

Caldwell Advisors, LLC
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www.caldwellgroupllc.com

February 28, 2020

This Brochure provides information about the qualifications and business practices of Caldwell Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at 615-370-8988 or caldwellgroupllc.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.

Caldwell Advisors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Caldwell Advisors, LLC also is available on the SEC's website at www.caldwellgroupllc.com

Item 2 – Material Changes

This Firm Brochure, dated February 28, 2020, provides you with a summary of Caldwell Advisors, LLC's advisory services and fees, certain business practices and policies, the biographies of the counselors, and actual and potential conflicts of interest, among other things. This Item 2 is used to discuss only specific material changes that are made to the Brochure and provide clients and prospective clients with a summary of such changes since the last brochure, dated February 28, 2019, was filed.

Caldwell Advisors, LLC remains required to register with the Securities Exchange Commission on an annual basis. Initial registration was approved on December 10, 2015. Registration with the Securities Exchange Commission does not imply a certain level of skill or training. The additional locations where such advisors primarily provide services to clients are included in the Brochure Supplements, attached to this Form ADV.

Effective May 2019, John W. Cobb, doing business as Value Based Planning, became a separate entity from Caldwell Advisors, LLC.

Effective March 15, 2020, David S. Steinfeld, registered as an Investment Advisor Representative under Caldwell Advisors, LLC and is located at 5210 Maryland Way, Suite 202, Brentwood, TN 37027.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis and we are required to update certain information at least annually within 90 days of our fiscal year end. Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our Brochure may be requested by contacting Natasha Smith at 615-370-8988 or nsmith@caldwellgroupllc.com.

Additional information about Caldwell Advisors, LLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Caldwell Advisors, LLC who are registered, or are required to be registered, as investment adviser representatives of Caldwell Advisors, LLC.

As Caldwell Advisors, LLC may add additional Investment Advisor Representatives in the future who may use third party managers and investment platforms that include platform fees or other fees not paid to Caldwell Advisors, LLC or to the particular IAR, but included in the gross fee, the fee schedule included in Section 5, Fees and Compensation has been amended to provide a maximum fee. The fee charged to a particular client may be different from but not exceed the fee contained in the schedule.

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Item 4 – Advisory Business

Caldwell Advisors, LLC (Hereafter, “CA”) was founded in 2007 and provides both discretionary and non-discretionary advisory services to individuals, institutions, corporations, pension and profit sharing plans and trusts. CA is a Tennessee Limited Liability Corporation and its sole member, Billy Ray Caldwell, Jr. is the principal portfolio manager. CA provides continuous advice to its clients concerning the assets under CA's supervision or management. The assets can be made up of the following types of investment products: fixed income securities, equities, non-traded securities, mutual funds, options, and annuities. Advice is given at such times as CA determines that investment or reinvestments of such assets is appropriate on the basis of the individual goals of each client and CA's assessment of the investment opportunities that are available from time to time. Additional advice is provided at such times as any client requests information concerning a specific investment situation or investment problem. CA also provides certain administrative services to clients including: maintaining the books and records relating to client investments; placing orders for the purchase and sale of securities; and providing directions to custodians as necessary for the consummation of portfolio transactions.

Clients are provided with the following: Confirmation after each transaction (unless they elect to suppress daily delivery of confirms, in which case they are delivered no less frequently than quarterly); monthly brokerage statement showing the list of securities owned, the cash position, and a summary of all transactions during the month; a quarterly performance report on the status of the account; and a year-end summary showing consolidated gains, losses, dividends, interest for the year, as well as, a performance analysis. Communication between clients and portfolio manager is always encouraged. Formal meetings can be arranged periodically or communication can be by mail or phone contact.

An account can be opened by depositing either cash or negotiable securities into a brokerage account. A client agreement will be signed either providing authorization for CA to make all investment decisions on a discretionary basis or after consultation with the client, depending upon which agreement is signed. This contract can be canceled by either party at any time with written notification. Any withdrawals of cash require instructions from clients and are either paid directly to client or require written instructions.

