

Cornerstone Capital Inc.

**1180 Avenue of the Americas
20th Floor
New York, NY 10036
www.cornerstonecapinc.com**

Telephone: 212-874-7400

Facsimile: 212-519-7804

November 14, 2017

FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Cornerstone Capital Inc. If you have any questions about the contents of this brochure, please contact us at (212) 874-7400 and/or info@cornerstonecapinc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Cornerstone Capital Inc. is available on the SEC's website at www.adviserinfo.sec.gov. Cornerstone Capital Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

This brochure is an other-than-annual updating amendment to, and reflects the following material changes since, Cornerstone Capital Inc.'s brochure dated March 20, 2017. The material changes are summarized below.

- As of September 1, 2017, Fern Ellen Thomas assumed the role of CCO, replacing Joel Beck.
- Items 4 and 5 were updated to remove references to Cornerstone Capital Inc. sponsoring a wrap program. Cornerstone Capital Inc. does not charge a single fee for investment advisory services including portfolio management and advice concerning the selection of other advisers and execution of client transactions. Please see Item 5 for a description of how Cornerstone Capital Inc. is compensated for our advisory services.

Item 3 Table of Contents

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

Item 4 Advisory Business

Description

Cornerstone Capital Inc. is a registered investment adviser based in New York, NY.

We are organized as a corporation under the laws of the State of Delaware. In addition to the Investment Advisory Services and the Research Services we provide that are described herein, we have been providing consulting and other non-investment advisory services since August 2013. Erika Michele Karp is the principal and majority owner of Cornerstone Capital Inc.

Cornerstone Capital Inc.'s investment strategy seeks to systematically incorporate and articulate sustainability into the investment advisory services it offers. To implement our strategy, we seek to utilize environmental, social and governmental ("ESG") standards to measure an issuer's or an Underlying Manager's adherence to, or adoption of, sustainability.

Currently, we offer the following investment advisory services:

- Investment Advisory services (the "Investment Advisory Services"), which are personalized to each individual client and which include (i) direct investment advisory services, (ii) due diligence and selection of approved third-party investment managers (the "Underlying Managers") to manage all or a portion of a client's portfolio through a single or dual contract arrangement (consistent with our sustainability investment strategy) and (iii) Additional Services (as described below); and
- Research services (the "Research Services"), which include (i) publication of thematic research germane to ESG topics and sustainability, (ii) Global sector strategy research, (iii) contracted bespoke research mandates, (iv) providing advice related to the content of research publications via personal consultation with analysts, (v) conducting seminars and speaking engagements at which we provide advice on various topics.

Cornerstone Capital Inc. offers the Investment Advisory Services and/or the Research Services using the name Cornerstone Capital Inc. d/b/a Cornerstone Capital Group ("Cornerstone Capital Group"). Cornerstone Capital Group also offers consulting and other non-investment advisory services. Cornerstone Capital Inc. provides the Investment Advisory Services using the names Cornerstone Capital Inc., Cornerstone Capital Investment Advisory ("CCIA") and Cornerstone Capital Group Investment Advisory (collectively, "Cornerstone Capital Group").

As used in this brochure, the words "we", "our" and "us" refer to Cornerstone Capital Inc., Cornerstone Capital Group or Cornerstone Capital Investment Advisory, or a group or division of any of the foregoing, as applicable, and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

Investment Advisory Services

We offer discretionary and non-discretionary Investment Advisory Services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for Investment Advisory Services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our Investment Advisory Services, we will invest your assets according to an investment portfolio specifically tailored for you. Once we construct an investment portfolio for a client, we will monitor the client's portfolio's performance on an ongoing basis, and, with respect to a client that receives discretionary Investment Advisory Services, may rebalance such client's portfolio as required by changes in market conditions and in such client's financial circumstances.

