

Item 1 - Cover Page

New Albany Capital Partners, LLC, (referred to as either “NACP” or the “Registrant”) operates as an independent Registered Investment Adviser (“RIA”). Organizationally, Gummer & Lewis Investment Counsel, LLC, (“GALIC”) is a single member limited liability company that is a wholly-owned subsidiary of NACP. Hereinafter, both entities are described as NACP. NACP maintains its RIA registration with the U.S. Securities and Exchange Commission (the “SEC”). Additionally, NACP maintains a registration as an Independent Registered Municipal Adviser (“IRMA”) with the SEC as well as the Municipal Securities Rulemaking Board (“MSRB”). It should be noted that these registrations are for compliance purposes. Accordingly, NACP’s registration with the SEC and the MSRB does not imply any level of professional skill or competence conveyed by the SEC, the MSRB, or any similar U.S. Government entity. With this brochure, the SEC requires the following specific disclosure within this Cover Page:

This brochure provides information about the qualifications and business practices of New Albany Capital Partners, LLC. If you have any questions about the contents of this brochure please contact us at (614)-944-5011. 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 NACP is also available on the SEC’s website at www.adviserinfo.sec.gov.

This disclosure represents the conversion of what was formerly known as SEC Form ADV Part II (and SEC Form ADV Part 2, Schedule F) into a “plain language” format. This document is now known as SEC Form ADV Part 2A, also referred to as a “brochure.” The SEC has published a general outline of disclosure items, and the order in which these items are to be disclosed. Where applicable, we have attempted to tailor our filings to the SEC’s organizational sequence.

This form will be electronically filed with the SEC’s office of Investment Adviser Public Disclosure on or before March 31, 2017, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) and the Investment Advisers Act of 1940 as amended (the “40 Act”).

The effective date of this Form ADV Part 1 and ADV Part 2A update is March 28 2017. NACP’s SEC file number is 801-68296.

Correspondence with regard to NACP may be directed as follows:

John N Lewis, CFA
Chief Compliance Officer
New Albany Capital Partners, LLC
4200 Regent Street, Suite 200
Columbus, Ohio 43219
Phone: 614-944-5011

Item 2 – Summary of Material Changes

John Lewis assumed the Chief Compliance Officer duties March 1, 2017 from Rick Wayman. Effective March 1, 2017, Mr. Wayman became a part-time consultant to the Registrant pursuant to a consulting agreement that terminates on March 31, 2017. Clients are encouraged to read this brochure in its entirety and contact our offices with any questions they may have.

In accordance with pending Department of Labor regulations related to the Registrant's activities and potential activities for ERISA governed qualified retirement plans as well as individual retirement accounts (IRAs), the Registrant has modified potential conflict of interest language in Section 11 of This ADV Part 2A.

Item 3 - Form ADV Disclosure Table of Contents

Item 1 - Cover Page.....	1
Item 2 – Summary of Material Changes	3
Item 4 - Advisory Business Description.....	5
Item 5 – Fees and Compensation	7
Item 6- Performance Fees and Side-by-Side Management	8
Item 7 - Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss.....	8
Methods of Analysis.....	8
Investment Strategies	8
Risk of Loss	10
Item 9 – Disciplinary Information	12
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics, Conflicts of Interest, Participation or Interest in Client Transactions, and Personal Trading	12
Item 12 – Brokerage Practices	14
Research and other Soft Dollar Benefits.....	14
Brokerage for Client Referrals.....	14
Directed Brokerage	14
Item 13 - Review of Accounts	14
Item 14 – Client Referrals and Other Compensation.....	15
Item 15 – Custody.....	15
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information.....	16
Item 19 – State Registered Advisers	16

Item 4 - Advisory Business Description

Ownership of all membership units of GALIC is held by NACP. All of NACP's ownership units are held by John N. Lewis, CFA, presently serving as NACP's Managing Director as noted in SEC Form ADV Part 1A. NACP was founded in 2007.

