

# Form ADV Part 2A

## **Item 1 – Cover Page**

---

WEDGE Capital Management L.L.P.

301 S. College Street, Suite 2920

Charlotte, NC 28202-6002

704-334-6475

[www.wedgecapital.com](http://www.wedgecapital.com)

March 27, 2013

---

This brochure provides information about the qualifications and business practices of WEDGE Capital Management L.L.P. (WEDGE). If you have any questions about the contents of this brochure, please contact us at 704-334-6475 or [bhorstmann@wedgecapital.com](mailto:bhorstmann@wedgecapital.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.

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

WEDGE is a 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 whether to hire or retain an Adviser.

## **Item 2 – Material Changes**

This document has been updated to reflect current information regarding our business practices as of December 31, 2012. On September 30, 2012, R. Michael James retired from the firm as a general partner. Effective March 31, 2013, J. Scott Jeffords will be retiring from the firm as a general partner. We consider the revisions to this document to be immaterial since our last update on March 15, 2012.

### **Item 3 - Table of Contents**

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 - Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Industry Activities and Affiliations	9
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
Item 12 – Brokerage Practices	11
Item 13 – Review of Accounts	13
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	14
Item 16 – Investment Discretion	14
Item 17 – Voting Client Securities	15
Item 18 – Financial Information	15

## **Item 4 – Advisory Business**

### **Organization**

WEDGE is an investment advisory firm active in the management of client portfolios since 1984. We are independently owned by 8 general partners and are organized as a limited liability partnership under the laws of North Carolina. Our ownership distribution is broad with no general partner owning 25% or more of the firm.

### **Services**

We believe that over long periods of time, value investing produces superior investment returns over other styles of investing (e.g., growth). Value investing generally involves buying securities whose shares appear underpriced by some form(s) of fundamental analysis. Based on this belief, we follow a value oriented, bottom-up<sup>1</sup> approach to the equity and fixed income markets.

Our services include:

- *traditional and quantitative management<sup>2</sup> of stocks across various market capitalization<sup>3</sup> ranges,*
- *fixed income management across various benchmarks and*
- *balanced account management.*

WEDGE seeks to be engaged as a portfolio manager of client accounts on a fully discretionary basis (*please see Item 16 – Investment Discretion*). As a portfolio manager, WEDGE uses its best efforts to increase the value of a client's account, but will not generally consider needs of the client other than the client's account.

We utilize proprietary model portfolios, but can tailor product offerings to client-specified guidelines and restrictions in many instances. We do this by both manual and systematic means, depending on the restriction. Generally, excess cash due to client-specified restrictions is invested in other securities within the appropriate model.

Accounts with client-specified restrictions may have transactions executed separately and after accounts without restrictions to allow necessary time to process the restrictions and find more suitable investments. Accommodating these types of restrictions, may result in differences in account compositions and in the timing of transactions, which may lead to disparity in performance between accounts with restrictions and those without.

---

<sup>1</sup> Bottom-up security selection involves analyzing a security based on the individual attributes of the underlying entity.

<sup>2</sup> Quantitative management uses a systematic, factor-driven, computing model to analyze a universe of stocks.

<sup>3</sup> Market capitalization is a way of measuring the size of a company and is calculated by multiplying the current stock price by the number of outstanding shares.

It is possible that WEDGE may be unable to provide advisory services due to certain restrictions on the selection of securities or the selection of broker-dealers. Restrictions will be evaluated on a case by case basis to determine whether WEDGE can effectively provide its advisory services.

#### **Wrap Fee Programs**

At this time, WEDGE does not participate in any wrap fee programs<sup>4</sup>.

#### **Assets Under Management**

As of December 31, 2012, WEDGE managed \$9,201,000,000 of client assets on a fully discretionary basis. WEDGE does not have any non-discretionary assets under management.

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

The specific manner in which fees are charged by WEDGE is established in a client's written agreement.

