Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Cincinnati Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at: 513.554.8500, or by email at: ncollura@cambonds.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Cincinnati Asset Management, Inc. is available on the SEC's website at www.adviserinfo.sec.gov

Cincinnati Asset Management, Inc. is a registered investment advisor. Registration does not imply a certain level of skill or training.

February 28, 2021

Material Changes

Annual Update
The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

The following material changes have been made to this brochure since the last annual update dated February 29, 2020 and distribution to Clients:

- Our firm has received a forgivable loan through the Paycheck Protection Program ("PPP") in response to COVID-19. Please see the "Financial Information" section for further details.

Full Brochure Available
Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 513.554.8500 or by email at: govcompliance@cambonds.com.

Table of Contents

Advisory Business

Firm Description

Cincinnati Asset Management, Inc. (“CAM”) was founded in 1989.

CAM provides investment management service to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, small businesses, insurance companies, and mutual funds. This service generally involves the management of separate, diversified portfolios of fixed income securities, preferred stocks, ETFs and other securities based on one or more of the investment strategies developed and offered by us (i.e. Investment Grade, High Yield, Enhanced High Yield, Short Duration, Broad Market, Combined, Short Duration Investment Grade, Short Duration High Yield Only, ESG Aware Investment Grade and ESG Leaders Investment Grade).

Portfolios generally, but not exclusively, consist of investment grade bonds, below investment grade bonds, or a mixture of both depending on the strategy selected by clients and their financial advisors. The service will include the execution of the strategy by selecting appropriate investments and placing orders for the purchase and sale of such securities. Most fixed income securities are traded in the over-the-counter markets and market conditions dictate the availability and prices of such securities on any trading day including the ability to buy or sell a particular security. CAM’s process of investing portfolios is deliberate and may take up to six months to obtain suitable securities at appropriate prices; likewise, portfolio liquidations may take ten business days or longer in order to obtain sales prices and achieve optimum value for clients.

CAM is strictly a fee-only investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder’s fees are accepted.

We do not act as a custodian of client assets. The client always maintains asset control. CAM places trades for clients under a limited power of attorney which restricts us to trading securities solely on a cash basis for all clients.

Principal Owners

William S. Sloneker, Chairman and Managing Director, is a Principal Owner of the firm. He owns 31.3% of CAM, and he and two family members collectively own 60.2%.

Types of Advisory Services

We provide investment supervisory services, also known as asset management services and manage investment advisory accounts not involving investment supervisory services. All accounts are comprised primarily, but not exclusively, of fixed income securities.

The majority of CAM's assets under management are generated from our participation in Wrap Fee Programs at broker-dealers. All accounts, whether Wrap accounts or accounts managed outside Wrap Programs, are managed similarly depending on the Strategy selected by the client (investment grade, non-investment grade, or mixture of the two).

We receive a portion of the Wrap fee for our services from the Wrap Program Sponsor and we bill non-Wrap accounts directly. CAM does not accept accounts with directed brokerage instructions. CAM executes trades on a "trade away" basis pursuant to our duty to achieve best execution, as further described below. See "Selecting Brokerage Firms" (pg 13) and "Asset Management" (pg 3).

As of February 28, 2021, CAM managed approximately $3,283,527,257 in assets for approximately 7,700 clients. All assets are managed on a discretionary basis.

Tailored Relationships

The fixed income strategies (investment grade corporate bonds, corporate bonds rated below investment grade, and a mixture of the two) are documented in our client relationship management system. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

Types of Agreements

The following agreements define the types of typical client relationships.

Financial Planning Agreement

CAM does not provide financial planning services.

Advisory Service Agreement

CAM advisory services are limited to the management of securities portfolios, primarily, but not exclusively, comprised of fixed income securities.

Although the Advisory Service Agreement, called an Investment Management Agreement, is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or CAM may terminate an Agreement by written notice to the other party. At termination of an Advisory Agreement, we bill for unpaid fees on a pro rata basis through the date of termination. The portfolio market value at the completion of the prior full billing period is used as the basis for the fee computation, adjusted for the number of days prior to termination.

Retainer Agreement

CAM does not enter into Retainer Agreements for its investment management business*.*

Investment Management Agreement

Our Investment Management Agreements and the fees associated with those Agreements are described in the Fees and Compensation section below.

Tax Preparation Agreement

We do not provide tax preparation services.

Hourly Planning Engagements

This item is not applicable.

Asset Management

Assets are invested primarily in investment grade corporate bonds, non-investment grade corporate bonds, and a mixture of the two based on the investment strategy selected by the client. Purchases and sales of securities are made through a number of broker-dealers with which CAM attempts to negotiate the most favorable execution price. CAM does not receive any cash compensation from these broker-dealers; however, CAM may receive research and other services from these broker-dealers in order to broaden its own research activities. CAM does not have any directed trade arrangements or "soft dollar" arrangements.

Investments may also include: common and preferred stocks, commercial paper, convertible and other "hybrid" securities, certificates of deposit, ETFs, REIT shares, MLP units, and U. S. government securities. Initial public offerings (IPOs) of equities are not purchased; however, new issues of bonds are purchased for client accounts.

Termination of Agreement

Clients, either directly or through their financial advisors, may terminate any of our investment management agreements at any time by notifying us in writing. We expect payment of the pro rata fees for the period of the investment advisory engagement prior to notification of termination. If the client made an advance payment of fees, we will refund any unearned portion of the advance payment.

We may terminate upon thirty days advance notice any of the investment management agreements by notifying the client in writing. If the client made an advance payment, we will refund any unearned portion of the advance payment.

