

EQUITY INVESTMENT CORPORATION

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ADV PART 2A

Client Brochure

January 12, 2018

COVER PAGE (ITEM 1)

This Brochure provides information about the qualifications and business practices of Equity Investment Corporation ("EIC," the "Firm," "we," "us," or "our"). If you have any questions about the contents of this Brochure, please contact Barbara Trivedi, Chief Compliance Officer, at 404-239-0111 or info@eicatlanta.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.

EIC is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications provided by an Advisor contains information that can help you determine whether to hire or retain an Advisor.

Additional information about EIC also is available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES (ITEM 2)

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure, dated January 12, 2018, was prepared according to the SEC’s latest requirements and rules.

This section of the Brochure only addresses material changes since our last delivery or posting on the SEC’s public website. We will deliver to clients a summary of all material changes to this Brochure within 120 days of the close of our business’ fiscal year or more often if necessary at no charge. Our brochure may be requested at 404-239-0111 or by email to info@eicatlanta.com.

We have no material changes to report since our last update on March 10, 2017.

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ADVISORY SERVICES (ITEM 4)

Equity Investment Corporation (EIC) is an SEC-registered investment advisor located in Atlanta, Georgia. EIC has \$2,899,679,123 assets under management on a discretionary basis in 5,834 accounts, with another \$2,044,525,453 in assets under advisement as of December 31, 2016. W. Andrew Bruner, R. Terrence Irrgang and Ian T. Zabor are the sole shareholders and officers of EIC. The firm currently has twenty-eight employees. Bruner, Irrgang and Zabor have managed investments together for many years, and they collectively have over 40 years of experience at EIC.

We offer the following equity strategies: All-Cap Value, Large-Cap Value, and Mid-Cap Value; a total return opportunity approach (which is primarily non-equity); and a blend of our equity and non-equity approaches to provide more balanced portfolios. W. Andrew Bruner, R. Terrence Irrgang and Ian T. Zabor are primarily responsible for investment decisions associated with the All-, Large-, and Mid-Cap Value portfolios. In January of 2015, we introduced four SRI strategies, which we are still evaluating as possible product offerings. James F. Barksdale is primarily responsible for investment decisions associated with the SRI portfolios. For more information, see our Brochure Supplement (Form ADV, Part 2B).

We serve as a sub-advisor to numerous other registered investment advisory organizations. These include divisions of various brokerage firms, under “wrap” and other advisory programs, for which we receive a portion of the wrap fees paid by the investor to the sponsoring firm. All portfolios in a particular strategy are managed similarly regardless of vehicle (wrap or non-wrap). Clients may impose restrictions on investing in certain securities or types of securities. EIC also serves as the investment advisor to the EIC Value Fund of FundVantage Trust, a diversified, open-end investment company registered under the Investment Company Act of 1940.

We will continue to periodically evaluate our existing services and product offerings and will act accordingly based on our assessment of their competitive position, profitability and commercial viability.

FEES AND COMPENSATION (ITEM 5)

Clients are charged a fixed percentage of the assets managed, according to the size and type of the account as well as other considerations, such as account servicing needs, administrative requirements, and overall relationship size. Fees range from .30% to 1% of assets managed. All management fees (other than those indicated in the current EIC Value Fund Prospectus/SAI) are subject to negotiation.

The specific manner in which fees are charged by our firm is established in a client’s written agreement with us. We will generally bill fees on a quarterly basis. Clients may be billed in

advance or arrears each calendar quarter. Clients may elect to be billed directly for fees or to authorize us to directly debit fees from their accounts. Management fees may be prorated for each capital contribution and withdrawal of 10% or more of account value made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Billable assets on which the fee percent is based are calculated in one of two ways:

1. The average amount of assets under management each quarter is based on the value of the assets on the last trading day of each month during the quarter.
2. The assets under management on the last day of the quarter.

Certain clients, who participate in automated account billing services connected with various brokerage firms, may choose to be billed using the rates and minimums shown above, but based on their brokerage firm's method of determining the billable assets for the quarter.

Several clients are invested solely in the EIC Value Fund, in which case no management fee is charged since a fee is already imbedded in the Fund.

