Sterling

clients receive discounted brokerage rates on stock transactions with a minimum ticket charge. In some cases, bond sales or purchases delivered to/from a client account incur a charge.

### **Wrap Trade Desk**

#### **Adviser Only**

Sterling manages accounts in a number of wrap fee programs that are not traded through the firm's trade order management system. Instead, these accounts are traded through each wrap program sponsor's system and shares cannot be allocated to these accounts using the firm's trade order management system's computer-generated methods.

Clients of wrap sponsors typically pay the sponsor a single fee based on assets held at the sponsor for all trading, custodial, and other services provided by sponsor. This fee precludes a client from paying sponsor commissions on a per transaction basis. When Sterling selects another broker-dealer to effect a trade other than the sponsor, an additional handling fee may be assessed by the sponsor. Due to this additional fee and additional processing, it is anticipated that generally all trading for wrap programs will be executed through the sponsor.

It is important that these accounts receive equitable treatment in regards to block trading activities. To accomplish this, the wrap trading department, on a rotational basis, alternates the participation order of the wrap fee accounts on the trading platforms.

#### **Plan Sponsor**

For Elite MSP accounts, in which Sterling serves as both Adviser and Sponsor, the accounts are not traded through the firm's trade order management system. Instead, the accounts are traded through the program's custodian, Pershing, LLC. Brokerage for other transactions in client accounts will be directed by separate account managers to Pershing. Clients should note that, because Sterling will not have any discretion in brokerage for Program accounts, clients may or may not pay more in brokerage for transactions in Program accounts.

### **Mutual Funds**

The prospectuses for the Sterling Funds managed by Sterling sets forth the types and amounts of securities that may be bought or sold by Sterling on behalf of the Sterling Funds. The Advisory agreements entered into by Sterling and the Sterling Funds give Sterling the authority to select the brokers or dealers that will execute the purchases and sales of the securities of the Sterling Funds portfolios managed by Sterling. This Agreement also directs Sterling to use its best efforts to obtain the best available price and most favorable execution of these transactions. Sterling is given the authority to effect transactions at commission rates that are in excess of the minimum available commission rates when deemed appropriate by Sterling.

### **Research and Other Soft Dollar Benefits**

Sterling uses research materials in making recommendations to a broad range of clients. To the extent consistent with achieving best overall execution, Sterling allocates orders to broker-dealers that provide research information as part of their general customer service. These research services may include information on securities markets, the economy, individual companies and services, statistical information, risk measurement analysis, performance studies and other appropriate research products and services.

We receive research products and services from both proprietary (created or developed by a broker-dealer) and third-party research firms in connection with managing client equity portfolios. For proprietary broker-dealer services that are “bundled” ( e.g. offer trade execution and research products for one commission rate), we allocate a portion of the commission to trade execution and the remainder to research services.

For third-party (soft dollar) research services, we predominantly use client commission arrangements (“CCA”) with participating broker-dealers and also allocate a portion of the commission to trade execution and the remainder to research services. Third-party research is reviewed by both the equity group and a soft dollar committee before approving a new research service. All third-party research and trading services are reviewed by our compliance department to ensure compliance with the safe harbor section 28(e) of the Securities Exchange Act of 1934, as amended.

We periodically review our total commission structure with an industry survey of comparable managers.

Use of client commissions for research and other soft dollar benefits can create a conflict of interest between the client and its advisor.

- It directly reduces Sterling out-of-pocket costs for those services.
- It may create an incentive to select a certain broker or research product or service.
- Clients may pay commission rates that are higher than would otherwise be the case if they traded solely for execution purposes.
- Sterling may invest client assets in securities issued by broker-dealers or their affiliates.
- Sterling may provide investment management services to broker-dealers or their affiliates.

In some cases, research services are generated by third parties but provided to Sterling by or through brokers-dealers. Although it is not possible to assign an exact dollar value to these services, they may reduce our expenses. The fees paid to us, however, are not reduced because it receives such services.