Fees and Compensation

Description

Our fees are based on a percentage of assets under management. Occasionally, we may enter into an agreement to analyze a prospective Asset Management client's existing portfolio. We charge the client for the service based on the complexity of the work involved.

Fees are negotiable depending on the size of the account under management. CAM receives a portion of the fees charged by a Wrap Program Sponsor. When CAM is a "sub-advisor" in those accounts (known as a Single Contract account), fees are negotiated with the sponsor for all its clients and are based on the particular Strategy being managed.

Fees charged on accounts that may be in a Sponsor's Wrap Program but with which we maintain a direct relationship with the client (known as a Dual Contract account), and fees for non-Wrap accounts are generally as follows (based on the market value of managed assets):

Strategy	Account Size	Fee
High Yield Corporate Bond	Under $250,000	.75%
	Over $250,000 to $500,000	.75%
	Over $500,000 to $1,000,000	.60%
	Over $1,000,000 to $5,000,000	.55%
	Over $5,000,000 to $10,000,000	.50%
High Yield Enhanced	Under $500,000	Not available
	Over $500,000 to $1,000,000	.60%
	Over $1,000,000 to $5,000,000	.55%
	Over $5,000,000 to $10,000,000	.50%
Investment Grade Corporate Bond	Under $1,000,000	.30%
	Over $1,000,000 to $10,000,000	.275%
	Over $10,000,000 to $25,000,000	.20%
Broad Market Corporate Bond	Under $300,000	Not available
(consists of 1/3 High Yield Strategy	$300,000 to $500,000	.45%
and 2/3 Investment Grade Strategy)	$500,000 to $1,000,000	.45%
	$1,000,000 to $5,000,000	.425%
	Over $5,000,000 to $10,000,000	.35%
Short Duration Strategy	Under $250,000	Not available
(consists of bonds rated Aaa	$250,000 to $500,000	.30%

to B3 with a target average credit rating of Baa and a target duration of 3. Up to 50% of the bonds in the Strategy may be rated below investment grade)	Over $500,000 to $1,000,000	.30%
	Over $1,000,000 to $5,000,000	.27%
	Over $5,000,000 to $10,000,000	.24%
	Minimum annual fee is $1,000	
Short Duration High Yield Only	Under $250,000	Not available
	$250,000 to $500,000	.45%
	Over $500,000 to $1,000,000	.45%
	Over $1,000,000 to $5,000,000	.425%
	Over $5,000,000 to $10,000,000	.40%
	Minimum annual fee is $1,000	
Short Duration Investment Grade	First $1,000,000	.25%
	Next $9,000,000	.20%
ESG Aware Investment Grade		.25%
ESG Leaders Investment Grade		.27%

The minimum size may be waived for all Strategies in certain circumstances.

Combined Strategy This Strategy consists of a blend of investment grade and high yield bonds The blend of investments may be changed annually by the client. There is a required minimum of $100,000 in each of the Investment Grade and High Yield Strategies. The minimum may be waived in certain circumstances. Fees are calculated based on the above schedule for the weighted investment blend selected.

Fees on accounts over $10,000,000 are negotiated.

Fees for investment advisory services may be reduced depending upon the aggregate market value of the client's prospective investments originating or expected to originate from a client's broker or financial consultant. Clients should recognize that their broker or financial consultant may in these circumstances charge a higher fee for their services in light of CAM's reduced fee.

Fee Billing

Investment management fees are generally payable quarterly in arrears on high yield, enhanced high yield, broad market, short duration and combined strategies and semi-annually in arrears on the investment grade strategy. CAM may impose minimum annual fees of up to $1,000 depending on the type of account, and CAM may require a minimum account size.

Wrap Program Sponsors calculate and pay CAM quarterly (or monthly as is the case with one sponsor) based on the established fee schedule for the various programs. These payments are calculated by the Wrap Program sponsors and are made either in arrears or in advance depending on the program.

Custodians (other than Wrap Program sponsors) may charge the clients' accounts and pay CAM directly only if the clients have consented in advance to the direct payment from their investment account.

Where a client has selected a custodian broker-dealer that is not a Wrap Program Sponsor in which CAM is an approved manager, such custodian may impose a transaction fee on each purchase or sale of securities when that transaction is not executed by that broker-dealer. Such fees are associated with the administrative costs incurred by the custodian and are separate from the investment advisory fees charged by CAM.

Purchases and sales of securities by and from a client's account are generally not subject to mark ups or mark downs, brokerage or commissions except as described in the section below titled "Brokerage Practices" .

CAM and its employees do not accept compensation for the purchase or sale of securities.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain securities and funds (see above). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security. Custodians do not typically charge transaction fees on client accounts within their respective Wrap Programs.

CAM, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

New Advisory Service Agreement fees are calculated on a formula basis presented above.

Expense Ratios

This is not applicable to CAM.

Past-Due Accounts and Termination of Agreement

CAM reserves the right to stop work on any account that is more than 90 days overdue in the payment of fees.

Performance-Based Fees

Sharing of Capital Gains

CAM has no performance-based fee agreements.

Types of Clients

Description

We generally provide investment advice in the form of portfolio management service to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, small businesses, insurance companies, and mutual funds.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is $100,000 for the Investment Grade, ESG Aware Investment Grade, ESG Leaders Investment Grade, Short Duration Investment Grade, and High Yield Strategies; $300,000 for the Broad Market Strategy; $250,000 for the Short Duration Strategy; $200,000 for Combined Strategies; and $500,000 for the Enhanced High Yield Strategy. Certain Wrap Program Sponsors have established higher minimum account size for accounts offered in their Wrap Programs.

