



**Zeke Capital Advisors, LLC**

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March 31, 2011

Form ADV Part 2 – Brochure

**Item 1 – Cover Page**

This Brochure provides information about the qualifications and business practices of Zeke Capital Advisors, LLC (“ZCA”). If you have any questions about the contents of this Brochure, please contact us at 610-407-4848 and/or [information@zekecapital.com](mailto:information@zekecapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

ZCA is an SEC-registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about ZCA also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 2 – Material Changes**

On July 28, 2010, the United State 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 March 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, dated October 29, 2010, 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.

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

Currently, our Brochure may be requested by contacting us at 610-407-4848 or [information@zekecapital.com](mailto:information@zekecapital.com).

Additional information about ZCA is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with ZCA who are registered, or are required to be registered, as investment adviser representatives of ZCA.

# Zeke Capital Advisors, LLC

Zeke Capital Advisors, LLC  
Form ADV Part 2A  
Brochure

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March 31, 2011

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#### **Item 4 – Advisory Business**

Zeke Capital Advisors, LLC (the “Adviser” or “ZCA”) is an investment advisory firm founded on January 1, 2008. The firm is 70.1% directly owned by Edward Antoian, Managing Member, 9.9% by other principals of ZCA and an outside limited partner, and 20% indirectly owned by Chartwell Investment Partners (“Chartwell”), an investment advisory affiliate.

ZCA provides continuous discretionary and non-discretionary investment advisory services to a variety of clients, such as individuals, families, corporations, trusts, estates, pension plans, charities and foundations. ZCA provides its advisory services to clients based on the client’s stated needs, goals and other factors, such as total return objectives, tax situation, risk tolerance, other assets and obligations of the client, any relevant legal considerations, and other investment restrictions applicable to and communicated by the client. ZCA enters into an investment management agreement with each such client, which may be terminated by either party upon 5 days written notice.

Generally, ZCA allocates or recommends the allocation of client assets under its continuous discretionary or non-discretionary management to affiliated and unaffiliated investment managers, through separate accounts managed by the manager, wrap fee programs in which the manager participates, and/or investments in mutual funds, exchange-traded funds, hedge funds, private equity funds and/or other pooled investment vehicles the assets of which are managed by such investment managers. ZCA also may invest (or recommend the investment of) client assets in other securities, such as equity securities, foreign securities, warrants, corporate debt securities, municipal securities, money market instruments, and U.S. government securities. ZCA also may cause clients to (or recommend that they) write options on securities to hedge concentrated equity positions, purchase or sell futures contracts on intangibles, engage in short sales and/or purchase securities on margin. In the course of providing individualized advisory services, ZCA may recommend the sale of a particular security or investment for one client account while recommending the purchase of the same security or investment for another client account if such recommendations are consistent with each client’s investment objectives and guidelines. ZCA also provides reports to clients of other assets (e.g. real estate, life insurance, etc.) for which ZCA does not receive investment advisory fees.

As of 12/31/10, ZCA managed \$845mil in assets on a discretionary basis and \$617mil on a non-discretionary basis for a total of \$1.46 billion.

#### **Item 5 – Fees and Compensation**

The specific manner in which fees are charged by ZCA is established in a client’s written agreement with ZCA. ZCA’s fees are negotiable and billed on a quarterly basis, in arrears. Fees are generally billed to the account custodian and debited from the client’s account. In some instances upon client request, clients receive a fee invoice and remit payment to ZCA via check or wire. The fee invoice shall set forth the amount of the fees, the value of the account assets on which the fees are based and how the fees were calculated. The custodian also must send to the client a statement, at least quarterly, indicating all amounts disbursed from the account, including fees paid directly to ZCA from the Account.

