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## **Form ADV Part 2A**

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This brochure provides information about the qualifications and business practices of Harris Associates L.P. If you have any questions about the contents of this brochure, please contact us at (312) 646-3600 or [compliance2@harrisassoc.com](mailto:compliance2@harrisassoc.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Harris is a registered investment adviser with the SEC; however, such registration does not imply a certain level of skill or training.

Additional information about Harris Associates L.P. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Material Changes

This page summarizes material changes to Harris Associates L.P.'s Form ADV Part 2A as compared to last year's Form ADV Part 2A. The summaries on this page are organized into sections and correspond to the sections in the full Part 2A. For more detailed information about these summarized sections, please read the corresponding full disclosures.

None.

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## **ADVISORY BUSINESS --- Principal Owners, Types of Advisory Services, Assets Under Management, Wrap Fee Programs and Individual Needs of Clients**

Harris Associates L.P. ("Harris") or its predecessors have served as investment advisers to individuals and institutions since 1975.

Harris is a limited partnership with Harris Associates, Inc. as its general partner. Harris and Harris Associates, Inc. are indirect subsidiaries of Natixis Global Asset Management, L.P., which is an indirect subsidiary of Natixis Global Asset Management S.A. ("NGAM"), an international asset management group based in Paris, France. NGAM is in turn owned by Natixis, a French investment banking and financial services firm. Natixis is principally owned by BPCE, France's second largest banking group. Harris' principal owners are BPCE, Natixis, Natixis Global Asset Management, Natixis Global Asset Management Participations 1, Natixis U.S. Holdings, Inc., Natixis Global Asset Management, L.P. and Natixis Global Asset Management Holdings, LLC.

### **Types of Investment Advisory Services**

#### **Discretionary Investment Advisory Services**

Harris primarily provides discretionary investment advisory services to individuals and institutions, including registered investment companies. As of February 28, 2014, Harris managed approximately \$122,256,235,770 on a discretionary basis. When Harris has investment discretion, it is authorized to make all investment decisions and to direct the execution of all transactions for the client's account (subject to the investment objectives, guidelines and restrictions that a client may impose on an account) without consulting the client in connection with each transaction.

Harris' discretionary investment advisory services include a variety of investment strategies from which clients may select. These strategies include U.S. equity, U.S. concentrated equity, U.S. mid cap equity, balanced, equity and income, global all cap equity, global equity, global concentrated equity, international equity, international small cap equity, and Japan equity. Harris also provides variations of certain of these strategies to accommodate, among other things, currency hedging or country exclusions. Harris also provides U.S. equity and balanced portfolios to private clients. In the future, Harris may offer new strategies as opportunities arise.

In addition, Harris provides discretionary investment advisory and administrative services to mutual funds, private investment partnerships and other pooled investment vehicles. Harris provides access to these investment vehicles to eligible clients and other advisers and financial intermediaries. For more information about an investment vehicle, including investment objectives, risks, and charges and expenses, a client should carefully review such vehicle's prospectus or offering memorandum before investing. Harris also has arrangements with other advisory firms wherein, while Harris has discretionary authority over client assets, Harris is not the client's primary adviser and instead acts in a sub-advisory capacity.

#### **Wrap Fee Programs, Model Portfolios and Non-Discretionary Advisory Services**

Harris serves as an adviser or sub-adviser to one or more non-affiliated broker-dealers to assist in managing their wrap fee programs, whereby the program clients generally receive, in exchange for an all-inclusive "wrap" fee, assistance in determining investment objectives, choosing investment managers, trade execution, custodial services, periodic performance reports and certain other services provided by the program sponsor as well as discretionary investment management services from investment managers participating in the program.

Harris generally provides individualized portfolio advice for each wrap program client that has selected Harris to manage its program account. Harris manages such program accounts in accordance with its investment policies and any instructions from, and reasonable investment restrictions imposed by, the client. The program sponsor generally pays Harris a fee based on the assets managed by Harris in connection with the program, and that fee is generally a portion of the wrap fees paid by the wrap program client.

Harris generally does not negotiate advisory fees with any wrap fee program client. Rather, Harris' advisory fees are described on fee schedules that Harris agrees to with the program sponsor or broker-dealer. The fees received by Harris in connection with wrap programs may vary from fees charged to Harris' other clients.

Harris also serves as a non-discretionary sub-adviser to its affiliate, NGAM Advisors, L.P. ("NGAM Advisors"), to provide investment recommendations to NGAM Advisors in connection with third party wrap programs and other arrangements into which NGAM Advisors has entered. Under these arrangements, Harris provides NGAM Advisors with a model portfolio containing Harris' current investment recommendations based on one of Harris' investment strategies and other investment parameters as agreed to between Harris and NGAM Advisors. Although Harris provides its recommendations, it does not have investment discretion or authority to implement those recommendations. Rather, NGAM Advisors retains investment discretion and is ultimately responsible for determining which securities to buy and sell. NGAM Advisors will generally effect such purchases and sales directly with the wrap program sponsor but may also effect such transactions through other brokers or may request Harris' assistance in effecting such transactions.

Harris also provides non-discretionary services to institutional accounts in which Harris provides securities recommendations for portfolios that follow a particular Harris investment strategy. These institutional clients have the ultimate decision making and discretionary responsibility for the determination of which securities are to be purchased and sold. Harris effects security transactions in connection with such purchase and sale determinations solely upon the direction of such clients.

As of February 28, 2014, Harris advised approximately \$291,108,593 on a non-discretionary basis for the accounts described above.

Harris may also provide, on a limited basis, other investment advisory services on a non-discretionary basis. These services include, but are not limited to, providing model portfolios to certain institutional clients. In these arrangements, the institutional clients have the ultimate decision making and discretionary responsibility for the determination of which securities are to be purchased and sold for their account and effect all security transactions in connection with such determinations.

There may be differences between the portfolios for which Harris provides a model and the portfolios Harris manages for other clients that follow the same investment strategy. These differences may result from various factors, including but not limited to: cash availability, investment restrictions, account size, holding limits, tax considerations and trade execution. As a result, the performance of Harris' discretionary advisory client portfolios and that of a model portfolio(s) following the same investment strategy may differ. For more information regarding transactions involving model portfolios, see the section entitled "Brokerage Practices".

When Harris is retained on a non-discretionary basis, all investment decisions are made by the client, and account transactions are executed only in accordance with the client's advisory agreement or other authorization. Such transactions may be delayed relative to transactions for clients that have given Harris

discretionary authority. The fee arrangements for non-discretionary accounts may vary from Harris' standard investment advisory fees. Fee arrangements for non-discretionary accounts may be negotiated based upon the types of services Harris is expected to provide.

## **Investment Guidelines and Restrictions**

Harris may agree to follow certain investment guidelines or restrictions requested by a client. Although Harris cannot guarantee it will always be in compliance with every client investment restriction, Harris does have a number of manual and automated processes to help it maintain such compliance. For example, to the extent that a client has provided investment restrictions that are security-specific, Harris will implement processes to restrict investment activity in that security. However, it is possible that the issuer of such a restricted security may be acquired, merged or involved in some other corporate action. While Harris has a process to identify these types of corporate actions, Harris may not be notified of corporate actions in all cases and, as a result, may not be able to effectively monitor compliance with a particular restriction.

To the extent that a client has provided investment restrictions with respect to "socially-responsible" issues (e.g., alcohol, tobacco, environment) but has not identified specific securities, Harris will facilitate its identification of such securities by using a third party service provider. It is possible that there may be some differences in interpretation of such restrictions between the client on the one hand and Harris on the other, and in such cases Harris' interpretation shall control.