CAM has the discretion to waive the account minimum. Accounts of less than the minimum established amount may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to the respective minimum within a reasonable time. Other exceptions will apply to employees of CAM and their relatives, or relatives of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Fundamental corporate credit research is performed by our research and portfolio management personnel. This involves a thorough understanding of the industry in which a company operates and the impact of economic variables affecting the industry and the company. Financial information, including publicly available financial statements, is inspected. The company's future prospects are assessed and the value of its debt securities is evaluated relative to their market value.

The main sources of information include filings with the Securities and Exchange Commission, industry research reports prepared by others, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, company press releases and discussion with management as appropriate.

Additionally, Morgan Stanley Composite Index - Environmental Social and Governance ("MSCI ESG") score and proprietary internal analyst review are used to identify securities to purchase for the ESG ("Environmental, Social and Governance") strategies. ESG is a generic term used in capital markets and used by investors to evaluate corporate behavior and to determine the future performance of companies.

Investment Strategies

All Strategies focus on capital preservation as a primary objective. We adhere to a philosophy that seeks out companies that are currently out of favor with investors but poised to improve. Securities held are typically those of North American companies and foreign companies with significant North American operations or subsidiaries of foreign companies based in the U.S. Securities are all denominated in US dollars.

The Investment Grade Strategy is usually comprised of 20-25 approximately equal weighted positions. Up to 30% of the portfolio may be invested in bonds rated below A3 but all bonds purchased must be rated investment grade by at least one nationally recognized statistical ratings organization ("NRSRO"). Industry concentration usually does not exceed 30% of the portfolio. Portfolios are fully invested in the intermediate range (5-10 years). Portfolio turnover averages approximately 10-25% per year.

Although clients may direct us to exclude certain securities from purchase, all portfolios are assembled in like manner. Due to the characteristics of fixed income markets, not all securities are available at all times nor are they available at an attractive price at all times. As a result, individual portfolios may hold different securities; nevertheless they will be similar in quality, maturity and industry exposure.

The High Yield Strategy is usually comprised of 33-40 approximately equal weighted positions. Unless specifically directed by the client, bonds purchased will be rated no lower than B3. Non-rated issues may be considered based on the implied ratings of an affiliated entity. Security downgrades are not immediately sold, and therefore securities in the Caa credit rating category may be held at times. We may purchase preferred stocks in the High Yield portfolio, but do not exceed 15% exposure in most periods. Industry exposure is usually limited to 12% of a portfolio. Seasoned portfolios have an average maturity typically in the 4-8 year range. Turnover averages 35-45%, although it may be higher during certain periods. Not all securities are available for purchase at all times nor are they available at an attractive price at all times; therefore, portfolios may hold different securities or purchase the same security at a different price, although portfolios will be similar in quality, maturity and industry exposure. Clients may direct us to exclude certain securities from their portfolios.

The Enhanced High Yield Strategy has the same characteristics of the High Yield Strategy except that it may include approximately 20% in securities rated below B3, as well as common and preferred stocks. These securities usually have credit ratings in the Caa category.

The Broad Market Strategy is comprised of 2/3 Investment Grade Strategy and 1/3 High Yield Strategy. The characteristics and profile of this Strategy reflect those of its composition.

The Short Duration Strategy is usually comprised of 20-25 positions for smaller portfolios ($250,000-$300,000) and 30-35 positions for larger portfolios. This Strategy combines Investment Grade bonds and High Yield bonds in an approximate 50/50 mix to achieve a weighted average investment grade credit weighting. Bonds are those that are held in either the Investment Grade or High Yield Strategies or shorter-term bonds of those companies whose longer-dated bonds are held in our other Strategies. A duration of 3 is targeted for this Strategy.

The Short Duration Investment Grade Strategy is usually comprised of 20-25 positions in Investment Grade bonds. A duration of 3 is targeted for this Strategy.

The Short Duration High Yield Only Strategy is usually comprised of 20-25 individual positions in securities rated B3 or higher. A duration of 3 is targeted for this Strategy.

The Combined Strategy is a combination of the Investment Grade and High Yield Strategies in a proportion set by the client or the client's advisor. A minimum of $100,000 must be maintained in each of the two separate Strategies. The balance between the two Strategies may be changed annually at client discretion.

The ESG Aware Investment Grade Strategy targets 20-25 approximately equal weighted positions. Up to 30% of the portfolio may be invested in bonds rated below A3 but all bonds purchased must be rated investment grade by at least one nationally recognized statistical ratings organization ("NRSRO"). Portfolios are fully invested in the intermediate range (5-10 years). This portfolio follows CAM's bottom up investment discipline, seeking those companies that are currently undervalued by investors but are poised for improvement due to favorable credit metrics. The primary goal of the strategy is to maximize risk adjusted total return with a secondary focus on identifying ESG (Environmental, Social and Governance) leaders that fit the above investment process. The portfolio employs a conservative defensive maturity structure and does not utilize interest rate anticipation tactics.

The ESG Leaders Investment Grade Strategy targets 20-25 approximately equal weighted positions. Up to 50% of the portfolio may be invested in bonds rated below A3 but all bonds purchased must be rated investment grade by at least one nationally recognized statistical ratings organization ("NRSRO"). Portfolios are fully invested in the intermediate range (5-10 years). This strategy seeks to invest in a portfolio of ESG (Environmental, Social and Governance) leaders within their industry group that also exhibit favorable credit metrics and competitive positioning. The primary goal of the strategy is to maximize risk adjusted returns from the universe of those ESG leaders issuing Investment Grade Credit. The portfolio employs a conservative defensive maturity structure and does not utilize interest rate anticipation tactics.

Other. We occasionally manage other client portfolios that, at the direction of the client, include fixed income securities that we do not usually purchase for our standard Strategies. These portfolios include U.S. Government securities and Inflation Protected Securities.