Client shall pay a yearly management fee as compensation for advisor's services. Such fee will be payable in quarterly installments. CA's annual investment advisory fee shall be prorated and paid quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter. The initial fee shall be payable in arrears and shall be prorated from the date of initial funding of the account through the end of the first billing quarter. The management fee will automatically be deducted from the portfolio unless the clients request to pay the fee directly. Under certain circumstances, fees may be negotiable, but will never exceed 2.75%.

From time to time, with client consent, CA may engage sub-advisors to manage portions of client assets in situations where CA believes that certain expertise is warranted in a specific area (e.g. complex fixed income or foreign portfolios). In such arrangements, the fees may be negotiable and CA will collect the total fee and remit a portion thereof to the sub-advisor as per the agreement between CA and the sub-advisor.

While CA is not a registered broker-dealer, its' sole member is a Registered Representative with LPL Financial (“LPL”), a registered broker-dealer, and member of the Financial Industry Regulatory Authority, Inc. (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”).

Interest earned and dividends received are credited to each account and reinvested. If the client desires, however, a regular payout can be sent. The client may add or withdraw cash or securities at any time; however, instructions for a withdrawal must come directly from a client.

The advisory agreement can be terminated in writing by either party at any time. There is no penalty for terminating the account. Upon termination the client receives a refund for the portion of the prepaid management fee which is not earned.

With respect to proxies and class action lawsuits, CA will not be obligated to advise or act for its clients in any voting, legal proceeding, including proxy voting, class action, and bankruptcies involving securities purchased or held in accounts managed by CA, CA does not vote proxies on behalf of clients. It will, however, assist clients with questions they may have regarding proxies. CA and/or client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating the client's investment assets.

Caldwell Advisors does not participate in wrap fee programs.

As of January 31, 2020, Caldwell Advisors had \$153,783,821 under management on a discretionary basis and \$19,579,818 on a non-discretionary basis.

Item 5 – Fees and Compensation

Assets Under Management	Annual Percentage
\$0 to \$1,000,000	up to 2.75%
\$1,000,001 to \$5,000,000	up to 2.00%
\$5,000,001 +	up to 1.25%

All fees are subject to negotiation. Although the principal of Caldwell Advisors, LLC is a Registered Representative ("RR") of LPL Financial and, in his role as a RR may receive commissions on trades, 100% of the revenue of CA is generated by services.

The specific manner in which fees are charged by Caldwell Advisors is established in a client's written agreement with Caldwell Advisors. For fees charged utilizing the agreement titled as the Investment Management Agreement, Caldwell Advisors will generally bill its fees on a quarterly basis. Clients will be billed in advance each calendar quarter. Clients may also elect to be billed directly for fees or to authorize CA to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated amount for the actual days the assets were managed by CA at the next regular payment date. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. For fees charged utilizing the agreement titled as the Financial Planning & Consulting Agreement, fees charged by Caldwell Advisors may vary among its clients based upon the type of client, the services requested, the investment adviser representative providing advice, the complexity of the client's situation, the composition of the client's account, other advisory services provided and the relationship of the client and the investment adviser representative. At no time will Caldwell Advisors require payment of more than \$1,200 in fees more than six months in advance. Fees

charged by Caldwell Advisors under this Agreement will not be based on the capital gains or the capital appreciation of Client's account(s). Client will notify Caldwell Advisors within ten (10) days of receipt of an invoice if Client disputes any billing entry. Lower investment advisory fees for comparable services may be available from other sources.

All fees paid to Caldwell Advisors for services under this Agreement are separate and distinct from the commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities subsequently acquired by Client. If Client sells or liquidates certain existing securities positions to acquire any insurance, Client may also incur a commission and/or deferred sales charges in addition to the financial planning and consulting fees paid to Caldwell Advisors and any commissions, fees and expenses charged by the insurance company for subsequently acquired insurance and/or annuities.