## **FEES AND COMPENSATION**

Harris generally has established investment advisory fees for its private client and institutional client separate accounts in accordance with the fee schedule below. Certain investment strategies listed below may be closed to new investors. Fees are generally payable quarterly in advance for private clients and quarterly in arrears for institutional and mutual fund clients. Depending on the client relationship, Harris generally deducts its fees from client accounts or bills clients for its fees. Fees are based on a percentage of asset value. For purposes of determining fees, asset value will generally be determined quarterly based on the last sale price if the securities are listed and traded on such date, or the previous day's closing price or other standard methods if not so traded. Harris may amend its fee schedule in accordance with the terms of its advisory contracts.

<b>Institutional* Investment Strategy</b>	<b>Annual Fee</b>
U.S. Equity	0.75% on the first \$15 million 0.45% on asset value over \$15 million Minimum account size: \$10 million
U.S. Concentrated Equity	1.00% on the first \$10 million 0.50% on asset value over \$10 million Minimum account size: \$10 million
U.S. Mid Cap Equity	1.00% on the first \$10 million 0.50% on asset value over \$10 million Minimum account size: \$5 million
Balanced	0.75% on the first \$15 million 0.45% on asset value over \$15 million Minimum account size: \$20 million
Equity & Income	0.60% on all asset values Minimum account size: \$100 million
Global All Cap Equity	0.80% on the first \$100 million 0.65% on asset value over \$100 million Minimum account size: \$100 million

<b>Institutional* Investment Strategy</b>	<b>Annual Fee</b>
Global Equity	0.70% on first \$100 million 0.50% on asset value over \$100 million Minimum account size: \$100 million
Global Concentrated Equity	0.78% on the first \$100 million 0.55% on asset value over \$100 million Minimum account size: \$100 million
International Equity	0.70% on the first \$100 million 0.50% on asset value over \$100 million Minimum account size: \$100 million
International Small Cap Equity	1.00% on all asset values Minimum account size: \$100 million
Japan Equity	0.75% on the first \$100 million 0.60% on asset value over \$100 million

<b>Private Client* Investment Strategy</b>	<b>Annual Fee</b>
U.S. Equity	1.00% on the first \$10 million 0.50% on asset value over \$10 million Minimum account size: \$3 million
Balanced	1.00% on the first \$10 million 0.50% on asset value over \$10 million Minimum account size: \$3 million

\*The difference between these two categories is generally determined by the size of the client's account and the expectation of services to be provided to the client.

Clients may generally terminate their investment advisory agreement with Harris within five business days of signing the agreement. Thereafter, the advisory relationship may generally be terminated upon thirty days' prior written notice by either party or earlier as may be agreed to by the parties. Clients receive a refund of a portion of any fees paid in advance, prorated based on the number of days in any quarterly period after termination.

Exceptions to the general fee schedule will be made under various circumstances including, among other things, the responsibilities involved and services provided, relationship to Harris, expectations of significant capital additions in the future, or composition of client portfolio. In such cases, different fee arrangements are negotiated with each client separately, including fees that may be based on the investment performance of an account. For more information about performance fees, see the section entitled "Performance-Based Fees and Side-By-Side Management".

Fee arrangements with pooled investment vehicles and other advisory firms are generally negotiated individually based on the particular investment needs, the characteristics and size of these accounts and the services provided to such accounts. For more information regarding advisory fees relating to wrap fee programs, see the section entitled "Advisory Business".

In addition to investment advisory fees payable to Harris, clients will also incur expenses that are generally not payable to Harris but arise in connection with Harris' investment advisory services. These expenses may include, but are not limited to, pooled investment vehicle expenses, custodian fees and expenses, brokerage commissions, mark-ups and mark-downs, taxes, wire fees and other transaction costs. These expenses and any other costs associated with the assets will be borne by the client and not Harris. For more information about brokerage commissions, see the section entitled "Brokerage Practices".

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

From time-to-time Harris may accept an account with performance-based fees. In the event Harris manages accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an asset-based fee, conflicts of interest may arise. For example, Harris could give favorable treatment with respect to the allocation of limited investment opportunities or the allocation of aggregated orders to accounts that pay performance-based fees. Harris has compliance procedures in place that it believes are reasonably designed to mitigate these conflicts of interest. With respect to the allocation of investment opportunities, it is Harris' policy to allocate investment opportunities among its clients in a fair and equitable manner that, over time, does not unfairly favor some clients at the expense of others. With respect to the allocation of aggregated orders, each account that participates in an aggregated order will participate at the average share price. For more information about allocation and aggregation, see the section entitled "Brokerage Practices".

## **TYPES OF CLIENTS**

Harris provides investment advisory services to many types of U.S. and non-U.S. clients including individuals, government retirement plans, corporate pension and profit sharing plans, trusts, estates, charitable organizations, banks, trust companies, thrift institutions, corporations, sovereign funds and other types of entities.

Harris also provides investment advisory services to wrap programs, mutual funds, private investment partnerships and other pooled investment vehicles. Harris also has arrangements with other advisory firms wherein, while Harris has discretionary authority over client assets, Harris is not the client's primary adviser and instead acts in a sub-advisory capacity.

In general, Harris does not accept individual or institutional separate accounts or groups of related accounts that have an initial asset value of less than the account minimums reflected on the fee schedules listed above, except in the context of a sub-advisory relationship, including wrap fee programs. However, Harris may set higher or lower standards for account minimums, depending on historic relationships with Harris or others, expectation of future additions to the account or other circumstances.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Each of Harris' investment strategies uses a value investment philosophy in selecting equity and equity-like securities of U.S. and non-U.S. issuers. This investment philosophy is based upon the belief that, over time, a company's stock price converges with the company's intrinsic or true business value. By "true business value," Harris means an estimate of the price a knowledgeable buyer would pay to acquire the entire business. Harris' investment philosophy spans across large, mid and small cap companies. In addition, in connection with certain investment strategies that have direct or indirect foreign currency exposure, Harris may hedge a client's exposure to such currencies. This hedging activity is generally premised on the relative purchasing power between the countries invested in and the client's base currency.

In connection with its balanced and equity and income strategies, Harris provides investment advice regarding a wide range of debt securities issued by U.S. and non-U.S. governments, government-sponsored entities, municipalities, international agencies and corporations. The debt securities portion of the balanced and equity and income strategies should, in Harris' opinion, complement the strategies' equity holdings. Given the relative risk/return trade-off of the equity and debt markets, Harris generally will not take on what it believes are substantial levels of risk in the debt portion of the strategies. Thus, Harris attempts to aim for preservation of capital and generation of income in the debt portion of the



strategies. In general, Harris selects what it believes are debt securities of high quality (typically U.S. Treasury and Agency securities, non-U.S. government securities, or highly-rated municipal and corporate securities) and short to intermediate maturities. Harris may also invest in medium and lower-grade debt securities. With regard to duration, yield curve exposure, sector allocation and credit quality, this analysis is based on Harris' assessment of the current position of the economy within the business cycle.

### Investment Process

In making its investment decisions, Harris uses a "bottom-up" approach focused on individual companies, rather than focusing on specific economic factors or industries. Harris generates its research ideas from a variety of internal and external sources. Those ideas will then lead Harris to conduct its own in-house research on such companies.

Harris' research process seeks to identify companies selling at a discount to its estimate of intrinsic value.