Under most circumstances, ZCA charges an asset-based fee for its continuous discretionary and non-discretionary advisory services. Fees will be a percentage of the market value of all assets in the portfolio on the last trading day of each calendar quarter. This fee generally ranges from 0.20% to 1.00%, depending on the complexity and nature of the advisory services to be rendered. For purposes of calculating asset-based fees, client assets generally are valued based on the value ascribed to the assets by the client's custodian. However, shares of or interests in mutual funds, hedge funds, private equity funds and similar pooled investment vehicles will be based on prices provided by the fund itself. In addition, ZCA may, in good faith, value certain other assets at fair market value.

ZCA also may provide investment advisory services through consultations with clients. ZCA's consulting services focus on the types of investments discussed above for discretionary and non-discretionary advisory services. For these services, ZCA generally charges between \$10,000 and \$50,000 per consultation, depending on the complexity and nature of the consulting services rendered. Consulting fees are negotiable, may be lower than \$10,000 for some clients and are typically included in the quarterly fee debit or invoice, as applicable.

ZCA's 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, third party investments 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, exchange traded funds, hedge funds, private equity funds and other pooled investment vehicles also charge internal management fees, which are disclosed in a fund's prospectus or other offering materials. It should be noted that ZCA may recommend investing in funds that Chartwell manages or sub-advises. Item 12 further describes the factors that ZCA considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Similarly, ZCA may invest (or recommend the investment of) client assets with unaffiliated and affiliated investment managers (*e.g.*, Chartwell) through separate or other accounts. These assets will be subject to the advisory or similar fees charged by these managers, in addition to ZCA's fees; ZCA does not reduce its fees to offset the effect of such fees, unless required by applicable law. Such charges, fees and commissions are exclusive of and in addition to ZCA's fee, and ZCA shall not receive any portion of these commissions, fees, and costs.

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

Generally, ZCA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). However, Edward N. Antoian, Managing Member of ZCA also controls Zeke GP, LP, the general partner and portfolio manager of a privately offered pooled investment vehicle (the "Fund"), which earns a 1% management fee and a performance fee of 20% of any gains of the Fund. Pursuant to an operating agreement between Chartwell and Zeke GP, LP, Chartwell provides administrative, accounting, research, and trading services to the Fund. The Fund pays an annual fee to Chartwell for such services, which is calculated as the lesser of percentage of the gross profits of Zeke GP, LP or a flat fee amount. Mr. Antoian is also a Managing Partner and a Senior Portfolio Manager of Chartwell, where he runs Chartwell's Growth Group, which includes its small cap growth and mid cap growth products.

ZCA and Chartwell are entitled to receive advisory or other fees from the funds they manage, and these fees will not reduce the compensation paid to ZCA, unless required by applicable law.

ZCA is also the general partner and investment manager of a fund of funds (the “Fund of Funds”) that invests primarily in hedge funds (“the underlying funds”). The Fund of Funds may also invest directly in securities, though this is anticipated to be of secondary importance. The objective of the Fund of Funds is to generate strong absolute returns while managing risk through manager selection, diversification, and aggregate net exposure less than 100% long.

The Fund of Funds portfolio is expected to consist of multiple underlying funds that, in combination, provide diversification benefits that will help the Fund of Funds meet its objective. The underlying funds will engage in a variety of strategies, focusing primarily on US equities and debt. They will generally be fundamentally-driven, employing a rigorous research process and taking a medium to long-term investment horizon. The underlying funds will generally be specialists in a narrow segment of the markets; for example, a specific range of capitalization in the underlying companies, a specific geography, or a specific sector.

The Fund of Funds will seek to match the liquidity offered to its investors to the liquidity available at the underlying funds. It should be noted that the underlying funds will charge a management fee and in most cases, will also charge a performance-based fee to the Fund of Funds and therefore, indirectly to the clients invested in the Fund of Funds. The fees charged by the underlying funds will not reduce the compensation paid to ZCA as investment manager of the Fund of Funds or compensation paid to ZCA as investment manager of the total client portfolio, unless required by applicable law. In its sole discretion, ZCA may waive all or a portion of fees paid by the client to the Fund of Funds or fees paid directly to ZCA.