Clients may pay commission rates that are higher than would otherwise be the case if they traded solely for execution purposes. Such higher commissions would be paid in accordance with Section 28(e) of the Securities Exchange Act of 1934, which requires Sterling to determine

in good faith that the commission paid is reasonable in relation to the value of the research provided. We believe that using soft dollars to obtain the type of research services mentioned above enhances our investment research process, thereby increasing the prospect for higher investment returns. Research services received pursuant to soft dollar arrangements may be used to benefit the account that generates the commissions, as well as other accounts. In some instances, research products or services received by Sterling may also be used for functions that are not research related. Where such product or service has a soft dollar/hard dollar “mixed use”, we will make a reasonable allocation according to its use and will pay for the non-research function in hard dollars using our own funds.

Sterling uses client soft dollar commissions for the service of all of its equity clients. Not all research commissions generated by a client’s trade will necessarily benefit a particular client’s account and soft dollar benefits are not proportionate to soft dollar commissions generated.

Research and other soft dollar benefits can be broken down into proprietary broker-dealer research and third-party research. Proprietary broker-dealer research typically includes analyst research reports, sales brokerage coverage, conferences, and one-on-one meetings with both analysts and companies.

Third party-research services used in the past year include:

<u>Name of Product/Service</u>	<u>Description</u>
FactSet (“mixed-use”)	Corporate Research Database
Russell Investments	Index data provider
Zacks Investment Research	Stock research/ratings
Dow Jones News Service	News feed
NYSE	Stock quote feeds
AMEX	Stock quote feeds
13D Research	Macro strategy publication
BCA Research	Macro strategy publication
Value Line	Stock research
Ned Davis	Stock technical research
Telemet America	Stock quote/news data provider
Gartner Group	Technology sector research
S&P NetAdvantage	Benchmark data provider
StreetAccount	News feed
Bloomberg (“mixed-use”)	Trading/research terminals
Wolfe Research	Macro strategy publication
Zelman and Associates	Housing/economic research
KBW	Bank research
WJB	Fixed income/equity technical research
Reuters Knowledge	Fundamental/estimate database
Spin-Off Report	Equity spin-off publication
Thomson Street Event	Research and transcript service

In accordance with the requirements of Section 28(e), Sterling has entered into arrangements for research and/or brokerage services. To facilitate payment of these services, Sterling initiated client CCA, directing the transacting broker-dealer to collect and pool commissions generated by client trades and then periodically directing the broker-dealer to pay research invoices from that pool. Justifications for each arrangement are reviewed or monitored by the Best Execution Committee periodically to determine if the product or service meets the eligibility criteria of “research” or “brokerage” in Section 28(e) Safe Harbor; that the product or service provides lawful and appropriate assistance in Sterling’s investment decision-making responsibilities and makes a good faith determination that the client commissions paid are reasonable in relation to the value of the services received. Non-research usage, overhead and ineligible brokerage services do not fall under the Safe Harbor provided by Section 28(e). If a product/service is determined to be a “mixed-use” item, Sterling makes a best effort decision on a reasonable cost allocation between hard and soft dollars and splits the payment for this service accordingly. The commission credits provide stock screening and research tools as well as quotation and trading execution services. Sterling is not contractually obligated to direct trades to these broker-dealers in connection with this arrangement. When we execute

orders through these broker-dealers, clients may pay commissions higher than those obtainable from other brokers. Research products or brokerage services provided by these commission credits may benefit all clients including those not participating in a given transaction.

Sterling's procedure for working with equity broker-dealers or equity third-party research providers using client commissions is multi-faceted. Portfolio managers and analysts "vote" for broker-dealers with proprietary research services annually. Considerations typically include:

- Number of company or analyst meeting opportunities
- Quality of the analysts and their research reports
- Sales coverage
- Conference participation

Third-party research services are vetted within the equity group and must be approved by the Soft Dollar committee and compliance department before they can be purchased. Third party research services are purchased through broker-dealers using CCA. In a CCA, a trade execution commission rate is established and an additional commission rate is added to be retained by the broker-dealer to pay for the research services.