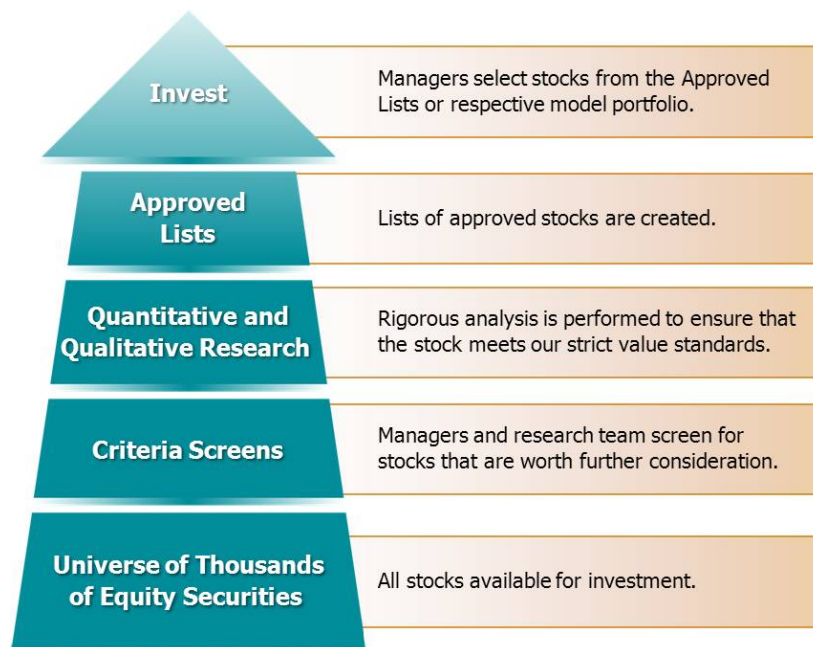
The chief consideration in the selection of stocks for a particular strategy is the size of the discount of a company's stock price compared to the company's perceived true business value. Harris conducts intensive, proprietary, fundamental research at the company level using a variety of valuation metrics in its evaluation process. Harris utilizes both quantitative and qualitative research, which typically may also include company visits and other research on the companies and their industries. Harris generally focuses on companies with the following characteristics, although not all companies will have all of these attributes: free cash flows and intelligent investment of excess cash, earnings that are growing and are reasonably predictable, and a high level of manager ownership.

Harris' portfolio managers strive to abide by a consistent philosophy and process. This process involves a collective effort to identify what Harris believes are the best values in the marketplace. Harris utilizes Stock Selection Groups ("SSGs") as a formal mechanism to identify equity investment ideas. Each SSG consists of senior investment professionals and maintains a list of securities that may be purchased or sold for client accounts (the "Approved Lists"). Generally, research analysts present investment ideas to the SSGs and the SSGs determine whether to add or delete securities from the Approved Lists. The SSGs also provide the research teams with guidance and feedback regarding the substance of research reports.

Once an equity security is added to an Approved List, all debt securities for that issuer are also deemed to be approved for investment. Debt securities rated investment grade are also deemed to be approved securities. Non-investment grade debt securities and debt securities of issuers other than those on the Approved List are subject to approval by designated portfolio managers. In addition, Harris has designated certain portfolio managers and traders to oversee the investment parameters in connection with short term investment instruments, including but not limited to, commercial paper and repurchase agreements.

When added to our Approved Lists, each stock is assigned a buy and sell target. Harris also monitors each holding and adjusts those price targets to ensure they reflect our current fundamental assessment of business value.

Portfolios are typically constructed with a limited number of securities from Harris' Approved Lists, built on a stock by stock basis from the bottom up. For U.S. strategies, senior investment professionals create model portfolios based on Approved List securities. Portfolio managers use the Approved Lists or relevant model portfolio to make investment decisions for client accounts subject to each account's respective objectives, guidelines and restrictions. The following chart illustrates this process:



### **Material Risks Involved in Each Investment Strategy**

**General Risks.** All investments have risks, and no one investment is suitable for all investors. Each of Harris’ investment strategies is intended for long-term investors. As a result, each client should have a long-term perspective and be able to tolerate potentially wide fluctuations in the value of the securities in the client’s portfolio. Each of Harris’ investment strategies are subject to risks, including the possibility that the value of the client’s portfolio holdings may fluctuate in response to events specific to the companies invested in, as well as economic, political or social events in the U.S. or abroad. Although Harris strives to achieve a client’s investment objective through one or more of Harris’ investment strategies or investment vehicles, it cannot guarantee that a client will attain that objective or any particular result.

**Market Risk.** Each of Harris’ investment strategies is subject to market risk—the risk that the securities markets will increase or decrease in value. Market risk applies to every security. Security prices may fluctuate widely over short or extended periods in response to market or economic news and conditions. Securities markets also tend to move in cycles, with periods of rising security prices and periods of falling security prices. If there is a general decline in the securities markets, it is possible a client’s portfolio may lose value regardless of the individual results of the companies in which a strategy invests. The magnitude of up and down price or market fluctuations over time is sometimes referred to as “volatility,” which, at times, can be significant. In addition, different asset classes and geographic markets may experience periods of significant correlation with each other. As a result of this correlation, the securities and markets in which a strategy invests may experience volatility due to market, economic, political or social events and conditions that may not readily appear to directly relate to such securities, the securities’ issuer or the markets in which they trade.

Common Stock Risk. Common stocks are subject to greater fluctuations in market value than other asset classes as a result of such factors as a company's business performance, investor perceptions, stock market trends and general economic conditions. The rights of common stockholders are subordinate to all other claims on a company's assets including debt holders and preferred stockholders; therefore, clients could lose money if a company in which a strategy invests becomes financially distressed.

Value Style Risk. Investing in "value" stocks presents the risk that the stocks may never reach what Harris believes are their full market values, either because the market fails to recognize what Harris considers to be the companies' true business values or because Harris misjudged those values. In addition, value stocks may fall out of favor with investors and underperform growth stocks during given periods.

Focused Portfolio Risk. Each of Harris' investment strategies tends to be invested in a relatively small number of stocks, generally ranging from approximately 30 to 75 stocks. As a result, the appreciation or depreciation of any one security held by a client will have a greater impact on the value of a client's portfolio than it would if the client invested in a larger number of securities. Although this approach has the potential to generate attractive returns over time, it also increases the volatility of the client's portfolio. As a result, when a client withdraws its funds and Harris is required to sell portfolio securities, those securities may be worth more or less than their purchase price. In addition, Harris' investment strategies may lead client accounts to invest a higher percentage of their total assets in a particular region, sector or industry. Changes affecting such region, sector, or industry, or the perception of that region, sector or industry, may have a significant impact on the investment performance of client accounts.

Tax risk. Clients should consult their tax advisors regarding the tax consequences of their investments. Harris is not a tax advisor, although certain of its investment strategies may consider the potential tax implications of investment decisions.

### **Material Risks Involved in Investment Strategies That Invest in Non-U.S. Securities**

Non-U.S. Securities Risks. Investing in the securities of non-U.S. issuers may involve greater risks. These risks include less public information with respect to companies; less governmental supervision of stock exchanges, securities brokers and companies; different accounting, auditing, financial reporting and legal standards and practices; different settlement periods and trading practices; less liquidity and frequently greater price volatility in non-U.S. markets; imposition of foreign taxes; currency controls; and sometimes less advantageous legal, operational and financial protections applicable to foreign subcustodial arrangements. These risks may be heightened in connection with investments in issuers located in developing and emerging countries, and in issuers in more developed countries, including the U.S., that conduct substantial business in such developing and emerging countries.

Although Harris tries to invest in companies located in countries having stable political environments, there is the possibility of restriction of foreign investment, expropriation of assets, confiscatory taxation, seizure or nationalization of foreign bank deposits or other assets, establishment of exchange controls, the adoption of foreign government restrictions, or other political, social or diplomatic developments that could adversely affect investment in these countries. Economies in individual emerging markets may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rates of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments positions. Many emerging market countries have experienced high rates of inflation for many years, which can have very negative effects on the economies and securities markets of those countries.

