



**NORTHCOAST ASSET MANAGEMENT LLC**  
**File No. 801-57294**

**ONE GREENWICH OFFICE PARK**  
**GREENWICH, CONNECTICUT 06831**

**[WWW.NORTHCOASTAM.COM](http://WWW.NORTHCOASTAM.COM)**

**Item 1 – Cover Page**

**March 2021**

**This brochure provides information about the qualifications and business practices of NorthCoast Asset Management LLC. If you have any questions about the contents of this brochure, please contact us at 203-532-7000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

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

**You should be aware that NorthCoast Asset management is registered as a Registered Investment Adviser with the SEC. Registration does not imply that an investment adviser has reached a certain level of skill or training.**

## **Item 2 – Material Changes**

This Brochure, dated March 2021, contains no material changes from the previously filed Brochure March 2020.

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#### **Item 4 – Investment Advisory Business**

Founded in 1988, NorthCoast Asset Management LLC (“NorthCoast”) is an SEC registered investment adviser. The Firm’s principal owners are Daniel J. Kraninger, Patrick Jamin, Mark Dean and Robert Wright.

As of December 31, 2020 NorthCoast, managed approximately \$2,131,246,124.

NorthCoast helps clients reach their investment goals. Whether the client is a high net worth individual looking for a long-term financial plan, or an institutional client interested in a particular set of strategy risk/return attributes, NorthCoast provides portfolio management services via separately managed accounts and one mutual fund.

Our philosophy driving this service model is that a thoroughly researched and systematic investment process grounded in common sense will outperform over time. NorthCoast specializes in quantitative analysis and systematic investing. Through our research, we have discovered that securities and markets reward certain factors and penalize others. To capitalize on these observations, we implement market exposure and security selection models based on the same fundamental rationales. These continue to be validated by thorough research, then implemented daily as part of our investment process.

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

##### ***Compensation and fees for individually managed accounts***

Our compensation for separately managed accounts is calculated as a tiered percentage of net assets under management, accrued and payable quarterly as follows:

Category	Strategy	\$0 - \$99,999	\$100,000 - \$249,999	\$250,000 - \$499,999	\$500,000 - \$999,999	\$1,000,000 - \$1,999,999	\$2,000,000 +
Risk-Adjusted Growth	CAN SLIM®	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	CAN SLIM® International	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	CAN SLIM® SRI	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	NorthCoast Growth	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	Tax-Managed	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	Christian	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	Shariah	1.65%	1.50%	1.40%	1.30%	1.20%	1.00%
	Tactical Growth	1.00%					
	U.S. Sector Select Hedged	1.00%					
Sierpinski Tactical Growth		1.25%					
Growth	Legends Value	1.35%	1.20%	1.10%	1.00%	0.90%	0.70%
	All-Cap Growth	1.35%	1.20%	1.10%	1.00%	0.90%	0.70%
	Global Select	1.00%					
	U.S. Sector Select	1.00%					
	Blue Chip	0.65%					
Core	Diversified Core	0.75%					
	Diversified Growth	0.75%					
	Strategic Investment Solutions	1.00%					
Income	Core Fixed Income	0.50%					
	Tactical Income	0.65%					
	NCAM Dogs of the Dow	1.00%					
	Concentrated Stock – Options Strategy	N/A	N/A	1.00%* *includes sub-advisor fee			
	Defined Outcome Strategies	N/A	N/A	1.00%			
	Settlement Investment Services	1.00%					

### ***Compensation and fees for pooled accounts***

CAN SLIM® Select Growth Fund - 1.39% expense ratio (capped) of the average daily net assets.

### ***General Compensation Provisions***

Generally, NorthCoast charges management fees on a quarterly basis as provided in the investment advisory agreement. The fees are based on the net assets in the client's account as of the last business day of each calendar quarter. For purposes of calculating each such management fee, the net assets in a client's account are determined before reduction of the management fee and accrued or payable as of the calculation date and before any additions or withdrawals.

If a client withdraws all or part of its funds under management, or the agreement with us is terminated on any other date than the last business day of a calendar month or quarter, that client will be charged a management fee which will be prorated. The proration will be based on (a) the number of business days in the calendar month or quarter through the date of termination to (b) the total number of business days in the calendar month or quarter.

If a client enters into an agreement with us mid-quarter, that client will be charged a management fee which will be prorated. The proration will be based on (a) the number of days remaining in the calendar month or quarter to (b) the total number of days in the calendar month or quarter.

NorthCoast may negotiate fees which could be lower than those detailed above.

NorthCoast also manages accounts that are part of “wrap fee” programs (where trade commissions and broker’s management fees are a flat annual rate) sponsored by brokerage firms with whom NorthCoast has selling agreements or dual contracts. NorthCoast may opt to negotiate lower fees in order to participate in these programs. NorthCoast does not sponsor its own wrap fee program. If needed, NorthCoast has the ability to place orders with brokers or dealers other than the Program Sponsor (“trade away”) in these instances, brokers or dealers will impose mark-ups/mark-downs on those orders, which are charged to the client’s account within the execution price. These are not included in the wrap fees paid by the client to the Program Sponsor. This would occur in rare cases where the additional cost to the client satisfies NorthCoast’s duty to seek best execution for every client.

NorthCoast bills on an “in arrears” basis. However, several brokerage firms offering our products bill on a forward basis. They include UBS, Pershing, Raymond James, and Oppenheimer.

***Participation in Fidelity Wealth Advisor Solutions®.*** NorthCoast participates in the Fidelity Wealth Advisor Solutions® Program (the “WAS Program”), through which NorthCoast receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. NorthCoast is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control NorthCoast, and FPWA has no responsibility or oversight for NorthCoast’s provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for NorthCoast, and NorthCoast pays referral fees to FPWA for each referral received based on NorthCoast’s assets under management attributable to each client referred by FPWA or members of each client’s household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to NorthCoast does not constitute a recommendation or endorsement by FPWA of NorthCoast’s particular investment management services or strategies. More specifically, NorthCoast pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as “fixed income” assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, NorthCoast has agreed to pay FPWA a minimum annual fee amount in connection with its participation in the WAS Program. These referral fees are paid by NorthCoast and not the client.