Certain of ZCA’s advisory clients may already be or may become clients of, or investors in funds managed by, Chartwell or other affiliates of ZCA, separate and apart from their advisory relationship with ZCA. Performance-based fee arrangements may create an incentive for ZCA to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. ZCA has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients. Additional information regarding ZCA’s allocation procedures may be found in Item 12, below.

## **Item 7 – Types of Clients**

ZCA provides continuous discretionary and non-discretionary investment advisory services to a variety of clients, such as individuals, families, corporations, trusts, estates, pension plans, charities and foundations. The minimum opening value of new accounts is generally \$10,000,000. ZCA may, at its discretion, accept accounts with a value of less than \$10,000,000, depending on the nature of the account, the potential for future additions to the account, and other factors.

## 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. The significant risks are loss of portfolio value and illiquidity of a security (i.e., the inability to sell a security within a reasonable timeframe due to low trade volume and lack of interest). Risk is measured at both a security and portfolio level. Investment strategies used to implement any investment advice given to clients include long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, margin transactions and option writing including covered options and uncovered options or spreading strategies.

The evaluation and selection of third-party investment managers is a significant focus of ZCA's research. ZCA researches a variety of investment firms managing assets in many different investment vehicles including but not limited to separately managed accounts, mutual funds, exchange-traded funds, hedge funds and private equity funds.

In ZCA's investment manager evaluation, it employs quantitative and qualitative methods. Quantitative analysis generally consists of evaluating performance, risk and investment style. This analysis provides valuable insight into how a manager has performed in the past. While the past performance is not necessarily a good indicator of future performance, a careful quantitative analysis of historical returns is useful for the general understanding of what the future may hold, especially so when viewed within the context of other forms of evaluation.

In addition, ZCA also employs qualitative analysis. Such evaluation is generally performed by reviewing information that is publicly available, obtained from requested written materials, and/or interviewing managers directly. This qualitative analysis attempts to provide insight into the firm, their culture, the investment process, and current positions.

The relative importance of quantitative and qualitative methods vary by asset class, security type and manager type. There is not one standard factor or a standard set of factors used in manager selection decisions.

While no investment research method is foolproof, through ZCA's research process it attempts to identify investment managers capable of providing superior investment results for ZCA's clients and to the extent possible, minimize the risk of poor performance.

ZCA's manager evaluation process is on-going. Once selected, ZCA continually monitors investment managers, ensuring the essential factors that made the firm successful in the past continue to remain in effect. Finally, ZCA may from time to time change investment managers if and when ZCA believes that a change is warranted.

While ZCA applies the same quantitative and qualitative methods for evaluating managers when it considers putting client assets under the management of Chartwell, it should be understood that due to the affiliation of ZCA with Chartwell, such a recommendation is not likely to be as impartial as recommending a completely unaffiliated manager. A conflict of interest exists since Mr. Antoian controls ZCA and also is a managing partner of Chartwell and stands to benefit from spreading ZCA client relationships to Chartwell.

## 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 ZCA or the integrity of ZCA's management. ZCA has no information applicable to this Item.

## Item 10 – Other Financial Industry Activities and Affiliations

ZCA's investment advisory affiliate, Chartwell, is an SEC-registered investment adviser that provides investment supervisory services on a continuous basis to a variety of individual, institutional and corporate clients. Chartwell also acts as adviser or sub-adviser to investment companies registered under the Investment Company Act of 1940. Chartwell offers investment advice concerning a wide range of investment styles predominantly in U.S. equity and/or fixed income securities. ZCA and Chartwell share office space, and Chartwell administers ZCA's compliance program. In addition, Chartwell has an ownership interest in ZCA, which will increase in value based upon the success of ZCA's business.