The investment portfolios recommended by our portfolio management team may consist of mutual funds, exchange traded funds ("ETFs") and/or allocations to Underlying Managers to manage all, or a portion of, your investment portfolio. In addition, we may provide investment advice regarding individual stocks, bonds, and other securities, financial instruments, interests and/or any other property (collectively, "Securities"). You may request that we refrain from recommending a particular Underlying Manager, ETF or mutual fund or certain types of Securities. You must provide these restrictions to our firm in writing. We may share clients' particular investment policy goals if necessary for an Underlying Manager to execute a customized strategy. We will update Underlying Managers as needed if new information becomes available that may affect the securities an Underlying Manager may choose.

If you participate in our discretionary Investment Advisory Services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to, among other things, execute transactions on behalf of your account, allocate or withdraw the assets in your account to or from Underlying Managers, and rebalance your portfolio among mutual funds, ETFs, Securities and Underlying Managers without your approval prior to each transaction. Discretionary authority is typically granted by the investment management agreement (the "Client Agreement") you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account and allocating, rebalancing and/or withdrawing account assets to or from any Underlying Managers. Regardless of whether you hire us on a discretionary or nondiscretionary basis, any Underlying Manager(s) hired for your account will actively manage your portfolio and will assume discretionary investment authority over your account either as a separately managed account and/or by you placing your assets in private investment funds or other investment vehicles managed on a discretionary basis by such Underlying Manager(s).

If your account is invested with Underlying Managers, you should review the Underlying Manager's brochure, if applicable, for specific information on the Underlying Manager.

We may provide certain additional services to our Investment Advisory Service clients, including, but not limited to: (i) financial planning advice; (ii) development of a financial summary; (iii) development of a financial management strategy; (iii) consulting services relating to financial

reporting; and/or (iv) access to our research products (the “Additional Services”). The provision of any Additional Services will be agreed on an individual basis with each client.

Research Services

Through our Research Services we discuss and present thematic macro research, often with a focus on topics related to sustainability and relevant ESG factors. While we may reference individual companies in such reports, we generally do not analyze individual companies or Securities as investment opportunities and our reports are not intended to constitute an investment recommendation.

As part of the Research Services we offer, clients who purchase our research may receive personal consultation via personal conference calls with our research analysts. As part of our Research Services, we may conduct, and charge a fee to attend, seminars, events, workshops and speaking engagements where we address sustainability and relevant ESG topics.

We do not make any investment decisions for our research clients. While we provide information based on the research conducted and presented to the client, the client makes its own investment decision based on factors it, in its sole discretion, deems relevant. Our Investment Review Committee (“IRC”), consisting of Erika Karp (CEO), John Wilson (Head of Corporate Governance, Engagement and Research), and Michael Geraghty (Global Market Strategist), review and approve research topics.

The IRC meets both on a monthly and an as-needed basis to review and vet research and ideas presented in the Journal and other published reports. The mission of the IRC is to further our ability to offer well analyzed, well-articulated, independent reviews of our research offerings including our positions on global market strategy, global sector strategy, quantitative analysis, allocation recommendations among risk asset classes, and global thematic research. Topics for discussion in these meetings include, but are not limited to, market and sector valuations (current, historic and relative), economic and geopolitical outlooks, structural and competitive dynamics across industries and companies, industry trends around environmental, social and governance measures and metrics, financial analyses of trends in earnings, margins, cash flows, capital expenditures, taxation issues, and other applicable risk factors.

Assets Under Management

As of December 31, 2016, we had approximately \$77,244,744 of assets under management on a discretionary basis and \$804,693,653 of assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

Investment Advisory Services

The fees we charge for our Investment Advisory Services are based on a percentage of your assets we manage and are negotiable depending on individual client circumstances. The fees charged to your account for the Investment Advisory Services may be up to 150 basis points (i.e., 1.5%) of total assets under management. There may be an additional charge for any Additional Services we may provide. Any such additional fees will be negotiated on an individual basis. In no event will the aggregate fees for Investment Advisory Services and Additional Services exceed 300 basis points (i.e., 3.0%) per annum of total assets under management.

The foregoing fees are billed and payable quarterly in advance based on the net asset value of your

account on the last day of the previous quarter. We will send you a fee statement for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements. If the Client Agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis based on the net asset value of your account at the time you execute the Client Agreement, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client.