To receive referrals from the WAS Program, NorthCoast must meet certain minimum participation criteria, but NorthCoast may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC (“FBS”). As a result of its participation in the WAS Program, NorthCoast may have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and Advisor may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to NorthCoast as part of the WAS Program. Under an agreement with FPWA, NorthCoast has agreed that Advisor will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, NorthCoast has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when NorthCoast’s fiduciary duties would so require, and Advisor has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA’s affiliates to another custodian; therefore, NorthCoast may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit NorthCoast’s duty to select brokers on the basis of best execution.

NorthCoast also has agreements with other solicitors, who have our permission to present our programs to potential investors who might not otherwise know about our services, in return for a portion of our management fee. In all cases NorthCoast has a solicitation agreement with such individuals and requires that they provide any prospect with our ADV Parts 2A, and obtain a signed acknowledgement that the prospect is aware of the fee sharing arrangement.

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

NorthCoast does not receive performance-based fees on client accounts.

## **Item 7 – Types of Clients**

NorthCoast may provide advisory services to individuals, investment companies, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, limited liability companies, general partnerships, and limited partnerships.

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

### **Analysis, Investment Strategies and Risk of Loss**

#### **Investment Philosophy**

We believe a thoroughly researched and systematic investment process rooted in common sense will outperform over time. In our research, we have found that securities and markets reward certain factors and punish others.

To capitalize on these factors, we employ market exposure models and security selection models based on fundamental rationales. These rationales have been validated by thorough research and are implemented daily as part of our investment process. To maintain, refine and enhance our competitive edge, we remain committed to a continuous and comprehensive research process.

## **Monitoring and Research**

The investment process will be continuously monitored and augmented by a thorough, quantitatively- based research effort. NorthCoast's proprietary market exposure models and security management models are updated daily with the latest data. Estimates of portfolio volatility and expected return are evaluated daily to confirm they are appropriately targeted. The Investment Team will confirm that risk factor and sector exposures are in line with risk budgets. Portfolio trading will be initiated only when required to enhance the risk-return profile of the portfolio and only after expected transaction costs are considered.

NorthCoast believes that to deliver superior risk adjusted returns over the long term requires a long term information advantage. To maintain this edge, NorthCoast constantly engages in statistically based research to find new sources of alpha, improve portfolio construction and enhance its ability to forecast risk and return. Process enhancements are considered only after rigorous testing and after all potential implementation impacts are thoroughly evaluated.

NorthCoast conducts extensive research, paying particular attention to past bear markets, in developing our investment programs. However, NorthCoast can give no assurance that a particular client's account will achieve superior performance relative to other stock portfolios or indices.

## **Aggregation and Allocation of Trades**

In nearly all cases, NorthCoast aggregates client orders for the purchase or sale of the same securities at the same broker-dealer. NorthCoast will generally follow the guidelines set forth below in aggregating client orders for securities at the same broker-dealer:

- no investment advisory client will be favored over any other investment advisory client other than as permitted under the Aggregation and Allocation Policy;
- each client that participates in an aggregated order will participate at the average share price for all NorthCoast's transactions in that security at that client's broker on a given business day. Transaction costs will be based on each client's participation in the aggregated order;
- if the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the NorthCoast's standard order aggregation method;
- if the aggregated order is partially filled, it will be allocated among clients on a pro rata basis;

Notwithstanding the foregoing, an aggregated order may be allocated following execution on a



basis different from that specified in NorthCoast's standard order aggregation method.

Reasons for allocation on a basis different from that specified in the NorthCoast's standard order aggregation method may include: available cash; liquidity requirements; legal regulatory reasons, client restrictions, timing; or if the custodian offers asset-based pricing.

In some cases NorthCoast may make purchases and sales in the same security on the same day. This may occur when a) multiple strategies are holding the same security and a specific strategy is rebalancing, b) an individual account is onboarding or liquidating. Generally, whole strategy changes will follow the process outlined above whereas trades in individual accounts for the purposes of onboarding or liquidation will occur as soon as feasible.

## **Investment Process**

NorthCoast will seek to exploit uncorrelated market inefficiencies by employing rigorous quantitative models based on fundamental investment insights and statistical analysis.

NorthCoast is committed to risk management and uses a combination of risk management techniques: sector/region exposures, security specific risk, market risk, multifactor risk model. This last model enables NorthCoast to forecast how the portfolio will react to changes in macroeconomic factors. This information allows the Investment Team to balance the exposure of one security against the exposure of another and to maintain statistically acceptable risk exposures.

Individual transaction cost estimates are taken into account. This enables NorthCoast to more accurately manage the expected risk-return profile of the strategies while appropriately considering liquidity costs in portfolio construction.

## **Investment Strategies**

### *Description*

NorthCoast offers a broad suite of investment strategies designed to meet a diverse range of investor goals. From income to growth to alternative solutions, our dedicated advisory team works with each client to construct a portfolio that matches their profile, objectives and approach.

Our investment solutions can be divided into five broad categories covering the spectrum of investment styles: Risk-Adjusted Growth ("Tactical") | Growth | Income | Core | Alternative

### **Risk-Adjusted Growth (Tactical)**

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**CAN SLIM®**

The CAN SLIM® investment program is a tactical, long-term growth strategy focused on capital appreciation with a secondary objective of downside protection. The strategy invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. The strategy adheres to a flexible investment mandate that allows for allocation shifts that range between 0%-100% exposure to equities. Positions are managed (purchased and liquidated) through a combination of CAN SLIM® guidelines and a proprietary stock scoring system designed to build a comprehensive growth portfolio.

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**CAN SLIM®:  
International**

The CAN SLIM® International investment program is a tactical, long-term growth strategy focused on capital appreciation with a secondary objective of downside protection. The strategy invests in leading international growth equities in the form of American Depositary Receipts (ADRs) and Exchange-Traded Funds (ETFs) during favorable equity environments and scales to cash to preserve gains when bear market risk is high. Positions are managed (purchased and liquidated) through a combination of CAN SLIM® guidelines and a proprietary security scoring system designed to build a comprehensive growth portfolio.