Caldwell Advisor's 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, third party investment managers and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to the fee charged by CA, and CA shall not receive any portion of these commissions, fees, and costs related to accounts for which CA receives asset based fees or consulting fees. Although the Sole Member of Caldwell Advisors, LLC is a Registered Representative of LPL Financial and, in some cases, clients may have certain of their accounts managed by CA and held at LPL Financial, and for which CA may receive fees as more particularly described above, while for other accounts of that client, the Sole Member of CA may act in the capacity of a RR for LPL Financial. CA will not receive commissions or such 12b-1 fees on those accounts for which it receives fees for the management and investment advice it offers to clients with respect to these accounts, but may receive commissions on others.

Item 12 further describes the factors that CA considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

CA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). CA does not receive commissions, 12b-1 fees or other transaction based compensation on accounts for which it receives asset based or consulting fees. However, the Sole Member of CA may, in its capacity as a RR for LPL Financial, receive commissions, other transaction based fees or 12b-1 fees as more fully described in Item 5.

Item 7 – Types of Clients

CA provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, and other U.S. institutions. For CA to accept a new client relationship, the combined assets of the client to be managed by CA must generally total \$750,000. Under certain circumstances, clients with less than \$750,000 may be accepted or maintained as clients of CA.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

CA uses a both fundamental and technical analysis in making recommendations for the portfolios it manages. Information for the fundamental analysis is taken from research materials prepared by others to which CA subscribes, corporate rating services, financial newspapers and magazines, annual reports, prospectuses, filings with the Securities and Exchange Commission, as well as, company press releases. Technical analysis is both performed in house and taken from technical subscription services. CA manages three types of portfolios for its clients, depending upon the expressed desires and objectives of each individual client. CA manages portfolios of mutual funds that are allocated from aggressive to conservative, portfolios that are primarily individual stocks and bonds, as well as portfolios that combine both, for certain clients that request portfolios of this nature.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CA or the integrity of CA's management. CA has no information to which this item is applicable.

Item 10 – Other Financial Industry Activities and Affiliations

Billy Ray Caldwell graduated from Vanderbilt University in Nashville, TN with a major in Economics in 1985. He graduated from Duke University School of Law with a Juris Doctorate in 1988. He is the sole member of CA. Prior to founding CA, he practiced law in Los Angeles, CA with the law firms of Sheppard, Mullin, Richter, and Hampton, and McDermott, Will, and Emery. In addition, he was an investment advisor with JC Bradford & Co. in Nashville, TN, and a Vice-President, Investments and a Prudential Securities Portfolio Manager with Prudential Securities, Inc. and Wachovia Securities, LLC. Born in 1963, he has been in the investment industry since 1991, and has been with CA since 2007.

The sole member of CA, Billy Ray Caldwell is a Registered Rep affiliated with LPL, a securities broker-dealer registered with the Financial Industry Regulatory Authority, Inc. ("FINRA"). In such capacity, Billy Ray Caldwell may receive commissions for investments made by investment advisory clients which are placed through LPL. LPL Financial and CA are not related entities and the securities commission business is separate and apart from the CA's fee-only investment management services. This relationship is disclosed to clients when broker-dealers are recommended and in CA's brochure.

CA does not select broker-dealers for client security transactions. All client securities transactions are executed through a broker-dealer selected by each client. Clients may ask CA to recommend possible broker-dealers. In such cases, Caldwell Advisors will generally recommend LPL Financial. CA recommends broker/dealers and custodians that CA feels will provide services in a manner and at a cost that will allow CA to meet its duty of best execution. However, CA may be limited in the broker/dealer or custodians that it is allowed to use due to CA's registered representative relationship with LPL. LPL may limit or restrict the broker/dealer or custodial platforms for its registered representatives that are also independently licensed due to its duty to supervise the transactions implemented by these individuals.

While CA does recommend broker, dealers or custodians, clients are free to select any broker, dealer or custodian they wish. As previously discussed, however, CA may be limited in the broker, dealers or custodians where client's contracting for asset management services will be allowed to maintain their assets. If a client directs the use of a particular broker, dealer, or custodian, such direction must be provided in writing to CA.