The securities markets of emerging countries are substantially smaller, less developed, less liquid and more volatile than the securities markets of the U.S. and other more developed countries. Disclosure and

regulatory standards in many respects are less stringent than in the U.S. and other major markets. There also may be a lower level of monitoring and regulation of emerging markets and the activities of investors in such markets, and enforcement of existing regulations may be extremely limited.

The cost of investing in securities of non-U.S. issuers is typically higher than the cost of investing in U.S. securities.

**Currency Risk.** A client's account may hold securities denominated in or otherwise exposed to currencies other than the currency in which the account is denominated. The exchange rates between currencies can fluctuate daily and, as a result, the portfolio values of a client's securities may be adversely affected by such changes. For example, if the value of the U.S. dollar rises compared to a non-U.S. currency, the value of an investment traded in the non-U.S. currency will fall because it will be worth fewer U.S. dollars. If authorized by the client, Harris may try to hedge the risk of loss resulting from currency exchange fluctuation; however, there can be no guarantee that any hedging activity will be undertaken or, if undertaken, will be successful. When Harris does hedge currencies, it generally utilizes forward currency transactions. Forward currency transactions present various risks, including illiquidity and counterparty risk, because forward contracts are not traded on an exchange and often are not standardized. Further, although hedging activity may reduce the risk of loss from currency fluctuations, it may also limit or reduce the opportunity for gain.

### **Material Risks Involved in Investment Strategies That Invest in Small and Mid Cap Securities**

During some periods, the securities of small and mid cap companies, as a class, have performed better than the securities of large companies, and in some periods they have performed worse. Investments in small and mid cap companies may be riskier than investments in larger, more established companies. The securities of smaller companies may trade less frequently and in smaller volumes, and as a result, may be less liquid and more volatile than securities of larger companies. Moreover, small and mid cap security price changes may be more sudden or erratic than prices of larger company securities, especially over the short term. Small and mid cap companies, as compared to larger companies, may have a shorter history of operations, may rely on only a few key people, may not have as great an ability to raise additional capital, may have a less diversified product line making them susceptible to market pressure, and may have a smaller public market for their shares. In addition, Harris generally constructs its portfolios with a limited number of companies. As a result, Harris' clients may hold a significant portion of the total outstanding shares of a small to mid cap company, which may, in turn, increase the transactional costs to purchase or sell such shares due the length of time that may be needed to complete those transactions. Additionally, if a client account is forced to sell securities to meet a liquidation request, the account may be forced to dispose of those shares under disadvantageous circumstances, and at a loss.

### **Material Risks Involved in Investment Strategies That Invest in Debt Securities**

Debt securities are subject to credit risk, interest rate risk and liquidity risk. Credit risk is the risk the issuer or guarantor of a debt security will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. Interest rate risk is the risk of losses due to changes in interest rates. In general, the prices of debt securities rise when interest rates fall, and the prices fall when interest rates rise. Liquidity risk is the risk a particular security may be difficult to purchase or sell and that a client may be unable to sell illiquid securities at an advantageous time or price. A client's investments in government-sponsored entity securities also exhibit these risks, although the degree of such risks may vary significantly among the different government-sponsored entity securities. Some securities issued or guaranteed by U.S. government agencies or instrumentalities are not backed by the full faith and credit of the U.S. and may only be supported by the right of the agency or instrumentality to borrow from the U.S. Treasury. There can be no assurance that the U.S. government will always provide financial support to those agencies or instrumentalities. Additionally, debt securities issued by municipalities, non-U.S. governments and international agencies also carry credit, interest rate, default

and liquidity risks, and the severity of such risks varies greatly between and among those entities, and as compared to securities issued by the U.S. government, its agencies or instrumentalities. U.S. and foreign sovereign debt instruments are subject to the risk that a governmental entity may delay or refuse to pay interest or repay principal on its debt. There is no legal process for collecting debt that a government does not pay, nor are there bankruptcy proceedings through which all or part of the debt that a government entity has not repaid may be collected.

Although Harris generally recommends and buys high-quality debt securities, it may also recommend and buy medium- and lower-grade debt securities. An investment in medium- and lower-grade debt securities involves greater risk, including the possibility of issuer default or bankruptcy. Lower-grade debt securities (commonly called “junk bonds”) are obligations of companies rated by credit rating agencies as speculative and may be in poor financial standing or actually in default. Medium-grade debt securities are those that are considered to have speculative characteristics. An economic downturn could severely disrupt the market in medium and lower grade debt securities and adversely affect the value of outstanding debt securities and the ability of the issuers to repay principal and interest. In addition, lower-quality debt securities are less sensitive to interest rate changes than higher-quality instruments and generally are more sensitive to adverse economic changes or individual corporate developments. During a period of adverse economic changes, including a period of rising interest rates, issuers of such debt securities may experience difficulty in servicing their principal and interest payment obligations.

The market for medium- and lower-grade debt securities tends to be less broad than the market for higher-quality debt securities. The market for unrated debt securities is even narrower. During periods of low liquidity in these markets, the spread between bid and ask prices is likely to increase significantly, and a client may have greater difficulty selling its portfolio of these debt securities. The market value of these securities and their liquidity may be affected by adverse publicity and investor perceptions.

Inflation-indexed debt securities issued by governments, their agencies or instrumentalities or corporations also carry risks. The principal amount of such a security is periodically adjusted according to changes in the rate of inflation as measured by the consumer price index (“CPI”). At the time of issuance of the debt security, the interest rate is fixed as a percentage of the principal amount, which is adjusted from time to time. If the CPI declines, the principal amount of the security will be reduced and, consequently, the amount of interest payable on the security will also be reduced. Conversely, the principal amount and the amount of interest will increase if the CPI adjustment is positive. Any increase in the principal amount of an inflation-indexed debt security is taxable currently as ordinary income, even though the investor does not receive the principal until maturity. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed debt securities may experience greater losses than other debt securities with similar durations.

### **Material Risks Involved in Concentrated Investment Strategies**

Harris’ concentrated investment strategies tend to be invested in a relatively small number of stocks, generally between 12 and 25 stocks. As a result, the appreciation or depreciation of any one security held by a client will have a greater impact on the value of a client’s portfolio than it would if the client invested in a larger number of securities. Thus, a concentrated investment strategy tends to be more susceptible to economic, political or regulatory events than a more diversified investment strategy. Although that strategy has the potential to generate attractive returns over time, it also increases the volatility of the client’s portfolio. As a result, when a client withdraws its funds and Harris is required to sell portfolio securities, those securities may be worth more or less than their purchase price. In addition, Harris’ concentrated investment strategies may lead client accounts to invest a higher percentage of their total assets in a particular region, sector or industry. Changes affecting such region, sector, or industry, or the perception of that region, sector or industry, may have a significant impact on the investment performance of client accounts.

## **DISCIPLINARY INFORMATION**

Neither Harris nor its employees have had any material disciplinary events in the previous ten years.

In August 2004, a civil lawsuit entitled *Jones, et al. v. Harris Associates L.P.* was filed against Harris in the U.S. District Court for the Western District of Missouri alleging, among other things, that Harris breached its fiduciary duty by charging excessive management fees to the Oakmark Fund, Oakmark Equity and Income Fund, and Oakmark Global Fund in violation of Section 36(b) of the Investment Company Act of 1940. The case was subsequently transferred to the U.S. District Court for the Northern District of Illinois. In 2007, the Court granted summary judgment in favor of Harris. Plaintiffs filed an appeal with the Seventh Circuit Court of Appeals, and in 2008, that Court affirmed the lower court's decision and subsequently denied Plaintiffs' petition for a rehearing. Although the Court of Appeals affirmed the District Court's decision, it articulated a different standard for judicial review than the standard applied by the District Court. The United States Supreme Court granted a writ of certiorari to review the judgment of the Court of Appeals, and the case was heard in 2009. The Supreme Court issued its ruling on March 30, 2010, in which it adopted the standard for judicial review applied by the District Court, vacated the Court of Appeals' decision and remanded the case back to that Court for further hearing. Plaintiffs seek unspecified damages and other relief, including a return by Harris of management fees paid by those Funds. Harris believes these allegations are without merit and continues to defend them vigorously.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Harris is under common control with Harris Associates Securities L.P. ("HASLP"), both having Harris Associates, Inc. as a general partner. HASLP is a registered, limited-purpose, broker-dealer that acts as the principal underwriter of Harris Associates Investment Trust. Certain employees of Harris are also registered representatives of HASLP.