NACP may offer to serve several core types of advisory clients. Services to these clients are summarized as follows and may involve the following services:

- A. State and Municipal Government Entities
 - a. NACP may offer to provide investment management services for municipal government entities, primarily city governments. For these clients, the following, general services may be offered:
 - i. At least annually, NACP may offer to prepare and deliver an annual interest rate and macro-economic expectations report to governmental entity clients in an effort to align macro-economic expectations with client specific liquidity and portfolio needs.
 - b. NACP may offer to assist in the modification or development of the client's investment policy statement.
 - c. Assets managed for these clients are disclosed as "discretionary" in SEC Form ADV Part 1 and SEC Form ADV Part 2A. However, it is reasonable and customary to discuss the specific character of certain securities evaluated for purchase and sale prior to the completion of an actual transaction.
 - i. These portfolios are generally limited to high-quality, short to medium duration fixed-income securities, as may be more specifically identified by statutes specific to each client and each client's investment policy statement. NACP may offer to manage the selection of brokers eligible to transact on our clients' behalf
 - 1. Brokerage selection may be a function of competitively solicited bids and offers for certain transactions. Additionally, NACP may use Bloomberg, TRACE, and other reporting systems to independently evaluate the purchase and sale execution levels of certain securities without a formal competitive solicitation.
 - 2. NACP, as further described in the "Fees and Compensation" section herein, receives no compensation, directly or indirectly, related to any custodial, brokerage, or transactional activity related to client accounts.
- B. NACP may offer to serve non-profit organizations and may offer to provide full discretionary management of investments. Fixed income holdings for these portfolios and the general services that may be provided may be similar to what is offered to municipal government entities. Non-profit organizations are permitted to hold varying

levels of equity securities. These securities range from mutual funds, individual equity securities, preferred equity securities, and exchange traded funds, also summarized within responses to Item 8.

- C. NACP may offer to provide qualified Defined Benefit and Defined Contribution Plan advisory and consulting services. These services are designed to help Plan Sponsors with fund selection and to comply with Department of Labor regulations regarding fee disclosure and evaluate the reasonableness of the Plan's fees.
- D. NACP may offer to manage portfolios for individual investors and related parties. Portfolio management services provided for these clients may be similar to those that may be offered to non-profit organizations. However, these clients generally have a larger exposure to more volatile asset classes. Additionally, these portfolios may utilize option strategies, as either a risk management or speculation tool, and leverage.
- E. NACP does not participate in wrap fee programs at this time and has no material conflicts related to wrap fees to disclose.
- F. As of our most recent ADV update, NACP managed the following number of assets and accounts as of December 31, 2016:

	<u>Number of Accounts*</u>	<u>Account Values</u>
Discretionary	29	308,613,600
Non-Discretionary	2	5,520,964
Total	32	320,074,020

*Accounts, for purposes of this filing, are grouped together based upon affiliations (i.e. husband and wife, while having separate account numbers may be considered one "account" if the styles and strategies are generally similar).

- G. With regard to portfolio management services, generally, NACP endeavors to customize portfolios to the needs of each individual client. However, it is important to note that many of our clients (particularly municipal entities) share materially similar portfolio constraints relating to risk of loss, liquidity, and similar variables.

- H. NACP also may offer to provide consulting services to municipal entities seeking to evaluate capital structures, evaluate new issuance of debt obligations (public and private placements), select underwriters, legal counsel, and other consultants, pursuant to its IRMA registration. These services may be offered to portfolio management clients and unrelated parties as well. Consulting and advisory services relating to this Item may be executed pursuant to separate engagement parameters, services, and fees, as more specifically negotiated between NACP and its clients on a case-by-case basis.

Item 5 – Fees and Compensation

Central to NACP’s fiduciary duties to individual and institutional investors, NACP does not accept any form of commission related to the purchase and sale of any security held in a client account subject to management, supervision, or oversight by NACP.

NACP is compensated, generally, as a function of the client’s portfolio size and complexity. **All fees may be negotiated based upon the size and complexity of client accounts.**

As of this ADV update, maximum annual fee schedules for the following account types are in effect:

Portion of Account Value	Balanced Portfolios	Fixed Income Portfolios	Qualified Retirement Plans
Below \$2,000,000	1.75%	1.75%	Negotiable
Above 2,000,000	Negotiable	Negotiable	Negotiable

Clients are billed according to the fee schedule outlined herein, unless otherwise agreed within the Registrant’s Investment Advisory Agreement, on the account balance at the date of billing and in accordance with the Registrant’s Investment Advisory Agreement. Generally, fees are invoiced on a calendar quarter cycle, four times per year. Fees are considered due and payable when invoiced. Fees will be adjusted to reflect pro rata billings in the event of a new or closed account under a “billing in advance” or a “billing in arrears” format. Thus, clients choosing to terminate an engagement with a “billing in advance” format will be due a refund for the number of days remaining in a given billing cycle upon request. Also, clients choosing to terminate an engagement with a “billing in arrears” will be invoiced for services provided to and including the date of termination.