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as 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.

In specific circumstances or in certain types of accounts, we may purchase mutual funds that are not managed by EIC or exchange traded funds (ETFs) in a client account. Such purchases do not occur broadly or routinely. Mutual funds and ETFs also charge management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of, and in addition to, our management fee, and we do not receive any portion of these charges, fees, and commissions. Client should therefore be aware that they will be paying a higher fee on these assets.

Fees for Institutional and Private Client Separate Accounts

When EIC enters into an Investment Advisory Agreement, or Investment Sub-Advisory Agreement, to provide portfolio management services to an Institutional or High Net Worth client through a separate account, EIC will charge each such separate account a fee at a specified annual percentage rate of the account's assets under management.

Most Favored Nation Clauses for Certain Registered Investment Advisors

EIC generally does not enter into contracts with “most favored nation” clauses. However, certain registered investment advisor clients have negotiated such clauses in their Sub-Advisory Contracts. These clauses require EIC to decrease the fees charged to the “most favored nation” client if EIC enters into a sub-advisory agreement at a lower fee rate with another similar client. The applicability of a “most favored nation” clause may depend on the degree of similarity between clients, including the amount of assets under management and the particular investment strategy selected by each client; however, EIC does not agree to “most favored nation” clauses in all circumstances where clients are similarly situated.

Wrap Program Fees

Wrap Account Program (“Wrap Program”) sponsors typically charge their clients an annualized asset-based fee as a percent of assets under management. This fee may be negotiable, and the sub-advisory fee paid to EIC as sub-advisor to these Wrap Programs may vary.

Unified Managed Account (“UMA”) Program Fees

EIC charges a fee to each UMA Program sponsor that enters into a contract. The sponsor contracts with EIC to use EIC’s model portfolios to assist the sponsor in managing its client accounts. EIC and the sponsor usually negotiate the fee amount. The fee may vary depending on a number of factors, including the total assets under management.

Advisory Fees for the EIC Value Fund

The EIC Value Fund pays an advisory fee at a specified annual percentage rate of average daily net assets. Additional information about the fees charged to the EIC Value Fund is available in the Prospectus, which is publicly available at www.eicatlanta.com, on the EDGAR Database on the SEC’s website (www.sec.gov) or by contacting the EIC Value Fund’s principal underwriter, Foreside Fund Distributors LLC, located at 899 Cassatt Road, 400 Berwyn Park, Suite 110, Berwyn, PA 19312.

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT (ITEM 6)

We do not offer performance based fee arrangements.

TYPES OF CLIENTS (ITEM 7)

We provide portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, government entities, private investment funds, trust programs, insurance companies, and investment companies (mutual funds). Minimum account size varies depending on the level of account servicing and communication desired by the client.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS (ITEM 8)

Equity Decision Making Process

We screen the Russell 3000 universe (Russell 1000 universe for Large-Cap Value and Russell Midcap universe for Mid-Cap Value), using the S&P Capital IQ database. We narrow down the universe by looking for companies generating high returns on equity and sustainable earnings growth. With respect to our SRI strategies, we use the MSCI ESG Research, Inc. database to exclude securities violating core strategy values and to identify poor past-ESG performance. Additional ideas are sometimes uncovered through traditional news sources, non-opinionated research, and simply being aware of companies whose share prices have been under significant pressure.

Once a potential candidate is identified, the first step in the process is to determine whether the company is selling at a discount to its value as an ongoing business entity, based upon valuation models developed in-house. We value a business such that if we bought and operated it in its entirety, we would earn the inflation rate plus a premium on our initial capital investment and all capital reinvested to grow the business over a given time horizon.

Once it has been determined that a company is selling at a meaningful discount to its value as an ongoing concern, comprehensive fundamental analysis is used to examine areas of potential risk, including financial, operational, management, and business. The objective of this exercise is to focus on well-managed, structurally sound companies and to eliminate potential value traps.

In the next step of our investment process, we perform accounting and earnings quality due diligence. By thoroughly reviewing management's accounting practices and the implications of those practices on reported profitability, we are able to identify inconsistencies, unusual transactions and any other evidence that reality is different than what the financial statements reveal or what management actually says.