Harris is the adviser to Harris Associates Investment Trust, a registered investment company, with seven open-end, no-load mutual funds: Oakmark Fund, Oakmark Select Fund, Oakmark Equity and Income Fund, Oakmark Global Fund, Oakmark Global Select Fund, Oakmark International Fund and Oakmark International Small Cap Fund (collectively, the "Funds"). One officer and director of Harris is a trustee of the Funds, and a number of Harris' officers, directors and employees are also officers of the Funds. However, the Funds are not controlled by such persons or Harris. For more information about the Oakmark Funds, including investment objectives, risks, and charges and expenses, a client should carefully review the Funds' prospectus before investing.

Harris is also the general partner for Harris Associates International Value L.P. and Harris Associates Global L.P., each a Delaware limited partnership. The purpose of each limited partnership is to provide investors with long term capital appreciation using international and global large cap value strategies respectively. These partnerships are unregistered and offered only to accredited investors and/or qualified purchasers. For more information about these partnerships, including investment objectives, risks, and charges and expenses, a client should carefully review such partnership's offering memorandum before investing. Harris may also sponsor and advise new pooled investment vehicles in the future as opportunities arise.

### **Other Affiliations**

As noted in the section entitled "Advisory Business", Harris is an indirect subsidiary of NGAM. In addition to Harris, NGAM owns or is affiliated with a number of broker-dealers, banks and other asset management, distribution and service entities ("NGAM Entities"). A client of Harris may independently

engage NGAM or an NGAM Entity to provide financial services or may invest in an investment product or pooled investment vehicle offered by NGAM or an NGAM Entity. Clients should carefully read any applicable disclosure materials relating to such services, products or vehicles before engaging NGAM or an NGAM Entity or investing in such products or vehicles.

As part of a larger financial organization, Harris may from time to time engage in business activities with some of these NGAM Entities, subject to Harris' policies and procedures governing conflicts of interest. These activities are generally limited to sub-advisory services, marketing or referral arrangements. For example, Harris is the sub-adviser to NGAM Advisors in regards to the portfolio management of Natixis Oakmark International Fund, and for a portion of Natixis U.S. Equity Opportunities Fund (formerly the Natixis U.S. Multi-Cap Equity Portfolio), each a series of the Natixis Funds Trust I, a registered investment company. Harris also serves as a sub-adviser to the Natixis Oakmark Fund (formerly the Natixis Harris Associates Large Cap Value Fund), a series of the Natixis Funds Trust II, a registered investment company. Each of these funds is a sales load mutual fund. NGAM Advisors is a subsidiary of Harris' parent company, NGAM, and thus is under common control with Harris. Harris is also the sub-adviser to four of Natixis' off-shore sales load funds, Natixis Harris Associates Global Equity Fund, Natixis Harris Associates U.S. Equity Fund, Harris Associates Concentrated U.S. Equity Fund and Natixis Global Associates Harris Associates Kokusai Fund.

Harris has also been engaged as an investment sub-adviser by NGAM Advisors to provide and implement investment recommendations to assist NGAM Advisors in managing certain separate account "wrap fee" programs sponsored by various financial institutions. For more information about NGAM Advisors and wrap fee programs, see the section entitled "Advisory Business".

Harris' treatment of portfolio information and its investment process with respect to client accounts are conducted independently of the investment advisory businesses of NGAM and any NGAM Entity. Harris has procedures in place to reasonably ensure the operational separation of its investment process. From time to time, however, Harris may enter into advisory and sub-advisory arrangements with NGAM or NGAM Entities for separate accounts and pooled investment vehicles, and certain personnel of NGAM may serve as directors of Harris, its subsidiaries or entities sponsored by Harris. In addition, NGAM or an NGAM Entity may invest in pooled investment vehicles sponsored or offered by Harris. When acting as an investor or in other commercial capacities, NGAM or an NGAM entity may act to advance its own interests, which may be adverse to the interests of Harris' clients.

Since the investment and trading activities of Harris, NGAM and NGAM Entities are independent of each other, NGAM and NGAM entities may purchase, sell or short the same securities that Harris may recommend, purchase or sell on behalf of its clients. NGAM and NGAM Entities may give advice to and take action for their own accounts or for their clients' accounts that may compete or conflict with the advice or actions Harris may take on behalf of its clients. As a result, NGAM or an NGAM Entity may be in the market at or near the same time as Harris, which may in turn have an adverse impact on the price Harris is able to obtain for its clients in connection with the purchase or sale of a particular security.

In addition, NGAM or NGAM Entities, for their own accounts or for their clients' accounts, may invest in parts of an issuer's capital structure that are different than what Harris recommends for or invests in on behalf of its clients, and may take positions on corporate issues or actions relating to such issuer that are adverse to Harris and its clients. From time to time Harris may also participate in initial or secondary public offerings on behalf of its clients in which an NGAM Entity may be a member of the underwriting syndicate. Such participation will be in accordance with applicable law and Harris' policy, and Harris will not purchase directly from such NGAM Entity.

NGAM S.A. and Harris have also entered into an Intercompany Referral Agreement, whereby NGAM and NGAM Entities refer non-U.S. clients to Harris in exchange for referral fees. This arrangement is subject to Rule 206(4)-3 under the Investment Advisers Act of 1940 (the “Cash Solicitation Rule”). For information about referral arrangements, see the section entitled “Client Referrals and other Compensation”.

Each of the relationships described above may create potential conflicts of interest. These potential conflicts include, among other things, treating affiliated clients more favorably than non-affiliated clients in connection with the allocation of limited investment opportunities or the allocation of aggregated trade orders. However, Harris believes it has implemented policies and procedures that are reasonably designed to avoid or mitigate these potential conflicts. For information about these policies and procedures, see the section entitled “Brokerage Practices”.

Given the relationship between Harris and NGAM and the changing nature of NGAM’s related businesses and affiliations, there may be other or different potential conflicts of interest that arise in the future or that are not covered by this discussion.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Harris has adopted and enforces a Code of Ethics (the “Code”) in accordance with Rule 17j-1 of the Investment Company Act of 1940 and Rule 204A-1 of the Investment Advisers Act of 1940. All employees of Harris are subject to the Code. The Code provides that any activity that creates the suspicion of misuse of material non-public information by Harris or any employee of Harris, that gives rise to or appears to give rise to any breach of fiduciary duty owed to any client, or that creates any actual or potential conflict of interest between any client and Harris or any employee of Harris is prohibited. The Code sets forth specific requirements and restrictions relating to personal securities trading, outside employment, personal investments with other money managers and confidentiality. The Code also sets forth reporting and certification requirements for employees, including quarterly reporting of personal securities transactions, annual reporting of all holdings, and annual certification that the employee has read and understands the Code and has reported all personal covered securities transactions. Harris will provide a copy of its Code of Ethics upon a client’s or prospective client’s request.

