

# ARISTOTLE CAPITAL MANAGEMENT, LLC

11100 Santa Monica Blvd., Suite 1700  
Los Angeles, CA 90025  
(310) 478-4005

20 Pacifica, Suite 1050  
Irvine, CA 92618  
(949) 681-2100

[www.aristotlecap.com](http://www.aristotlecap.com)

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This Brochure provides information about the qualifications and business practices of ARISTOTLE CAPITAL MANAGEMENT, LLC ("Aristotle" or "Adviser"). If you have any questions about the contents of this Brochure, please contact us at [compliance@aristotlecap.com](mailto:compliance@aristotlecap.com) or (310) 478-4005. 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.

Aristotle is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Aristotle is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Brochure, dated 04/03/2012 replaces the 03/26/2012 version which was our last annual amendment update.

### **Updates were to following sections of Part 2A:**

**Item 4:** Advisory Services

**Item 5:** Fee Schedules

**Item 6:** Side by Side Management

**Item 7:** Update to Types of Clients

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## **Item 4 – Advisory Business**

### **Advisory Services**

#### **4. A. Advisory Firm Description**

Aristotle Capital Management, LLC (formerly Reed Conner & Birdwell, LLC) is a registered investment adviser with its principal place of business located in Los Angeles, California. The firm and its predecessor firms have been in business since 1959. The Principal Owners of the firm are Howard Gleicher, Richard S. Hollander via RCB Acquisition Company, LLC, Steve Borowski, and Richard Schweitzer. Aristotle has also provided equity interests for other key employees of the firm.

#### **4. B. Types of Advisory Services**

Aristotle Capital Management, LLC (“Aristotle”) may provide investment advisory and management services: (1) as a discretionary investment adviser to institutional and retail separate account clients; (2) as a discretionary investment adviser to private pooled investment vehicles (“Private Funds”) organized as domestic limited partnerships; or (3) as a discretionary adviser or sub-adviser to a registered investment company (“Mutual Funds”).

Aristotle provides equity, fixed and balanced portfolio management services for institutional and high net worth clients. Through discussions with clients and their advisors, we agree upon objectives that are compatible with our investment philosophy, and we manage portfolios designed to meet those objectives. Relevant factors in this data-gathering process include but are not limited to time horizons, risk tolerance, liquidity needs, and, in the case of individuals, tax issues. Aristotle’s investment advice is limited to these types of investment advisory services.

Aristotle or an affiliate will generally serve as general partner or managing member to each domestic Private Fund. Services provided to Private Funds by Aristotle and/or an affiliate of Aristotle also may include organizing and managing their business affairs; acting as general partner or managing member; executing and reconciling trades; preparing financial statements and providing audit support; preparing tax-related schedules; and drafting, printing and distributing correspondence to Investors.

#### **4. C. Client Investment Objectives/Restrictions**

Adviser will tailor advisory services to individual client needs. Adviser manages each account according to the investment objectives of the strategy selected by the client and any restrictions placed on the account by the client.

Investments for separately managed client accounts are managed in accordance with each client’s stated strategy selection, investment objectives, restrictions and guidelines.

Investments for Private Funds or Mutual Funds are managed in accordance with the fund's strategy, investment objectives restrictions and guidelines and are not tailored to the individualized needs of any particular investor in the fund (each an "Investor"). Therefore, Investors should consider whether the fund meets their investment objectives and risk tolerance prior to investing. Information about the Private Fund can be found in its offering documents, including its limited partnership agreement ("LPA"), which will be available to qualified current and prospective Investors only through Aristotle or another authorized party. Information about the Mutual Funds is available in its prospectus and statement of additional information (SAI).

#### **4. D. Wrap and UMA Programs**

Aside from separate account portfolio management services, Aristotle has entered into agreements with WRAP and UMA program sponsors (collectively "Managers"). These are sub-advisory relationships where the Manager provides investment supervisory services to its clients, including making recommendations concerning an investment advisor to render specific investment advice with respect to a client's portfolio. The client enters into an agreement with the Manager and the Manager has a separate master agreement with Aristotle. For Wrap program accounts, Aristotle may effect transactions through other broker-dealers, but it is expected that most of the transactions will be executed through the Manager because part of the Manager's negotiated fee with the client includes brokerage commissions and trading costs. We manage the Wrap program accounts on a discretionary basis. Aristotle receives a portion of the wrap fee from the sponsor as an investment adviser to these programs. Aristotle attempts to manage these accounts in the same manner as our non-wrap accounts.

For UMA program accounts, Aristotle provides a model to the Manager and the Manager effects transactions in the client accounts. UMA accounts are managed by Aristotle on a non-discretionary basis.

#### **4. E. Assets Under Management as of 03/19/2012:**

Discretionary: \$1,814,513,172; 594 accounts  
Other (UMA accounts): \$59,656,365

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

#### **Advisory Contracts and Fees**

##### **5. A. Adviser Compensation**

Aristotle's fees are described generally below and detailed in each client's advisory agreement or applicable account documents as well as, with respect to the Private Fund, in

the Private Fund's governing documents. Fees for services may be negotiated with each client on an individual basis. Aristotle may group multiple accounts of a client (or group of related clients) together for fee billing purposes.

Fees may change over time and, as discussed below, different fee schedules may apply to different types of clients, strategies and advisory arrangements. Fees may be negotiated on a basis different from Aristotle's stated fee schedules, if circumstances warrant, and Aristotle reserves the right to waive or reduce the fees charged to a particular client in its sole and absolute discretion.

Fees paid by Private Funds are described to Investors, in detail, in the Private Fund's governing documents. Private Fund fees may vary depending on the nature of the services provided and the investment strategies utilized but generally include management fees based on a percentage of assets under management.

Aristotle or an affiliate is expected to act as general partner or managing member to future domestic Private Funds. The capital account of Aristotle or its affiliate, as general partner/managing member of the Private Fund, will generally be included when calculating management fees. Aristotle may waive or reduce the management fee or incentive compensation with respect to Investors who are employees or family members of employees of Aristotle, or otherwise, in its discretion. Different Investors may pay different management fees based on investment date or waivers.

## **Fee Schedules**

Aristotle's annual management fee for the Private Fund is 0.90% on assets under management for both institutional and non-institutional Investors.