Certain principals, officers and employees of ZCA also serve as principals, officers and employees of Chartwell, and certain conflicts of interest and divided responsibilities, duties and loyalties may arise in that regard (see additional disclosure below). Further, ZCA may place client assets with Chartwell and/or invest client assets in pooled investment vehicles which are managed or sponsored by Chartwell or ZCA. Certain principals and officers of ZCA may also serve as directors or officers of these affiliated funds. For example, ZCA's client assets may be invested in interests in the Fund. The general partner of the Fund is Zeke, G.P., L.P., which is controlled by Edward N. Antoian, a principal of ZCA and of Chartwell. Mr. Antoian also has a personal investment in the Fund. ZCA and Chartwell are entitled to receive advisory or other fees from funds they advise, and these fees will not reduce the compensation paid to ZCA by ZCA's advisory clients, unless required by applicable law.

Certain of ZCA's advisory clients may already be or may become clients of, or investors in funds managed by, Chartwell or other affiliates of ZCA, separate and apart from their advisory relationship with ZCA.

ZCA may have a potential conflict of interest with respect to the investment of client assets into funds or placing client assets in separate or wrap fee accounts managed by affiliated investment managers. ZCA may have an incentive to place client assets in accounts or funds managed by its affiliates due to the compensation and fee arrangements its affiliates will earn with respect to such accounts/funds. Specifically, with respect to funds, ZCA or Chartwell will receive advisory fees from the funds (as mentioned above, all fund advisory and other fees are paid indirectly by its investors) and such fees would be in addition to the advisory fees ZCA charges on client assets so invested. As such, ZCA's exercise of discretionary authority for clients may result in more than one level of fees paid to ZCA and its affiliates, and ZCA will have an incentive to invest client assets in accounts or products that it or its affiliates manage or sponsor.

That said, ZCA's policy is to select or recommend investments for clients based solely on investment considerations, including whether the investments are suitable for the client and meet the client's stated investment objectives and guidelines.



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

ZCA permits its principals, officers and employees to engage in personal securities transactions. It is possible that principals, officers or employees of ZCA may hold, buy or sell securities or other instruments that ZCA has recommended to its clients and may engage in transactions for their own accounts in a manner that is inconsistent with ZCA's recommendations to a client. Personal securities transactions by principals, officers and employees of ZCA may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a client. Accordingly, ZCA has adopted policies and procedures that are intended to detect and prevent such conflicts of interest and, when they do arise, to seek to ensure that ZCA provides advisory services to clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law. ZCA's policies state that persons associated with ZCA who wish to personally purchase or sell securities of the types purchased for clients may do so only in a manner consistent with ZCA's fiduciary obligations.

ZCA has adopted a code of ethics pursuant to Rule 204A-1 under the Advisers Act, which governs personal trading by relevant investment personnel. The Code of Ethics 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, political contributions and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at ZCA must acknowledge the terms of the Code of Ethics annually, or as amended.

As discussed in Item 6, Edward N. Antoian, Managing Member of ZCA, also controls Zeke GP, LP, the general partner and portfolio manager of a privately offered pooled investment vehicle (the "Fund"). It should be noted that the Fund is not treated as a personal account of Mr. Antoian's under the Code of Ethics, and is therefore not subject to trade pre-clearance requirements. However, the following controls are in place to mitigate the risks of potential conflicts of interest: (1) trading activity and positions held in the Fund are reviewed regularly by Compliance, (2) all partnership recordkeeping for the Fund and financial statement preparation for the Fund is performed by a member of Compliance, (3) the Fund's Fair Valuation Committee includes a representative from Compliance, and (4) the Fund is subject to both Chartwell's and ZCA's policies and procedures with respect to the allocation of limited investment opportunities, such as IPO's.