WEDGE is compensated based on a percentage of assets under management. The following table lists our annual fee schedules by product.

<b>Traditional Value Equity Products</b>					
	<u>Fee on all assets:</u>				
<b>Small Cap</b>	1.00%				
<b>Small/Mid Cap</b>	0.85%				
	<u>Fee on first</u>	<u>Fee on next</u>	<u>Fee on all over</u>		
	<u>\$10,000,000:</u>	<u>\$15,000,000:</u>	<u>\$25,000,000:</u>		
<b>Large Cap</b>	0.75%	0.65%	0.50%		
<b>Large Cap - Expanded</b>	0.75%	0.65%	0.50%		
<b>Total Cap</b>	0.75%	0.65%	0.50%		
<b>Balanced</b>	0.75%	0.65%	0.50%		
	<u>Fee on first</u>	<u>Fee on next</u>	<u>Fee on next</u>	<u>Fee on next</u>	<u>Fee on all over</u>
	<u>\$10,000,000:</u>	<u>\$15,000,000:</u>	<u>\$75,000,000:</u>	<u>\$50,000,000:</u>	<u>\$150,000,000:</u>
<b>Mid Cap</b>	0.75%	0.65%	0.50%	0.40%	0.30%

<sup>4</sup> Wrap fee programs use a bundled-fee platform where there is one fee for investment advisory services, brokerage and/or custody and other services.

<b>Quantitative Value Equity Products</b>			
	Fee on first <u>\$25,000,000:</u>	Fee on next <u>\$75,000,000:</u>	Fee on all over <u>\$100,000,000:</u>
<b>QVM: Large Cap</b>	0.50%	0.40%	0.30%
	Fee on first <u>\$10,000,000:</u>	Fee on next <u>\$15,000,000:</u>	Fee on all over <u>\$25,000,000:</u>
<b>QVM: Small/Mid Cap</b>	0.80%	0.75%	0.70%
	Fee on all assets:		
<b>Micro Cap</b>	1.25%		

<b>Fixed Income (All Products)</b>				
	Fee on first <u>\$10,000,000:</u>	Fee on next <u>\$15,000,000:</u>	Fee on next <u>\$25,000,000:</u>	Fee on next <u>\$50,000,000:</u>
	0.35%	0.30%	0.25%	0.20%
				Fee on all over <u>\$100,000,000:</u>
				0.15%

### Negotiability

We consider the above fee schedules to be non-negotiable. Nevertheless, we have granted exceptions in a limited number of special cases, which in our opinion, involved factors justifying exceptional treatment. Additional special cases may occur in the future.

### Billing

Clients may choose to be billed directly or to bill the custodian bank directly with a copy of the invoice sent to the client. Invoices are normally sent within 30 days of the end of each quarter. It is expected that the fee will be paid within 30 days after receipt.

Generally, the fee is computed and paid quarterly in arrears, based upon the market value<sup>5</sup> of the client's account at the end of each quarter. Deposits or withdrawals, made at any time during the quarter, exceeding ten percent of the account's market value on the last business day of the quarter, are pro-rated on the basis of the number of days the funds were in the account, unless otherwise agreed to.

<sup>5</sup> The market value of the assets under management is the aggregate of the closing values of the assets in the account at the close of business on the last business day during the quarter on which the New York Stock Exchange is open. Pricing for securities is provided by an independent pricing agent, Interactive Data Corporation (IDC). IDC's prices are compared to prices of other independent third parties for reasonableness. Where material differences exist, WEDGE will adjust the security according to known bid prices believed by WEDGE to represent current market value.

For the period from the day on which management of a new account commences until the end of the next calendar quarter, the client will be charged a prorated fee based on the number of days in the period.

In the event that an account is terminated during a calendar quarter, the fee is pro-rated based on the number of days in the quarter in which we managed the client's assets.