If a stock passes all three levels of our analysis, it may be added to portfolios.

With taxable portfolios, we are attentive to the tax implications of our investment decisions. Whenever possible, we seek to minimize a client's tax burden through low turnover, deferral of gain-recognition until long term, and pro-active tax-loss harvesting throughout the year.

Research

Research performed at EIC is fundamental, original, and generated based upon models and systems that were designed in-house. There are three primary areas of research: valuation and price discipline, value trap avoidance, and accounting and earnings quality due diligence. Throughout the investment process, but especially in the fundamental research phase, we are looking for evidence that a company is well managed and structurally sound.

Valuation Models and Price Discipline

Valuation is a critical aspect of our decision-making process. Two key inputs in our valuation models are earnings growth and return on equity (ROE). We also look at return on invested capital since ROE is sometimes subject to manipulation by corporate management. We start with historical numbers, preferring to see them over a full business cycle. Because the future may be different than the past, we build a margin of safety into our investment decisions by applying a one standard deviation haircut to historical ROE and earnings growth numbers to generate a conservative value for the companies, which we use as a proxy for our buy price. The “normal” value, a proxy for our sell price, is produced from the normal ROE and earnings per share (EPS) growth figures.

Importantly, the valuation models serve primarily as a framework for asking questions regarding our own valuation assumptions, as contrasted against the assumptions implicit in the market’s current price for a company. Though it seems intuitively obvious, we prefer to invest in companies that – given our assumptions – are creating capital and increasing in value as the time horizon increases rather than companies that are not. In contrast, investment approaches relying on such traditional valuation metrics as, say, price-to-earnings, price-to-book, price-to-cash flow, and dividend yield are not sophisticated enough to incorporate such nuances as the importance of time horizon in the capital-creation process.

Value Trap Avoidance Tools

As a value manager, we search for opportunities among investments that the market perceives as entailing heightened risks, as demonstrated by relatively low valuations. This pool of investment candidates typically offers us many opportunities that we believe are attractively priced and relatively safe. Unfortunately, the pool is also heavily populated by value traps, which we define as investments that look attractively priced based on conventional metrics but have characteristics that may cause them to stay cheap or get cheaper.

We employ a comprehensive set of tools to help us monitor company fundamentals. These tools facilitate financial statement and ratio analysis, through which we examine how certain components of financial statements interrelate with other components over time. The analysis is useful for efficiently understanding important financial characteristics of a business, as well as helping us avoid characteristics consistent with value traps. This step is particularly important to our process because it can be performed by our investment team in a time-efficient manner, allowing us to eliminate from consideration investments with characteristics unlikely to satisfy our investing criteria, thus allowing our team to concentrate research time on candidates more likely to be purchased.

For purposes of this analysis, we access and analyze large amounts of data via our service provider, S&P Capital IQ. Using their web-based platform, we are able to parse a wide array of relevant information across varying time periods in both numeric and graphic formats. We still mistakenly invest in value traps from time to time, but our focus on avoiding characteristics consistent with value traps can help us reduce risks in the portfolio.

Accounting and Earnings Quality Due Diligence

We perform in-depth, company-specific fundamental research, which centers on a thorough reading of the annual and quarterly reports and proxy statements, as well as the management discussion and analysis section of 10-Ks and 10-Qs, company presentations, earnings press releases, and other relevant news. This analysis is performed in order to identify companies smoothing their financial statements and manufacturing earnings. We tend to focus on the financial footnotes and the accounting aggressiveness or conservatism behind the numbers.

Buy/Sell Discipline

In order for EIC to buy a stock, it must be selling at a discount to its “fair” value as an ongoing business entity, it must be structurally sound, and it must pass our accounting and earnings quality due diligence.

Stocks are sold if any of the following conditions are met:

- ◆ Valuation:
 - The security reaches our measure of full value.
 - The position increases to more than 6% of portfolio.
- ◆ Deteriorating fundamentals:
 - The firm's quality and financial strength fall below acceptable levels.
 - The firm shows balance sheet stress, indicating potential earnings management, weak financial controls or possible earnings short falls.
 - A major change occurs, rendering historical data invalid for determining the value of business ownership.
- ◆ A more attractive investment opportunity is identified.