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<b>CAN SLIM®: SRI</b>	The CAN SLIM® SRI program is a socially responsible long-term tactical growth strategy focused on capital appreciation. Socially responsible investing (SRI) avoids industries with generally negative impacts on society and seeks out companies that are pioneers in environmental, social and corporate governance (ESG) operations. The strategy incorporates restrictions on these industries and ESG analysis from a third party with proprietary market outlook and stock scoring models. It invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. Adhering to a flexible investment mandate allows for allocation shifts that range between 0%-100% exposure to equities.
<b>NorthCoast Growth</b>	NorthCoast Growth is a tactical, long-term growth strategy focused on capital appreciation with a secondary objective of downside protection. The strategy invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. The strategy adheres to a flexible investment mandate that allows for allocation shifts that range between 0%-100% exposure to equities. Positions are managed (purchased and liquidated) through a proprietary stock scoring system designed to build a comprehensive growth portfolio.
<b>Tax-Managed</b>	Tax-Managed is a long-term tactical growth strategy focused on capital appreciation with a mandate to reduce the impact of tax consequences. The strategy invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. The strategy adheres to a flexible investment mandate that allows for allocation shifts that range between 0%-100% exposure to equities. Positions are managed (purchased and liquidated) through a proprietary stock scoring system with tax considerations designed to build a comprehensive growth portfolio.
<b>Shariah</b>	Shariah is a long-term tactical growth strategy focused on capital appreciation with a mandate to restrict specific holdings based on the religious considerations of Shariah law. The strategy invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. The strategy adheres to a flexible investment mandate that allows for allocation shifts that range between 0%-100% exposure to equities. Positions are managed (purchased and liquidated) through a proprietary stock scoring system with faith-based considerations designed to build a comprehensive growth portfolio.
<b>Christian</b>	Christian is a long-term tactical growth strategy focused on capital appreciation with a mandate to restrict specific holdings based on the religious considerations of Christian values and beliefs. The strategy invests in leading growth stocks during favorable equity environments and scales to cash to preserve gains when bear market risk is high. The strategy adheres to a flexible investment mandate that allows for allocation shifts that range between 0%- 100% exposure to equities. Positions are managed (purchased and liquidated)

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through a proprietary stock scoring system with faith-based considerations designed to build a comprehensive growth portfolio.

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The information stated below in regards to “CANGX” is consistent with the Prospectus.

**CANGX**

On September 2, 2008, the Board of Directors of Professionally Managed Portfolios (a trust organized by US Bank to oversee the operations of several public mutual funds) appointed NorthCoast Asset Management as the new investment advisor to the Fund. The CAN SLIM® SELECT GROWTH FUND seeks long-term capital appreciation and will invest primarily in common stocks of all sizes which exhibit earnings growth, market leadership, and other characteristics consistent with the CAN SLIM® system. NorthCoast applies the CAN SLIM® investment philosophy in a three-step investment process that relies on systematic and rules-based research:

- Analyze market environment to determine proper equity exposure
- Select the best risk-adjusted CAN SLIM® growth stocks
- Manage risk daily by monitoring positions and scaling to cash

CANGX is a registered Investment Company under the Investment Company Act of 1940.

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**Tactical Growth**

Tactical Growth is a fully tactical investment strategy designed to generate long-term growth. The strategy invests in a diversified basket of global ETFs across the asset class spectrum using global equities, global bonds, real estate, alternative investments, and cash equivalents. The primary objective is long-term capital appreciation with a secondary objective of capital preservation.

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**U.S. Sector Select Hedged**

U.S. Sector Select Hedged is a fully tactical investment strategy designed to generate long-term growth with downside risk protection. The strategy utilizes a proprietary scoring and selection process to actively allocate across U.S. sector ETFs. The strategy invests in sectors with higher risk-adjusted return potential and reduces or eliminates exposure to sectors with lower risk-adjusted return potential while applying defensive cash scaling risk controls designed to reduce volatility and mitigate significant loss.

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**Sierpinski Tactical Growth (Sub-advised)**

Sierpinski Tactical Growth is a core portfolio diversifier based on Hedgeye Research that seeks to grow capital while providing downside risk protection. The portfolio management approach combines fundamental security selection with quantamental data analysis and a quad risk management overlay in order to maximize performance while providing hedged risk protection.

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## **Growth Strategies**

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<b>Legends Value</b>	Legends Value is a strategic long-term value strategy focused on capital appreciation. The strategy aims to maintain a full investment in equity securities. The program is derived from the investment philosophies of three of the top professional money managers in history: Benjamin Graham, John Neff, and Joel Greenblatt. This approach is coupled with a proprietary stock scoring system designed to build a comprehensive value portfolio.
<b>All-Cap Growth</b>	All-Cap Growth is a strategic long-term growth strategy focused on capital appreciation. Utilizing a proprietary stock scoring system, the strategy seeks stocks with “growth-at-a- reasonable-price,” a style known as GARP. The strategy is grounded in its long- term growth objective and remains fully invested in equities throughout market cycles. The program actively searches for stocks that show consistent earnings growth above broad market levels while exhibiting attractive valuations and entry points.
<b>Global Select</b>	Global Select is an actively managed investment strategy designed to generate long-term growth. The strategy utilizes a proprietary scoring and selection process to actively allocate across global country ETFs. The strategy invests in countries with higher risk-adjusted return potential and reduces or eliminates exposure to countries with lower risk-adjusted return potential.
<b>U.S. Sector Select</b>	U.S. Sector Select is an actively managed investment strategy designed to generate long-term growth. The strategy utilizes a proprietary scoring and selection process to actively allocate across U.S. sector ETFs. The strategy invests in sectors with higher risk-adjusted return potential and reduces or eliminates exposure to sectors with lower risk-adjusted return potential.

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<b>NorthCoast Blue Chip</b>	NorthCoast Blue Chip is a long-term growth strategy focused on capital appreciation. In combination with a proprietary stock-scoring system, the strategy seeks stocks traditionally known as “blue-chips.” Blue chip companies are typically large, commonly known, financially sound, and have operated for many years. They tend to meet an economic need, boast a strong competitive advantage and have a long history of profitability.
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## **Core Strategies**

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<b>Diversified Core</b>	Diversified Core is a moderately tactical investment strategy designed to produce a balanced approach to growth and income. The strategy invests in a diversified basket of global ETFs (global equities, global bonds, real estate, alternative investments, and cash equivalents) with a balanced objective of capital appreciation and income generation.
<b>Diversified Growth</b>	Diversified Growth is a moderately tactical investment strategy designed to produce long-term capital appreciation. The strategy invests in a diversified basket of global ETFs (global equities, global bonds, real estate, alternative investments, and cash equivalents) with a primary objective of capital appreciation and secondary objective of income generation.