#### **Other Fees**

WEDGE's fee is separate from and does not include:

- *brokerage commissions, dealer spreads, and other transaction costs from buying and selling securities (please see Item 12 – Brokerage Practices),*
- *custodial fees,*
- *interest,*
- *taxes and*
- *other account expenses.*

These expenses are the responsibility of each client. When holding cash-equivalent funds, some custodians may charge a management fee for access to money market funds. If applicable, this charge would be in addition to WEDGE's fee.

#### **Prepayments**

Fees may be paid in advance upon client request and as previously agreed to. In these arrangements, fees are paid on a quarterly basis with no adjustment made for contributions or withdrawals during any quarter. Fees for partial quarters will be pro-rated as described above. A refund for the amount of unearned pre-paid fees will be promptly provided to a client upon termination.

#### **Other Compensation**

WEDGE does not receive direct compensation in connection with the purchase or sale of any securities.

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

WEDGE does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets in a client account).

## **Item 7 – Types of Clients**

WEDGE primarily provides portfolio management services to institutional investors such as: corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, investment companies, trust programs, and other U.S. and international institutions as well as high net worth individuals.

### **Conditions for Managing Accounts**

WEDGE's established account minimum is \$10,000,000 for all products but Micro Cap, which is \$3,000,000. However, WEDGE may grant exceptions in certain circumstances.

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

### **Traditional Equity Strategies**

Our traditional equity strategies invest in US Exchange-traded equity securities, including American Depositary Receipts (ADRs)<sup>6</sup>, across various market capitalization ranges.

Initially, we employ two proprietary, fundamentally based screening models, which use publicly available data on all eligible companies. Our Fundamental Value Model identifies those stocks with the greatest profit potential, based on:

- *value,*
- *quality,*
- *capital use and*
- *momentum.*

To preclude investing in financially unsound companies, we then employ our Financial Quality Model, which focuses on:

- *growth,*
- *profitability,*
- *leverage and*
- *liquidity.*

Stocks are ranked by both models for relative attractiveness, with approximately 35% of the initial universe eligible for subsequent research.

---

<sup>6</sup> American Depositary Receipt (ADR) is a stock that trades in the United States but represents a specified number of shares in a foreign corporation. ADRs are bought and sold on American markets just like regular stocks, and are issued/sponsored in the U.S. by a bank or brokerage.



Focusing on companies that meet our value and financial quality parameters, research analysts employ comprehensive, quantitative and qualitative analysis, seeking stocks with unrecognized value. Areas of emphasis include:

- *independent earnings forecasts and financial statement analysis,*
- *an evaluation of free cash flow generation and return on invested capital,*
- *absolute and relative valuations,*
- *industry analysis and competitive positioning and*
- *management capabilities and incentives.*

This bottom-up analysis is then coupled with macro-economic research, focusing on the current and future stages of the economic cycle and their impact on the profitability and performance of broad sectors and specific industries. Prior to purchase, ideas are constructively debated among our investment staff, culminating with a review and required approval by our Investment Policy Committee.

Subject to account guidelines, portfolios are consistently managed relative to holdings and positions sizes, and well diversified among issues and sectors. Generally, individual position sizes are targeted to be from 1-4% of the portfolio, and will be held to a maximum of 5%. Broad economic sectors are limited to 25% of the portfolio, or the benchmark weighting plus 5%, whichever is greater.

### **Quantitative Equity Strategies**

Our quantitative equity strategies invest in US Exchange-traded equity securities, including ADRs, across various market capitalization ranges.

We believe that momentum<sup>7</sup> and contrarian<sup>8</sup> factors can be successfully employed with value factors to identify undervalued stocks that are beginning to show visible signs of life, and optimize the timing of purchases and sales. Furthermore, the factors that determine stock price performance vary across economic sectors. Due to the number and combinations of factors utilized, a systematic model is needed to analyze the universe of stocks.