Aristotle's annual fee schedule for separate account clients is as follows:

### **INSTITUTIONAL ACCOUNTS**

#### **Value Equity/Balanced**

0.80% on the first \$25 million  
0.50% on the next \$75 million  
0.40% on the next \$200 million  
0.35% on amounts over \$300 million

#### **Global Equity/Balanced**

0.85% on the first \$25 million  
0.65% on the next \$75 million  
0.55% on the next \$200 million  
0.40% on amounts over \$300 million

**International Equity/Balanced**

0.85% on the first \$25 million  
0.65% on the next \$75 million  
0.55% on the next \$200 million  
0.40% on amounts over \$300 million

**Global Opportunity**

0.90% on assets under management

**NON-INSTITUTIONAL ACCOUNTS****Value Equity/Balanced**

1.00% on the first \$10 million  
0.70% on the next \$25 million  
0.50% on the next \$65 million  
0.40% on the next \$200 million  
0.35% on amounts over \$300 million

**Global Equity/Balanced**

1.00% on the first \$10 million  
0.85% on the next \$25 million  
0.65% on the next \$65 million  
0.55% on the next \$200 million  
0.40% on amounts over \$300 million

**International Equity/Balanced**

1.00% on the first \$10 million  
0.85% on the next \$25 million  
0.65% on the next \$65 million  
0.55% on the next \$200 million  
0.40% on amounts over \$300 million

## **MUTUAL FUNDS**

The Aristotle/Saul Opportunity Fund pay Aristotle advisory fees monthly at an annual rate of 0.90% of the Mutual Fund's net assets, computed and accrued daily. Aristotle clients may receive, at no additional charge, advice from Aristotle with respect to the allocation of their assets among Mutual Funds. Although there is no separate or additional charge for this services, as discussed further in Item 5.C, below, Aristotle clients who invest in the Mutual Funds bear their proportionate shares of each Mutual Fund's fees and expenses, including their pro rata share of Aristotle's advisory fees.

## **WRAP AND UMA PROGRAM FEES**

For Wrap and UMA Program services, the client will pay the Manager for its services and for the services of Aristotle on a quarterly or monthly basis in advance or arrears according to a negotiated fee schedule. The agreement may be terminated at any time at the written request of either the client, Manager or Aristotle and according to the terms of the contract, in which case a pro-rated refund will be made. Typically, the fee to the Manager for Wrap and UMA accounts ranges from 1% to 3% per annum of assets under management. From the fee paid to the Manager for Wrap accounts, Aristotle receives 0.45% - 1.00% on the entire balance of the account. From the fee paid to the Manager for UMA accounts, Aristotle receives between 0.18% - 0.30%. Most Managers collect the entire fee, and pay the advisory portion due to Aristotle after collecting such fees. Generally, the minimum account size for Wrap programs is \$100,000, but may be higher. Generally, the minimum account size for UMA programs is not disclosed to Aristotle. The Agreement cannot be assigned without the full knowledge and consent of the other party to the agreement.

***Limited Negotiability of Advisory Fees:*** Although Aristotle has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific annual fee schedule is identified in the contract between Aristotle and each client.

## **GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** An advisory agreement may be terminated according to the terms of the contract and written notice by either party. Upon termination, fees will be prorated to the date of termination. If any fees are prepaid, unearned fees will be promptly refunded.

***Grandfathering of Account Requirements:*** Pre-existing advisory clients are subject to Aristotle's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements and fees will differ among clients.



## **Other Advisory Fee Arrangements**

Aristotle reserves the right, in its sole discretion, to negotiate and charge different advisory fees for certain accounts based on the client's particular needs as well as overall financial condition, goals, risk tolerance, and other factors unique to the client's particular circumstances.

### **5. B. Direct Billing of Advisory Fees**

Clients may request that fees owed to Aristotle be deducted directly from the client's custodial account. In instances where a client has authorized direct billing, Aristotle takes steps to assure itself that the client's qualified custodian sends periodic account statements, no less frequently than quarterly, showing all transactions in the account, including fees paid to Aristotle, directly to the client. Generally, Aristotle will invoice clients for their advisory fees whether direct billing is used or not. Clients have the option to be billed by invoice to make a direct payment for fees rather than having fees deducted from their account.

### **5. C. Other Non-Advisory Fees**

Aristotle's advisory fee is exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. A client's portfolio may include positions in mutual funds or exchange traded funds which also charge internal management fees, which are disclosed in those funds' prospectuses. Such charges, fees and commissions are exclusive of, and in addition to, Aristotle's fee, and Aristotle shall not receive any portion of these commissions, fees, and costs.

Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Clients' portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus and/or financial filings. Such charges, fees and commissions are exclusive of and in addition to Aristotle's fee with regard to the mutual funds not managed by Aristotle.

Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus and/or financial filings. Such charges, fees and commissions are exclusive of and in addition to Aristotle's fee with regard to the mutual funds not managed by Aristotle. To avoid the duplication of fees and the potential conflicts of interest, we do not charge separate accounts a direct advisory fee on assets invested in the Aristotle/Saul Opportunity Fund. Fees for client assets invested in Aristotle Global Opportunity Fund are charged by the fund and reflected in the value of your investment.

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

#### **5. D. Advance Payment of Fees**

Advisory fees for the Private Fund and some separately managed accounts are billed quarterly in advance and are payable upon receipt, commencing upon opening of the account. Certain advisory clients may be billed quarterly in arrears. Fees are normally based on the level of total assets under management, including cash, securities, and accrued income, as of the last business day of the prior calendar quarter. Advisory agreements are typically terminable by the client upon prior written notice to Aristotle, as specified in the relevant agreement and by Aristotle, generally upon 30 days prior written notice to the client or as specified in the relevant agreement. In the event that an advisory contract is terminated prior to the conclusion of a billing period, Aristotle will refund a *pro rata* portion of any pre-paid fees, or if billed arrears, bill the account *pro-rata* based on the date of termination.

#### **5. E. No Compensation for Sale of Securities or Other Investment Products**

Aristotle's supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Aristotle does not receive performance-based fees. Aristotle is entitled to receive fees from the Mutual Fund pursuant to its management agreement with the Investment Managers Series Trust ("Trust"). Differing fee arrangements may create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Aristotle has procedures, such as blocking trades and allocating at average price, which are designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Aristotle manages client accounts within their respective strategies, given account restrictions and/or constraints and implements trade rotation procedures to ensure that no accounts take preference over other accounts in the allocation of trades. UMA accounts are managed by Aristotle on a non-discretionary basis and those relationships are notified of any model changes after all other client accounts are traded.