Risk of Loss

All investment programs have certain risks that are borne by the investor. All of our Strategies share the same types of risks, with the degree of risk depending on the type of Strategy, as discussed below. Our investment approach constantly keeps the risk of loss in mind.

Investors face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline. Our Short Duration Strategy, theoretically, will have less interest rate risk (the changing shape of the yield curve as well as changing interest rates will impact bond prices at various maturities) than our other Strategies. High Yield bonds have generally been less sensitive to changes in interest rates than have Investment Grade bonds.
- Market Risk: The price of a bond may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- Currency Risk: CAM does not invest in non-US dollar denominated issues.
- Event Risk: The possibility that an unforeseen event will negatively affect a company, industry, or security.

- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate).
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit.   They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value. This risk is more pronounced among non-investment grade rated companies (high yield portfolios).

Two specific risk avoidance strategies employed by CAM are the following:

- <u>Sell Discipline</u>: For High Yield securities across all programs, a security price decline of approximately 15% relative to broader benchmarks triggers a mandatory Credit Committee review. This action will result in a hold or sell decision. Should a price decline by approximately 25% or more, relative to broader benchmarks, that position will be sold.
- <u>High Yield Strategy Exposure Restriction</u>: Any sector may represent approximately 5% of portfolio value or approximately 125% of the Bloomberg Barclays industry sector weighting, whichever is greater, except the consumer cyclicals and non-cyclicals which can be weighted up to approximately 150% of the Bloomberg Barclays industry sector weighting.
- The industry (a subset of sector) concentration restriction is approximately 12%.

Disciplinary Information

Legal and Disciplinary
The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities
CAM is an independent registered investment advisor. We have no other Financial Industry Activities.

Affiliations
CAM has no relationships or arrangements with any *related persons,* (as defined in item 10.C of the Instructions to Form ADV) that create a conflict with clients. *Related persons* include among others the following: broker / dealers, investment companies, other investment advisors or financial planners, banking or thrift institutions, accountant or accounting firms, lawyers and law firms, insurance companies or insurance agencies, pension consultants, real estate broker or dealer.

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

Code of Ethics
The employees of CAM have committed to a Code of Ethics, governing personal purchases and sales of securities, insider information obtained relative to companies in which we invest and general business conduct. We are committed to compliance with US Securities Laws and Regulations and ethical business dealings with clients and others.The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions
CAM, its employees and related parties may only buy or sell fixed income securities through accounts managed by CAM. An internal procedure and review assures that the interests of all non-affiliated Clients are placed above those of CAM and its related parties. In all transactions, securities bought or sold are first allocated fully to non-affiliated Clients with any remainder being then allocated to CAM, its employees and related parties.

Whenever possible we combine the suitable quantities of securities for all clients including related parties into a single transaction (buy or sell). We think this practice results in the best trading execution because of the increased transaction size.

Personal Trading
The Chief Compliance Officer of CAM is Nicholas M. Collura, a Managing Director of CAM. He reviews all employee trades each quarter. His trades are reviewed by William S. Sloneker, Chairman. These personal trading reviews ensure that the personal trading of employees does not affect the

markets, and that the interests of clients of the firm are placed ahead of interests of affiliated parties. Since most employee trades are small, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

CAM does not have any affiliation with product sales firms.

The majority of trades in client accounts are executed on an institutional basis. As a result of this practice, very few orders or transactions will be placed with the client's custodian/broker-dealer. In the event that a transaction is executed through the custodian/broker-dealer, every attempt will be made to secure the best transaction price for the trade.

In certain circumstances, CAM will suggest a custodian/broker-dealer to a client. Factors considered in making such recommendation include the clearance and settlement capabilities of the broker; CAM's knowledge of the financial stability of the broker-dealer and CAM's knowledge of the actual or apparent operation problems of the broker-dealer

Wrap Fee Programs

Under a typical wrap fee program, clients are not charged a commission on trades executed through a custodian/broker-dealer (i.e. "Sponsor Firm"). Rather, a portion of the wrap fee is generally considered as being in lieu of brokerage commissions. As discussed above, trading by CAM Wrap Fee Accounts is done on a block basis through institutional trading desks and not through the Wrap Account trading desks of client custodian/broker dealers. (See "Best Execution", below).

Pursuant to our duty to seek best execution, CAM uses the MarketAxess trading platform to execute account liquidations and client withdrawal requests because of the large number of competing firms in this electronic marketplace and the ability to execute small trades at favorable prices. MarketAxess charges a Dealer Transaction Fee (e.g. commission) that varies based on a bond's yield, years-to-maturity, and trade size. This commission is not covered by the wrap fee received by CAM, rather it is netted into the transaction price and is not reflected as an individual item on client trade confirmations. CAM infrequently executes trades on electronic trading platforms other than MarketAxess. Depending on the order type and the platform's fee structure, a transaction fee may be incurred. These platforms are utilized pursuant to our duty to seek best execution and to benefit the client.

Best Execution

Our primary objective in placing portfolio transactions is to obtain the best combination of price and execution. To achieve this objective, it is our practice whenever possible, to combine for execution as a single transaction all orders for the purchase or sale of a particular security for the accounts of all clients for whom the transaction would be appropriate. Broker-dealers are instructed to execute the trade on an institutional or "net" basis. In these transactions a commission is not charged by the broker-dealer. The cost of the trade is the difference between the execution price and the broker-dealer's cost.

If a transaction is settled on a "broker-to-broker" basis certain clients may incur a nominal expense charge levied by the client's custodian to defray the custodian's postage and handling costs.