You may terminate the Client Agreement upon 30 days' written notice to our firm. You will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Our fees are exclusive of any fees charged by Underlying Managers, mutual fund or ETF managers to whom we may allocate client assets, and custodians. We will notify you of each Underlying Manager's fees prior to allocating your assets to such Underlying Manager. You will contract directly with each Underlying Manager in a "dual contract" arrangement. Fees charged with respect to assets allocated to Underlying Managers in a "dual contract" arrangement are set forth in your agreement with the Underlying Managers. Fees charged with respect to assets allocated to Underlying Managers in a "single contract" arrangement are set forth in your Client Agreement with Cornerstone. In a "single contract" arrangement, a fee is paid by you to the Custodian and the Custodian in turn pays the Underlying Manager a portion of the fee collected from you.

The fees that we charge you for Investment Advisory Services are separate from and in addition to the fees and expenses that are charged by the mutual funds, ETFs, and/or the execution fees charged by the custodian of your account. Fees charged with respect to an investment in a mutual fund or ETF are set forth in such mutual fund's or ETF's prospectus. These fees will generally include a management fee and other fund expenses. We do not share in any portion of the fees charged by Underlying Managers, mutual funds or ETFs.

You will pay custodial fees that may include but are not limited to asset-based custodial fees, transaction charges, and special services fees that will be incurred by you regarding the trading and maintenance of your account. In evaluating participation in our Investment Advisory Services, you should consider the fees charged by the custodian in addition to those charged for investment management services. You should review all fees charged by us as well as any Underlying Manager, mutual fund or ETF managers to whom we allocate client assets, and custodians and/or broker-dealer to fully understand the total amount of fees incurred. Fees will reduce your investment returns. Such fees are subject to change.

If your account is invested with Underlying Managers through a "single contract" or "dual contract" arrangement, the fees you pay may be more than if you would hire the Underlying Managers directly instead of through our Investment Advisory Services. In addition, asset based custodial fees may cost you more than if your account were held in a traditional brokerage account and were charged a transaction-based commission. If the client plans to follow a "buy and hold" strategy for the account or does not wish to purchase ongoing investment advice or management

services, the client should consider opening a brokerage account rather than participating in our Investment Advisory Services.

Research Services

Subject to certain exceptions, we charge a fee for our research services. The fees are negotiable with respect to certain clients in our sole discretion and on occasion we may charge additional fees to certain clients based on the amount of personal advice and consultation provided. We do not deduct fees for Research Services directly from client accounts.

We generally do not, although we may, charge fees for clients to attend, seminars, events, workshops and speaking engagements, otherwise not part of or included with subscription terms, at which we provide investment advice. To the extent we charge fees for such services, such fees are negotiable. We also provide seminars, workshops and speaking engagements for our consulting clients for which we charge fees that are negotiable.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees for Investment Advisory Services and Research Services are calculated as described in Item 5 above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Our firm charges separate fees for Investment Advisory Services and Research Services and these services are rendered by separate personnel. Investment advice rendered as part of the Investment Advisory Services may not always be consistent with the views expressed through our Research Services. For example, the portfolio management team may recommend an Underlying Manager that concentrates on a sector that is given a negative outlook by the research team. Cornerstone Capital Inc. has procedures designed and implemented to monitor that the portfolio management team is aware of the research team's views and takes such views into consideration when making portfolio management decisions.

Item 7 Types of Clients

We offer Investment Advisory Services and/or Research Services to individuals, corporations, partnerships, investment management firms, investment funds, individual retirement accounts, trusts, charitable organizations, foundations, endowments and family offices.

In general, we do not require a minimum dollar amount to open and maintain an Investment Advisory Services account or for Research Services. However, we reserve the right not to accept an investment advisory client or a research client. We also reserve the right to terminate an existing client's Investment Advisory Services account or to not provide certain Research Services to an existing research client, for any or no reason, and/or if it falls below a minimum size which, in our sole opinion, is too small to effectively manage.