Clients may be invoiced directly or have NACP’s advisory fees automatically deducted from client accounts with a Qualified Custodian; advisory fees are noted quarterly on official records provided directly to clients by their Qualified Custodian. Generally speaking, municipal government and some non-profit organizations pay by physical check.

Client accounts are charged directly for all brokerage commissions, custody fees, mutual fund management fees, administrative charges, and similar services. NACP may assist clients in the

negotiation and evaluation of fee schedules. However, under no circumstances is NACP considered a custodial party, agent, or similar entity.

The deduction of advisory fees, custodial fees, brokerage fees, mutual fund management fees, administrative charges, and similar charges deducted from a client's account negatively affect performance versus accounts that are not charged brokerage fees, custodial fees, advisory fees, mutual fund management fees, administrative charges, or a combination of any of these expenses.

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

At this time, NACP charges no performance based fees for any clients. Accordingly, we have no conflicts to disclose regarding distinctions between activities associated with performance based and traditional compensation matters.

Item 7 - Types of Clients

As also described in Item 4 – Advisory Business Description, NACP may offer to provide management and supervisory services for the following, general types of accounts:

1. State and Municipal Government Entities
2. Not-for-Profit Organizations
3. Individual Investors, related partnerships, and similar entities
4. Small and medium sized businesses with qualified retirement plans.

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

Methods of Analysis

NACP would describe its investment style as “value-oriented” in nature as described below in the “Investment Strategies” section. NACP may use certain technical indicators in its purchase and sale decisions. However, any such inputs are subordinate to fundamental analysis of a particular holding.

Investment Strategies

As to equity asset classes:

NACP manages equity allocations using a combination of Exchange Traded Funds (“ETFs”) and similar vehicles, including, from time to time, exchange traded notes and mutual funds (both closed and open end).

While ETFs generally form the “core” of most client equity allocations, NACP may also research and manage individual equities. These securities are selected from both national and regional (Ohio and contiguous states) benchmarks. NACP considers its investment style to be “value oriented” with regard to the selection and analysis of individual equities. Among other variables considered, NACP may use any combination of the following:

- A. Analysis of historical financial statements (both annually and quarterly)
- B. Expectations related to future financial performance (using both internally prepared models and certain research services made available to us by others)
- C. Company specific guidance, including company specific discussions with authorized investor-relations and management personnel
- D. Company specific press and financial press releases
- E. SEC filings (primarily 10-K, 10-Q, and 8-K)
- F. Insider ownership trends and histories
- G. Institutional ownership trends and histories
- H. Peer group relative valuation
- I. Internet resources

It is important to note that these measures are simply guidelines. NACP reserves the right to change the ranking statistics, model weights, level of regional exposure, and other variables without notice.

NACP frequently runs security screening models and retains no set time by which these screening models are re-run. It is very possible, due to market variables, that screens could be run several times a week, or only a few times per quarter. As these screening models utilize constantly changing price and valuation inputs, NACP does not retain, nor does it expect to retain, historical screening records. When screening major benchmarks, NACP may consider the following quantitative measures:

- A. Price to Earnings Ratio
- B. Price to Sales Ratio
- C. Price to Earnings Before Interest Taxes Depreciation and Amortization (EBITDA)
- D. Price to Free Cash Flow
- E. Price to Dividend Discount Valuation

It is important to stress that the above list is also a “guide.” **NO SPECIFIC** model, tool, or other input can reasonably be expected to singularly direct our purchase or sale decisions. Furthermore, at our sole discretion, we may eliminate certain of the above referenced valuation exercises and add additional steps as we deem appropriate on a case-by-case basis. Changes to these activities are considered ordinary and necessary in the execution of our responsibilities.

NACP may offer to hedge positions in certain client portfolios. These portfolios will be required to carry margin capabilities, option transaction capabilities, and other advanced account structures.

As to Mutual Fund (open and closed end funds):

Unlike ETFs, mutual funds are not widely utilized within our portfolios, other than for qualified plan relationships. However, we do, from time to time, have varying degrees of exposure to certain funds and fund families. Mutual funds seek to provide a similar portfolio planning purpose as ETFs and are selected and held according to similar guidelines as noted in the beginning of this section.