Sterling on occasion directs fixed income securities transactions to a broker-dealer that provides specialized research services, generally paying a small premium (typically no more than one sixty-fourth of a point, but which may range up to a maximum of one thirty-second of a point) on those transactions in recognition of the value of the research services provided. The services consist of daily and weekly macroeconomic analyses that assist the fixed income team in its investment process, especially as an input to decisions on portfolio duration, yield curve decisions, and sector weightings. The services have well-established track records and have been recognized by the industry as premier fixed income economic groups. In our judgment, this practice is consistent with its best execution guidelines.

### **Brokerage for Client Referrals**

Sterling does not consider broker-dealer or third party referrals in selecting or recommending broker-dealers.

### **Directed Brokerage**

Sterling does not recommend, request, or require clients to direct transactions through specific broker-dealers.

We may accept direction from clients or agree to limitations with respect to Sterling's brokerage discretion as to which brokers-dealers are to be used and what commissions are to be paid.

Clients who direct us to use a particular broker-dealer should be aware of the following:

- There may be a disparity in commission rates.
- Similar brokerage services may be obtained from other broker-dealers at lower cost.
- Sterling is not responsible for competitive bids on directed trades.
- Sterling may be unable to obtain a more favorable price based on transactions that cannot be aggregated with transactions of its other advisory clients.
- Sterling may enter orders after other clients' orders for the same security which may cause price difference or non-completion of directed trades.
- A directed brokerage client may not be able to participate in allocations of shares in new or secondary offerings.

While Sterling retains discretion over timing of placement of all directed trades, it is generally the firm's policy that directed brokerage orders are executed in a random rotation with non-directed orders. Directed brokerage transactions may result in higher commissions, greater spreads or less favorable execution on some transactions than would be the case if Sterling were free to choose the broker or dealer. For best execution, a bond may be purchased away from the custodian brokerage firm and a minimal charge could apply for accepting such delivery. The net result to the client would be advantageous.

In situations where the client directs us to effect portfolio transactions through a particular broker-dealer, we require such directions to be in the form of written instruction from the client.

## **B. Trade Aggregation**

Investment decisions deemed appropriate for one client may also be deemed appropriate for other clients so that the same security may be purchased or sold at or about the same time for more than one client. When this is the case, Sterling may, but is not obligated to, aggregate similar trades for multiple clients and execute the trade as a single block. Trades may also be aggregated with trades on behalf of clients of Sterling's affiliates. When transactions are so aggregated, the securities purchased or sold will be allocated in a fair and equitable manner. The prices applicable to the aggregate transactions on a given day will be averaged, and the accounts will be deemed to have purchased or sold their proportionate share of the securities involved at the average price. We will not aggregate transactions unless we believe that it is in the best interest of the affected clients and consistent with our duty to seek best execution. Nevertheless, there is no assurance that the aggregation of transactions will benefit all clients equally, and in some instances combined orders could adversely affect the price or volume of a security. Also, it is possible that we may not aggregate trades in circumstances where it would be beneficial to do so. Further detail on trade allocation procedures will be provided upon request.

## Item 13 – Review of Accounts

Depending on the nature of the your portfolio, your own monitoring capabilities, the type of advice and the arrangements made with you, frequency of reviews range from daily to quarterly. The level of review may encompass your portfolio, a section of the portfolio or a specific transaction or investment. The frequency of the review depends upon a variety of factors such as: the risk profile of the account, the account's activity level, and the volatility of the asset allocation sectors in which the account is invested and your preferences, if any. Additional review may be triggered by changes in the investment objectives or guidelines of a particular client or specific arrangements with the particular clients. There is no minimum or maximum number of accounts assigned for each reviewer.

Portfolio evaluations and analyses are furnished to our clients in writing generally on a monthly or quarterly basis as requested. These reports generally include a list of all assets held in the account and a current market value along with account transactions and other portfolio details. The portfolio investment results (performance) are provided for various time periods along with appropriate market indices for comparative purposes. Formal client review meetings are generally conducted on a regular basis at intervals selected by you. During these reviews, the investment results and portfolio strategy are discussed. In addition, client objectives and risk tolerance are reviewed.