The best net price giving effect to all transaction costs is normally an important factor in placing portfolio transactions but a number of other judgmental factors may also enter into the decision. These include our knowledge of current security prices and transaction costs; the nature and liquidity of the security being traded; the size of the transaction; the desired timing of the trade; the activity existing and expected in the market for a particular security; confidentiality; the execution, clearance and settlement capabilities of the broker-dealer and our knowledge of the actual or apparent operational problems of any broker-dealer, the particular trading expertise of the broker-dealer, the speed and attention we receive from the trading desk, and access or potential access to block trades. Recognizing the value of these factors, a trade may be executed at a transaction cost in excess of that which another broker might have charged for effecting the same transaction.

Soft Dollars

A wide range of research services are received from broker-dealers, including information on securities markets, the economy, individual companies, statistical information, accounting and tax law interpretations, technical market action, pricing and appraisal services and credit analysis. Research services are received primarily in the form of written reports, telephone contact, personal meetings with security analysts, corporate and industry spokesperson, economists, academicians, and government representatives and access to various on-line computer data banks. All of these services are generally available to institutional buyers such as CAM.

We utilize the majority of these services without charge to us or commitments written or otherwise as a supplement to third party research services which we purchase directly.

Section 28(e) of the Securities Exchange Act of 1934 provides a safe harbor from breaches of fiduciary duty under Section 206 of the Investment Advisors Act of 1940 for investment advisors who execute client transactions through broker-dealers at higher mark ups, mark downs and commission rates than are otherwise obtainable in return for brokerage and research services. A product or service serves a research function if it “provides lawful and appropriate assistance to the investment advisor’s investment decision making process.” In selecting brokers/dealers to execute transactions and as a part of evaluating the best execution available, we consider the “brokerage and research services” provided to us and determine in good faith that the mark ups, mark downs or commissions incurred are reasonable in relation to the services provided. In these circumstances the mark ups, mark downs or commissions incurred may be greater than those incurred if the transactions were executed through other broker-dealers.

The arrangements described in the preceding paragraph are generally referred to as “Soft Dollar” benefits. Soft Dollar benefits are used to the benefit of all clients, not just the clients who paid for the benefits, and no attempt is made to allocate such benefits only to those who paid.

When we use Soft Dollars to obtain research, CAM benefits since we do not have to produce or purchase that research. This may create an incentive to select or recommend a broker-dealer based upon receipt of research, rather than on our clients’ interest in receiving most favorable execution.

During our latest fiscal year ended December 31, 2020 and for preceding years there were no products or services acquired with Soft Dollars.

Cross Transactions

From time to time, CAM may effect cross transactions where CAM is the advisor to both the selling client account and the buying client account in a transaction in the same security on the same day through the same broker. In such transactions, the selling account has a need to dispose of the specific security for a variety of reasons, while the buying account has a need for such security in the account and the security in CAM's view is appropriate for such account. In such cross transactions, CAM may be considered to have conflicting loyalties to both accounts that it represents, although CAM does not receive any additional compensation for the transaction because it does not act as a broker-dealer and CAM has no financial interest in the transaction as a principal. CAM recognizes its fiduciary obligations to both accounts under Section 206 of the Advisers Act and such transactions are effected in the context of current market conditions. A client may revoke authorization to effect cross transactions at any time by providing written notice to CAM.

Order Aggregation

Most trades are aggregated and are effected with the broker-dealer offering best pricing. In the event of an individual client account liquidation where aggregation is not feasible, clients may receive a lower price on the sale of a security, reflecting the nature of retail versus institutional market pricing. See above discussion regarding use of MarketAxess under “Wrap Fee Programs”.

Review of Accounts

Periodic Reviews

Accounts are under constant review by one or more members of the Investment Committee. This review involves the quality and continued appropriateness of each security in the portfolio, the mix of investments in view of the stated objectives, and the portfolio's compliance with investment policies. The Investment Committee is comprised of CAM's Managing Directors Sloneker, Collura, Hale, Gardner, Balestra and Adams.

Review Triggers

Contributions or withdrawals of ten percent or more of portfolio assets trigger a review by an employee under the direction of a Managing Director to re-determine standard position size. We also reexamine issuer concentrations at the same time and determine a strategy for reducing any excess concentrations over a reasonable time.

Regular Reports

Clients receive periodic communications on at least an annual basis. Investment Management clients investing in high yield bonds receive quarterly statements; clients investing only in investment grade securities receive semi-annual statements; all clients that are not tax exempt may request a year-end report disclosing interest income received and capital gains and losses incurred. These reports are written and present, among other information, account holdings, cost and market value of securities held, portfolio characteristics including yield to maturity, current yield and average weighted credit ratings. Portfolio performance returns gross and net of CAM management fees are also presented along with appropriate benchmark comparisons. Types of reports and frequency may be negotiated and provided as agreed upon by CAM and the client.

In certain relationships involving Wrap Programs, the Wrap Sponsor has assumed the responsibility for all communications to the client.

Client Referrals and Other Compensation

Incoming Referrals

CAM has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. CAM has entered into written arrangements from time-to-time by which certain persons or firms will solicit investment advisory clients for CAM. The compensation for such services will be the payment of a portion of the investment advisory fees received by us from each person solicited who becomes a client of CAM. Prospective Clients who are obtained pursuant to a solicitation arrangement are notified of this arrangement in advance. Such clients are charged no additional amount by us for the cost of obtaining their accounts over the investment management fees set forth in the Investment Advisory Agreement and described elsewhere herein. The solicitation arrangements are cancellable by either the solicitor or CAM at any time and the termination of the arrangement will terminate any future payments to the solicitor stemming from existing clients.

There are no solicitation agreements in effect as of the date of this brochure.