When a client directs the use of a particular broker, dealer or other custodian, CA may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular broker, dealer or custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular broker, dealer, or custodian. No employee of CA or any related persons have any arrangements, oral or in writing, where they are paid cash or receive some economic benefit including commissions, equipment or non-research services from a non-client in connection with giving advice to clients.

Other Business Activities:

As noted in Item 5 above, the Sole Member of CA is actively engaged in a business other than giving investment advice. The Sole Member of CA is also a Registered Representative of LPL Financial and may earn commissions or other transaction related compensation, such as 12b-1 fees, in its capacity as a RR. In addition, the Sole Member is also licensed with the Insurance authorities of several states and may earn commissions from the sale of insurance products to individuals, pension plans or business entities that may also be clients of CA. In the role as a RR, the Sole Member of CA may receive commissions or other compensation such as 12b-1 fees. However, as outlined previously in Item 5, the Sole Member of CA does not receive commissions, 12b-1 fees or other transaction compensation on accounts for which it receives asset based fees.

Other Financial Industry Activities or Affiliations:

- As noted above and in Item 5, CA has arrangements that are material to its advisory business or its clients with a related person who is a registered representative with a broker-dealer.

Additional Compensation:

Caldwell Advisors or a related person does not and will not be compensated by any arrangements, oral or in writing, where it is paid cash by or receives some economic benefit including commissions, equipment or non-research services from a non-client in connection with giving advice to clients or directly or indirectly compensates any person for client referrals.

Item 11 – Code of Ethics

Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act") requires all investment advisors registered with the Securities Exchange Commission ("SEC") to adopt codes of ethics that set forth standards of conduct and require compliance with federal securities laws. CA is an investment advisor registered with the SEC, and has adopted a Code of Ethics. This Code of Ethics is intended to reflect fiduciary principles that govern the conduct of CA and its employees and affiliated advisors when acting as an investment advisor as defined under the Advisers Act in providing investment advice to advisory clients ("Clients"). It consists of an outline of policies regarding several key areas: standards of conduct and compliance with laws, rules, and regulations; protection of material non-public information; and personal securities trading. A copy of the Code of Ethics is available to any Client or prospective Client upon request.

With respect to mutual fund transactions, CA generally recommends to its Clients no-load mutual funds. However, although CA does not receive 12b-1 fees from mutual funds purchased for client accounts, and as noted above, the Sole Member of CA is also a Registered Representative of LPL Financial and may earn commissions or other transaction related compensation, such as 12b-1 fees, in its capacity as a RR

From time to time, CA may recommend to its clients that they buy or sell securities of the same type that CA's employees or member may also own.

CA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Caldwell Advisors must acknowledge the terms of the Code of Ethics annually, or as amended. CA has a simple, basic Code of Ethics, which is disseminated to all affiliated personnel. Activities by anyone, from senior management to clerical staff, violating this Code of Ethics will not be tolerated.

- Every aspect of our business will be conducted in a fair, lawful and ethical manner. Sufficient internal controls have been implemented to ensure that all reasonable efforts are taken at all times to deter and detect any activities which do not meet the highest standards of ethical behavior.
- Senior management is committed to working with Compliance and all registered individuals to ensure the existence and awareness of a strong and committed compliance culture. Our leadership will consistently be such that we will instill ethical behavior throughout the firm and make it known that anyone acting in a manner less than what is expected will be sanctioned or terminated.
- Senior management's leadership style will be to lead by example, creating an environment encouraging honesty and fair play by all employees in the conduct of his or her duties.
- Our customers will be offered only those pre-approved products/services which have been determined to be appropriate for their specific needs and which provide fair value.
- It is our obligation to respect and protect the right to privacy of all our clients.
- Confidential or proprietary information, obtained in the course of an individual's association or employment with Caldwell Advisors, LLC is not to be used for personal gain or to be shared with others for personal benefit.
- All efforts are to be made to avoid actual or apparent conflicts of interest. Such a conflict may exist even when no actual wrongdoing occurs; the opportunity to act improperly may be sufficient to give the appearance of a conflict.
- Strict compliance with all laws and regulations governing the securities industry is paramount.
- Senior management will continue to ensure that the procedures in place are acceptable in terms of making determinations regarding the qualifications, experience and training of all individuals prior to assigning them any supervisory responsibilities.
- Individual employees not adhering to this Code of Ethics, as well as all other policies and directives issued by Caldwell Advisors, LLC during the course of any activities undertaken on behalf of Caldwell Advisors, LLC, or a broker/dealer will be subject to sanctions and possible termination.