Please refer to Item 15 – Custody for reports provided to clients regarding custody. We suggest to our clients that the information they receive from Sterling, including invoices and periodic statements, be compared to the statements clients receive from their custodians.

**Review of Accounts** - *Listed below are examples of the frequency and nature of reviews conducted by supervised persons and the titles of the supervised persons. The type of reviews conducted will vary depending on the nature of the client's portfolio.*

Reconciliation and Reporting Process - *monthly reports reviewed by:*

- Portfolio Administrators
- Operations Manager

Client Reports - *monthly or quarterly as specified by the client, reports include Asset Values, Income, Gains and Losses, and other data required by the client and are reviewed by:*

- Operations Manager

Custody Reviews - *periodically review a sample of “direct deduct billings” and calculate whether fees have been charged in accordance with the client's advisory contract and are reviewed by:*

- Compliance Officer

Performance Composite Reporting - *monthly composite returns and portfolio dispersions reviewed by:*

- Executive Director and/or designee
- Portfolio Managers
- Managing Director
- President

Performance Composite Disclosures - *annually reviewed by:*

- Executive Director
- Managing Director
- Compliance Officer

Pricing Review – *reviewed monthly by:*

- Operations Manager
- Executive Director

Policy Restrictions – *Certain restrictions may not be compatible with the trade order management system’s capabilities and are reviewed by:*

Policy Restrictions – *pre-trade reviewed and conducted by:*

- Equity Traders
- Portfolio Managers

Policy Restrictions – *post-trade reviewed and conducted by:*

- Compliance and/or Portfolio Administrators
- Portfolio Managers

## **Item 14 – Client Referrals and Other Compensation**

Sterling does not receive an economic benefit from anyone who is not a client in exchange for investment advice or other advisory services.

We will from time-to-time compensate persons and companies for client referrals. You will be informed in writing of such compensation prior to the initiation of the account. We will not charge an advisory fee for the account that is different from the fee that we would normally charge to the account.

For its services under the Elite MSP Program, Sterling may pay BB&T Investment Services, Inc. a portion of the client’s advisory fee. Please also refer to Item 4 - Advisory Business or Appendix 1 of ADV Part 2A for more information on Elite MSP.

## Item 15 – Custody

You should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that Sterling may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## Item 16 – Investment Discretion

Sterling manages securities portfolios on a discretionary basis. We accept discretionary authority when a client signs an investment advisory agreement at the outset of the advisory relationship. This investment advisory agreement allows Sterling, without obtaining client consent, to implement investment decisions. In making decisions as to which securities are to be bought and sold and the amount, Sterling is guided by the investment objectives, guidelines, and restrictions that are developed in consultation with clients. These guidelines typically include the investment objective, risk level, and the types and amounts of securities that will make up the portfolio. For registered investment companies, Sterling's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

We generally will not manage accounts on a non-discretionary basis. However, exceptions may be made on a case-by-case basis.

Included in our authority is the ability to select broker-dealers through which to execute transactions on behalf of clients, and the commission rates, if any, at which transactions are effected. We may accept direction from the client or agree to limitations with respect to our brokerage discretion as to which broker-dealers are to be used and what commissions are to be paid.

If a client directs us to use a particular broker-dealer, the client should be aware that Sterling may not be in a position to freely negotiate commission rates or spreads, obtain volume discounts on aggregated orders, or to select broker-dealers on the basis of best price and execution. As a result, directed brokerage transactions may result in higher commissions, greater spreads or less favorable execution on some transactions than would be the case if we were free to choose the broker or dealer. For best execution, a bond may be purchased away from the custodian brokerage firm and a minimal charge could apply for accepting such delivery. The net result to the client may be advantageous. In situations where the client directs our firm to effect portfolio transactions through a particular broker-dealer, we will require the client to provide directions in writing.