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

Investment Advisory Services

Our investment process involves the selection of Underlying Managers, and, with respect to the mutual funds and ETFs in which we invest, the due diligence on managers of such mutual funds and ETF's (together with the Underlying Managers, the "Managers"), based on various factors, including, among others, performance, strategies, methods of analysis, fees and a client's financial needs, investment goals, risk tolerance, and investment objectives.

Prospective Managers are identified by members of our Research Services group (the "Research Division") through commercially available databases, direct solicitations by the managers, due diligence and referrals from third parties. The Research Division gathers disclosed information about the Managers (and, if applicable, the mutual funds and ETFs) on commercial databases, as well as additional information as may be delivered to us by the Managers.

In the course of our due diligence on mutual funds, ETFs and Underlying Managers, the Research Division employs both quantitative analysis and qualitative analysis as relevant. Quantitative analysis assesses the prospective Manager's historical performance, risk levels, and portfolio characteristics. Qualitative analysis is done concerning the prospective Managers' investment experience, continuity of staff, academic qualifications of investment professionals, and adherence to its investment strategies. In addition, members of the Investment Policy Committee ("IPC") consisting of Phil Kirshman (CIO), Erika Karp (CEO), John Wilson (Head of Corporate Governance, Engagement & Research), and Michael Geraghty (Global Markets Strategist) may meet with representatives of prospective Managers. We also review the portfolio fundamentals and underlying holdings from the standpoint of both valuation and sector concentration and review the offering documents of each prospective Manager.

Our due diligence process relies on traditional metrics including performance history of the model over various time frames and considering various measures of risk-adjusted performance. Additionally, we consider the Manager's history, management team, investment process, assets under management, and the Manager's ESG standards integration process. Managers may be recommended based on their individual merits, their correlation (or lack thereof) to other recommended managers, and thematic considerations.

Prior to recommending Underlying Managers, mutual funds or ETFs, the Research Division screens quantitative performance metrics and qualitative due diligence related categories through various third-party data providers. Following the allocation of client assets, Underlying Manager, mutual fund and ETF performance is calculated through the clients' custodian and, in some cases, reported on by our portfolio reporting solutions vendor. We do not conduct separate performance calculations on managers, mutual funds or ETFs.

Custodians and third-party data and reporting vendors have their own data checks and process to verify the accuracy of the performance data they provide. We do not conduct additional audits of their data.

An Underlying Manager recommended by the Research Division must be approved by the IPC as an approved Underlying Manager prior to being eligible to be recommended to clients by our portfolio management team. In addition, the Research Division periodically monitors the Underlying Manager to make a determination regarding whether its management and investment

style remains aligned with its stated management and investment style. See Item 10 for certain potential conflicts of interest regarding the due diligence, recommendation and approval of Underlying Managers.

Our investment strategies and advice may vary depending upon each client's specific financial situation. For specific clients, we seek to build a portfolio of Managers or solutions that will appropriately diversify their portfolio to achieve the optimal risk-adjusted expected returns to accomplish the goals stated in their investment policy statement. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and various other suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. After gathering information about your financial situation and objectives, the portfolio management team will recommend allocation amounts among the recommended mutual funds, ETFs, Underlying Managers and/or securities, taking into consideration (i) your financial situation and objectives, (ii) the performance, strategy, methods of analysis, investment objectives, portfolio risks and fees of recommended mutual funds', ETFs', and/or Underlying Managers'

Research Services

In formulating research, we look at, among other things: market and sector valuations (current, historic and relative), economic and geopolitical outlooks, structural and competitive dynamics across industries and companies, industry trends around environmental, social and governance measures and metrics, financial analyses of trends in earnings, margins, cash flows, capital expenditures, taxation issues, and other applicable risk factors. In addition, while the investment processes of all market participants vary, our research efforts focus on enhancing those processes by systematically incorporating ESG factors. These factors are intended to help better align our clients' values with their investments. We believe that there is empirical evidence that this type of fundamental analysis adds value to the investment process over the long term.