In general, employees of Harris may buy or sell for their own account the same securities that Harris recommends to clients and buys or sells for client accounts. However, because such personal securities trading has the potential to disadvantage or appear to disadvantage Harris’ clients, such transactions are subject to a number of restrictions that are designed to reasonably ensure that Harris’ clients are not disadvantaged. Harris’ Code requires employees to pre-clear most securities transactions for their personal accounts (including any account in which an employee has beneficial ownership or influence or control over investments) and specifically restricts certain transactions for those accounts. For example, employees are restricted from trading a security that was traded by a client within the prior two business days or added to Harris’ Approved Lists of securities within the prior 10 business days. If the employee is a mutual fund portfolio manager, he or she is restricted from trading a security within 15 calendar days before or after a trade for the same security in the mutual fund that the employee manages.

Harris’ Procedures for Personal Trading by Employees impose additional restrictions on personal trading. Certain employees (including all of Harris’ investment professionals) are subject to a “last out” rule, which prohibits them from selling a security owned in their personal account until the later of two days after the security is no longer owned by any mutual fund advised or sub-advised by Harris, or two days after the security is no longer on any of Harris’ Approved Lists. Exceptions to this rule will be granted only infrequently in cases involving financial hardship, sales of de minimis holdings, sales of securities



for newly hired investment professionals, or sales of securities held prior to the effective date of the rule. Employees are also restricted from owning more than ½% of the outstanding shares of any client-owned equity security or more than 4% of the outstanding shares of any equity security not owned by a client. These ownership limits are designed to ensure that none of Harris' employees have a material financial interest in securities that are recommended, bought or sold for client accounts. Mutual fund portfolio managers are also generally restricted from purchasing a security owned in a fund he or she manages or purchasing a security that is eligible for purchase by the fund based on certain market cap criteria. Options and futures trading are also generally limited to certain types of transactions, such as index options and futures, which Harris believes do not present a conflict of interest with Harris' clients.

Harris requires that employee brokerage accounts are maintained at Pershing LLC, an unaffiliated broker-dealer. Any exceptions to this requirement must be pre-approved by the employee's supervisor and Harris' Chief Compliance Officer. Harris uses an automated third-party application to assist in managing employee trading restrictions, and Harris' Compliance Department reviews all employee trades. If an employee trade violates the restrictions set forth in the Code or Harris' procedures, generally, the trade will not be permitted to remain in the employee's account.

Harris also recommends to clients the purchase or sale of securities in which Harris or one or more of its employees or affiliates has a financial interest, including mutual funds, limited partnerships and other pooled investment vehicles advised or sub-advised by Harris or its affiliates. When Harris purchases shares of a mutual fund or other investment vehicle advised or sub-advised by Harris or an affiliate for a client's account, Harris' policy is not to charge its client a separate advisory fee for any assets invested in such vehicle. However, Harris or its affiliates will receive advisory fees directly from the investment vehicle that it or its affiliates advises or sub-advises, and as a result, the client will indirectly pay a pro rata portion of those fees. In addition, where a client has selected a cash management vehicle managed by an affiliate of NGAM, the assets in that vehicle may be included in the calculation of Harris' advisory fee.

In certain limited circumstances, certain pooled investment vehicles for which Harris acts as adviser or sub-adviser and that Harris or a related person might be deemed to control may buy securities from or sell securities to accounts of other Harris clients, if permitted by applicable law and other applicable requirements. For more information about cross trades, see the sub-section entitled "Cross Trades" under the "Brokerage Practices" section.

From time to time, Harris employees may receive gifts or entertainment from a client as appreciation for the investment services Harris provides. Harris' Conflicts of Interest Policies and Procedures provide that such items must be de minimis in nature. Employees may not accept gifts from clients with a total value greater than \$100 per client, per year, if the gift is in connection with his or her employment at Harris. Harris employees may accept entertainment in the ordinary course of business interactions, so long as such entertainment is not so frequent or excessive in amount as to potentially impair the employee's judgment to act in the best interests of Harris and its clients or create an appearance of impropriety.

For more information regarding the potential conflicts of interest that may arise in connection with the investment and trading activities of NGAM and NGAM Entities, see the section entitled "Other Financial Industry Activities and Affiliations".

## **BROKERAGE PRACTICES**

Generally, Harris' clients give it full discretion to choose brokers or dealers through whom transactions may be executed. Some clients, however, direct Harris to use only a specified broker-dealer, while other clients direct Harris to use a group of specified broker-dealers. When Harris is directed to use specific

broker-dealers, it may not be able to obtain best execution while executing transactions with such specified broker-dealer(s).

#### When Harris Selects Broker-Dealers

When Harris has full discretion to choose the broker-dealer to effect a transaction for a client, the broker-dealer is chosen with regard to Harris' ability to seek to obtain the best execution for a client's account after considering all relevant factors. The cost is only one factor in assessing best execution. Harris also looks at the nature 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 the particular security, and the price, along with the execution capability, confidentiality, past promptness and accuracy in executing orders, clearing and settlement capability, and the financial stability of the broker-dealer selected. Transactions may be executed through Electronic Communication Networks or other execution systems. Harris uses numerous broker-dealers and electronic execution management systems to access liquidity in the marketplace. Those broker-dealers that consistently demonstrate the ability to provide the liquidity necessary to facilitate the execution of large orders generally will be favored over other broker-dealers, subject to their ability to provide best execution. Harris may also take into account which broker-dealers provide research and brokerage products and services that are deemed to qualify as eligible research or brokerage products or services under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended (hereinafter referred to as "eligible products or services"). None of the above factors by itself is determinative of best execution. Instead, best execution is determined in light of all circumstances surrounding the transaction or series of transactions.

Harris has a Trading Practices Committee that meets quarterly to review the quality of trade execution, the reasonableness of the commissions charged and other issues related to Harris' trading practices. The Committee members are Harris' President, U.S. and International Chief Investment Officers, Managing Director of Trading, Manager of Fixed Income, and Chief Compliance Officer ("CCO"), or their designees. Harris has also engaged a third party service provider to assist it in analyzing U.S. and non-U.S. equity trade execution performance.

#### Soft Dollars

In determining to effect brokerage transactions through broker-dealers that provide Harris with eligible products or services, Harris will determine (i) whether the product or service is an eligible product or service under Section 28(e)(3); (ii) whether the product or service provides lawful and appropriate assistance to Harris; and (iii) whether, in good faith, the commission or mark up/mark down is reasonable in light of the value of the product or service. During the last fiscal year, eligible research products and services included, among other things, research reports, discussions with research analysts and corporate executives, seminars or conferences, financial and economic publications that are not targeted to a wide audience, software that provides analysis of securities portfolios, market research (including pre- and post-trade analytics) and market data. During the last fiscal year, eligible brokerage products and services included those that (i) were used to effect securities transactions; (ii) performed services incidental to securities transactions; or (iii) were required by an applicable Self Regulatory Organization or SEC rule(s). The eligible products or services provided to Harris may include both (a) products and services created by such broker-dealer (e.g., proprietary research) and (b) products and services created or provided by a third party (e.g., third-party research or brokerage).

Eligible products and services may relate to a particular transaction, but for the most part they consist of a wide variety of information and tools useful to Harris and its clients and generally benefit a wide variety of Harris' clients. Such products and services may not directly benefit those accounts that generated the commissions to pay for them and may be available to Harris on a cash basis. For instance, research

products that may be used for international equity clients may be paid for with commissions generated from domestic equity transactions or vice versa. In determining the amount of brokerage required to obtain eligible products or services, Harris considers, among other things, the availability of the eligible products or services from other brokers or dealers.

If Harris receives an eligible product or service that it also utilizes for non-eligible research or brokerage purposes, it will make a good faith determination as to the cost of such “mixed-use item” between the eligible and non-eligible purposes and use soft dollars to pay only for that portion of the cost related to its eligible purpose. Generally, ineligible purposes are all or a portion of a product or service that does not aid in investment decision-making or trade execution. These are generally products or services that Harris may utilize for administrative needs connected to its trade order management system, performance reporting and other administrative functions.