## **Item 7 – Types of Clients**

Aristotle serves as a discretionary investment adviser to institutional and retail separate account clients, and as a discretionary investment adviser to registered investment companies (“Mutual Funds”) and privately placed pooled investment vehicles (“Private Funds”) organized as domestic limited partnerships or limited liability companies.

### ***Separately Managed Accounts (including Wrap Accounts)***

Aristotle provides investment advisory services to individuals, charitable and taxable trusts, pensions, pooled accounts, foundations, Taft-Hartley, public companies, mutual funds, sub-advised funds and corporations. The minimum amount required to establish and maintain a separately managed account is generally \$10,000,000. However, Aristotle reserves the right, in its sole discretion, to reduce the minimum requirement for certain accounts under certain circumstances.

### ***Private Funds***

Aristotle may also provide discretionary advice to Private Funds. Specific procedures and restrictions apply to withdrawals from, and terminations of, an Investor’s position in a Private Fund, as described in each Private Fund’s governing documents. The Private Fund requires a minimum initial investment of \$1,000,000. Minimum redemption amounts and minimum capital account size may apply in the event of a partial withdrawal. An Investor also may be required to redeem all or part of its interest in a Private Fund upon provision of reasonable notice. However, Aristotle reserves the right, in its sole discretion, to reduce the minimum requirements under certain circumstances.

### ***Mutual Funds***

In advising the Aristotle/Saul Opportunity Fund, Aristotle is subject to the supervision and direction of the Investment Managers Series Trust’s Board of Trustees. The advisory contracts between Aristotle and the Mutual Fund can be terminated without penalty by the Board of Trustees upon 60 days’ notice and will terminate automatically upon their “assignment” as that term is defined in the 1940 Act. The minimum initial investment is \$100,000 and the Fund’s minimum subsequent investment is \$10,000.

### ***UMA (“Model”) Accounts***

For UMA program accounts, Aristotle provides a model to the Manager and the Manager effects transactions in the client accounts.

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

### **8. A. Methods of Analysis and Investment Strategies**

Aristotle offers value equity, international, and global equity investment strategies, as well as a global opportunity investment strategy. Aristotle employs a fundamental value-oriented approach. Aristotle investment professionals have access to internal research capabilities as well as comprehensive information from multiple data sources. Aristotle uses financial industry news sources, industry and corporate research, corporate rating services, as well as company data in the form of annual reports, filings with the SEC and company press releases. Other information sources include Bloomberg, Capital IQ, Multex, EDGAR, S&P ComStock, and/or various other services. The investment process frequently includes company visits in order to research the facilities and speak directly with senior management. External research sources, including stock brokerage wire houses, banks and other financial institutions, will be utilized for data gathering only.

Various criteria are considered in selecting investments for clients, including, among others: business quality, estimated true values, price-to-normalized earnings ratios, and a company's return on equity.

#### **Separately Managed Accounts**

Value Equity: The objective is to achieve long-term returns versus the Russell 1000 Value Index with a focus on mitigating market risk. This strategy focuses on high quality U.S. businesses and ADRs which appear to be trading at a discount to fair value and have a minimum market capitalization of around \$2 billion. ADR allocation is typically around 10% - 15% of the portfolio.

International Equity: The objective is to achieve long-term returns versus the MSCI EAFE Index and competing international equity managers with a focus on mitigating market risk. The International Equity strategy considers companies in international equity markets. These firms typically have market capitalizations in excess of \$2 billion. Institutional client portfolios generally hold a combination of ordinary shares of stocks as well as depository receipts (U.S. exchange-listed securities that represent equity ownership interest in a non-U.S. company).

Global Equity: The objective is to achieve long-term returns versus the MSCI World Index and competing global equity managers with a focus on mitigating market risk. The Global Equity strategy considers companies worldwide, including the United States. These firms typically have market capitalizations in excess of \$2 billion.

The Value Equity, International Equity, and Global Equity strategies described above also offer a balanced component where fixed income securities are included in the portfolio.

Global Opportunity: The objective is to optimize total return by investing in a diversified portfolio of assets, which are expected primarily to include U.S. and foreign equity and fixed income securities and related investments. Aristotle uses a value approach to investing, seeking to identify the securities of high-quality, growing businesses that seem to be selling at a discount (in the case of long positions) or premium (in the case of short positions) to what Aristotle believes to be their fair or true value.

## **Private Fund**

Aristotle currently manages the Saul Fund, L.P. (the “Fund”). The investment objective of the Fund is to generate capital appreciation over the long term that exceeds the rates of return available by investing in broadly diversified equity or bond securities. At times, the Fund is expected to experience higher short-term volatility than many broad market indices due to sector concentrations and other factors.

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

## **8. B. Material Risks of Investment Strategies**

There can be no guarantee of success of the strategies offered by Aristotle. Investment portfolios may be adversely affected by general economic and market conditions such as interest rates, foreign currency fluctuations, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of security pricing and the liquidity of an investment. These strategies may employ limitations on particular sectors, industries, countries, regions or securities.

Trading in the portfolios may affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Management Risk. Assessments about the value and potential appreciation of a particular security may not be right and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our fair value approach may fail to produce the intended results.

Accuracy of Public Information. Aristotle selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the adviser by the issuers or through sources other than the issuers. Although Aristotle evaluates all such information and data and typically seeks independent corroboration when Aristotle considers it is appropriate and reasonably available, Aristotle is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Market Risk. There is the possibility that the value of equity securities may decline due to daily fluctuations in the securities markets. Stock prices change daily as a result of many factors, including developments affecting the condition of both individual companies and the market in general. The price of a stock may even be affected by factors unrelated to the value or condition of its issuer, such as changes in interest rates, national and international economic and/or political conditions and general equity market conditions. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

## **8. C. Material Risks of Securities Used in Investment Strategies**

The Value Equity, International Equity, and Global Equity strategies primarily invest in domestic and foreign equity securities. The Global Opportunity strategy generally utilizes purchases in equities, warrants, corporate debt, commercial paper, municipal securities and government securities. The Global Opportunity strategy may also engage in short selling. Investments in equity and fixed income securities may be more volatile than their respective benchmark. Security values may also fluctuate based on events such as technological developments, government regulation, competition and outbreaks of war or terrorist acts which are beyond Aristotle's control.