Our quantitative products are designed to utilize the most productive measures of value and momentum on a sector-by-sector basis. We also strive to improve upon the usual value

---

<sup>7</sup> Earnings momentum occurs when the earnings per share growth of a company is accelerating or decelerating from the prior period. Earnings multiples (as in the Price/Earnings ratio) are the foundation for most stock prices, and if earnings are increasing at a faster pace than expected, then current multiples can appear too low. As a result, investors will bid up the stock price to reach a new level of equilibrium. On the other hand, if earnings momentum decelerates, the price of the underlying stock may drop despite the fact that earnings as a whole are still increasing. The basic idea is that once a trend is established, it is more likely to continue in that direction than to move against the trend.

<sup>8</sup> Contrarian factors can lead to exploitable mispricings in securities markets when the consensus opinion appears to be wrong.

manager tendency to buy too early and sell too early, by incorporating appropriate momentum and contrarian factors.

The model derives from:

- *our extensive experience as value managers,*
- *a wide range of academic and industry findings and*
- *intensive back-testing.*

Companies are ranked within economic sectors using a unique combination of value, contrarian and momentum factors for that sector. To become a candidate for purchase, a stock must satisfy certain decile criteria for its sector. All candidates are then reviewed by our analytical staff, with a primary focus on the accuracy of the data and any current developments that might alter the quantitative analysis.

#### **Fixed Income Strategies**

Our fixed income strategies invest in US dollar-denominated, investment grade bonds including: Government Obligations, Mortgage Backed Securities, Taxable Municipal Bonds, Corporate Bonds, Collateralized Mortgage Obligations and Floating Rate Notes. Fixed income portfolios are constructed with varying duration<sup>9</sup> targets based on client benchmarks.

We strive to consistently maintain an effective yield advantage versus each client's benchmark index by continuously investing in undervalued bonds, while cautiously managing the assumption of risk, seeking the optimum balance between risk and reward for each client. Therefore, we focus on the major contributors to fixed income returns, concentrating assets in undervalued securities and sectors, and taking advantage of long-term trends in interest rates, as well as the current and changing shape of the yield curve<sup>10</sup>.

---

<sup>9</sup> Duration is a measure of the sensitivity of the price of a fixed-income investment to a change in interest rates as expressed in a number of years. The bigger the duration number, the greater the interest-rate risk or reward for bond prices. It is a common misconception among non-professional investors that bonds are risk free. They are not. Investors need to be aware of two main risks that can affect a bond's investment value: credit risk (default) and interest rate risk (rate fluctuations). The duration indicator addresses the latter issue.

<sup>10</sup> The yield curve is a line that plots the interest rates, at a set point in time, of bonds having equal credit quality, but differing maturity dates.

Our bottom-up security selection process reflects three basic steps.

- *First, we review the market to identify potentially undervalued bonds that reflect a high yield premium or spread versus benchmark U.S. Treasuries, relative to historical levels and alternate bonds of comparable quality and risk.*
- *Secondly, we employ fundamental analysis (e.g., credit, supply/demand analysis, etc.) to select those bonds whose yield spreads should subsequently fall or compress to an average level, generating a relative total return advantage.*
- *Finally, we employ a Relative Return Model to identify those specific bonds whose return advantage should be achieved over a broad range of potential interest rate changes – enhancing the probabilities of adding value.*

At the portfolio level, we then employ two proprietary, multi-factor Bond Market Analysis Models, which help us assess and take advantage of the future direction of short and long-term interest rates by evaluating economic activity, monetary policy and financial market conditions. Based on the output of these models, coupled with qualitative judgment, we then seek to add incremental value by opportunistically positioning the portfolio's duration and allocating assets along the yield curve, taking advantage of the current and anticipated changing shape of that curve.