Harris may also participate in client commission arrangements, commission sharing arrangements and step-out transactions to receive eligible products and services. In “client commission arrangements” or “commission sharing arrangements” (collectively, “CCAs”), Harris may effect transactions, subject to best execution, through a broker-dealer and request that the broker-dealer allocate a portion of the commission or commission credits to a segregated “research pool or pools” maintained by the broker-dealer. Harris may then direct such broker-dealer to pay for eligible third-party products and services. CCAs are not generally used to pay for proprietary products or services of such broker-dealer. Participating in CCAs may enable Harris to (1) strengthen its key brokerage relationships, (2) consolidate payments for eligible products and services, and (3) continue to receive a variety of high quality eligible products and services while facilitating best execution in the trading process. In a step-out transaction, Harris places a trade with an executing broker-dealer and instructs that broker-dealer to “step-out” all or a portion of the transaction and its related commission in favor of another broker-dealer that provides eligible products or services. The second broker-dealer may clear and/or settle the transaction and receive commissions for the stepped-in portion. Harris only enters into step-out transactions if it believes such transactions will not hinder best execution.

In connection with Harris' use of “soft dollars”, a client may pay a broker-dealer an amount of commission for effecting a transaction for the client’s account in excess of the amount of commission another broker-dealer would have charged for the same transaction if Harris determines in good faith that the amount of commission is reasonable in relation to the value of the eligible products or services received, viewed in terms of either the client’s particular transaction or Harris’ overall responsibilities to its clients. When commissions are used to obtain eligible products and services that are produced by broker-dealers or other third parties, Harris’ resources are not used to pay for such products and services, and, as a result, it benefits from such arrangements. Moreover, although Harris seeks best execution and may obtain eligible products and services in accordance with applicable law, it may have an incentive to select a broker-dealer that provides such eligible products and services for the benefit of Harris and its clients, over a particular client’s interest in seeking the lowest possible commission rate charged.

Each year, Harris determines: (i) whether a product or service is an eligible product or service under Section 28(e)(3); (ii) whether a product or service provides lawful and appropriate assistance to Harris; and (iii) whether, in good faith, a commission or mark up/mark down is reasonable in light of the value of the product or service. To help it make these determinations, Harris generally follows these procedures: (1) the research departments estimate their research needs and the value of such research at the beginning of each calendar year; (2) the Directors of Research finalize the brokerage allocations for proprietary research, and the Trading Practices Committee reviews and approves them; (3) new products and services that are to be paid from the CCA research pools are presented to Harris’ President and CCO for review and approval prior to directing the CCA broker-dealers to make payments; (4) progress reports on fulfilling the brokerage allocations and CCA balances are reported at least semi-annually to the Trading

Practices Committee; and (5) the methodology for determining the payments for any mixed use products or services is reviewed annually by the CCO and the accounting department.

In general, brokerage commission rates for U.S. equity securities can range from ¼ of a penny per share for electronic execution management systems to 3 cents per share for full service broker-dealer executions. Non-U.S. equity commission rates vary by country and region and are typically quoted in “basis points” (a basis point is equal to 1/100<sup>th</sup> of 1%). European broker-dealers generally charge lower rates than Pacific Rim broker-dealers. In the calendar year ending 2013, commission rates in Europe ranged between 3 and 15 basis points, and rates in the Pacific Rim ranged between 4 and 20 basis points. In the aggregate, Harris estimates that approximately 80% of the commissions paid are attributable to execution services with the remaining 20% attributable to soft dollars. Harris estimates that approximately 42% (58) of the broker-dealers it utilized for client execution services provided eligible products and services or “soft dollars”.

#### Where Clients Direct Brokerage

Harris believes that its clients are more likely to receive the best results possible on transactions executed for their accounts when Harris is not limited in selecting the executing broker-dealers. However, in limited circumstances, Harris may accept written instructions from its clients to direct brokerage to a broker-dealer (“Directed Broker”) pursuant to arrangements between the client and the Directed Broker. On occasion Harris may also accept written instructions from clients to direct brokerage to a limited number of broker-dealers. Harris’ ability to achieve best execution for its clients may be limited by the nature of such directed brokerage arrangements. The following describes the manner in which transactions involving Directed Brokers will be handled, and it provides important information that clients should be aware of generally about directed brokerage arrangements:

- Clients who have directed brokerage arrangements, including wrap program and other similarly situated clients, may, in some instances, not participate in aggregated orders, and in such cases, the client's order will generally trade after the aggregated order or other similar orders, and could trade last. For more information about aggregated orders, see the sub-section entitled “Aggregation of Orders; Trade Allocations”.
- Depending on the Directed Broker a client has instructed Harris to use, the number of broker-dealers a client has instructed Harris to use, the commission rate and/or fees a client has agreed to pay its Directed Broker, and the securities Harris is purchasing and selling for the client’s account, Harris may or may not achieve best execution when it uses a client’s Directed Broker to execute transactions for its account.
- Harris will not negotiate commission rates with clients’ Directed Brokers.
- Harris may not be able to purchase new issues for clients with directed brokerage arrangements unless a client’s Directed Broker is a member of the underwriting syndicate for the particular new issue.
- Limiting the number of broker-dealers Harris is authorized to use may have similar consequences as presented above.
- As a result of the considerations detailed above, directed brokerage accounts may cost such clients more money, and such accounts may not generate returns equal to those of non-directed accounts.

In agreeing to satisfy a client's directions to execute transactions for its account through a Directed Broker, Harris understands that it is the client's responsibility to ensure that (i) all services provided by the Directed Broker will inure solely to the benefit of the client's account and any beneficiaries of the account, and that all expenses paid are permissible expenses of the account and may properly be provided in consideration for brokerage commissions or other remuneration paid to the Directed Broker; (ii) using the Directed Broker in the manner directed is in the best interests of the client's account and any beneficiaries of the account, taking into consideration the services provided by the Directed Broker; (iii) its directions will not conflict with any obligations that persons acting for the client's account may have to the account, its beneficiaries or any third parties, including any fiduciary obligations that persons acting for the account may have to obtain the most favorable price and execution; and (iv) persons acting for the client's account have the requisite power and authority to provide the directions on behalf of the account and have obtained all consents, approvals or authorizations from any beneficiaries and third parties that may be required under applicable law or instruments governing the account.

#### For Wrap Programs, Model Portfolio and Other Arrangements

Wrap fee program clients should understand that their trades will often be placed with the broker-dealer specified by the wrap program sponsor (the "Program Broker"). Where Harris is responsible for effecting such trades, it generally does not negotiate brokerage commissions with the Program Broker with respect to transactions effected for the account since those brokerage commissions are normally included in the wrap fee. A Program Broker may provide less advantageous execution of transactions than if Harris selected the broker-dealers to execute the transactions. The arrangements for some wrap program clients may, however, allow for the execution of transactions through a broker-dealer other than the Program Broker in order to seek to obtain best execution for the account. In instances where Harris places a trade for a wrap program client account with a broker-dealer other than the Program Broker (and where a "step out" transaction has not been used), the account will generally incur additional execution costs that may not have been incurred if the transaction had been effected with the Program Broker. Additionally, there may be instances where Harris places an order for a wrap program client account with a broker-dealer that is not the Program Broker, where a "step out" transaction can be used to step out a portion of the trade to the Program Broker. In that case, the wrap program client may benefit over other types of directed brokerage arrangements by obtaining best execution while satisfying the directed brokerage arrangement. For more information about the aggregation of orders for wrap programs, see the sub-section entitled "Aggregation of Orders; Trade Allocations".