Principals and employees of ZCA and its affiliates have invested (and may in the future invest) in companies that offer their equity securities on a nonpublic basis, such as venture capital companies. These companies, in turn, make investments in other companies that issue nonpublic securities ("portfolio companies"). From time to time, the portfolio companies make public offerings of their securities and allocate a portion of these public offerings to the companies that originally invested in them. Ultimately, the public offerings flow through the investing companies to their shareholders. As investors in the investing companies, principals and employees of ZCA and its affiliates are presented with opportunities to buy the public offerings issued by the portfolio companies and take advantage of these investment opportunities.

Similarly, principals and employees of ZCA and its affiliates may invest in private companies that may offer their securities publicly and allot portions of their securities offered to the public to existing private-security holders. These opportunities to invest in public offerings (so-called initial public offerings or IPOs) may occur in any of the foregoing circumstances or others, such as the case when ZCA or an affiliate makes a proprietary investment in one or more private entities (such as

limited partnerships) that make investments in IPOs, directly or as a result of being an investor at the private stage of the IPO issuer.

In cases where these investments in IPOs are presented to ZCA principals, officers or employees, they are permitted to purchase the offerings with pre-approval by ZCA's Chief Compliance Officer. ZCA does not consider these investment opportunities to be investment opportunities available to its clients because declining the proportionate amount of public offerings by the principals, officers and employees of ZCA does not affect the amount of public offerings that can be made available to ZCA's clients.

ZCA's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting [information@zekecapital.com](mailto:information@zekecapital.com).

It is ZCA's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. ZCA will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between certain managed funds and other client accounts. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. ZCA is neither dually registered as a broker-dealer nor has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

### **INVESTMENT OR BROKERAGE DISCRETION**

#### **Broker Selection & Best Execution**

Clients' discretionary investment advisory agreements authorize ZCA to determine, consistent with the clients' investment objectives, which securities and the total amount of securities which are to be bought or sold for clients' accounts. ZCA's decisions to buy and sell securities for clients are subject to the overall review of the clients. ZCA also generally has the authority to select brokers to effect transactions in securities on a client's behalf and the commission rates to be paid, to the extent brokers are involved in the transaction.

Mutual Funds and Other Pooled Investment Vehicles -- With respect to investments in mutual funds, mutual fund shares are purchased and redeemed at the public offering price (as described in the fund's prospectus) next determined after receipt of the share transaction order. ZCA does not accept any compensation from the mutual funds in which ZCA causes client assets to be invested, or from their service providers. With respect to mutual funds with multiple share classes in which a client is eligible to invest, ZCA endeavors to select the most appropriate share class for the client and the account. Investments in hedge funds, private equity funds and similar investment vehicles are made directly with the fund or through the fund's placement agent at the price specified in the fund's offering document.

Separate Accounts and Wrap Programs -- With respect to assets in a separate account that is managed professionally by an investment manager, the manager is responsible for selecting brokers to execute trades for the account and seeking best execution for transactions effected for the account. In some cases, however, ZCA may determine after analysis that the most cost effective way to access a particular investment manager is through a third-party wrap fee program in which the manager participates. This might be done, for example, if the client has access to a particular manager only through a wrap fee program (e.g., the client does not meet the manager's minimum account size for a non-wrap account), and when the manager does not manage any pooled investment vehicles the interests of which the client may purchase.

In wrap fee programs, the program fee will typically include all execution costs incurred on the client's behalf through the wrap fee program sponsor. As a result, placing client assets with a manager through a wrap fee program would indirectly include a brokerage recommendation.

Exchange-Traded Funds and Other Securities -- As mentioned above, ZCA generally has the authority to select brokers to effect transactions in exchange-traded fund shares and other securities on a client's behalf. ZCA's primary objective in placing orders for the purchase or sale of shares of exchange-traded funds and other securities for a client's account is to obtain the most favorable net results under the circumstances, taking into account such factors as price, commission (if any), size of order, difficulty of execution (as applicable) and skill required of the broker (as applicable). When ZCA places orders for the purchase or sale of such shares for a client's account, it uses reasonable efforts to seek the best combination of price and execution in selecting brokers.