Referrals Out

CAM does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

This does not apply to CAM.

Custody

Account Statements

All assets are held at qualified custodians selected by each client. The custodians provide account statements directly to clients at their address of record at least quarterly. The client should carefully review these statements. In addition, when the client receives quarterly, semi-annual and annual reports from CAM, the client should carefully compare the account statements received from CAM with those received from the custodian.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by CAM.

Net Worth Statements

This does not apply to CAM.

Investment Discretion

Discretionary Authority for Trading

CAM accepts discretionary authority to manage securities accounts on behalf of clients. We have the authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, the total amount of such purchases and sales, the broker-dealers through which the transactions will be effected and the prices at which transactions will be executed. Our authority may be subject to conditions imposed by the client, e.g., where the client restricts or prohibits transactions in certain types of securities.

The client approves the custodian to be used and the commission rates, if any, paid to the custodian. We do not receive any portion of the transaction fees or commissions paid by the client to the custodian.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Limited Power of Attorney
A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes
It is CAM's policy to exercise proxy voting authority for client securities. In accordance with rule 206(4)-6 of the Advisers Act, CAM has implemented the following guidelines regarding the voting of proxies:

- Proxies received are assigned to a designated Managing Director to conduct an in-depth analysis of the entire proxy ballot. The analysis will be conducted to avoid any actual or potential material conflicts of interest. The Managing Director will vote the proxies on a case-by-case basis to the financial benefit of the client.

A copy of CAM's proxy voting policy is available upon request. If you have any questions, or would like to know how your securities were voted, please contact CAM at 513.554.8500.

Financial Information

Financial Condition
CAM does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because we do not serve as a custodian for client funds or securities, and we do not require prepayment of fees of more than $1,200 per client, and six months or more in advance.

In April 2020, Cincinnati Asset Management Inc. received a Paycheck Protection Program ("PPP") loan through the U.S. Small Business

Administration (“SBA”) in conjunction with the relief afforded from the Coronavirus Aid, Relief, and Economic Security (CARES) Act.

CAM applied for and received a PPP loan because of social and market conditions and unprecedented level of economic uncertainty regarding the length and severity of the COVID-19 crisis. In April 2020, we determined that it was in the best interest of our employees and clients to take a proactive approach and participate in the PPP. The firm used the PPP to continue payroll for the firm and did not suffer any interruption of service. The loan is forgivable provided the firm satisfies the terms of the loan program.

Business Continuity Plan

General
We have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters
The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite. We also have a hot-site facility to which all company servers are replicated in real time.

Alternate Offices
Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel
CAM’s Managing Directors have sufficient cross-functional experience to assure the continuity of the Firm should one or more of them leave or be disabled.

Information Security Program

Information Security
CAM maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

CAM is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.

Brochure Supplement

(Part 2B of Form ADV)

Cincinnati Asset Management, Inc.
8845 Governor's Hill Drive, Suite 230
Cincinnati, OH 45249
513.554.8500
513.554.8509

This brochure supplement provides information about William S. Sloneker, Randall S. Hale, Arthur J. Awe, Michael P. Lynch and Sterling D. Sams that supplements Cincinnati Asset Management, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Cincinnati Asset Management at the above location if you did not receive a copy of the Brochure or if you have any questions about the contents of this supplement.

This Part 2B has not been filed with the SEC since the Firm's legal counsel has advised that such filing is not required.

February 28, 2021

Cincinnati Asset Management, Inc.
Firm Brochure
(Part 2B of Form ADV)

Educational Background and Business Experience

William S. Sloneker, born 1953, Yale University, B.A. English and Art History, Wharton School University of Pennsylvania, MBA Finance and Marketing. A Founding Partner of Cincinnati Asset Management in 1989. Chief Executive Officer of the Firm and Portfolio Manager since 1989.

Randall S. Hale, born 1961, Olivet Nazarene University, B.S. Finance. Joined the Firm in 1993. President since 2011; Portfolio Manager and Managing Director since 1993.

Arthur J. Awe, born 1977, Sacred Heart University, BA in Business Administration / Marketing. Joined the firm in 2017. Vice President – Client Consultant responsible for relationships with financial advisors since 2017.

Michael P. Lynch, born 1977, Lynn University, BA in Business Management. Joined the firm in 2018. Vice President – Client Consultant responsible for relationships with financial advisors since 2018.

Sterling D. Sams, born 1989, University of South Carolina, Columbia, BA in Insurance and Risk Management & Entrepreneurial Management. Joined the firm in 2018. Senior Associate Client Consultant responsible for maintaining and developing business relationships with the financial community.

Disciplinary Information

There are no disciplinary actions, past or pending.

Other Business Activities

There are no other business activities.

Additional Compensation

There is no additional compensation.

Supervised Persons

The following individuals are Supervised Persons under the supervision of Nicholas M. Collura, Managing Director and Chief Compliance Officer (513.618.8336):

William Sloneker
Randall Hale
Arthur J. Awe
Michael P. Lynch
Sterling D. Sams

Supervision is ongoing and includes trade supervision, monitoring of personal trading, staff meetings and direct communications.

Requirements for State-Registered Advisers

Not applicable.

Cincinnati Asset Management Inc. (Form ADV, Part 3 - Form CRS) – June 2020

Cincinnati Asset Management, Inc. ("CAM") is a registered investment advisor with the Securities and Exchange Commission ("SEC"). Brokerage and investment advisory services and fees differ and it is important for all investors to understand the differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisors, and investing.

What investment services and advice can you provide me?