Certain Risk Factors

There can be no assurances that a client will achieve its investment objective or that the strategies pursued and methods utilized by us will be successful under all or any market conditions. Past performance is no guarantee of future performance. Investing in financial instruments involves the risk of loss of principal that clients should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

At any point in time the value of ESG factors may be discounted by the securities markets in the aggregate valuation of securities portfolios.

Investment Advisory Risk Factors

Set forth below is a summary of certain material risks generally applicable to our Investment Advisory Services. Risk factors for particular Underlying Managers, mutual funds and ETFs may be set forth in the account and/or fund documents of the Underlying Managers, mutual funds and ETFs as well as in the Forms ADV Part 2A of the respective Underlying Managers and respective managers for the mutual funds and ETFs.

Monitoring Managers. Although we will attempt to monitor the overall performance of each Manager, we must ultimately rely on each Manager to operate in accordance with the investment strategy and guidelines laid out by such Manager and the accuracy of the information provided to the account by such Manager. Notwithstanding our monitoring efforts, we may not promptly detect the fact that a Manager is not operating in accordance with its investment strategy or guidelines. Moreover, if the information furnished by a Manager is not accurate and timely, our ability to monitor the Manager will be impaired. Your account may sustain losses with respect to some or all of its investments despite our best efforts to monitor the Manager's performance. The Managers will not coordinate their investment strategies with each other and at times may take positions which conflict with positions taken by other Managers.

Open-end Mutual Fund Trading. The value of an open-end mutual fund may fall more quickly or rise more slowly than the stock or bond markets as a whole. This risk is exacerbated in investments which are concentrated in particular types of securities or particular market sectors. Risk is involved in mutual fund selection as well as in determining entry and exit strategies. Most open-end mutual fund shares can only be traded at the end of each day, potentially increasing losses on days of steep overall market declines. In addition, some funds only permit trading well before the market closes.

Closed-end Mutual Fund Trading. Closed-end mutual funds ("CEFs") are traded on an exchange, and thus the price of a CEF is based in part on market factors, not solely on the net asset value of the CEF. As such, there is a risk that a CEF's price is less than the net asset value of the CEF's assets. Moreover, CEFs, as an investment sector, could fall out of favor.

Exchange Traded Funds. ETFs represent shares of ownership in either funds or unit investment trusts that hold portfolios of common stocks or bonds, which are designed to generally correspond to the price and yield performance of their underlying indexes, either broad stock market, stock industry sector, international stock or U.S. bond. ETF shareholders are subject to risks similar to those of holders of other diversified portfolios. A primary consideration is that the general level of stock or bond prices may decline, thus affecting the value of an equity or fixed income exchange traded fund, respectively. This is because an equity (or bond) ETF represents an interest in a portfolio of stocks (or bonds). When interest rates rise, bond prices will generally decline, adversely affecting the value of fixed income ETFs. Moreover, the overall depth and liquidity of the secondary market may also fluctuate. An exchange traded sector fund may also be adversely affected by the performance of that specific sector or group of industries on which it is based. International investments may involve risk of capital loss from unfavorable fluctuations in currency values, differences in generally accepted accounting principles, or economic or political instability in other nations. Although ETFs are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indexes,

ETFs may not be able to exactly replicate the performance of the indexes because of their expenses and other factors.

Research Risk Factors

A brief summary of certain material risks associated with the Research Services follows.

Our research products generally are focused on macro issues, themes and trends. We generally do not undertake a thorough analysis of specific companies or Securities. Therefore, our research products are not intended to constitute investment recommendations and should not be relied upon

as the sole basis for making investment decisions.

Any projections, estimates or other forward-looking statements included in our research products are based upon our subjective views and a variety of assumptions. Our views as to future events may be incorrect and are subject to change due to many factors, including fluctuating market conditions and changes in economic factors. We make no representations as to the reasonableness of any assumptions we may make, or the likelihood that such assumptions will coincide with actual events. Future events and developments could differ materially from those contemplated by our forward-looking statements. We do not undertake any responsibility or obligation to revise or update any forward-looking statements set forth in our research products.