### **Strategy Risks**

Regardless of any one company's particular prospects, a declining stock market may produce a decline in prices for all equity securities, which could also result in losses. Other investment strategy risk factors could include:

Equity Investments. Regardless of any one company's particular prospects, a declining stock market may produce a decline in prices for all equity securities, which could also result in losses.

Smaller Company Risk. Portfolios may contain the securities of small or medium-size companies that may be more susceptible to market downturns, and the prices of which may be more volatile than those of larger companies. Smaller companies generally have narrower markets and more limited managerial and financial resources than larger, established companies.

Risks related to Other Equity Securities. In addition to common stocks, the equity securities in a portfolio may include preferred stocks, convertible preferred stocks, convertible bonds, and warrants. Like common stocks, the value of these equity securities may fluctuate in response to many factors, including the activities of the issuer, general market and economic conditions, interest rates, and specific industry changes. Convertible securities entitle the holder to receive interest payments or a dividend preference until the security matures, is redeemed, or the conversion feature is exercised. As a result of the conversion feature, the interest rate or

dividend preference is generally less than if the securities were non-convertible. Warrants entitle the holder to purchase equity securities at specific prices for a certain period of time. The prices do not necessarily move parallel to the prices of the underlying securities and the warrants have no voting rights, receive no dividends, and have no rights with respect to the assets of the issuer.

Exchange-Traded Funds. Portfolios may invest in exchange-traded funds (“ETFs”). An ETF is an investment company which offers shares that are listed on a national securities exchange. Shares of ETFs, because they are listed on a stock exchange, can be traded throughout the day on that stock exchange at market-determined prices. ETFs typically invest predominantly in the securities comprising any underlying index. Changes in the prices of such shares generally, but may not in all cases, track the movement in the underlying index or sector securities relatively closely. In particular, leveraged and inverse ETFs (that is, ETFs that track some multiple of the daily return of an underlying index or sector, or seek to create an inverse of the daily return compared with such underlying index or sector, or both), may perform substantially differently over longer terms than would leveraged or short positions in the underlying investments. ETFs are generally seen as a relatively inexpensive way to gain exposure to the underlying market or sector as a whole.

Foreign Securities. Investments in foreign securities may be volatile and can decline significantly in response to foreign issuer political, regulatory, market or economic developments. Foreign securities are also subject to interest rate and currency exchange rate risks. These risks may be magnified in securities originating in emerging markets. Foreign securities may also be subject to additional or complex tax issues.

Non-diversified Risk. Because the portfolios may invest a greater portion of their assets in securities of a single issuer or a limited number of issuers than a portfolio with diversification requirements, they may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers.

Sector Focus Risk. The portfolios may be more heavily invested in certain sectors, which may cause the value of their shares to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolios to fluctuate more widely than a comparative benchmark.

Competition. Equity securities selected by Aristotle for its portfolios typically have significant market competitors and there is no guarantee that a portfolio security will perform better than its competitors and could be subject to risks competing with other companies with regard to product lines, technology advancements and/or management styles of the competing companies.

Currency Risk. Investments in securities or other instruments that are valued in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of comparable assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

## **Risks related to Fixed Income Investments**

Fixed Income Securities. Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The market values of fixed income securities tend to vary inversely with the level of interest rates. When economic conditions appear to be deteriorating, medium to lower rated securities may decline in value due to heightened concern over credit quality, regardless of prevailing interest rates.

Credit Risk. Credit risk is the risk that the issuer or guarantor of a debt security or counterparty to the portfolio's transactions will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the portfolio's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, the value of that security and value of portfolio may be reduced.

Interest Rate Risk. Interest rate risk is the possibility that bond prices overall will decline over short or even long periods because of rising interest rates. Prices and yields on municipal bonds are dependent on a variety of factors, such as the financial condition of the issuer, general conditions of the municipal bond market, and the size of a particular offering, the maturity of the obligation and the rating of the issue.

Municipal Securities. Investments may be made in municipal securities. Municipal securities consist of (1) debt obligations issued by state and local governments or by public authorities to obtain funds to be used for various public facilities, for refunding outstanding obligations, for general operating expenses and for lending such funds to other public institutions and facilities, and (2) certain private activity and industrial development bonds issued by or on behalf of public authorities to obtain funds to provide for the construction, equipment, repair or improvement of privately operated facilities.



Rating Agencies. Ratings assigned by Moody's and/or S&P and/or Fitch to securities acquired in a portfolio reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from Moody's, S&P and Fitch. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of Moody's, S&P or Fitch, circumstances so warrant.

General debt obligation bonds are backed by the taxing power of the issuing municipality. Revenue obligations are backed by the revenue of a project or facility, for example, tolls from a toll bridge. Certificates of participation represent an interest in an underlying obligation or commitment such as an obligation issued in connection with a leasing arrangement. The payment of principal and interest on private activity and industrial development obligations generally depends solely on the revenues generated by the use of the specified facilities.

### **Risks related to Investments in the Private Fund**

Aristotle also makes interests in the Saul Fund, L.P. available to certain qualified Investors who may also be clients of Aristotle. The Private Fund's portfolio may be subject to wide swings in value and may employ the use of leverage. An investment in the Fund will not be liquid and is suitable only for persons who have no need for a return of any part of their investment for several years. The Private Fund does not employ limitations on particular sectors, industries, countries, regions or securities. Trading in the portfolio may affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investment in these types of securities involves risk and potential loss of capital. These strategies may not be suitable for all Investors. Investors in a private partnership such as the Saul Fund, L.P. who are subject to income tax, should be aware that the investment in the partnership may create taxable income or tax liabilities in excess of cash distributions to pay such liabilities. Past performance is not indicative of future results.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of them or the integrity of their management. Aristotle has no information applicable to this Item.