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## **Income**

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<b>Core Fixed Income</b>	Core Fixed Income is a long-term income generation strategy focused on capital preservation by managing principal risk. Core Fixed Income invests in a diversified basket of global ETFs across the income spectrum using U.S. bonds, global bonds, corporate bonds, mortgages, and other asset classes. The portfolio seeks to produce long-term returns above the bond aggregate market.
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<b>Tactical Income</b>	Tactical Income is a fully tactical investment strategy designed to produce income while managing principal risk. The strategy invests in a diversified basket of global ETFs across the income spectrum using U.S. bonds, international bonds, corporate bonds, mortgages, and U.S. and international dividend equities. The strategy seeks a target yield of inflation +2-3%, protection against rising interest rates & inflation with real assets, potential for appreciation through growth assets, and downside protection through a tactical allocation to yield sources with diversification benefits.
<b>NCAM Dogs of the Dow</b>	NorthCoast Dogs of the Dow is an income strategy based on Michael O'Higgins' popular book, <i>Beating the Dow</i> . Dogs is grounded in the conventional wisdom that blue-chip companies will maintain a consistent dividend strategy that is independent of trading conditions. Though "Dog" stocks are often experiencing negative headlines, the strategy benefits by investing during times of stress with the expectation that things will improve over time and investors will collect dividends that soften negative price action along the way.

## **Alternative**

### **Options Overlay Strategies\*\***

<b>Basis Hedge Covered Call</b>	Goal is to generate income (and maintain partial upside appreciation potential of position) while reducing volatility exposure of an illiquid or otherwise difficult-to-trade concentrated position by generating an independent investment return stream through the systematic sale of call options against a substitute security or an index.
<b>Basis Hedge Collar</b>	Goal is to lower the ongoing volatility exposure of an illiquid or otherwise difficult-to-trade concentrated position. This strategy will attempt to apply the income generated through the sale of call options on a substitute security or index towards the purchase of put options on the same substitute security or index on an ongoing basis to provide partial protection against large declines in the value of the concentrated position.
<b>Basis Hedge Put</b>	Designed to lower the ongoing volatility of an index-tracking basket of stocks and provide partial protection against large declines in that index. A put on the index is purchased against future dividends of stocks in the basket, flooring client's losses at approximately -30% in the end of the Outcome Period. Client is exposed to loss approximated between 0% and -30%.
<b>Covered Call Upside</b>	Goal is to generate some income (and maintain significant upside appreciation potential of the position) while lowering overall volatility exposure of the concentrated position by generating an independent investment return stream through the systematic sale of call options against the underlying stock position.

<b>Option Income and Covered-Call</b>	Goal is to generate income (and maintain partial upside appreciation potential of position) while lowering overall volatility exposure of the concentrated position by generating an independent investment return stream through the systematic sale of call options against the underlying stock position and / or substitute securities or indices.
<b>Option Income and Collar</b>	Goal is to lower the ongoing volatility exposure of the concentrated stock position. This strategy will attempt to apply the income generated through the sale of call options on the concentrated equity position or the substitute securities or indices toward the purchase of put options on the concentrated equity position or the substitute securities or indices on an ongoing basis in an attempt to provide partial protection against large declines in the value of the concentrated stock position.
<b>Defined Outcome Strategies***</b>	
<b>Buffer 10</b>	Designed to track the return of the S&P 500 Price Index (up to a predetermined cap) while buffering Clients against a decline of approximately 10% of losses over the Outcome Period, from -5% to -15%, before fees and expenses. Client is exposed to loss approximately between 0% and -5%, and -15% and beyond.
<b>Buffer 20</b>	Designed to track the return of the S&P 500 Price Index (up to a predetermined cap) while buffering Clients against a decline of approximately 20% of losses over the Outcome Period, from -5% to -25%, before fees and expenses. Client is exposed to loss approximately between 0% and -5%, and -25% and beyond.
<b>Growth</b>	If the S&P 500 Price Index return is negative for the outcome period, the strategy is designed to track the S&P 500 Price Index before fees and expenses. If the S&P 500 Price Index return is positive for the outcome period, the strategy is designed to return a multiple of the return of S&P 500 Price Index before fees and expenses. Usually at 1.5 times. Outcome Period is approximately 2+ years.
<b>Balanced</b>	If the S&P 500 Price Index return is positive for the outcome period, the strategy is designed to track the S&P 500 Price Index before fees and expenses. If the S&P 500 Price Index return is negative for the outcome period, the strategy is designed to return a multiple of the return of S&P 500 Price Index before fees and expenses. Usually at 0.7 times. Outcome Period is approximately 2+ years.
<b>Preservation Max 10</b>	Designed to track the return of the S&P 500 Price Index (up to a predetermined cap) while protecting against any decline greater than 10% of S&P 500 price index at the end of the Outcome Period, before fees and expenses. Outcome Period is approximately 2+ years.
<b>Preservation No Cap</b>	Designed to track the returns of the S&P 500 Price Index on the upside, while protecting against a decline greater than a predetermined approximate percentage losses over the Outcome Period, before fees and expenses. Outcome Period is approximately 2+ years.



<b>Preservation High Yield</b>	Designed to generate High Yield Income while protecting against any decline greater than 10% of the High Yield index at the end of the Outcome Period, before fees and expenses. Outcome Period is approximately 1+ years.
<b>Income &amp; Buy the Dip 10%</b>	Designed to generate income and track the return of the S&P 500 Price Index below a predetermined amount. Client is exposed to loss beyond the predetermined amount. Predetermined amount is typically -10% and Outcome Period is approximately 1+ quarter.
<b>Income &amp; Buy the Dip 20%</b>	Designed to generate income and track the return of the S&P 500 Price Index below a predetermined amount. Client is exposed to loss beyond the predetermined amount. Predetermined amount is typically -20% and Outcome Period is approximately 1+ quarter.

## Passive Strategies

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### Settlement Investment Services

Goal is strategic investment of settlement dollars/funds into one of six approaches: Cash Alternative, Conservative U.S. Income, Strategic U.S. Income 30/70, Balanced U.S. 50/50, Strategic U.S. Growth 70/30, Aggressive U.S. Growth 90/10. Details on each strategy as follows:

Cash Alternative is a conservative approach with the goal to preserve capital and provide a higher-yielding portfolio than cash reserves.