In selecting a broker to execute a transaction for a client, ZCA may consider a variety of factors, such as: the broker's transaction confirmation and account statement practices; ZCA's knowledge of negotiated commission rates currently available; the size and type of the transaction; the desired timing of the transaction; the execution, clearance and settlement capabilities of the broker selected and others considered; the reputation and perceived soundness of the broker selected and others considered; ZCA's knowledge of any actual or apparent operational problems of a broker; and the reasonableness of the commission for the specific transaction. While ZCA generally seeks competitive commission rates, it will not necessarily seek to pay the lowest available commission rate on a particular transaction. Transactions may involve specialized services on the part of the broker and thereby justify higher commissions than would be the case with other transactions requiring more routine services.

Certain clients may have existing or preferred brokerage arrangements and with respect to such clients ZCA would not recommend or select brokers. See Directed Brokerage below.

### **Trade Allocation Process**

Transactions for each client account generally will be effected independently. However, where ZCA decides to purchase or sell the same exchange-traded fund or other securities for several client accounts at approximately the same time, ZCA may (but is not obligated to) combine or "batch" such orders for best execution purposes, to negotiate more favorable commission rates, or to allocate equitably among ZCA's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Accordingly, when consistent with the best interests of ZCA's clients, orders being placed at the same time in

shares of the same exchange-traded fund or other securities for the accounts of two or more clients may be “batched” or placed as an aggregated order for execution on a broker-by-broker basis (i.e., orders for clients who have engaged the same broker would be aggregated), in accordance with the following policies:

1. Transactions for any client’s account may not be aggregated for execution if the practice is prohibited by, or inconsistent with, that client’s investment management agreement with ZCA.
2. The portfolio manager must determine that the purchase or sale of the particular exchange-traded fund involved is appropriate for the client and consistent with the client’s investment objectives and with any investment guidelines or restrictions applicable to the client’s account.
3. The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable ZCA to seek best execution for each client participating in the aggregated order. This requires a reasonable good faith judgment at the time the order is placed for execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of twenty-twenty hindsight. Best execution includes the duty to seek the best quality execution, as well as the best net price.
4. Prior to entry of an aggregated order, a written or electronic order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients. The order ticket or other written statement should indicate both the minimum and maximum amount (either in dollars or number of shares) that the portfolio manager will accept for each account.
5. Each client that participates in the order must do so at the average price for all the transactions and must share in average commissions or other transaction costs on a pro rata basis.
6. If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the trade.
7. Client account records must reflect separately for each account the transactions which have occurred, including aggregated transactions, and the securities which are held for each account.
8. Monies and shares for aggregated orders should be clearly identified on ZCA’s records and to the brokers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
9. No client or account will be favored over another. To that end, sequential trades (i.e., trades in the same securities placed with an executing broker-dealer on behalf of certain accounts, followed by transactions in the same security on behalf of other accounts with another broker-dealer or execution channel) will be placed on a rotational basis (i.e., all directed brokerage client orders first, followed by non-directed client orders; for the next sequential trade, non-directed brokerage orders would be followed by directed brokerage orders).

### **Allocation of Limited Private Equity Fund Investment Opportunities**

ZCA may invest (or recommend the investment of) client assets in private investment opportunities. Private Investment Opportunities consist of Private Equity Funds, Hedge Funds, Hedge Fund of Funds, Real Estate Funds and direct investments in private companies. In determining which client accounts and proprietary accounts (i.e., accounts of hedge funds or fund of funds for which ZCA (or affiliate, principal or officer) serves as General Partner, or accounts in which certain principals of ZCA or its affiliates have a beneficial interest) should participate in such opportunities, ZCA considers all relevant factors, including, but not limited to: the nature, size and expected allocation of the investment; and the nature and size of a particular account, including the account's investment objectives and policies; the risk tolerance of the account owners.