Cincinnati Asset Management Inc. offers investment advisory services to retail investors, also known as asset management services, limited to the management of securities portfolios primarily comprised of fixed income securities. The majority of CAM's business is generated from our participation in Wrap Fee Programs and our services are offered through your Financial Advisor. We do not provide financial planning services. As part of our standard advisory services, a member of our Investment Committee constantly monitors the securities held in your account. This review assesses the continued appropriateness and relative value of each security in the portfolio, and the portfolio's overall compliance with stated investment policies and objectives.

CAM is granted discretionary authority by you via a limited power of attorney to manage the securities in your account. In a discretionary account (typically referred to as a separately managed account), CAM has the authority to determine the securities to be bought or sold, the amount of the securities to be bought or sold, the broker-dealers through which the transactions will be effected, and the prices at which transactions will be executed. Our authority may be subject to conditions imposed by you, e.g., where you restrict or prohibit certain types of transactions. This discretion will remain in effect unless revoked by you or your Financial Advisor. The investment management services offered by us are limited to one or more of the investment strategies we've developed.

CAM generally requires discretionary separately managed accounts to have a minimum account value of $100,000 for the Investment Grade, Investment Grade Corporate Bond ESG Aware, ESG Leaders, and High Yield Strategies; $300,000 for the Broad Market Strategy; and $250,000 for Short Duration Strategies. We have the discretion to waive our account minimum. Certain Wrap Program Sponsors have established higher minimum account sizes.

Additional information on relationships and services can be found in **CAM's Form ADV, Part 2A ("Advisory Business" and "Types of Clients")** which is available on the IAPD website (advisorinfo.sec.gov) and on our website (www.cambonds.com/FormADV).

Conversation Starter - Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What fees will I pay?

CAM's fees are based on a percentage of assets under management ("AUM"). When CAM participates in a Wrap Program we receive a portion of the fees charged by a Wrap Program Sponsor. When CAM is a "sub-advisor" (known as a Single Contract account), fees are negotiated with the sponsor for all its clients and are based on the particular Strategy being managed. All accounts, whether Wrap accounts or accounts managed outside Wrap Programs, are managed similarly depending on the Strategy selected by the client. Fees charged on accounts that may be in a Sponsor's Wrap Fee Program but with which we maintain a direct relationship with the client (known as a Dual Contract account) are outlined in **CAM's Form ADV, Part 2A ("Fees and Commissions")**.

Asset-based fees associated with the Wrap Fee Program include most transaction costs and fees to a broker-dealer or bank that has custody of these assets, and therefore are higher than a typical asset-based advisory fee. Custodians may also charge small and incidental transaction fees on purchases or sales of certain securities and funds. The more assets there are in your advisory account, the more you will pay in fees, and therefore CAM may have an incentive to encourage you to increase the assets in your account.

We use electronic trading platforms to execute account liquidations and withdrawals. These platforms may charge a Dealer Transaction Fee (e.g. commission) which is not covered by the Wrap Fee Program, but netted into the transaction price. These platforms are utilized pursuant to our duty to seek best execution, which benefits you.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. **CAM's Form ADV, Part 2A ("Fees and Compensation")** contains more detailed information about our fees and conflicts of interest.

Conversation Starter - Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when acting as my investment advisor? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment advisor, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

- From time to time we may effect "cross transactions" where we are the advisor to both the account selling securities and the account buying securities. In such transactions, the selling account has a need to dispose of the specific security for a variety of reasons, while the buying account has a need for the same security. CAM may be considered to have conflicting loyalties to both accounts. CAM recognizes its fiduciary duty to both accounts and does not receive any compensation for these transactions.
- An internal procedure assures that the interests of all non-affiliated clients are placed above those of CAM and its related parties. In all transactions, securities bought or sold are first allocated fully to non-affiliated clients with any remainder being then allocated to CAM, its employees and related parties.

Please see **CAM's Form ADV, Part 2A ("Code of Ethics, Participating in Client Transactions and Personal Trading" and Brokerage Practices")** for more information on conflicts of interest.

Conversation Starter - How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Employees with direct marketing responsibilities receive a base salary as well as variable compensation that is linked to the revenue we earn from client accounts they serve. This creates a conflict in that they have an incentive to recommend higher fee-generating strategies. All other employees are paid a base salary and a discretionary bonus based on the profitability of CAM and their contributions thereto.

Do you or your financial professionals have legal or disciplinary history?

No. Please visit Investor.gov/CRS for a free and simple search tool to research our Firm and professionals.

Conversation Starter - As a financial professional, do you have any disciplinary history? For what type of conduct?

You can request additional up-to-date information and a copy of the relationship summary by contacting us by telephone at 513.554.8500 or by email at govcompliance@cambonds.com. You may also visit our website at http://www.cambonds.com.

Conversation Starter - Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Cincinnati Asset Management, Inc

8845 Governor's Hill Drive, Suite 230
Cincinnati, OH 45249

January 15, 2021

Privacy Notice

Cincinnati Asset Management is committed to maintaining your trust and confidence. We want you to understand how we protect your privacy when we obtain and use information about you. We also want you to understand the measures we take to safeguard that information.

We obtain nonpublic personal information about you from:

- Information we receive from you on investment advisory agreements such as your name, address and personal assets.
- Information about your investment transactions in the accounts which we manage for you.

We do not disclose any of this personal information about you to anyone without your consent except as required by law.

We restrict access to nonpublic personal information about you to those employees who need to know that information to provide services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard nonpublic personal information.

This notice is required by federal law; however, it has always been the practice of Cincinnati Asset Management to respect and safeguard the privacy of your personal information in our possession.