Conservative Income is a conservative approach with the primary goal to produce income and a secondary objective of capital preservation.

Strategic U.S. Income 30/70 is a moderately conservative approach with the primary objective to generate income by allocating approximately 70% to bonds and 30% to stocks, producing income while attempting to manage principal risk.

Balanced U.S. 50/50 is a balanced approach with the goal of generating long-term growth and income by allocating approximately 50% to stocks and 50% to bonds.

Strategic U.S. Growth 70/30 is a moderately aggressive approach to producing long-term capital appreciation by allocating approximately 70% to stocks and 30% to bonds.

Aggressive U.S. Growth 90/10 is a higher risk approach to producing long-term capital appreciation by allocating approximately 90% to stocks and 10% to bonds.

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### Strategic Investment Solutions

Goal is strategic investment of settlement dollars/funds into one of six approaches: Cash Alternative, Conservative U.S. Income, Strategic U.S. Income 30/70, Balanced U.S. 50/50, Strategic U.S. Growth 70/30, Aggressive U.S. Growth 90/10. Details on each strategy as follows:

Cash Alternative is a conservative approach with the goal to preserve capital and provide a higher-yielding portfolio than cash reserves.

Conservative Income is a conservative approach with the primary goal to produce income and a secondary objective of capital preservation.

Strategic U.S. Income 30/70 is a moderately conservative approach with the primary objective to generate income by allocating approximately 70% to bonds and 30% to stocks, producing income while attempting to manage principal risk.

Balanced U.S. 50/50 is a balanced approach with the goal of generating long-term growth and income by allocating approximately 50% to stocks and 50% to bonds.

Strategic U.S. Growth 70/30 is a moderately aggressive approach to producing long-term capital appreciation by allocating approximately 70% to stocks and 30% to bonds.

Aggressive U.S. Growth 90/10 is a higher risk approach to producing long-term capital appreciation by allocating approximately 90% to stocks and 10% to bonds.

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**\*\* Option Strategies Risk Factors:**

The Strategy may be based upon proprietary option overlay evaluation, trading and execution techniques developed or licensed by Advisor or, in certain circumstances, jointly by Advisor and Subadvisor and identified and monitored by Advisor. Advisor or Subadvisor will evaluate the liquidity of the option market for the underlying concentrated stock position in consultation with Client and Advisor.

Advisor or Subadvisor will continually monitor all option positions and will look to manage the continued rolling forward of positions at maturity or by sale and repurchase of new positions prior to option maturities, and may rely on its proprietary system. Advisor or Subadvisor may use proprietary rules and quantitative analysis to determine when to sell Calls and / or purchase Puts. In an attempt to manage the risk of options trades, Subadvisor may employ quantitative probability analysis based upon market volatility information or other options investment techniques.

Normally, call options sold will be at various "out of the money" (above current price of security) execution or strike prices and different maturities ranging from three to six to nine months. The sale of call options against the underlying stock position generates premium income. This strategy, however, may effectively cap the upside market appreciation of the stock position if its price rises above the option strike price before option maturity. Advisor or Subadvisor will attempt to manage this risk by writing options at various prices above the security's current price and at various maturities. Client understands and acknowledges that this strategy may result in reduced or limited participation in future appreciation of the concentrated stock position. Client also acknowledges and understands that call options can be assigned, meaning part or all of their underlying stock positions could be sold to generate cash to settle options at maturity resulting in the realization of taxable gains.

While Advisor or Subadvisor will attempt to manage all options positions to enhance portfolio returns and protect against assignment and the realization of taxable gains and will also attempt to purchase shares for short settlement as described above in the event of assignment, Client acknowledges their understanding that no assurances can be made that such taxable gains will not occur.

With respect to certain Client accounts it may be necessary to sell a portion of the underlying stock positions to satisfy expected tax liability, post margin or purchase additional options.

The decision to purchase Put options will be solely at the direction of the Client, in consultation with Advisor and Subadvisor, when choosing the Collar strategy. The Collar approach will not necessarily purchase put options on an ongoing basis but selectively with the goal of providing partial protection based upon the risk, cost and duration criteria to be determined upon the implementation of the strategy by the Client and as such may be adjusted going forward. The goal of the Collar is to provide selective, partial protection against large declines in value of the underlying security while attempting to provide a positive net income of call option premium over time versus put option expense. A Collar strategy involves applying the income generated through the sale of call options to pay for the desired level of put protection. Client understands and acknowledges that the relationship between price movements of securities and various put and call options on the same security may vary greatly and that no assurances can be made that the perceived protection to be provided when a put option is purchased will actually result. Put options

are often more expensive than comparable call options. As a result, the sale of call options (risking the loss of part of or all of potential price appreciation of the security) to generate premium income often does not result in enough income to pay for the put protection on the entire stock position. In addition, declines in portfolio values may result even when the stock price is stable or rising due to the decline of option values as they decay in value as they approach maturity.

Client accounts will typically include:

- Holding concentrated stock position
- Sale of Call Options (attempt to generate short term capital gains) against concentrated equity position or substitute security or index. Calls may be repurchased prior to maturity or be allowed to expire at maturity.
- Purchase of Protective Put Options – usually ladder over several expiration dates (attempt to create the limited downside protection) against concentrated equity positions or substitute security or index. Puts may be repurchased prior to maturity or be allowed to expire at maturity.
- Strategic selling of client concentrated stock position (if elected)

Options change the risk profile of the portfolio. The sale of Call options may effectively cap the total upside of the Stock position, entail possible loss of principal in a rising market and can offset gains in the long Stock position. The purchase of Puts entails an expense and can be a drag on portfolio returns.

#### Account considerations

The Strategy may not be able to be deployed in the same manner in either an IRA or a non-IRA account. The Strategy does not use margin to borrow or create any actual portfolio leverage. However, the Strategy does use options and options can be used to create ‘implied leverage’. Implied leverage is when you use an option to control more shares than you could control just buying the underlying security. The collar does not use options to create implied leverage. Generally, a margin account is required to trade options. Subadvisor is responsible for the placing of all purchase and sale orders in the Client’s segregated account and providing instructions concerning the delivery of cash or securities for the settlement of option trades.