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

#### **10. A. No Registered Representatives**

Aristotle's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

## **10. B. No Other Registrations**

Aristotle's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

## **10. C. Material Relationships or Arrangements**

West Gate Horizons Advisors, LLC is a registered investment adviser affiliated with Aristotle. Richard Hollander, an indirect owner of Aristotle, is a director and control person of West Gate Horizons Advisors, LLC, MetWest Ventures, LLC and MetWest Realty Advisors, LLC. Richard Schweitzer, CCO and CFO of Aristotle, serves as director of West Gate Horizons Advisors, LLC, MetWest Ventures, LLC and MetWest Realty Advisors, LLC. Aristotle is also an affiliate of MetWest Ventures which is a multi-strategy asset management platform that partners with management teams to help Investors achieve their investment objectives.

Saul Fund GP, LLC, an affiliate to the Adviser, serves as General Partner to the Saul Fund, L.P. Aristotle does not receive additional advisory fees with respect to client assets that are invested in the Saul Fund, L.P. These assets are subject only to the fund fees and charges applicable to all investors in the Saul Fund, L.P., as set forth in the Private Placement Memorandum. An affiliate of Aristotle, Saul Fund GP, LLC, serves as general partner to the Saul Fund, L.P. There could be a conflict of interest since interests in the Saul Fund, L.P. may be recommended to qualified clients or prospects. As noted in Item 6, the Saul Fund, L.P. does not charge a performance fee. Aristotle attempts to mitigate potential conflict by aggregating trades and allocating at the average among client accounts, including the fund.

## **10. D. Recommendation of Other Investment Advisers**

Aristotle does not recommend or select other investment advisers for clients.

## **Item 11 – Code of Ethics**

### **11. A. Code of Ethics Document**

Aristotle has adopted a Code of Ethics pursuant to SEC rule 204A-1 of the Investment Advisers Act of 1940, as amended and pursuant to Rule 17j-1 of the Investment Company Act of 1940, as amended. A basic tenet of Aristotle's Code of Ethics is that the interests of clients are always placed first. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. Aristotle will provide a copy of its Code of Ethics to any client or prospective client upon request.

## **11. B. Recommendations of Securities and Material Financial Interests**

As a matter of policy, Aristotle does not engage in principal transactions, cross trading or agency cross transactions. Any exceptions to this policy must be approved in advance by the Chief Compliance Officer or his designee.

An affiliate of Aristotle, Saul Fund GP, LLC, serves as general partner to the Saul Fund, L.P. Since an affiliate to the Adviser is General Partner to the Private Fund, there could be a conflict of interest since interests in the Private Fund may be recommended to qualified clients or prospects. As noted in Item 6, the Saul Fund, L.P. does not charge a performance fee. Aristotle attempts to mitigate potential conflict by aggregating trades and allocating at the average among client accounts.

## **11. C. Personal Trading**

Aristotle has adopted a Code of Ethics intended, among other things, to ensure that personal investing activities by Aristotle's employees are consistent with Aristotle's fiduciary duty to its clients. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. For purposes of its Code of Ethics, Aristotle has determined that all employees are access persons.

All access persons are required to notify Aristotle's Chief Compliance Officer ("CCO") or his designee in order to pre-clear personal securities transactions in Reportable Securities and Reportable Funds (as defined on Aristotle's Code of Ethics), IPOs and Limited Offerings.

In order to avoid potential conflicts of that could be created by personal trading among Aristotle access persons, access persons must provide quarterly reports of their personal transactions within 30 days of the end of each calendar quarter, which may consist of monthly brokerage statements for all accounts in which they have a beneficial interest, to the CCO. Alternately, access persons may direct their brokers to send copies of all brokerage confirmations relating to all personal securities transactions in which they have a beneficial ownership interest. Access persons must also submit to Aristotle's CCO statements of their personal holdings in reportable securities as well as information about any brokerage accounts in which securities may be held within 10 days after becoming subject to the Code of Ethics and on an annual basis thereafter.

The Code also requires that all access persons comply with ethical restraints relating to clients and their accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading.

Aristotle and its respective officers and employees may act and continue to act as investment advisors and managers for others, and may choose to act as Investors on their

own behalf, notwithstanding that Aristotle has direct or indirect material interests or relationships which may involve conflicts or potential conflicts with Aristotle's duty to clients.

Aristotle is required to treat its clients fairly in relation to such conflicts of interest or material interests. Aristotle has adequate policies and procedures to protect its clients' interests and disclosing to clients the possibility of such conflicts. Such policies and procedures include, but are not limited to, Aristotle's Code of Ethics, personal trading policies, trade aggregation and allocation policies, policies governing outside business activities and gifts and entertainment.

#### **11. D. Timing of Personal Trading**

Since Aristotle access persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that Aristotle or a related person recommends to clients, no access person shall buy or sell a Reportable Security on the same day any trades in the security are made for Client accounts. The price paid or received by a client account for any security should not be affected by a buying or selling interest on the part of an access person, or otherwise result in an inappropriate advantage to the access person.

### **Item 12 – Brokerage Practices**

#### **12. A. Selection of Broker/Dealers**

Aristotle's objective in selecting broker-dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to its accounts' portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. In applying these factors, Aristotle recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities. The factors include, but are not limited to:

- Aristotle's knowledge of negotiated commission rates and spreads currently available;
- the nature of the security being traded;
- the size and type of the transaction;
- the nature and character of the markets for the security to be purchased or sold;
- the desired timing of the trade and speed of execution;
- the activity existing and expected in the market for the particular security;
- the broker-dealer's access to primary markets and quotation sources;
- the ability of the broker-dealer to effect transactions when a large block of securities is involved or where liquidity is limited;
- confidentiality;

- the execution, clearance and settlement capabilities and history as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered;
- Aristotle's knowledge of actual or apparent operational problems of any broker-dealer;
- the broker-dealer's execution services rendered on a continuing basis and in other transactions;
- the broker-dealer's access to underwriting offerings and secondary markets;
- the broker-dealer's reliability in executing trades, keeping records and accounting for and correcting trade errors;
- the broker-dealer's ability to accommodate Aristotle's needs with respect to one or more trades including willingness and ability to maintain quality execution in unusual or volatile market conditions and to commit capital by taking positions in order to complete trades;
- the quality of communication links between Aristotle and the broker-dealer; and
- the reasonableness of spreads or commissions.

#### Research and Other Soft Dollar Benefits

Aristotle does not trade using soft dollars.