As to fixed income security selection:

NACP relies primarily on a relative valuation methodology for identifying specific fixed income securities for inclusion in our portfolios. Among other inputs, NACP reviews spreads relative to benchmark issues (i.e. Treasuries), spreads relative to recently issued securities, option adjusted spreads for structured notes, callable notes, and other inputs. As may be required by a client specific investment policy statement varying degrees of secondary market liquidity, existing portfolio duration and convexity characteristics, and issuer restrictions are also incorporated into our selection equation. Similar to our equity security selection process, **NO SPECIFIC** model, tool, or other input can reasonably be expected to singularly direct our purchase or sale decisions.

With respect to all securities held in client accounts under the management of NACP, all transaction records, prospectus data, and related materials are either stored in an electronic format or these materials are readily available “on-line” through subscribed systems such as Bloomberg, LP, EDGAR, or resources provided by the account’s Qualified Custodian.

Risk of Loss

Clients must be aware that ***all*** investments (including U.S. Government obligations) may contain some form of price risks during an investor’s holding period. A decline in price may be experienced within any asset class at a given moment in time.

In an effort to comply with the plain language requirement of this brochure format, we state that it is **impossible** to quantify all possible investment risks. However, certain risks that may be common to the types of securities held in our accounts include, but are not limited to, the following:

For certain, primarily individual, clients NACP may invest the majority of a given portfolio in common stocks. Over time, common stocks and other equity securities may have shown greater historical total returns than other types of securities. In the short-term, however, stock prices may fluctuate widely in response to company, market, economic or other news. These risks include what is known as systemic risks (the risk associated with the underlying market), and non-systemic risks (those that are company specific).

NACP frequently invests in securities (generally, common equity, preferred equity, and debt instruments) issued by companies with a material presence or operating domicile in Ohio and its contiguous States. These, of course, are not expected to constitute the entirety of our portfolio

holdings. However, a material “overweight” may be present from time to time as compared to standard benchmarks. If NACP has invested a higher percentage of its total assets in a particular region, sector or industry, changes affecting that region, sector or industry may have a significant impact on the performance of a client’s overall portfolio.

NACP is not restricted, other than by client investment policy specific to allocation targets, from investing in securities of all market capitalizations. Generally, the securities of larger capitalization companies (represented by benchmarks such as the S&P 500 Index) are widely followed by professional analysts, are considered liquid securities, may have higher dividend yields, and similar traits as compared to small and mid-cap companies. During certain periods, small cap companies have outperformed large cap companies, and visa-versa. We maintain no internal policy designed to estimate or “time” when we may move allocations among capitalization classifications.

With regard to debt securities, unless otherwise prohibited by a client’s investment policy, NACP may invest in unrated or lower-rated fixed income securities. It is reasonable to believe that some of these securities may have a risk profile closer to that of an equity security. Compared to other debt securities, debt securities holding below investment grade ratings, BB+ and below per Standard and Poor’s (often called “junk bonds”), are considered to have speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal according to the terms of the obligation and, therefore, carry greater investment risk, including the possibility of default and bankruptcy. Clients should be aware that these types of securities may be less marketable and more adversely affected by economic downturns than high-quality, investment-grade debt securities. Clients should be aware that allocations to junk bonds within our portfolios are generally small in comparison to our allocations to investment grade debt instruments. Additionally, some securities in our portfolios that do not carry a rating of any kind may be credit enhanced by an irrevocable direct-pay letter of credit issued by an investment grade, U.S. financial institution (usually a bank).

All debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of an option-free debt security can fall when interest rates rise and can rise when interest rates fall. The term most frequently used to quantify this degree of change in price for a given change in yield is duration. Option-free fixed income securities with longer duration should be expected to be more sensitive to interest rate changes than similar structures with lower duration. As a result, changes in interest rates in the U.S. and outside the U.S. may affect a client’s portfolio in an unfavorable manner.

Many debt securities held by NACP contain call provisions of varying complexity. Similar to convertible securities, discussed below, certain events could motivate an issuer to elect an early redemption (or call) option. In such a circumstance, portfolios would be forced to accept a maturity in advance of a stated maturity (the call date) resulting in the loss of future interest income after the security in question will have been called.