Client should consult with their tax advisor to address the income tax consequences of options trading strategies. Client also acknowledges their responsibility to notify Subadvisor and Advisor in writing of any restrictions or prohibited transactions related to the concentrated securities in their account.

#### \*\*\* Defined Outcome Strategies Risk Factors

##### Outcome Period

The Initial Outcome Period is approximately 1-year long for the buffered strategies and Preservation High Yield strategy, 1-quarter long for the Income & Buy the Dip strategy, and greater than 2 years otherwise, from the Client’s onboarding until the date at which the next Outcome Period begins.

Following the Initial Outcome Period, each subsequent Outcome Period will begin on the day new options positions are implemented in the account.

The Strategy will not automatically terminate after the conclusion of the Outcome Period. After the conclusion of an Outcome Period, another Outcome Period will begin.

#### Strategy Parameters

Upside participation, downside participation/protection, and buffer levels are fixed for the Outcome Period and should be considered before investing in the Strategy.

The Cap and downside participation/protection will change based upon prevailing market conditions at the beginning of each Outcome Period. The Buffer reference points may rise or fall from one Outcome Period to the next. The Strategy cap represents the maximum return available, before fees and expenses, if held to the end of the current Outcome Period. This means that if the S&P 500 Price Index experiences gains for the Outcome Period beyond the Cap, a Client will not realize those excess gains. The cap does not imply the Strategy will achieve its maximum potential return. The benchmark index may need to rise higher or lower than the stated cap.

The S&P 500 Price Index does not provide for dividends, as such the Options on the Index do not provide for upside exposure to dividends.

Similarly, the buffer that the Strategy seeks to provide is only operative against the percentage (i.e. 10%, 20% after the initial 5%) of S&P 500 Price Index losses for the applicable Strategy's Outcome Period. Once the buffer has been breached, the Strategy can lose value significantly. The buffer may not be realized on a 1:1 basis compared to the benchmark index.

The preservation strategies are designed to offer protection, before fees and expenses, against losses in excess of a predetermined percentage of the S&P 500 Price Index or High Yield Index losses for the applicable Strategy's Outcome Period. This predetermined percentage of the S&P 500 Price Index or High Yield Index losses changes based upon prevailing market conditions at the beginning of each Outcome Period. Similarly, for the growth and balanced strategy the parameters change based upon prevailing market conditions at the beginning of each Outcome period.

#### Intra-Period and Correlation Risks

It is important to note that Clients allocated to the Strategy for less than the entire Outcome period will experience different results that deviate from the projected outcome.

The strategy seeks to meet the objectives for an entire Outcome Period and the objectives are likely to be met only at the end of the Outcome Period. The value of the Strategy account might fluctuate intra-Period and may not be identical to the End-of-Period pattern, but moves toward it as the Period progresses. Intra-period, the options value is based on a daily mark to market, which may result in an intra-Period value deviating from the End-of-Period value.

Depending upon market conditions at the time of purchase, a Client who adds or withdraws from the account after the Outcome Period has begun may also lose their entire investment. For instance, if the Outcome Period has begun and the Strategy has decreased in value beyond the predetermined percentage buffer, a Client may not benefit from the buffer. Similarly, if the Outcome Period has begun and the Strategy has increased in value, a Client adding to the strategy may not benefit from the buffer until the Index value has decreased to its value at the commencement of

the Outcome Period.

#### Minimum Account Size, Increments and Rounding Risk

Option contracts typically give exposure to a certain quantity of underlying. In the case of S&P 500 Price Index options, one contract gives notional exposure to 100 times the Index; it has a contract multiplier of \$100.

At the end of an Outcome Period, ETF/Mutual Fund holdings might need to be liquidated to offset any remaining option positions. The ending value of the account might not coincide with the minimum account size or increments as it might have at the beginning of the Outcome Period. Rounding can thus occur for the next Outcome Period while it was not in effect for the previous Outcome Period.

In the case of SPY ETF Options, the minimums are lower than SPX index options by approximately a factor of 10. This is because the price of SPX is approximately 10 times that of SPY. The information provided here is for illustration purposes only and with the market conditions and time the min values shall change. In addition to the minimums mentioned above, NorthCoast could employ a minimum account value requirement, which is independent of the market conditions and type of options employed.

#### Option Contract Availability, Liquidity and Settlement

At the beginning of a new Outcome Period, Option contract availability can limit optimal implementation of the Strategy. Advisor will determine alternative choices and may adjust some parameters of the strategy including but not limiting to: length of Outcome Period, Buffer Amount, Start of Buffer, Cap Amount, type of options, choice of underlying.

In the event that trading in the underlying Options is limited or absent, the value of the Options may decrease. There is no guarantee that a liquid secondary trading market will exist for the Options. The trading in Options may be less deep and liquid than the market for certain other securities. A less liquid trading market may adversely affect the value of the Options.

At the end of an Outcome Period, lack of liquidity can negatively affect the Strategy during its normal course of trading. Such issues can trigger delays in the start of the new Outcome Period, options might be required to be settled at maturity, requiring unexpected liquidation of other holdings in the account.

#### ETF Risks

The Strategy may rely on ETFs. ETFs face numerous market trading risks, including the potential lack of an active market for Strategy, losses from trading in secondary markets, periods of high volatility and disruption in the creation/redemption process. ETFs may trade at a premium or discount to their net asset value. ETFs are bought and sold at market price and not individually redeemed from the Strategy.

#### Mutual Fund risks:

The strategy may rely on Passive Mutual funds. Passive Mutual funds face numerous risks such as, but not limited to, market trading risks, market volatility, Issuer-specific changes, correlation to Index, passive management risk and securities lending risk. An investment in the fund is not a

deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. You could lose money by investing in the fund. Mutual funds are traded end of day vs intraday trading for options. This can create a mismatch and can create additional losses. Any difference between the dividends received from the mutual fund and the underlying index can negatively influence the outcome of the strategy.

#### Dividend risk:

Dividend payments may fluctuate as market conditions change. The strategy relies on future dividend payments to determine an upside cap. Any difference between expected dividends and dividends received can negatively impact the outcome of the strategy. Also, any difference between the dividends received from the mutual fund and the underlying index can negatively influence the outcome of the strategy.