#### Brokerage for Client Referrals

Aristotle does not maintain any referral arrangement with broker-dealers.

#### Directed Brokerage

While Aristotle generally selects broker-dealers for separately managed client accounts, Aristotle may accept in limited instances, direction from a client as to which broker-dealer is to be used for trades placed in that specific client account. If the client directs the use of a particular broker-dealer, Aristotle asks that the client also specify in writing (i) general types of securities for which a designated firm should be used and (ii) whether the designated firm should be used for all transactions, even though Aristotle might be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Clients who, in whole or in part, direct Aristotle to use a particular broker-dealer to execute transactions for their accounts should be aware that, in so doing, they may adversely affect Aristotle's ability to, among other things, obtain volume discounts on blocked orders or to obtain best price and execution by, for example, executing over-the-counter stock transactions with the market makers for such securities.

Additionally, as noted above, transactions for a client that directs brokerage are generally unable to be combined or "blocked" for execution purposes with orders for the same securities for other accounts managed by Aristotle. Accordingly, directed transactions may

be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the blocked order. Under these circumstances, the direction by a client of a particular broker-dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Aristotle could negotiate commission rates or spreads freely, or select broker-dealers based on best execution. Consequently, best price and execution may not be achieved.

## **12. B. Aggregation of Orders**

In making investment decisions for the accounts, securities considered for investment by one account may also be appropriate for another account managed by Aristotle. On occasions when the purchase or sale of a security is deemed to be in the best interest of more than one account, Aristotle may, but shall not be obligated to, aggregate or “block” orders for the purchase or sale of securities for all such accounts to the extent consistent with best execution and the terms of the relevant investment advisory agreements. Such combined or “blocked” trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges.

Aggregation of transactions will occur only when Aristotle believes that such aggregation is consistent with Aristotle’s duty to seek best execution and best price for clients and is consistent with Aristotle’s investment advisory agreement with each client for which trades are being aggregated. Directed brokerage clients may be unable to participate in blocked transactions.

Aristotle generally will not aggregate trades for clients that may have limited Aristotle’s brokerage discretion or other client accounts that it manages to the extent that those clients have directed their trading to the a particular broker-dealer. Orders for such clients will generally be aggregated only with similar clients and allocated in the same manner as described above. The same manual process described above will be implemented for these accounts if random allocation would result in a partial fill for the last account selected. This may be the case for Wrap program accounts, where Aristotle may effect transactions through other broker-dealers, but it is expected that most of the transactions in wrap accounts will be executed through the Manager because part of the Manager’s negotiated fee with the client includes brokerage commissions and trading costs.

UMA accounts are managed by Aristotle are notified of any model changes after all other client accounts are traded. There is a rotation followed among the UMA accounts.

Aristotle may include proprietary accounts (including the Private Fund in which Aristotle or its affiliates have significant ownership interests, if any) in such aggregate trades subject to its duty of seeking best execution and to its Code of Ethics.

## **Item 13 – Review of Accounts**

### **13. A. Frequency and Nature of Review**

The Lead Strategist for a particular strategy is responsible and has ultimate authority for all trading and investment decisions made on behalf of client accounts. The Lead Strategist and/or compliance officer and Director of Operations reviews client accounts at least quarterly with the objective of ensuring that client portfolios are constructed according to client objectives and restrictions.

### **13. B. Factors That May Trigger an Account Review Outside of Regular Review**

Generally, client accounts are reviewed as needed depending on factors such as cash flows in or out of the account, changes in client objectives or restrictions, and changing market conditions.

### **13. C. Content and Frequency of Reports**

At least quarterly, Aristotle produces account statements, which show account value, positions and performance, which are furnished to each separate account client. Other written reports may include client letters which discuss Aristotle's strategies and market commentary. The manager will meet with clients when requested or at such other times as may be mutually agreed to by Aristotle and the client. Such meetings may be conducted in person or via teleconference.

Aristotle generally will furnish each Private Fund Investor with quarterly or annual letters that may include the unaudited net asset value or capital account balance of the Investor's interest in the Fund and performance, as applicable. Aristotle may provide additional reports to certain Investors upon request.

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

Aristotle may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in

order to compensate the Solicitor:

- the client must acknowledge in writing this arrangement.

It is Aristotle's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

## **Item 15 – Custody**

### Account Statements

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. Aristotle takes steps to ensure that the client's qualified custodian sends periodic account statements to the client, no less frequently than quarterly, showing all transactions in the account, including fees paid to Aristotle.

Aristotle urges clients to carefully review and compare official custodial records to the account statements that Aristotle provides. Aristotle statements may vary slightly from custodial statements based on accounting procedures, reporting dates, and/or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

Generally, Aristotle is retained with respect to its individual accounts, as well as its Private Fund clients, on a discretionary basis and is authorized to make the following determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected:

- Which securities to buy or sell.
- The total amount of securities to buy or sell.
- The broker-dealer through whom securities are bought or sold.
- The commission rates at which securities transactions for client accounts are affected.
- The prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

Investments for separately managed client accounts are managed in accordance with each client's stated investment objectives, strategies, restrictions, and guidelines.

Investments for Private Funds are managed in accordance with each Fund's investment objective, strategies, and restrictions and are not tailored to the individualized needs of any particular investor in the Fund (each an "Investor"). Therefore, Investors should consider whether the Fund meets their investment objectives and risk tolerance prior to investing. Information about each Private Fund can be found in its governing documents, which will



be available to current and prospective Investors only through Aristotle or another authorized party.

Aristotle assumes discretion over the account upon execution of the advisory agreement with the client and upon notification from custodian that account is ready to trade.

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

### **17. A. Voting Policies and Procedures**

Aristotle’s policy is to vote proxies on behalf of client accounts. Aristotle has adopted Proxy Voting Policies and Procedures. Where Aristotle has proxy voting authority for securities of its advisory clients, Aristotle will vote such securities for the exclusive benefit, and in the best economic interest, of those clients and their beneficiaries, as determined by Aristotle in good faith, subject to any restrictions or directions from the client. Aristotle will not have the ability to accept direction from clients on a particular solicitation.

Aristotle has written proxy voting policies and procedures (“Proxy Procedures”) as required by Rule 206(4)-6 under the Advisers Act. Such voting responsibilities are exercised in accordance with the general antifraud provisions of the Advisers Act, as well as with Aristotle’s fiduciary duties under federal and state law to act in the best interests of its clients.