Item 9 Disciplinary Information

We do not have any disciplinary or legal events to report.

Item 10 Other Financial Industry Activities and Affiliations

Through its provision of consulting and other non-investment advisory services, Cornerstone Capital Group may form business relationships with companies referenced in its research products. We do not believe this creates a conflict since we do not conduct or provide research on specific issuers. However, we may reference or mention a specific issuer as part of our sector-based or thematic research. The IRC will maintain a list of companies with which Cornerstone Capital Group has a material business relationship for the purpose of ensuring that appropriate disclosures are made if any such companies are referenced or mentioned in our research products. In addition, the list will be monitored by the Chief Compliance Officer and the CEO to determine if any such companies should be placed on a restricted list.

The Research Division may provide Research Services to Underlying Managers or their affiliates for which we receive compensation. Receipt of such compensation from Underlying Managers that are our research clients may cause us to have an incentive to recommend or select such Underlying Managers for Investment Advisory Services clients. The Research Division may conduct due diligence and make recommendations regarding the use of certain Underlying Managers. In conducting due diligence of Underlying Managers, the Research

Division may have an incentive to recommend Underlying Managers that purchase research from our firm or that are investors in our firm. Research Staff who are primarily responsible for Manager Due Diligence do not have knowledge of which Asset Managers may be compensating Cornerstone for Research services and they themselves are not members of the IPC. The IPC is charged with approving Underlying Managers for our platform for use by the portfolio management team in the Investment Advisory Services. Certain members of the IPC know which Underlying Managers have purchased research from our Research Division or are investors in our firm. Consequently, such members of the IPC may have an incentive to approve Underlying Managers to our platform.

These potential conflicts of interest are mitigated due to the fact that the due diligence, recommendation and approval process of Underlying Managers is based primarily on predetermined objective factors and is not based on whether or not an Underlying Manager

purchases research from or is an investor in Cornerstone Capital Group. In addition, the Chief Compliance Officer (who is not a member of the IPC, the portfolio management team or the Research Division) and the CEO, reviews the due diligence, recommendation and approval processes of Underlying Managers to monitor that such due diligence, recommendations and approvals are consistent with Cornerstone's fiduciary obligations and are not based on whether or not an Underlying Manager purchases research from us. Furthermore, the portfolio management team making the allocation decisions to the Underlying Managers on a client-by-client basis will not have access to information regarding the compensation we receive with respect to our research services.

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

Description of Our Code of Ethics

We have adopted a Code of Ethics (the "Code") which sets forth the ethical and fiduciary principles and related compliance requirements under which we operate and the procedures for implementing those principles. The Code includes provisions that govern our fiduciary duty, client opportunities, insider trading, personal trading, gifts and entertainment, political contributions, outside business activities and confidentiality.

The principals and employees (collectively, "Employees") of Cornerstone Capital Inc. and their related accounts are permitted to maintain personal securities accounts provided that such accounts are disclosed to Cornerstone Capital Inc. and that any personal trading is consistent with applicable law and with the Code. Employees of the firm may buy or sell for their personal accounts securities similar to those recommended to or owned by clients. All reportable transactions are reported to the Chief Compliance Officer in accordance with the reporting requirements outlined in the Code and personal trading is monitored in order to reasonably prevent conflicts of interest between Cornerstone Capital Inc. and its clients

Under the Code, Employees may invest in financial instruments for their own account subject to entry and approval in our computerized surveillance and approval system. The Code and system contain policies and procedures that, among other things:

- prohibit Employees from taking personal advantage of opportunities belonging to clients
- prohibit trading on the basis of material nonpublic information
- place limitations on short term trading by imposing a 5 day holding period
- place limitations on daily transaction volume in non-exempt securities using a limit of 1.0% of the security's 30 day average daily volume.