#### Account considerations, Borrowing and Leverage

The Strategy may not be able to be deployed in the same manner in accounts with restrictions (IRA accounts).

The Strategy does use options and options can be used to create ‘implied leverage’. Implied leverage is when you use an option to control more shares than you could control just buying the underlying security. Generally, a margin account is required to trade options.

The Strategy may borrow money, use margin or leverage. Any such measures are intended to be temporary. However, under certain market conditions, including periods of customer cash withdrawal, low demand or decreased liquidity, such measures might be outstanding for longer periods of time. The strategy can face margin calls or other arbitrary risk limits from the custodian, forcing the Strategy to be partially or fully liquidated before the end of the period. Such disposal of assets can occur on unfavorable terms.

The Buffer strategy and Preservation max 10 cannot be implemented in an IRA. Other strategies such as Growth, Balanced and Preservation no cap, Preservation High Yield, Income & Buy the Dip could be implemented in an IRA with several limitations. These strategies rely on future expected dividends to finance the purchase of options. Typically the financing happens through margin and later is paid back through dividends received. Please look at our Dividend risk section of this document for more details on this. However, IRA accounts are not permitted to operate on margin. Due to this limitation, the account is required to hold the expected future dividends in cash to finance the options. Typically for a 2+ years outcome period, the estimated dividends can be more than 6% of the account value. In case the initial cash is not available the advisor might sell the S&P 500 equivalent ETF or mutual fund that is held in the account. Also, the client acknowledges not to sell any securities that are managed by the advisor and in an event the client sells any securities managed by the advisor, the client assumes full responsibility of any consequences.

#### Options on Indices and/or ETF's.

The Options in which the Strategy invests could be options on an index, the S&P 500 Price Return Index (the “S&P 500 Price Index”), or options on an ETF, SPY (S&P 500 ETF) HYG (iBoxx High Yield Corporate Bond ETF). An index or an ETF fluctuates with changes in the market values of the securities included in the index or ETF. Options on indices give the holder the right to receive

an amount of cash upon exercise of the option. Receipt of this cash amount will depend upon the closing level of the index upon which the option is based being greater than (in the case of a call) or less than (in the case of put) the exercise price of the option.

Options on ETF's give the holder the right to receive an amount of shares of the ETF upon exercise of the option. Options on ETF's can be exercised by the holder at any time before the expiration. Client also acknowledges and understands this assignment might terminate earlier the Outcome Period and might influence the nature of the Outcome, along with a potential realization of taxable gains.

Each of the options exchanges has established limitations governing the maximum number of call or put options on the same index or the same ETF that may be bought or written by a single Client, whether acting alone or in concert with others (regardless of whether such options are written on the same or different exchanges or are held or written on one or more accounts or through one or more brokers). Under these limitations, option positions of all customers advised by Advisor are combined for purposes of these limits. Pursuant to these limitations, an exchange may order the liquidation of positions and may impose other sanctions or restrictions. These positions limits may restrict the number of listed options that Advisor may buy or sell.

Puts and calls on indices are similar to puts and calls on securities except that all settlements are in cash and gain or loss depends on changes in the index in question rather than on price movements in individual securities.

Puts and calls on ETF's are similar to puts and calls on securities except that gain or loss depends on changes in the ETF price in question rather than on price movements in individual securities.

#### **Risks of Options on Indices and/or ETF's**

Positions in equity options can reduce equity market risk, but can limit the opportunity to profit from an increase in the market value of stocks in exchange for upfront cash at the time of selling the call option. Unusual market conditions or the lack of a ready market for any particular option at a specific time may reduce the effectiveness of option strategies and could result in losses.

Utilizing a strategy with a diversified equity portfolio and derivatives, with a Put/Spread Collar options overlay, may not provide greater market protection than other equity investments nor reduce volatility to the desired extent, as unusual market conditions or the lack of a ready option market could result in losses. Derivatives expose the Strategy to risks of mispricing or improper valuation and the Strategy may not realize intended benefits due to underperformance. When used for hedging, the change in value of a derivative may not correlate as expected with the risk being hedged.

#### **Short-Term Instruments and Temporary Investments (non-principal investment).**

The Strategy may invest in short-term instruments, including money market instruments, on an ongoing basis to provide liquidity or for other reasons.

#### **General Risk Factors**

NorthCoast has developed and implemented trading programs which were built using the



combined experience and training of its employees. No single employee has the sole responsibility for determining securities investment advice.

NorthCoast requires that those employees involved in determining or giving investment advice to clients are knowledgeable and experienced in the use of these systems.

While research is thorough, clients must be prepared for the risk of loss. All investments in securities risk the loss of capital. In addition, we identify four principal types of risk:

- 1) Risk that the stock market declines or the price of individual securities decline while the true long term value of the company may be unchanged or possibly even higher;
- 2) Faulty analysis;
- 3) External events negatively affecting the value of a specific company; and
- 4) Fraud, in which case no amount of analysis could have been sufficient.

#### *Risks Specific to Pooled Investment Vehicles*

There are specific risks involved in our management of or investment in certain pooled investment vehicles, which are described in detail in the relevant mutual fund prospectus. In general, pooled investment vehicles face all of the risks that apply to individually managed accounts, with some important differences.

## **Item 9 – Disciplinary Information**

There have been no disciplinary actions or events regarding NorthCoast or any of its employees.

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

NorthCoast Asset Management LLC acts as the adviser to the CAN SLIM® Select Growth Fund, a registered investment company under the Investment Company Act of 1940.

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

NorthCoast Asset Management has adopted a Code of Ethics (the “Code”) pursuant to SEC Rule 204A-1, which requires each employee to comply with all applicable federal and state laws and regulations. The Code makes clear that business will be conducted consistent with the highest standards of commercial honor and just and equitable principles of trade. The trust of NorthCoast customers and the firm's reputation are of paramount importance. To that end, although employees are entitled to invest in the same securities that clients may hold, the Code requires each employee to avoid any action that results in a conflict of interest with the firm and its clients, prohibits outside business activities without the consent of the Chief Compliance Officer, prohibits trading on the basis of material non-public information and prohibits accepting extravagant gifts or entertainment from the firm's business relationships. Employees are required to report all personal securities transactions to the firm, are not permitted to participate in initial public offerings, and must obtain the approval of the Chief Compliance Officer to participate in any private offering.