Equity Portfolio Construction

Our cash position is a residual of the stock-selection process and is primarily a function of the availability of undervalued stocks. We do not use cash tactically. Rather, we prefer to keep cash levels as low as possible but set a general limit of 15%. In unusual cases, cash levels may temporarily exceed that level.

Portfolios are built from the bottom up; therefore, sector weights are a result of the stock-selection process. While we don't place explicit limits on sector weights, we do limit industry group exposures, which in turn affect sector weights. We generally limit industry group exposure to 20% (using the Global Industry Classification Standard definitions of the 23 industry groups). There may be short periods of time when industry group exposure exceeds this limit if market values increase faster than positions can be trimmed. There is no minimum industry group exposure. No sectors are systematically eliminated from consideration, though it's not uncommon for us to have no exposure to some of the smaller sectors.

In general, stock weightings follow our level of confidence that we are right about our valuation assumptions for a company, as contrasted against the assumptions implicit in the market's pricing of it. At time of initial purchase, our weightings reflect this confidence, with positions typically ranging between 2% and 4%. As price moves up, the margin of safety and the probability of being right about the available upside narrows relative to the downside risk. Therefore, it is reasonable that the position should carry a lower weighting, and we will often trim back the holding.

The average number of positions in a portfolio is, generally, between 35 and 40, with position sizes typically 2% to 4% each. When a position reaches 6% (due to relative price appreciation), it is sold or trimmed.

Our turnover rate is comparatively low; we are aware of the costs of frequent trading and implement trades in the most efficient manner possible.

Risk of Loss

Clients should be aware that investing in securities involves risk of loss and they should be prepared to bear any such loss.

Other Investments

Mutual funds and exchange traded funds (ETFs) are sometimes used as a placeholder or an alternative investment vehicle when implementing our tax-loss harvesting strategy or when a client imposes holding restrictions on the account.

Total Return Opportunity Approach

The Total Return Opportunity approach seeks to benefit from macro or micro mispricing observed by the research team periodically, principally via investments in non-equity markets, such as bonds, non-US denominated debt, preferred stocks, non-US equity funds, bond funds, commodities, and currencies or currency baskets. The goal is to achieve a return above that offered by fixed income markets in the US, provide some hedge against US currency exposure risk and potential purchasing power risk, and limit volatility relative to equity-only approaches. The approach is eclectic, non-systematic, and passively opportunistic in responding to the market opportunities presented from time to time.

Socially Responsible Investment Strategies

We started four Socially Responsible Investment (SRI) strategies on January 1, 2015:

- ◆ Catholic – Follows U.S. Conference of Catholic Bishops (USCCB) guidelines, restricting investments in firms tied to abortion, contraceptives, stem cells and weapons manufacturing or implicated in human rights, labor rights, environmental, or governance controversies.

- ◆ Protestant – Restricts investments in companies tied to adult entertainment, alcohol, firearms, gambling, tobacco, weapons manufacturing, or implicated in human rights, labor rights, environmental or governance controversies.
- ◆ Environment – Focused on sustainability and avoidance of fossil fuel producers, poor environmental performers, factory farmers, genetic engineers and those participating in animal testing.
- ◆ Human Rights – Restricts investments in weapons manufacturers, companies found to be in violation of the EEOC or OFAC sanctions, and companies implicated in human rights, labor rights, environmental or governance controversies.

These SRI strategies follow the same investment philosophy and a similar investment process as our fully discretionary equity strategies, while avoiding investment choices that violate investors' faith or societal values. Investments for the SRI strategies are drawn principally from existing holdings in our All-Cap, Large-Cap, and Mid-Cap Value portfolios. Additional replacement names are introduced as necessary.

We are not actively marketing the SRI strategies at this time. Rather, we will assess whether demand is sufficient to support a sales and marketing initiative as the strategies approach their three-year anniversary at year-end 2017. From time to time, we will evaluate all of our services and product offerings and will act accordingly based on our assessment of their competitive position, profitability and commercial viability.

DISCIPLINARY INFORMATION (ITEM 9)

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management.