In the event that the amount of investment opportunity received is less than the aggregate amount ordered by ZCA, the investment will be allocated among participating accounts on a pro-rata basis to each account based on the initial allocations, so long as the minimum investment requirement is met by each investor. In case there are accounts which will not receive an allocation due to investment constraints, participation will generally be on a rotating basis. Although by using a rotational method not all accounts will be able to share in all of the same investment opportunities, ZCA believes that this method should result in the fair and equitable treatment of clients over time.

ZCA permits proprietary accounts to be included in these investment opportunities because it believes that doing so better aligns the interests of the firm and its personnel with those of its clients by subjecting the proprietary account's assets to the same investment risks to which client accounts are subject. ZCA understands that if it excluded proprietary accounts from these investment opportunities, more opportunities would be allocated to clients. For example, using a rotational allocation method, including proprietary accounts in a particular investment opportunity may result in the exclusion of certain client accounts from that opportunity. However, for the next investment opportunity, the proprietary account may be excluded. Considering this and the fairness to all participating accounts that the rotational method is intended to achieve over time, and given ZCA's views regarding proprietary investments, as described above, ZCA believes that including proprietary accounts in these investment opportunities produces more desirable results than excluding them.

### **Directed Brokerage**

In some circumstances, a client will designate a particular broker or dealer through which trades are to be effected or through which transactions may be introduced, typically under such terms as the client negotiates with the particular broker or dealer. Where a client has directed the use of a particular broker or dealer, and for clients enrolled in wrap fee programs, ZCA generally will not be in a position to negotiate commission rates freely, negotiate a lower wrap fee, or, depending on the circumstances, select brokers or dealers based on best execution. Additionally, transactions for a client that has directed that ZCA use a particular broker or dealer may not be commingled or "bunched" for execution with orders for the same exchange-traded funds for other managed accounts, except to the extent that the executing broker or dealer is willing to "step out" such transactions to the client's designated broker or dealer. Where "step out" arrangements are not possible or to the client's advantage, trades for a client that has directed use of a particular broker may be placed at the end of bunched trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the bunched order.

Under these circumstances, the direction by a client of a particular broker or dealer to execute transactions may result in higher commissions or less favorable net prices than might be the case if ZCA were empowered to negotiate commission rates freely or to select brokers based on best execution.

### **Soft Dollars**

As mentioned above, while ZCA generally seeks competitive commission rates, it will not necessarily pay the lowest available commission rate on a particular transaction. ZCA may determine to pay more than the lowest available commission rate if ZCA determines in good faith that the commission to be paid is reasonable in relation to the value of the brokerage services provided (viewed either in terms of a particular transaction or ZCA's overall duty to its discretionary client accounts).

ZCA's trades for clients are placed for execution through execution-only channels, therefore ZCA does not use client commissions to obtain "third-party research" from executing brokers (i.e., research created or produced by someone other than the executing broker). Further, ZCA neither solicits proprietary research from full-service brokers nor considers the unsolicited receipt of any such research when selecting brokers.

### **Certain Benefits To ZCA From Clients' Custodial Brokers**

Custodial brokers typically offer a group of services to their clients that include custody of securities, trade execution, clearance, and settlement of transactions. As a general matter, ZCA's clients select their own custodial brokers. From time to time, however, ZCA may recommend custodial brokers to clients. The basis of ZCA's recommendation of custodial brokers includes many factors, costs and products and services offered with respect to the clients' investment objectives. Some or all of these custodial brokers may provide certain services or products or make other accommodations to ZCA. These services and products may include portfolio accounting software, duplicate client statements and confirmations; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); access to mutual funds with no transaction fees; and discounts on fees for certain services.

ZCA will periodically compare custodial broker services and prices against other custodial brokers that provide comparable services. While another custodial broker may offer these services at a lower overall cost, ZCA is not required to recommend that clients move their accounts to that custodial broker.

ZCA's receipt of services, products or other accommodations from a custodial broker gives ZCA an incentive to select that custodial broker to effect client portfolio transactions, recommend that clients engage the broker as their custodial broker, and refrain from recommending that clients transfer their accounts to a different custodial broker.