Subject to client guidelines and restrictions, we strive for consistent holdings across portfolios and appropriately control risk through:

- *investment solely in high quality issues,*
- *prudently diversified security and sector positions, and*
- *a conservative maturity structure, as each client's duration will be maintained within 15% of the duration of their benchmark index, except for the Fixed Income Short Duration Strategy, in which duration is targeted to no greater than 15% above the duration of the benchmark index.*

#### **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. Generally, the greater the return potential of an investment, the greater the risk of loss is in that investment. All of the strategies listed above have an inherent risk of loss due to investing in marketable securities like stocks and bonds. Specific sources of risk that can adversely affect an investment include: security price risk, security liquidity risk, business risk, financial leverage risk, exchange rate risk, interest rate risk, country risk, political risk, default risk and bankruptcy risk. To mitigate risk, clients should determine whether their entire investment portfolio is properly diversified and that the overall asset allocation is appropriate. Generally, WEDGE will only consider the client's account(s) under management with WEDGE and how the account(s) is diversified.

## **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 WEDGE or the integrity of WEDGE's management. Neither WEDGE nor any of its management persons has been the subject of any legal or disciplinary events.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Neither WEDGE nor any of its management persons is engaged in other financial industry activities or has other industry affiliations that would create a material conflict of interest.

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

WEDGE has adopted a Code of Ethics (Code) for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. All associates must acknowledge and agree to abide by the terms of the Code annually.

The Code includes the following:

- *Personal Security Trading Policy,*
- *Insider Trading Policy,*
- *Privacy Policy,*
- *Personnel Handbook,*
- *Gifts and Entertainment Policy*
- *Political Contributions Policy and*
- *the CFA Institute Code of Ethics and Standards of Professional Conduct.*

### **Personal Trading**

Associates of WEDGE may place orders to purchase or sell securities on behalf of the firm, their own accounts or other accounts. However, it is a policy of WEDGE that its associates are to avoid such securities transactions and other activities that might conflict with or be detrimental to the interests of clients, or which are designed to profit by the market effects of advice to clients.

Associates must first obtain approval from the compliance department (pre-clearance) when initiating transactions in the following securities:

- *Common stocks,*
- *options on common stocks,*
- *taxable bonds,*
- *securities convertible to common stock and*
- *private placements.*

Associates may not sell a security which is owned or being purchased for a client's account, with limited exception.

On an annual basis, all associates are required to submit a list of all personal, marketable, reportable securities that they hold directly or indirectly.

#### **Insider Trading**

It is a policy of WEDGE that no associate shall trade securities while in possession of material non-public information, nor communicate any such information, in violation of the insider trading prohibitions of applicable law.

However, WEDGE may become a temporary insider of a company, subject to insider trading prohibitions, by virtue of advice or other services rendered or received. The internal procedures adopted to implement this policy include the following:

- *on-going efforts by associates to identify material non-public information in their possession,*
- *real-time reporting of issues arising under the policy to certain designated officers of the firm and*
- *abstention from trading in the subject security, and from communicating to others the subject information, which may include adding the security in question to a Restricted Stock List, pending resolution of the issues under review.*

On an annual basis, all associates are required to report any material personal relationships with any individuals which could lead to gaining inside information.

Additionally, on a quarterly basis, all associates must:

- *state whether or not they have traded on material non-public information in their account(s) and/or in WEDGE's clients' accounts and*
- *provide information on any board of directors positions they or their spouses hold for any public companies.*

*A copy of the Code may be obtained by writing to: Compliance at the address on the cover page of this document.*

## **Item 12 – Brokerage Practices**

In placing orders to purchase and sell securities, it is WEDGE's policy to seek best execution, which includes both commissions and execution prices. In selecting brokers-dealers to execute portfolio transactions, WEDGE considers:

- *the price of the security,*
- *the rate of commission,*
- *the size and difficulty of the order,*
- *the reliability, integrity, financial condition and general execution and operational capabilities of competing broker-dealers and*
- *the brokerage and research services provided.*

Where possible and consistent with this policy, WEDGE negotiates with broker-dealers to obtain reduced commission charges at institutional rates.