The Firm has no legal or disciplinary events to report.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS (ITEM 10)

Registered investment advisers are required to disclose all material facts regarding any other financial industry affiliations that would be material to your evaluation of our firm or the integrity of our management.

EIC serves as the investment advisor to the EIC Value Fund ("The Fund") of FundVantage Trust, a family of mutual funds distributed and underwritten by Foreside Funds Distributors LLC

("Foreside"). The Fund is a diversified, open-end investment company registered under the Investment Company Act of 1940. Eleven EIC employees are FINRA registered representatives of Foreside (one of whom is supervisor of the other ten registered representatives).

Foreside is not an affiliate of EIC. Foreside is a limited-purpose broker-dealer who distributes mutual funds to financial advisors, broker-dealers, registered investment advisers, and other authorized financial intermediaries. Registered representatives are licensed as wholesalers through Foreside for purposes of marketing the Fund only to these intermediaries and are prohibited from marketing the Fund directly to retail or institutional investors. Registered representatives are employees of EIC and not employees of Foreside. As EIC employees, registered representatives are compensated by EIC and do not receive commissions from direct sales by broker-dealers distributing the Fund.

Investment Adviser Representatives ("IARs") of EIC are also registered as Investment Adviser ARs of JFB Holdings Corp. IARs are dually registered in order to assist in the transition of all client accounts and other assets from JFB Holdings Corp. to EIC. IARs will maintain all licenses necessary to transition clients from JFB Holdings Corp. to EIC.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING (ITEM 11)

We have adopted a Code of Ethics ("Code") for all employees of the firm describing our high standard of business conduct and fiduciary duty to our clients. Our employees are required to follow our Code and must acknowledge the terms of the Code annually or as amended.

EIC's Code sets forth standards of conduct expected of advisory personnel and includes, among others: provisions for maintaining confidentiality of client information; prohibitions on insider trading; restrictions on the acceptance of material gifts; and requirements to report certain political contributions, gifts, and business entertainment. Further, EIC observes ethical walls around business activities where sharing information may create a conflict of interest. Ethical walls serve to mitigate conflicts of interest by limiting the communication of information between individuals or groups, whether written or oral, which may give rise to a conflict of interest.

EIC's Code addresses conflicts that may arise from personal trading by our employees. The Code includes limitations on personal trading by employees and sets forth reporting requirements for employees' securities holdings and personal securities transactions.

Subject to satisfying the Code and applicable laws, our officers, directors and employees may trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code is designed to assure that the personal securities transactions of our employees will not interfere with the best interest of our clients while, at the same time, allowing employees to invest for their own accounts.

Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of our clients. In addition, the Code requires pre-clearance of many transactions and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code to reasonably prevent conflicts of interest between our employees and our clients.

EIC clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our Chief Compliance Officer, Barbara Trivedi, at info@eicatlanta.com or 404-239-0111.

BROKERAGE PRACTICES (ITEM 12)

We seek the best overall execution of our investment decisions on behalf of our clients. EIC participates in a number of sponsored programs in which trades are typically directed to a particular brokerage firm by clients. For accounts that are not client directed to a specific brokerage firm, we select brokers based primarily on the quality and cost of their trade execution and the quality and efficiency of their back-office functions, as well as other ancillary services that may be useful in the execution of our investment management responsibilities. We are mindful of the commissions, bid-ask spread, market impact, and opportunity costs associated with every trade. To that end, where not directed by clients to use a specific brokerage firm, we've negotiated low commission rates.

When a security is traded across participating accounts and through various brokerage firms, a trade rotation is established. With all of our purchases and sales, we alternate trade order to ensure that all accounts are treated equitably. To ensure fairness, each trade receives a new rotation, and the group that was traded last for the previous mass trade moves to the top, shifting all others down in the rotation. All managed accounts, whether directed or non-directed, discretionary, non-discretionary or advisory, are treated equally in the same trade rotation. Employee accounts are always traded last in the rotation.