The major consideration in allocating brokerage business is the pursuit of best execution on all transactions effected for all accounts. Brokerage may at times be allocated to firms that supply research, statistical data and other services when the terms of all transactions and the capabilities of different broker/dealers are consistent with the guidelines set forth in Section 28(e) of the Securities Exchange Act of 1934. Also, please refer to Item 12 - Brokerage Practices.

## Item 17 - Voting Client Securities

### Proxy Voting

Sterling's investment advisory agreement states that decisions on the voting of proxies will be made by our firm unless you reserve the right to vote the shares and preclude Sterling from voting proxies when opening an account with us.

Sterling has adopted and implemented written proxy policies and procedures reasonably designed to ensure that proxies are voted solely in your interests or plan participants and beneficiaries for ERISA accounts, and for the exclusive purpose of providing economic benefits to you. The policies include procedures to resolve material conflicts of interests that may arise between Sterling and you.

If you lend securities, Sterling will vote the securities' shares as reported by your custodian. Sterling does not vote proxies for securities held in its quantitative portfolios. There may be instances, depending on the portfolio, for which Sterling does not vote proxies. You may direct a vote for a particular solicitation.

Sterling's voting guidelines provide a general framework for voting proposals in the best interest of shareholders. The key element underlying any evaluation of the interests of a client in a proposal, election, or issue presented to a shareholder vote is the effect, if any, the proposal, election, or issue could have on the current or future value of the investment.

If you would like to obtain a copy of Sterling's proxy policies and procedures and/or a report summarizing how your securities were voted, contact Sterling's Chief Compliance Officer, Clint Ward at [scmcompliance@sterling-capital.com](mailto:scmcompliance@sterling-capital.com). Annual Form N-PX filings informing our mutual fund shareholders how Sterling voted proxies for the 12-month period ending June 30<sup>th</sup> are filed with the SEC no later than August 31<sup>st</sup> of each year.

### Class Action Settlements

Although we may be authorized to vote proxies in client accounts as described above, we will not handle or otherwise process any potential "class action" claims or similar settlements that clients may be entitled to for securities held in client accounts. Clients will receive the paper work for such claims directly from their account custodians. Each client should verify with his/her/its custodian or other account administrator whether such claims are being made on the client's behalf by the custodian or if the client is expected to file such claims directly.

We do not believe our firm possesses the necessary legal expertise or the obligation to advise clients on legal matters including class actions and proofs of claim regarding securities held in clients' accounts. We do, however, believe that our fiduciary duty to our clients binds us to act in their best interests and to assist in these matters to the best of our ability. Sterling will provide such assistance to clients or their agents and advisers as it is reasonably capable of providing, but does not accept ultimate responsibility

for responding to class action notifications and expressly disclaims liability for the failure to respond to such notifications.

From time to time, our clients may be eligible to participate in a class action lawsuit relating to securities they own or have owned during the period we managed their account. In addition, Sterling's clients may from time to time be entitled to receive a portion of a class action settlement or award because of securities owned by the client during the period that we managed their account. In these cases, Sterling's general policy is to work with client custodians to assist the custodian to gather information about the applicable class, the applicable lawsuit and/or any applicable award or settlement and inform the client of the same.

Sterling has adopted the following procedures:

1. Sterling is aware that, with respect to class action awards and settlements, custodians are typically instructed by a class agent or court order to identify eligible client accounts and to provide client information to the class agent or court. When Sterling is contacted by a client or a client custodian regarding a class action lawsuit, award or settlement for which a client may be eligible, Sterling will, to the extent reasonably requested, seek to cooperate and assist the client custodian and the client to become informed about and respond to the same.
2. With respect to mutual fund accounts advised or sub-advised by Sterling, class action notices are to be received and completed by the Funds' custodian. Should Sterling receive any notices regarding a mutual fund account, such notices will be forwarded directly to the Funds' custodian.

In certain circumstances, when authorized and instructed to do so by a client, Sterling may file a claim with respect to a class action lawsuit, settlement or award on behalf of a client.

## Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Sterling's financial condition. ***Sterling has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.***