Aristotle has contracted with Institutional Shareholder Services (“ISS”) and will use their proxy platform for proxy administration. Aristotle will direct each custodian to forward proxy ballots to ISS for processing. Aristotle has access to the ballots through the ISS website and may provide ISS with instructions on how to vote the ballots or Aristotle may vote the ballots through the website. ISS records the votes and provides proxy voting accounting and reporting. Case-by-case proxy voting decisions are generally made by the Chief Investment Officer or his designee. All voting records are maintained by ISS, except that Aristotle will maintain copies of any document created by Aristotle that was material in making a determination of how to vote “case-by-case” proxy or that memorializes the basis for that decision.

Aristotle acknowledges its responsibility for identifying material conflicts of interest related to voting proxies. In order to ensure that Aristotle is aware of the facts necessary to identify conflicts, senior management of Aristotle must disclose to the CCO any personal conflicts such as officer or director positions held by them, their spouses or close relatives, in any portfolio company. Conflicts based on business relationships with Aristotle or any affiliate of Aristotle will be considered only to the extent that Aristotle has actual knowledge of such relationships. If a conflict may exist which cannot be otherwise addressed by the CIO, Aristotle may choose one of several options including: (1) “echo” or “mirror” voting the proxies in the same proportion as the votes of other proxy holders that

are not Aristotle clients; (2) if possible, erecting information barriers around the person or persons making the voting decision sufficient to insulate the decision from the conflict; or (3) if agreed upon in writing with the client, forwarding the proxies to affected clients and allowing them to vote their own proxies.

Clients may choose to vote their own proxies for securities held in their account or designate a third party to vote proxies. If this is the case, the Client must notify Aristotle and proxy solicitations will be sent directly to clients or the third party designee who will then assume responsibility for voting them. If Aristotle does not have the authority to vote proxies on behalf of the client, the client may contact Aristotle with questions about a particular solicitation.

Aristotle will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Aristotle to transmit copies of class action notices to the client or a third party. Upon such direction, Aristotle will make commercially reasonable efforts to forward such notices in a timely manner. On an exception basis, clients can instruct Aristotle to vote proxies according to particular criteria (for example, to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing and with sufficient advance notice so Aristotle is able to meet the voting deadline.

Clients may obtain information from Aristotle about how their securities were voted and obtain a copy of Aristotle's proxy voting policies and procedures upon request by contacting us at [compliance@aristotlecap.com](mailto:compliance@aristotlecap.com) or calling (949) 681-2100.

## **Item 18 – Financial Information**

### **18. A. Advance Payment of Fees.**

Aristotle does not require or solicit prepayment of fees from clients, six months or more in advance.

### **18. B. Financial Condition**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. Aristotle has no financial commitments that impair its ability to meet contractual commitments and fiduciary commitments to clients.

### **18. C. No Bankruptcy Proceedings**

Aristotle has not been the subject of a bankruptcy proceeding.

## Form ADV Part 2B Supplement

Aristotle Capital Management, LLC  
11100 Santa Monica Blvd., Suite 1700  
Los Angeles, CA 90025  
(310) 478-4005

20 Pacifica, Suite 1050  
Irvine, CA 92618  
(949) 681-2100

[www.aristotlecap.com](http://www.aristotlecap.com)

03/26/2012

**This Brochure Supplement provides information about investment personnel which is an addendum to the Aristotle Capital Management, LLC Brochure. You should have received a copy of that Brochure. Please contact Aristotle at [compliance@aristotlecap.com](mailto:compliance@aristotlecap.com) or (310) 478-4005 if you did not receive Aristotle's Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

Education: B.S. and M.S., Electrical Engineering, Stanford University; M.B.A. Harvard Business School

Professional Designations: Mr. Gleicher has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Chief Executive Officer and Chief Investment Officer	2011-2012

Aristotle Capital Management, LLC	Los Angeles, CA
Chief Executive Officer and Chief Investment Officer	2006 – 2011

Metropolitan West Capital Management, LLC	Newport Beach, CA
Chief Executive Officer and Chief Investment Officer	1997 – 2010

**Item 3- Disciplinary Information.** Mr. Gleicher has no reportable disciplinary history.

**Item 4- Other Business Activities.** No reportable outside business activities.

**Item 5- Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Mr. Gleicher is a principal of Aristotle Capital Management, LLC. (949) 681-2100.

**JAMES P. BIRDWELL, JR.**

**Born: 1947**

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**Item 2 - Educational, Background and Business Experience**

Education: B.A., Rhetoric, University of California, Berkeley; M.B.A., University of Southern California

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Managing Director, Portfolio Manager	1976 - Present

**Item 3 - Disciplinary Information.** Mr. Birdwell has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation

**Item 6 - Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**DONN B. CONNER, CFA**

**Born: 1939**

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**Item 2 - Educational, Background and Business Experience**

Education: B.S., Mechanical Engineering, University of Michigan

Professional Designations: Mr. Conner has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Managing Director, Portfolio Manager	1972 - Present

**Item 3 - Disciplinary Information.** Mr. Conner has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable outside compensation.

**Item 6 - Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**WILLIAM A. CRAM, CFA**

**Born: 1972**

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**Item 2 - Educational, Background and Business Experience**

Education: B.B.A., Finance, University of Iowa; M.B.A., University of Southern California

Professional Designation: Mr. Cram has been awarded the use of the Chartered Financial Analyst ® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Principal, Senior Research Analyst	2005 - Present

**Item 3 - Disciplinary Information.** Mr. Cram has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 - Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**RICHARD H. SCHWEITZER, CFA**

**Born: 1964**

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**Item 2- Educational Background and Business Experience**

Education: B.A., Business Administration, California State University at Northridge; M.B.A., University of Southern California

Professional Designations: Mr. Schweitzer has been awarded the use of the Chartered Financial Analyst ® (CFA®) designation by the CFA Institute and is a Certified Public Accountant (CPA) in the State of California.