An order may be worked over a number of days with a brokerage firm. The trade may be allocated on either an average price basis across all participating accounts, or on an account by account basis as appropriate, as long as the allocation is not based on ex-post price of execution, and not made in a way that systematically discriminates in favor or against any client or set of clients. More specifically, if 1/3 or more of the original order is completed, we will pro-rate the order for the group of accounts. If less than 1/3 of the original order is completed, we will randomly fill the order unless there are other factors that upon consideration would dictate otherwise. To ensure fairness in allocation, accounts are selected randomly by our trading system with no intervention from the trader. This is our policy unless the program/system

we are designated to use does not have this functionality; we then default to the sponsor's allocation method.

Trading errors are infrequent and are corrected as soon as possible. In the event a trading error occurs, EIC's policy is to restore a client's account to the position it should have been had the trading error not occurred unless there is a gain that can be credited to the client's account. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trading error occurs, a Trading Error Form is completed by the trader, signed by the trader and their supervisor and submitted to the CCO.

We recognize that many of our clients have broader investment objectives than represented solely by our involvement with their investments. Such clients may direct us in writing to use specific brokerage firms for execution and implementation of their investment decisions, allowing the client to receive other services of value not provided by us, such as custody, ongoing consultation and advice, assistance with non-EIC related financial matters, asset allocation, financial planning, assistance in the selection of investment advisers, on-going monitoring of their investments, and other services. In such cases, our ability to obtain "best execution" in the implementation of our decisions is limited by the client's desire to receive such other services and the client should recognize that we are not negotiating brokerage commissions on his behalf. As a result, commissions or brokerage fees for such accounts may be higher than for accounts where such services are not being provided.

When clients have no preference, we may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. We are independently owned and operated and not affiliated with Schwab. Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to us other products and services that benefit us but may not directly benefit its clients' accounts. Some of these other products and services assist in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Schwab Institutional also makes available other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications

and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to us by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to us.

EIC does not have a soft-dollar budget, nor do we enter into any formal soft-dollar commitments with broker-dealers. From time to time, we may affect transactions for clients with broker-dealers who incidentally provide us with research or other related products and services, thus providing lawful and appropriate assistance to us in the performance of our investment decision-making responsibilities. Notably, we don't "pay up" for any of these services. Rather, we pay competitive commission rates to all of the broker-dealers with whom we trade and regularly evaluate the quality of executions being received.

REVIEW OF ACCOUNTS (ITEM 13)

Our policy is to review portfolios on an on-going basis so they are consistent both with stated investment objectives and any investment restrictions, as well as internal policies & procedures. Our portfolio management system provides a number of reports that monitor consistency across all accounts. For example, portfolio cross-reference reports show which stocks are held in which portfolios and at what weights. In addition, accounts are reviewed on a regular basis by running and reviewing reports on asset allocation or portfolio drift as well as exception reports for each trade.

We also review performance outliers on a regular basis to determine the cause of the disparity. As a result, there is relatively minor deviation in the portfolio characteristics, sector/industry weightings, and actual holdings among portfolios. In fact, dispersion across all accounts has been minimal, as reflected by the low standard deviation of returns for portfolios in the composites. Typically, exceptions to this have been caused by either significant cash flows or client-imposed account restrictions.

Our head trader has responsibility for running allocation, sector, and portfolio cross-reference reports. Members of the compliance and performance measurement teams have responsibility for finding performance outliers. In addition, members of the investment management team review portfolios on an ad-hoc basis.

For those clients who have requested and contracted to receive communications from us directly, we provide detailed, written quarterly reports. Reports may include a portfolio summary, a performance review, an investment analysis, portfolio holdings, and a quarterly activity summary.

CLIENT REFERRALS AND OTHER COMPENSATION (ITEM 14)

We have various agreements through which individuals soliciting accounts on behalf of our Firm are compensated a portion of our fees on referral accounts. In compliance with Rule 206(4)-3 (the Cash Solicitation Rule) under the Investment Advisers Act of 1940, such agreements are in writing, prohibit the solicitors from providing investment advisory services on our behalf, and require written disclosure to the client of the solicitor's receipt of referral fees.

CUSTODY (ITEM 15)

We do not provide custodial services to our clients. We are not a broker-dealer and do not typically take possession of client assets. Our client assets are housed at custodians, which are selected by the clients themselves.