### **Research**

When placing orders with broker-dealers, WEDGE may receive research and/or other products and services (soft dollars), which are considered either proprietary (research created by a broker-dealer) or third-party (research created by another party). This research is provided in addition to execution services. This is a valuable component of WEDGE's securities analysis because we do not have to create the research in-house or pay for it separately (hard dollars). WEDGE may have an incentive to select broker-dealers based on our interest in receiving research or other products and services, rather than on our clients' interest in receiving most favorable execution.

WEDGE only utilizes soft dollars after both the firm's rigorous requirements and those of Section 28(e) of the Securities Exchange Act of 1934 are satisfied. Soft dollar usage is budgeted and internally audited on an annual basis.

A sampling of the services received consists of the following:

- *Bloomberg Professional,*
- *FactSet,*
- *Reuters Trader,*
- *IBES,*

- *Intrinsic Research Systems,*
- *Thomson One and*
- *Haver Analytics.*

Each of the services received are used as part of the initial screening process, fundamental analysis stages, quantitative economic evaluation, and/or trade execution.

When placing orders to execute portfolio transactions, WEDGE may cause clients' accounts to pay a broker-dealer an amount of commission in excess of the amount of commission another broker-dealer would have charged. WEDGE will only do this after determining in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services received. Our determination may be based on a particular transaction or our overall responsibilities with respect to our clients' accounts.

Research services furnished by broker-dealers may be used in servicing all of WEDGE's clients' accounts. Not all of such services may be used in connection with the clients' accounts which paid commissions to the broker-dealers providing such services.

#### **Directed Brokerage & Commission Recapture**

A client may give WEDGE unlimited discretion in the selection of a broker-dealer (non-directed). In this case, WEDGE will be best able to achieve best execution for the client.

In some instances, a client directs WEDGE to use a specified broker-dealer, even though such broker-dealer may charge commission rates in excess of the institutional rates generally available to WEDGE. In other instances, clients have directed WEDGE to place transactions with a particular broker-dealer to defray consulting fees or to participate in a commission recapture program. In each of these instances, WEDGE follows the client's direction with the understanding that:

- *utilizing the services of the designated broker is in the best interests of the account,*
- *the benefits provided shall be for the exclusive benefit of the participants and beneficiaries of the plan (if applicable) and*
- *the direction shall not constitute, or cause the account to be engaged in, a prohibited transaction as defined in the Employee Retirement Security Act of 1974 (ERISA), as amended.*

Under such arrangements:

- *WEDGE's ability to negotiate commissions on the client's behalf may be limited, which may result in higher commission rates;*
- *WEDGE's ability to aggregate the client's orders with the orders of other clients may be limited, which may result in higher commissions and less favorable prices; and*

- *WEDGE may execute equity and fixed income trades for non-directed accounts first with other accounts following in random order, thus diminishing the likelihood that a directing client may achieve best execution.*

#### **Aggregation and Order Allocation**

WEDGE frequently aggregates purchase or sell orders for an account with purchase or sell orders for other accounts to increase the likelihood of a more favorable result for its clients. However, WEDGE is not obligated to aggregate orders.

Circumstances may also arise when there is a limited supply or demand for a security. Under such circumstances, while WEDGE intends to allocate each opportunity to purchase or sell a security among those accounts on an equitable basis, WEDGE is not required to assure equality of treatment among all accounts in connection with every trade. Where, because of prevailing market conditions, it is not possible to obtain the same price or time of execution for all securities purchased or sold for clients' accounts, WEDGE will allocate the securities pro-rata or randomly.

#### **Review**

From time to time, we review the past performance of the broker-dealers with whom we place orders for execution in light of the factors discussed above. WEDGE may cease to do business with certain broker-dealers whose performance is not considered competitive.