NACP may invest in certain convertible securities. The value of convertible securities will vary based on the perceived value of the security underlying the convertible security. Convertible securities are frequently issued with a call feature that allows the issuer to choose when to redeem the security, which could result in an account being forced to redeem, convert, or sell the convertible security under circumstances unfavorable to the client.

Item 9 – Disciplinary Information

NACP has no disciplinary information to report as a function of any citations by Federal, international or State agencies or other regulatory bodies.

Item 10 – Other Financial Industry Activities and Affiliations

1. NACP has registered with the SEC and MSRB as a Municipal Adviser.
2. NACP is not registered, nor has a registration pending, as a broker-dealer.
3. None of NACP's investment advisory representatives are registered representatives of a broker-dealer, futures commission merchant, commodity pool operation, a commodity trading adviser, or an associated entity.
4. NACP receives no compensation related to the recommendation of other investment advisers associated with any client accounts.

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

Pursuant to SEC Rule 204A-1, NACP has adopted a formal code of ethics designed to protect our clients' interests relating to our portfolio management activities. A copy of this code of ethics is available to each client upon written request.

Neither NACP nor its related persons recommend to clients or buy or sell for client accounts any securities in which NACP or its related persons have a material financial interest.

Conflict of interest disclosure related to new Department of Labor Fiduciary guidelines. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (or a combination of): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If the Registrant recommends that a client roll over their retirement plan assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest if the Registrant will earn an advisory fee on the rolled over assets. No client is under any obligation to rollover

retirement plan assets to an account managed by Registrant. Registrant remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

NACP (and its representatives) may, from time to time, invest in the same securities as are held in client accounts. ***We firmly believe that it is important for us to invest in the same types of securities and, from time to time, the exact securities held in client accounts.*** This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. In accordance with our code of ethics and a number of other regulatory procedures, we implement the following procedures related to those securities held for our benefit as well as for the benefit of our clients:

1. Block trading of individual securities
 - a. Orders to buy or sell individual securities may be filled on a “block” basis with all clients, including NACP and its related parties, where all parties receive the exact same execution price, trade date, and settlement date.
 - b. Failure to execute trades on a block basis requires NACP to execute trades for its accounts and the accounts of its related parties on a subordinate priority as compared to client accounts. For example, if a security is purchased for client accounts and NACP accounts, the client purchase order is placed in advance of the NACP purchase order.
2. Open End Mutual Funds
 - a. Orders are placed according to specified “cut-off” times published by the mutual fund management company, custodian, or both. Priority of orders is not a consideration in open ended mutual funds observing daily NAV adjustments.
3. Restricted Entities
 - a. From time to time, NACP may consider certain entities to be “restricted” such that client and NACP personnel may be either prohibited from holding long or short positions in a given entity, and/or subject to additional monitoring and restrictions related to any pending transaction activities.
4. Covered Persons
 - a. The only person within NACP with individual access to both client positions, and pending trades is John N. Lewis, NACP’s Chief Investment Officer. Access to client account information, on a real-time basis, is restricted from NACP’s independent contractors by a combination of computer based identification, passwords, biometric devices, and other procedures.

Item 12 – Brokerage Practices

Research and other Soft Dollar Benefits

NACP has no existing or proposed agreements with any brokers regarding the payment of “soft dollar” benefits.

Brokerage for Client Referrals

NACP and its related parties, receive no referrals of client accounts from any broker or brokerage firm with whom we execute transactions. Doing so, in our opinion, may materially breach our fiduciary duties to our clients.

Directed Brokerage

NACP rarely permits certain clients to direct brokerage. In such arrangements, documented in writing by the client, it is possible that clients requesting directed brokerage arrangements may not receive the most efficient price execution as compared to non-directed brokerage arrangements.

To further improve execution costs, NACP seeks to aggregate orders at every opportunity. It is our belief that combining orders among clients with similar portfolio objectives and constraints should result in more favorable execution levels over time. These operational efficiencies may not be available to those clients seeking directed brokerage arrangements.

Item 13 - Review of Accounts

Our ability to review client accounts is closely correlated to our ability to electronically view portfolio positions. With regard to individual accounts and non-profit accounts, these portfolios are generally reviewed on a daily basis, excepting travel, vacation, and illness related periods of absence. These portfolios generally provide daily electronic interfaces with a qualified custodian (i.e. Charles Schwab & Co., Inc.) capable of delivering daily “links” related to transactions, client deposits, withdrawals, and company specific events.