PROXY VOTING POLICY - APPENDIX A

It is Cincinnati Asset Management Inc.'s ("CAM's") policy to exercise proxy voting authority for client securities. Proxies will be received by the CCO and forwarded to the appropriate Managing Director. The Managing Director will vote the proxies on a case-by-case basis to the financial benefit of the client. Routine issues will be voted with management in the majority of cases, while non-routine issues may be more frequently voted against management. Where there is a question as to whether an issue is in the client's best interest or if a new policy question arises, the questions will be brought before the Managing Directors and CCO for discussion and approval.

Routine issues include:

1. Uncontested elections of Directors, including the number and terms of office, attendance, and the number of meetings held.
2. Selection and ratification of auditors.
3. Stock splits, dividend, and fractional share issues.
4. Application for listing of securities.
5. Corporate name changes.
6. Pollution, environment, or conservation issues.
7. Employment issues.
8. Restore or eliminate pre-emptive rights.
9. Fees paid to auditors for consultants.
10. Business abroad.
11. Date, location of annual meeting.
12. Contributions to charity or for education.
13. The operation and construction of nuclear power plants.
14. All other items which aren't expected to have a material adverse effect on the price of stock.
15. Increases in authorized shares, common or preferred.

Non-Routine Issues include:

1. Acquisitions, mergers, and spin-offs.
2. Significant changes in the Articles of Incorporation or By-Laws, such as anti-takeover provisions, poison pills, and rights issues.
3. Proxy fight or other control contest.
4. Remuneration of management, directors, and employees. Employee Stock Option Plans.
5. Cumulative voting issues.

6. Golden parachute plans or any unusual compensation benefits to be awarded contingent upon the merger or acquisition of the particular company.

Proxy Voting Process

In accordance with rule 206(4)-6 of the Advisers Act, CAM has implemented the following guidelines regarding the voting of proxies: Compliance with these procedures will be the responsibility of CAM's CCO.

- To avoid excessive storage space, CAM will retain only one copy of each annual report and proxy statement received from the reporting companies. All others will not be retained.
- All proxy ballots will be collected and grouped with that company's annual report and proxy statement.
- Every proxy ballot will be recorded on the day or receipt by:
    - Broker/dealer/custodian and account number
    - Date received in office of CAM
    - Stock symbol
    - Number of shares to be voted
    - Voting deadline
    - Shareholder name – where possible
    - Proxy control number (on proxy statement)

- Once the individual company's proxies are received, that company is assigned to a designated Managing Director
- One of CAM's Managing Directors will conduct an in-depth analysis of the entire proxy ballot and all corporate board proposals. This analysis will be conducted to avoid any actual or potential material conflicts of interest. If a conflict of interest is evident after in-depth analysis, the matter will be discussed among the Managing Directors and upon consensus of these managers, they will cast their votes in the best interest of the shareholder(s)/client(s). If a conflict of interest is identified and the company is held by an open-end mutual fund managed by CAM the conflict will be brought to the fund's board of trustees or a committee of trustees delegated this responsibility, for vote instruction.
- After making his/her decision, the designated Managing Director will return the proxy ballot to an assistant who will then electronically vote each ballot
- After voting the proxy ballots, an electronic confirmation of the vote(s) cast will be sent to the CCO for his/her information and possibly comments
- All electronic confirmations will be printed, matched, and attached (by group) with the actual proxy ballots (ballot groupings)
- The reporting company's annual report, proxy statement and ballot groupings will then be preserved and maintained and available for retrieval if requested by any client/shareholder.

Material Conflicts Of Interest

CAM would have a conflict if it is called to vote on a proxy for a company and the adviser, or an affiliate, also:

- manages the company's pension plan;
- administers the company's employee benefit plan;
- provides brokerage, underwriting, insurance or banking services to the company; or,
- manages money for an employee group.

In addition, CAM could have a conflict of interest if the owner or a senior officer of CAM is a close relative of, or has a personal or business relationship with:

- an executive of the company;
- a director of the company;
- a person who is a candidate to be a director of the company; or
- a participant in the proxy contest.

Whether a relationship creates a material conflict will depend on the facts and circumstances. For example, even if the above listed persons do not attempt to persuade CAM how to vote, the "value of the relationship" to CAM may create a material conflict. If there is a known, or potential, conflict, in voting client proxies, CAM will disclose all such conflicts to its clients and to obtain their consent before voting. **If a material conflict of interest is identified and the company is held by an open-end mutual fund managed by CAM the conflict will be brought to the fund's board of trustees or a committee of trustees delegated this responsibility, for vote instruction.**

Recordkeeping

An employee of CAM, under the direction of the CCO, will prepare and maintain the following records of its proxy voting:

- The proxy voting policies and procedures;
- Copies of proxy statements CAM received for client securities;
- A record of each vote CAM cast on behalf of a client.
- A copy of any document created that was material to making a decision on how to vote proxies on behalf of a client or that memorializes the basis for that decision; and
- A copy of each written client request for information on how Adviser voted proxies on behalf of the client, and a copy of any written response by Adviser to any (written or oral) client request for that information on behalf of the requesting client.

Corporate Actions

A corporate action is an event initiated by a public company that affects the securities issued by the company. Examples of corporate actions are splits, dividends, mergers, and spinoffs. The two types of corporate actions that generally will impact CAM clients include debt tender offers and calls.

Unless otherwise directed by clients, an Administrative Supervisor is responsible for ensuring that all corporate action notices or requests that require action are addressed in a timely manner. Notifications are typically received from custodian banks and are used to update client account positions and pricing as necessary. The Administrative department processes and posts all corporate action activity to accounting and trading systems. For voluntary corporate actions, the Administrative department notifies the Portfolio Managers ("PMs") of the options and routes their instructions back to the custodian. The Administrative department maintains detailed procedures regarding processing of corporate actions..