#### **American Depositary Receipts (ADRs)**

From time to time, WEDGE purchases ADRs and/or foreign stocks listed on US exchanges and traded over the counter for its clients. On occasion, the broker may purchase shares of a foreign entity on the issuer's native exchange and convert the securities to ADRs or vice versa. A portion of the dividend paid on these types of securities may be withheld by a foreign government for tax reasons. The portion withheld may be recoverable by the client in certain circumstances. When possible, it is the client that bears responsibility for repatriating the portion withheld. To the extent that dividends are withheld, and not repatriated, the performance of that client's account will be impacted negatively.

### **Item 13 – Review of Accounts**

WEDGE performs various reviews to verify compliance with client objectives. Upon account set up, client investment objectives and restrictions are noted by the firm's compliance officers and client portfolio managers. These objectives and restrictions are reviewed to varying degrees on a daily, monthly, quarterly and annual basis. Reviews may include such areas as: overall investment objectives, social and religious restrictions, performance, best execution, proxy voting, privacy, etc. Individuals responsible for these types of reviews include the firm's four compliance officers as well as the firm's six client portfolio managers. At December 31, 2012, there were 425 client accounts, which approximates to 71 accounts per client portfolio manager with four compliance officers providing oversight.



Generally, WEDGE mails written reports to clients within 30 days after each quarter-end. At a minimum, these quarterly reports contain information on performance and holdings. However, many of our clients request additional or more frequent reporting, which we also provide. These additional reports may include information on:

- *gains and losses,*
- *commissions,*
- *transaction detail,*
- *proxy voting and*
- *other client data.*

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

This Item is not applicable to our business.

#### **Item 15 – Custody**

WEDGE does not provide custodial services. Clients may use their discretion in choosing a custodian to take and have possession of their assets.

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

Our statements may vary from custodial statements based on:

- *accounting procedures,*
- *reporting dates and/or*
- *valuation methodologies of certain securities.*

#### **Item 16 – Investment Discretion**

WEDGE receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold and transact trading in the client's custodial account. This discretionary authority is granted in the investment management agreement with each client. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives, policies and/or restrictions for the particular client account.

Clients should provide all applicable investment objectives, policies and/or restrictions to WEDGE in writing.

#### **Money Market Fund Selection**

Unless agreed to otherwise, selection of money market funds is the responsibility of the client in conjunction with the custodian. If WEDGE is requested to select a money market fund, the authority to do so should be outlined in writing from the client. Once the client's written authorization is accepted by the custodian, WEDGE will generally instruct the custodian to invest excess cash in a United States Treasury only money market fund.

#### **Class Actions**

The responsibility and authority for handling class actions and related claims rests with each of WEDGE's clients. WEDGE is not responsible for advising or acting for clients on legal proceedings, including class actions and bankruptcies, involving securities purchased or held in client accounts.

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

WEDGE votes proxies for its clients, unless instructed otherwise. WEDGE has developed a Proxy Policy which is designed to comply with both SEC Rule 206(4)-6 under the Investment Advisers Act of 1940, and ERISA. WEDGE considers a myriad of information, including recommendations from Glass Lewis & Co., in formulating proxy votes. WEDGE votes proxies in the best economic interest of shareholders. Generally, WEDGE does not accept client direction when voting proxies. However, in limited circumstances and as previously agreed to, WEDGE may accept client direction when voting proxies. In all instances, WEDGE must receive proxy materials and related communications within a timely manner in order to vote.

All conflicts of interest are to be resolved in the best interest of our clients. To alleviate potential conflicts of interest or the appearance of conflicts, WEDGE does not allow any associate or his or her spouse to sit on the board of directors of any public company without Management Committee approval, and all associates have to affirm quarterly that they are in compliance with this requirement. Additionally, if an analyst voting a proxy feels a conflict or a potential conflict of interest exists for any reason, he or she must consult with another analyst and/or the Management Committee to review and confirm the appropriate vote.

*Copies of the Proxy Policy or information on how proxies were voted may be obtained by writing to: Proxy Administration at the address on the cover page of this document.*

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

WEDGE 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.