Trades in open-end mutual funds, ETFs, securities transactions in separately managed accounts (SMAs), municipal securities and any purchase or sale of fixed-income securities issued by agencies or instrumentalities of, or unconditionally guaranteed by, the Government of the United States (collectively, the "Permitted Securities"), are exempt from pre-clearance requirements.

Our Code is available to any client or prospective client upon request by contacting Fern Thomas, Cornerstone Capital Inc.'s Chief Compliance Officer, at (212) 874-7400.

Participation or Interest in Client Transactions

We do not engage in principal transactions with client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells any security to any advisory client. Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Item 12 Brokerage Practices

Research Services.

We do not have investment discretion or recommend the purchase or sale of any securities through our provision of Research Services. Accordingly, the selection or recommendation of broker-dealers for client transactions is inapplicable with respect to our provision of Research Services.

Investment Advisory Services.

When we allocate client assets to Managers, the Manager will determine the broker to be used and the commission paid, including negotiating the amount of such broker's commission. Information about brokerage used by Managers may be obtained from the Manager or the offering memorandum or prospectus, as applicable.

If we invest in underlying Securities on behalf of discretionary accounts, we generally determine the broker to be used and the commission rate to be paid. We do not adhere to any rigid formulas in making selection of brokers, but will weigh a combination of criteria. For the most part, we will seek the best combination of brokerage expenses and execution quality but we are not required to select the broker that charges the lowest transaction cost. While trade price is often a significant quantitative factor in best execution, we also evaluate qualitative execution factors, such as research capabilities, success of prior research recommendations, ability to execute trades, nature and frequency of sales coverage, depth of services provided, including back office and processing capabilities, financial stability and responsibility, reputation, commission rates, markups and markdowns, responsiveness to our firm and the value of research and brokerage products and services provided by such brokers.

In certain cases, clients may request that their own brokers be used. We will use reasonable efforts to accommodate such client requests. However, we cannot guarantee that we can accommodate such requests. Where we are able to accommodate your request to direct the selection of brokerage, it should be noted that you:

- may be restricting our ability to obtain as favorable overall execution as might otherwise be obtainable;
- that your account may forego benefits from savings on execution costs that may otherwise be obtained, most notably by aggregating brokerage orders for various accounts;
- pay higher prices than other client accounts that did not direct brokerage;
- may miss limited opportunity investments afforded to other clients that did not direct brokerage; and
- that there may be additional credit and/or settlement risk in using the broker you select.

We do not engage in soft dollar arrangements with broker-dealers with respect to our Investment Advisory Services.

From time to time, it may be appropriate for more than one of the accounts managed by us to trade

in the same securities at the same time. We may aggregate sale and purchase orders of financial instruments held by a client with similar orders being made simultaneously for other clients, if, in our reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to a client based on an evaluation that a client is benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. Allocations to client accounts are made on a trade-by-trade basis pursuant to a pro-rata allocation methodology based on the amount of assets in each client's account. Exceptions to such allocation methodology may be made based on the following factors, among others: investment objectives and restrictions; risk-management requirements; adherence to any limits or investment guidelines; capital availability in each client account for trades of the type under consideration; liquidity/availability of securities; and eligibility to participate in the transaction. If the orders are aggregated, each of the accounts will have its same day orders filled on an average price basis (such that each receives the same price).

If an order is only partially filled on the date of placement, that portion of the order that has been filled will be allocated to all participating accounts pro-rata based on the amount of assets in each participating client's account. Exceptions may be made to allocation of partially filled orders for transactions in Securities in a situation in which pro rata allocation would result in de minimis positions that would not be meaningful, such as an odd lot.

Although our goal is to be fundamentally fair on an overall basis with respect to all clients, there can be no assurance that on a trade-by-trade basis that one client will not be treated differently from another. If Cornerstone Capital Inc. did not manage multiple client accounts, each client individually may be able to receive or sell a greater percentage of all securities purchased or sold. Consequently, when multiple clients participate in limited opportunity trades, each participating account reduces the opportunity available to other participating accounts.

If you are recommended to a mutual fund, ETF or Underlying Manager, please refer to the prospectus of such mutual fund or ETF, or the disclosure brochure of such Underlying Manager, for trading practice information.