### **Item 13 – Review of Accounts**

Portfolio Managers and Analysts of ZCA will review each account on at least a quarterly basis for appropriateness of and conformity to investment style, asset allocation, and changes to performance of individual securities where applicable and appropriate. This professional will also



review accounts when ZCA is notified regarding changes in client objectives, guidelines, or financial circumstances, among other factors. Reviews generally include analysis of account performance and may also include comparison with relevant standards and review of account objectives and guidelines. Representatives of ZCA may meet periodically with clients to discuss performance results. The composition of reviews and the number of reviewers vary depending in part on the type of account, amount of assets, and nature of investment goals and objectives of the client. There will be regular meetings during which the assessment of each account will be reviewed and the overall market and portfolio issues discussed.

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. Generally, clients and their representatives receive monthly statements from the client's custodian containing position and transaction information. ZCA provides performance reports on a quarterly basis or as otherwise agreed with the client. Portfolio reports generally include performance information. Special reports may be prepared to meet specific client requirements.

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

Chartwell may refer prospective clients to ZCA for which Chartwell does not receive any form of compensation. Any solicitation or referral arrangement involving a third party will comply with applicable laws that govern the nature of the service, fees to be paid, disclosures to clients and any necessary client consents.

#### **Item 15 – Custody**

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. ZCA urges you to carefully review such statements and compare such official custodial records to the account statements that we 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**

ZCA provides continuous discretionary and non-discretionary investment advisory services to a variety of clients, such as individuals, families, corporations, trusts, estates, pension plans, charities and foundations. ZCA provides its advisory services to clients based on the client's stated needs, goals and other factors, such as total return objectives, tax situation, risk tolerance, other assets and obligations of the client, any relevant legal considerations, and other investment restrictions applicable to and communicated by the client. The first step in starting a new client relationship is the development of an appropriate investment policy statement and strategy. Once their objectives are defined, restrictions, if any, are identified, guidelines are determined, and a contract (investment advisory agreement) is drafted that details all of these pertinent issues. The client will then notify their custodian that we will be managing their account. The new client is then setup in our accounting and trading systems and, depending on whether we receive cash or securities, begin the appropriate course of investment. The investment management agreement entered into with each client may be terminated by either party upon 5 days written notice.

### **Item 17 – Voting Client Securities**

ZCA generally invests client assets with other investment managers. In the separate and wrap fee account contexts, these discretionary investment managers may or may not accept proxy voting responsibilities with respect to such client assets, depending upon the manager's own proxy voting policies. ZCA will not accept proxy voting responsibility for client assets invested with another discretionary investment manager, even if the manager refuses to accept proxy voting responsibility for those assets. In these cases, clients should contact their custodian for such services. That said, in connection with ZCA's delegation of discretionary investment responsibilities to other managers, ZCA will request that the managers vote proxies with respect to client assets over which the manager has discretionary investment responsibility.

In addition, with respect to each manager that accepts proxy voting responsibility, ZCA will coordinate with such managers so that ZCA's clients can request information directly from the manager as to how the manager voted proxies with respect to the client's assets under its management. Although ZCA generally will not request or review such information, ZCA includes proxy voting as part of the periodic due diligence it performs with respect to managers to which it has delegated discretionary investment responsibilities for client assets. Clients may contact ZCA at 610-407-4848 for information about how to obtain proxy voting information from such managers.

With respect to client assets over which ZCA retains discretionary investment responsibility, ZCA generally does not accept proxy voting responsibility. Instead, clients will have proxy voting responsibilities with respect to these assets and confer with their custodian for assistance with voting proxies. ZCA will respond to questions from clients on how to vote proxies for any particular situation. However, ZCA will not respond to such questions if a proxy matter presents a conflict of interest.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about an adviser's financial condition. ZCA 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.