The Code must be read, acknowledged and agreed to annually by every employee. The objective of the Code is to subject all business dealings and securities transactions undertaken by personnel, whether for clients or for personal purposes, to the highest ethical standards. NorthCoast personnel are expected to use fundamental principles of openness, integrity, honesty and trust. The Code requires that personnel protect the confidentiality of the information about the firm and its clients, act appropriately as a fiduciary toward clients, avoid any illegal or unethical activities, avoid conflicts of interest and comply with the personal trading policy, which is part of the Code.

The firm provides its Code of Ethics to any client or prospective client upon request.

Several employees and principals hold various levels of interests in both the CAN SLIM® Select Growth Fund. Because of the long-term nature of these investments NorthCoast does not view their participation as being in conflict with its clients' best interests.

## **Item 12 – Brokerage Practices**

In most cases, NorthCoast does not select broker-dealers for client transactions in individually managed accounts. In the rare event that NorthCoast is asked to recommend broker-dealers, clients must approve the recommendation which is based upon the execution capabilities and performance and commission rates to be paid, which will vary from broker to broker.

With few exceptions clients, including the NorthCoast advised mutual fund, use the brokerage services of Fidelity Brokerage Services, Morgan Stanley, Oppenheimer, Wells Fargo, Stifel-Nicolaus & Company, Inc, UBS, RBC Wealth Management, Raymond James, TD Ameritrade, BNY, Pershing, BTIG, Instinet, Barclays Capital, BTIG, JP Morgan, Macquarie, Charles Schwab and TD Ameritrade Institutional, a division of TD Ameritrade, Inc. member FINRA/SIPC. Per NorthCoast policy, no commissions are used to pay for research or any other services.

NorthCoast evaluates brokers by considering the ability of a broker to provide trading platforms relevant to accounts they will custody, the broker's client service ability, and the reasonableness of the fees it charges. Reasonableness of fees is determined by comparing fees charged by a broker to market providers for similar services.

NorthCoast does not publish research reports or sell newsletters nor does it charge for financial planning, however, it does work with clients' accountants and attorneys when appropriate to discuss estate planning, generation skipping and tax efficiency. NorthCoast does not engage in other business activities.

NorthCoast has no soft dollar or research arrangements. Our goal is to obtain best execution for each client transaction. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest/highest price (whether buying/selling) and it is not the sole consideration. NorthCoast considers a number of factors and may opt to trade through broker/dealers that execute with mark-ups/mark-downs that are reflected in the buy/sell price within the client account.

## **Item 13 – Review of Accounts**

NorthCoast receives periodic reports and monthly summaries from the various custodians. Frank Ingarra, Chief Operating Officer, and Megan Hall, Senior Vice President, Operations, are responsible for review of client accounts. By use of internal exception reports, designated firm persons review all accounts at various intervals and more frequently if (1) new transactions have been entered into for the account, (2) any discrepancy appears in daily reconciliation of the account's activities, or (3) there is a client inquiry. Daily reconciliations are performed by the operations personnel and results are organized to isolate any individual account problems that may arise for review by Ms. Hall or Mr. Ingarra.

NorthCoast may provide a monthly or quarterly (depending on specific client agreement) report showing the percentage performance of the account. Also, a monthly or quarterly client report shows the net asset value at the end of the period and advisory fees charged for the period.

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

NorthCoast has written agreements with certain registered broker-dealers, registered investment advisers and other persons to compensate them for soliciting clients. All such solicited clients acknowledge any fee-sharing arrangement as well as receipt of the NorthCoast ADV Part 2 when executing an Investment Advisory Agreement.

## **Item 15 – Custody**

NorthCoast's agreement and/or the separate agreement with any financial institution may authorize NorthCoast through such financial institution to debit the client's account for the amount of NorthCoast's fee and to directly remit that management fee to NorthCoast in accordance with applicable custody rules.

All client account assets are held by a qualified custodian. These qualified custodians will deliver directly to clients monthly or quarterly account statements summarizing the activity in their accounts and return on their investments. These reports are in addition to the statements clients receive directly from NorthCoast. NorthCoast urges clients to carefully review the statement received from the qualified custodians and compare those to the reports received from NorthCoast.

## **Item 16 – Investment Discretion**

Virtually, all client assets are managed on a discretionary basis. Clients opening accounts are required to execute an investment advisory agreement that, among other things, grants NorthCoast the authority to manage their assets on a discretionary basis. Clients must establish their own custodial arrangements if they do not wish to use the custodian NorthCoast suggests and provide the custodian with a letter granting NorthCoast the authority to manage their assets. NorthCoast clients can ask to use a broker other than one suggested by NorthCoast by opening a brokerage account with the broker of their choice and providing NorthCoast with written instructions that includes account information. Clients wishing to restrict their accounts from holding certain companies or types of companies must provide written instructions containing a list of the relevant restrictions. All restrictions are handled on a 'best efforts' basis.

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

NorthCoast has retained the services of Institutional Shareholder Services (wholly owned subsidiary of RiskMetrics Inc) ("ISS"), an independent proxy-voting service provider, to provide research, recommendations and other proxy voting services for client Proxies. Absent a determination by NorthCoast to override ISS's guidelines and/or recommendations, we will vote all client Proxies in accordance with ISS guidelines and recommendations which, per their policies, vote all proxies in the best economic interest of our clients. NorthCoast also retains ISS for its turn-key voting agent service to administer its Proxy voting operation. As such, ISS is responsible for submitting all Proxies in a timely manner and for maintaining appropriate records of Proxy votes. NorthCoast has established a Proxy Committee consisting of three of its principals who have

a broad range of experience in the financial services industry to periodically review these policies and procedures. Additionally, in the event that ISS is unable to complete/provide its research regarding a security on a timely basis or NorthCoast has made a determination that it is in the best interests of its clients for NorthCoast to vote the proxy, the Proxy Committee will determine how to vote that proxy.

NorthCoast has engaged Broadridge Global Security Class Actions to handle all class action litigation on behalf of NorthCoast accounts.

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

NorthCoast derives all of its income from advisory fees as detailed above. The firm does not have any outside or conflicting business interests, nor do its principals or employees hold directorships or board seats in any other businesses. No balance sheet is needed as no advance fees over \$1200 are collected.