Caldwell Advisors anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which CA has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which CA, its affiliates and/or clients, directly or indirectly, have a position of interest. CA's employees and persons associated with CA are required to follow CA's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of CA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for CA's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of CA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions 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 CA's 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 of Ethics 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 of Ethics, and to reasonably prevent conflicts of interest between CA and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with CA's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. CA will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

CA's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Natasha Smith at the offices of CA by calling (615) 870-8988 or (888) 370-8988 or via email at nsmith@caldwellgroupllc.com.

It is CA's policy that the firm will not conduct any principal or agency cross securities transactions for client accounts. CA will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

CA has no authority to select the broker-dealer who will act as custodian of client positions. CA uses a broker-dealer selected by the client and, when requested by clients to do so, will select or suggest broker-dealers to effect the client's securities transactions from among those broker-dealers regularly used by CA. As noted previously, CA will generally recommend LPL, a firm at which the member of CA is a Registered Rep. CA has negotiated transaction charges with LPL such that any transaction charges will be included in the Fees charged clients by CA. In the event a client directs CA to use a different broker-dealer, other than LPL, CA may not be able to negotiate commissions, and the fee for management may not include commissions for transactions. Under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct CA to use a different broker-dealer, and other clients who do not direct CA to use a different broker-dealer. Such broker-dealers may charge brokerage commissions in excess of that which other broker-dealers might have charged for effecting the same transactions. In addition, CA may receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934 in connection with client securities transactions effected through LPL Financial.

If Client positions in a particular equity for purchase or sale in client discretionary advisory accounts may be aggregated into one order ("Block Orders") for purposes of execution, then allocated to the individual accounts. When aggregating orders and subsequently allocating Block Orders (purchases and sales) to individual client accounts, it is CA's policy to treat all clients fairly and to achieve an equitable distribution of aggregated orders. However, in the event such purchases or sales are not eligible for such

aggregation, such purchases and sales are effected as expeditiously as possible in client accounts and, as in Block Orders above, it is CA's policy to treat all clients fairly and to achieve an equitable distribution of aggregated orders. As investment advisory clients do not pay any fees or commissions for transactions, there are no additional transaction costs associated with such individual orders.

Item 13 - Review of Accounts

The client receives a confirmation on each transaction from the brokerage firm as well as a monthly statement showing positions, cash, and a summary of that month's transactions. A quarterly summary is also provided showing positions as well as performance comparisons. A year-end summary is provided showing all gains, losses, interest and dividends, as well as an analysis of the performance. In addition, CA will review the assets, performance and objectives of each client with such client at least annually or at such time as changing market conditions or other factors may suggest or be requested by the client.

Item 14 - Client Referrals and Other Compensation

CA does not pay referral fees or other compensation to persons or entities for introductions or other referrals that may lead to business.

Item 15 - Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. CA urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. CA does not maintain custody of any client assets.

Item 16 - Investment Discretion

In some cases, CA receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, CA observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, CA's 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.

Investment guidelines and restrictions must be provided to CA in writing.

Item 17 - Voting *Client* Securities

With respect to proxies and class action lawsuits, CA will not be obligated to advise nor can CA act on behalf of its clients in any voting, legal proceeding, including proxy voting, class action, and bankruptcies involving securities purchased or held in accounts managed by CA. CA does not vote proxies on behalf of clients. It will, however, assist clients with questions they may have regarding proxies. CA and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about CA's financial condition. CA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.