For those clients with whom we do not have an electronic interface, generally municipal government entities, we internally reconcile (as to cost, not market value) manual records with monthly custodial reports (electronic or physical). During 2010, specific disclosures were created to accompany all internally prepared reports in accordance with SEC Rule 206-(4)-2 urging clients to rely upon those reports provided directly from a qualified custodian for purposes of tax and financial reporting.

Municipal government entity accounts are reviewed monthly by John N. Lewis. Municipal government entity accounts and certain institutional accounts may receive monthly, written

New Albany Capital Partners, LLC
SEC Form ADV Part 2A; March 28, 2017

(submitted via electronic mail) reports of positions, transactions, income, cash reconciliations, and similar activities. Our valuation of securities in public sector accounts utilizes Bloomberg LP data whenever possible. From time to time, cost and face values of certain non-marketable securities, such as FDIC insured Certificates of Deposit may be used where observable market transactions may not exist. In accordance with SEC Rule 206-(4)-2, we urge clients to rely upon portfolio statements provided by their qualified custodian for purposes of official reporting as to account values, holding, and tax reporting.

All other clients may request more formal, frequent reporting from our offices that may be compared to their custodial records. However, other than for municipal government entities, NACP does not prepare regular and/or routine reports for purposes of portfolio analysis. This policy may be changed by either client request or our initiative. Should clients seek to receive certain reports for their internal use, clients are instructed to contact our offices.

Item 14 – Client Referrals and Other Compensation

At this time NACP has no arrangements with any party relating to referrals or other compensation agreements relating to portfolio management operations.

Item 15 – Custody

At this time NACP does not retain custody of any client funds or securities, with the exception of the ability to invoice clients for services rendered through a number of qualified custodial parties. Invoiced amounts appear on periodic statements delivered to clients by these qualified custodians. Clients are urged to review these materials as their qualified custodial parties are not required to verify NACP invoice calculations. NACP believes and makes periodic inquiries to confirm, on a random basis, that clients are receiving statements on a not less than quarterly basis directly from their qualified custodian.

NACP does, for certain clients, prepare internally generated statements and other reports used for portfolio analysis. Specific disclosures accompany all internally prepared reports in accordance with SEC Rule 206-(4)-2 urging clients to rely upon those reports provided directly from a qualified custodian for purposes of tax and financial reporting.

Item 16 – Investment Discretion

NACP advises a small quantity of qualified plans, invested primarily in institutional class mutual funds that are considered non-discretionary for purposes of SEC reporting. In these cases,

NACP offers recommendations as to potential fund selections and ongoing fund change proposals to the Plan fiduciaries. The Plan fiduciaries are ultimately responsible for making changes to the underlying Plan investments.

For other portfolios, NACP may retain operational discretion for managing client portfolios. In this capacity, NACP coordinates the purchase, sale, and settlement of transactions within client portfolios. In these cases, NACP receives a limited power of attorney or similar authorization in order to effect these transactions for client portfolios.

Item 17 – Voting Client Securities

In accordance with SEC Rule 206(4)-6, NACP is willing to accept voting responsibilities for client securities. Certain clients, without regard to discretionary portfolio status, desire to retain voting authority over their accounts. In such cases, client new account paperwork will identify the client's address of record for delivery of proxy information. NACP handles voting elections, at the client account level, on a case by case basis.

As further described in our proxy voting policy statements, NACP operates as, primarily, a long-only portfolio management firm. Accordingly, securities purchased "long" are generally done so with some degree of confidence in present management. Consequently, NACP generally votes proxy materials in favor of management recommendations. NACP does not, and has not since its inception, created an atmosphere of activism with regard to its portfolio positions.

Additionally, every effort is made to ensure that all proxy materials are voted consistently such that one client is not placed in conflict with another client. As proxy materials are anonymous as to the client identification, it is difficult, if not impossible, to segregate votes between clients.

Should clients have a specific consideration or concern with regard to a specific voting matter, clients are encouraged to contact our offices directly. Clients may obtain a copy of our proxy voting policies and procedures upon request.

Item 18 – Financial Information

NACP does not solicit payment of more than \$1,200 per client, six months or more in advance of any service. NACP holds no funds or securities on behalf of its clients and is not required to file audited financial statements.

Item 19 – State Registered Advisers

NACP is not subject to state regulatory registration beyond “notice” filing obligations. NACP notice files in the State of Ohio.