EIC does not allow arrangements with clients that authorize or permit EIC to withdraw client funds or securities maintained with a qualified custodian under a standing letter of authorization ("SLOA"). Further, EIC does not allow arrangements with clients that authorize or permit EIC to move money between clients' own accounts ("first-person transfers") by wire transfer. EIC may, however, direct debit fees from some clients' accounts, which would be deemed to be custody under Rule 206(4)-2(d)(2)(ii).

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we may provide. Clients are also asked to promptly notify Great Lakes if the custodian fails to provide statements on each account held. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies used for certain securities.

INVESTMENT DISCRETION (ITEM 16)

We usually receive 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. We have a limited power of attorney to place trades on the client's behalf. When selecting and determining amounts of securities, we observe the investment policies, limitations and restrictions of our clients. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Typically, we do not have investment discretion in any UMA Program. We provide a UMA Program sponsor or overlay manager with non-discretionary recommendations, our Model, to assist in the development of a portfolio that the sponsor or overlay manager may determine to be suitable for its clients. It is the sole responsibility of each UMA Program's sponsor or overlay manager to make investment decisions for their UMA Program accounts.

VOTING CLIENT SECURITIES (ITEM 17)

In the absence of written and specific voting guidelines or instructions from clients, EIC's policy is to vote proxies solely in what we believe are the best long-term interests of our clients. For example, we vote against proposals that adversely affect:

1. the firm's long-term economic attractiveness;
2. the normal functioning of shareholder democracy; and/or
3. our clients' position as owners of the company.

In addition, we normally vote against anti-takeover provisions since they often infringe on shareholder democracy. However, we have voted in favor of staggered board terms on the basis that these increase continuity of management regardless of who the owner is.

We vote in favor of plans that provide an incentive to stock ownership by employees, management, and directors. However, the potential for dilution that some stock option and grant plans present is a concern.

Since a fiduciary's endorsement of excessive dilution could be viewed as an imprudent action, we vote against plans that:

1. allocate more than 5% of the firm's shares to incentive compensation;
2. do not set a limit on the maximum amount that can be awarded to an individual in a given year;
3. grant options with an exercise price less than 100% of the fair market value at the date of grant, or less than 85% of the fair market value on the date of grant if the discount is granted in lieu of a reasonable amount of salary or cash bonus;
4. do not delineate the conditions for grants to non-employee directors, but rather make it subject to management's discretion;
5. expressly allow the repricing of underwater options.

Requirements #1, #2, and #4 may be waived, however, if the option grant itself (not the exercising of the grant) requires a financial investment on the part of the recipient, since such an investment by the recipient may serve as a built-in control against excessive dilution.

EIC subscribes to Broadridge Investor Communications Services, Inc. (“Broadridge”) fully integrated vote recommendations, including auto-execute, provided by Glass, Lewis & Co., LLC (“Glass Lewis”), a proxy advisory firm not affiliated with EIC. Glass Lewis’ vote recommendations will be reviewed for conflicts with EIC’s proxy voting policy. Generally, Glass Lewis’ vote recommendations are consistent with our proxy voting policy as stated above. Where a Glass Lewis vote recommendation is in conflict with our policy, we may override the auto-execute vote.

EIC utilizes ProxyEdge, a proxy-voting service provided by Broadridge, for electronic delivery of ballots, online voting, and integrated reporting and recordkeeping of our proxy votes. EIC votes proxies on shareholder matters where the Custodian forwards to us or to Broadridge, in a timely manner, all necessary materials relating to clients’ portfolio holdings.

We retain records of each proxy vote taken, which are available to the client upon request. A copy of our proxy voting policies and procedures is available to clients upon request.

Unless EIC otherwise agrees in writing, EIC does not advise or take any action on behalf of Clients in any legal proceedings, including bankruptcies or class actions, involving securities held or formerly held in Client accounts or the issuers of those securities.

FINANCIAL INFORMATION (ITEM 18)

As a registered investment adviser with discretionary authority of client funds or securities, we are required in this Item to provide you with make available certain financial information or disclosures about our financial condition.

We have no financial commitments impairing our ability to meet contractual and fiduciary obligations to clients, and we have never been the subject of a bankruptcy proceeding.