Item 13 Review of Accounts

With respect to clients that receive Investment Advisory Services, the portfolio management team monitors individual client accounts on an ongoing basis and will conduct formal account reviews at least annually to make a determination whether the Investment Advisory Services provided are consistent with your stated investment goals and objectives. In addition, the Chief Compliance Officer will monitor on an annual basis that allocations to Underlying Managers are only made to approved Underlying Managers and that investment allocations comply with particular client investment guidelines. Additional reviews may be conducted based on various circumstances, including, but not limited to:

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

We will provide you with regular written reports in conjunction with account reviews. Such reports may include account balances, changes in value relative to performance benchmarks when

applicable and asset allocation summaries. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s). We do not review client accounts that receive our Research Services.

Item 14 Client Referrals and Other Compensation

See Item 5 for additional information regarding compensation we receive from third parties for providing Research Services.

We have entered into referral agreements whereby we may compensate third parties for client referrals. Such agreements are structured to comply with Rule 206(4)-3 under the Investment Advisers Act of 1940. Under such agreements, we have authority to monitor the conduct of persons eligible to receive referral fees in order to ensure that they are making timely and proper disclosures to referred clients. Referred clients are also required to acknowledge in writing that they have received required disclosures relating to the referral arrangement.

Item 15 Custody

We do not have actual custody of any client assets. We are deemed to have custody under Rule 206(4)-2 under the Advisers Act (the “Custody Rule”) if we deduct advisory fees from an Investment Advisory Services client’s account without preapproval. Generally, Investment Advisory Services clients will receive account statements at least quarterly from their custodians including all clients over which we are deemed to have custody of their assets. Clients are urged to carefully review all custodian accounts statements they receive and contact us if they have any questions. Clients are also urged to compare the account statements they receive from their custodians to any account statements they receive from us and to contact us if they have any questions upon conducting such a review.

We do not have custody of our Research Services’ clients’ assets if all they receive from us are Research Services.

Item 16 Investment Discretion

We offer discretionary and non-discretionary Investment Advisory Services. Our investment advice is tailored to meet our clients’ needs and investment objectives. If you participate in our discretionary Investment Advisory Services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to, among other things, execute transactions on behalf of your account, allocate or withdraw the assets in your account to or from Underlying Managers, and rebalance your portfolio among mutual funds, ETFs, Securities and Underlying Managers without your approval prior to each transaction. Discretionary authority is typically granted by the Cornerstone Capital Investment Advisory Client Agreement (the “Client Agreement”) you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account and allocating, rebalancing and/or withdrawing account assets to or from any Underlying Managers. Regardless of whether you hire us on a discretionary or nondiscretionary basis, any Underlying Manager(s)

hired for your account will actively manage your portfolio and will assume discretionary investment authority over your account either as a separately managed account and/or by you placing your assets in private investment funds or other investment vehicles managed on a discretionary basis by such Underlying Manager(s).

We do not have, as a result of providing Research Services to clients, discretionary authority to manage securities accounts on behalf of clients. We may have authority, without obtaining specific client consent, to determine the types and amounts of securities to be bought and sold pursuant to an Investment Advisory Services client's Client Agreement. Limitations on our authority may be imposed by such Client Agreement.

Item 17 Voting Client Securities

We do not have, and will not accept, as a result of providing Research Services to clients, authority to vote client securities.

With respect to our Investment Advisory Services, except as otherwise agreed with you, we will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

The Underlying Managers with whom you invest may vote proxies for securities purchased on your behalf if authorized to do so by you, either with respect to all proxies or with respect to specific votes on specific topics or shareholder proposals. In addition, if any Assets are invested in Securities the issuers of which are named in or subject to a class action lawsuit, we will not take any action or render any advice with respect to such class action lawsuit, including but not limited to, participating in such class action lawsuit.

Item 18 Financial Information

We have no financial condition that impairs our ability to meet contractual commitments to clients, and have not been the subject of a bankruptcy proceeding.