Business Experience:

Aristotle Capital Management, LLC	Los Angeles, CA
Chief Financial Officer and Chief Compliance Officer	2010 – Present

MetWest Realty Advisors, LLC	Los Angeles, CA
Chief Operating Officer, Chief Financial Officer	2010 – Present

MetWest Ventures, LLC	Los Angeles, CA
Chief Operating Officer, Chief Financial Officer	2009 – Present

MetWest Financial	Los Angeles, CA
Chief Operating Officer, Chief Financial Officer	1996 – 2009

**Item 3- Disciplinary Information.** Mr. Schweitzer has no reportable disciplinary action.

**Item 4- Other Business Activities.** Mr. Schweitzer is a member of the California State University Northridge School of Business Advisory Board and the Beach Cities Health District Finance Committee. Mr. Schweitzer serves as a director of West Gate Horizons Advisors, LLC, an affiliated investment adviser to ACM. Mr. Schweitzer also serves as the the COO and CFO of MetWest Ventures, LLC, MetWest Realty Advisors, LLC and MetWest Properties, LLC. .

**Item 5- Additional Compensation.** Richard Schweitzer serves as CFO/COO at MetWest Ventures, LLC, MetWest Realty Advisors, LLC and MetWest Properties, LLC. Mr. Schweitzer also has an ownership interest in each of the entities. Mr. Schweitzer also receives compensation as a principal and director of West Gate Horizons Advisors, LLC. Mr. Schweitzer has other outside interests but none of which occupy more than 10% of his time or compensation.

**Item 6 – Supervision.** Mr. Schweitzer is a principal of Aristotle Capital Management, LLC. (949) 681-2100.

**STEVEN M. BOROWSKI**

**Born: 1957**

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**Item 2- Educational Background and Business Experience**

Education: B.A., University of California, Irvine; M.B.A., Pepperdine University

Business Experience:

Aristotle Capital Management, LLC  
President

Los Angeles, CA  
2011 – Present

MetWest Realty Advisors  
Managing Director

Los Angeles, CA  
2010 - 2011

Metropolitan West Capital Management, LLC  
Managing Partner

Newport Beach, CA  
1997 – 2010

**Item 3- Disciplinary Information.** Mr. Borowski has no reportable disciplinary action.

**Item 4- Other Business Activities.** Mr. Borowski has no reportable outside business activities.

**Item 5- Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Mr. Borowski is a principal of Aristotle Capital Management, LLC. (949) 681-2100

**GEOFFREY S. STEWART, CFA**

**Born: 1974**

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**Item 2 - Educational, Background and Business Experience**

Education: B.A., History, Duke University

Professional Designation: Mr. Stewart has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Principal, Lead International Strategist, Senior Research Analyst	2003 - Present

**Item 3 - Disciplinary Information.** Mr. Stewart has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 - Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**SEAN M. THORPE**

**Born: 1968**

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**Item 2 - Educational, Background and Business Experience**

Education: B.A., Economics/Finance, University of California, Los Angeles

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Principal, Lead International Strategist, Senior Research Analyst	2007 - Present

Shamrock Holdings, LLC	Los Angeles, CA
Senior Vice President	2005 - 2006

**Item 3 - Disciplinary Information.** Mr. Thorpe has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 - Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100



**ROBERT A. BEXTON, CFA**

**Born: 1978**

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**Item 2- Educational Background and Business Experience**

Education: B.A., Economics, University of California, Berkley; M.S., Statistics, University of California, Los Angeles

Professional Designations: Mr. Bexton has been awarded the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC	Los Angeles, CA
Research Analyst	2011 - Present

Hotchkis & Wiley Capital Management	Los Angeles, CA
Research Associate	2007 - 2010

**Item 3- Disciplinary Information.** Mr. Bexton has no reportable disciplinary history.

**Item 4- Other Business Activities.** No reportable outside business activities.

**Item 5- Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**RANDY YI**

**Born: 1974**

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**Item 2- Educational Background and Business Experience**

Education: B.S., Management Science, University of California, San Diego

Business Background:

Aristotle Capital Management, LLC	Los Angeles, CA
Sr. Vice President & Director of Trading	2010 - Present

Metropolitan West Capital Management, LLC	Newport Beach, CA
Sr. Vice President, Trading	1999 - 2010

**Item 3- Disciplinary Information.** Mr. Yi has no reportable disciplinary history.

**Item 4- Other Business Activities.** No reportable outside business activities.

**Item 5- Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**TIMOTHY MATHIEU**

**Born: 1971**

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**Item 2- Educational Background and Business Experience**

Education: B.A., Manhattanville College, Purchase, NY

Business Background:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)      Los Angeles, CA  
Sr. Vice President, Trading      2002 - Present

**Item 3- Disciplinary Information.** Mr. Mathieu has no reportable disciplinary history.

**Item 4- Other Business Activities.** No reportable outside business activities.

**Item 5- Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**VICTOR F. HAWLEY, CFA**

**Born: 1959**

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**Item 2 - Educational, Background and Business Experience**

Education: B.A., Economics, University of Notre Dame; M.B.A., Harvard University

Professional Designation: Mr. Hawley has been awarded the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)      Los Angeles, CA  
Principal, Senior Research Analyst      1994 - Present

**Item 3 - Disciplinary Information.** Mr. Hawley has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**JAMES R. HENDERSON, CFA**

**Born: 1958**

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**Item 2 - Educational, Background and Business Experience**

Education: B.S., Finance & Economics, California State University, Northridge

Professional Designation: Mr. Henderson has been awarded the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Principal, Managing Director	2001– Present

**Item 3 - Disciplinary Information.** Mr. Henderson has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

**JAMES C. REED, CFA**

**Born: 1929**

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**Item 2 - Educational, Background and Business Experience**

Education: B.S., Business Administration, Lehigh University; M.B.A., University of Southern California

Professional Designation: Mr. Reed has been awarded the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Experience:

Aristotle Capital Management, LLC (formerly Reed, Conner & Birdwell, LLC)	Los Angeles, CA
Managing Director, Portfolio Manager	1968 – Present

**Item 3 - Disciplinary Information.** Mr. Reed has no reportable disciplinary history.

**Item 4 - Other Business Activities.** No reportable outside business activities.

**Item 5 - Additional Compensation.** No reportable additional compensation.

**Item 6 – Supervision.** Howard Gleicher, Chief Investment Officer. (949) 681-2100

## **Exhibit to ADV Part 2B**

### **CFA Institute Financial Adviser Statement**

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

### High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

### Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

### Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).