In model portfolio arrangements with institutional clients, Harris is ultimately not responsible for determining which securities to buy or sell and is not responsible for executing such trades. However, these institutional clients may be buying or selling the same securities that Harris is buying or selling on behalf of its other clients. As a result, these institutional clients may be in the market at or near the same time as Harris, which may have an adverse impact on the price Harris is able to obtain for its other clients and may likewise have an adverse impact on the price such institutional client is able to obtain.

Harris does not request or require that a client direct Harris to execute transactions through a specified broker-dealer. Harris has entered into a brokerage relationship with Pershing, whereby clients may choose to utilize the services of Pershing for their custodial and brokerage needs. If a client engages Harris to manage its assets, and that client does not have a custodian, Harris will recommend the brokerage services of Pershing. For a client utilizing Pershing whose account balance is below a certain minimum, as specified by Pershing, Harris will generally direct trades for such clients to Pershing. Because Harris might be directing trades to Pershing, the client might not be able to participate in Harris' efforts to obtain best execution for its other clients and directed trades may result in increased costs to those clients' accounts. Pershing is not affiliated with Harris and makes no direct or indirect payments to Harris in connection with Harris' broker-dealer recommendation or any directed trades.

## Trade Errors

If it appears that a trade error or breach of investment guidelines or restrictions (collectively, “errors”) has occurred in a client’s account, Harris will review the relevant facts and circumstances to determine an appropriate course of action. Harris’ policy is to ensure that its clients are treated fairly when correcting such errors and that the client will be in a position that is no worse than if the error had not occurred. If Harris causes an error in a client account and is in a position to correct the error prior to settlement date by moving the erroneous trade to Harris’ error account, it will do so, irrespective of the gain or loss realized in Harris’ error account. Errors detected after settlement that result in gains to client accounts are generally kept by the client account. Certain accounts may not be permitted to retain gains from errors due to client-imposed restrictions or other limitations, and in those instances, the gain from the error will be kept by Harris.

## Allocation of Investment Opportunities

Harris makes decisions to recommend, purchase, sell or hold securities for all of its client accounts, including affiliated client accounts, based on the specific investment objectives, guidelines, restrictions and circumstances of each account. It is Harris’ policy to allocate, to the extent operationally and otherwise practical, investment opportunities to each client over a period of time on a fair and equitable basis relative to its other clients. There may be instances when allocating investment opportunities where some clients may participate in certain opportunities made available to Harris while other clients may not. Where client accounts, including mutual fund clients, have competing interests in limited investment opportunities, including participation in new issues, Harris will allocate these investment opportunities based on numerous considerations including cash availability and/or liquidity requirements, the time competing accounts have had funds available for investment or have had investments available for sale, investment objectives and restrictions, an account’s participation in other opportunities, tax considerations and relative size of portfolio holdings of the same or comparable securities. In general, Harris favors clients holding meaningful positions in the portfolio securities purchased for their accounts. Consistent with that strategy, Harris has determined that it is generally more desirable for a smaller group of clients to hold a meaningful position in a particular security, rather than for a larger group to hold an insignificant position.

These are the same considerations that pertain to allocations of new issues that Harris anticipates will initially trade in the open market at a premium. Harris’ participation in and allocation of new issues are often extremely limited. Harris has procedures in place to ensure compliance with FINRA’s rules and restrictions relating to the distribution of new issues. These procedures and rules may restrict participation by certain accounts, including those for which Harris does not have sufficient information from the client.

Harris may make recommendations and take actions with respect to a particular client’s account that may be the same as or may differ from the recommendations made, or the timing or nature of actions taken with respect to other client accounts.

## Aggregation of Orders; Trade Allocations

When Harris believes it is desirable, appropriate and feasible to purchase or sell the same security for a number of client accounts at the same time, Harris may aggregate its clients’ orders (“Aggregated Orders”), including orders on behalf of affiliated clients, in a way that seeks to obtain more favorable executions, in terms of the price at which the security is purchased or sold, the costs of execution, and the efficiency of processing the transactions. Each account that participates in an Aggregated Order will participate at the average share price. Occasionally, depending upon a portfolio manager’s process for

reviewing and making investment decisions for accounts and the complexity and number of investment restrictions and guidelines associated with such accounts, a portfolio manager may place an order to purchase or sell a security for an account or group of accounts before or after an order for the same security for another account or group of accounts. If this occurs, the first order may be fully executed before a subsequent order is received by the trading desk, in which case the subsequent order might not receive the same price as the first order.

The trade allocation process takes place on as timely a basis as possible, i.e., as a client order is completed in full or, in the case of a partially executed Aggregated Order, at the market's close when the average price can be calculated. The trader will aggregate orders of different portfolio managers if the trader believes the Aggregated Order would provide each client with an opportunity to achieve a more favorable execution.

In the case of an Aggregated Order that has not been completely filled, Harris uses an automated application that determines an average execution price and then allocates securities among the accounts participating in the order. Most institutional, mutual fund, wrap program and sub-advised accounts are generally allocated in proportion to the size of the order placed for each account (i.e., pro rata), subject to certain minimum lot sizes depending on the size of the account. Other accounts, such as private client portfolios, are generally fully allocated using a rotational allocation methodology (high to low, low to high alphabetically by family group name). Harris believes such methodology, along with the process by which orders are placed, is reasonably designed to be fair and equitable to all such accounts over time. Harris may, however, increase or decrease the amount of securities allocated to one or more accounts if necessary to avoid holding odd-lots or small numbers of shares in a client account.

Harris may deviate from this methodology in certain situations, including the following: (i) when making initial investments for newly established accounts for the purpose of seeking to fully invest such accounts as promptly as possible; (ii) when a complex order involving purchases and sales of one or more securities is entered for a group of accounts that would normally receive pro rata allocations, a rotational allocation methodology based on available cash in the accounts will be used to ensure that the trades can be settled; (iii) where large across the board selling takes place due to significant price movements, and a pro rata allocation is used to ensure that all accounts participate in the executions; (iv) where a mutual fund account is selling securities in order to raise cash quickly to meet redemptions; (v) when a partial fill on an account or family group of accounts would be incomplete as a result of switching the rotational fill sequence to the opposite direction (i.e., low to high from high to low); (vi) for equitable allocations involving multiple related accounts; or (vii) when actions are taken to correct an order entry or a trader operational error. Harris' CCO must approve any deviations from the allocation methodology.

Although Harris believes that the ability to aggregate orders for client accounts will generally benefit its clients as a whole over time, in any particular instance, such aggregation may result in a less favorable price or execution for a client than might have been obtained if the particular transaction had been effected on an unaggregated basis.

Generally, as noted above, Harris' clients give it full discretion to choose broker-dealers through whom transactions may be executed. Clients that direct Harris to use a specified broker-dealer, including a wrap program broker-dealer, should understand that compliance with such directions may, in some instances, result in such accounts not participating in an Aggregated Order.

When feasible and when Harris believes it is appropriate, Harris will aggregate orders for directed brokerage, wrap program or other similarly situated clients with orders for the same securities for other Harris clients, and execute such Aggregated Order with the broker-dealer that Harris believes will provide the best execution of the Aggregated Order. In such cases, Harris may use a "step out" transaction if the

executing broker-dealer is not the client's directed broker-dealer or wrap program broker-dealer. A "step out" transaction is one in which Harris instructs the executing broker-dealer to "step out" the directed brokerage or wrap program client's portion of the Aggregated Order to the client's directed or program broker-dealer who will clear, settle and confirm the transaction and charge the client the commission rate that it has negotiated with the client or the wrap program sponsor. The executing broker-dealer does not receive a commission for that portion of the trade.

Where directed brokerage or wrap program transactions cannot be aggregated with transactions for Harris' other clients because a client does not permit Harris to use "step outs" or because Harris reasonably determines that a "step out" is not possible for the particular transaction, such client's order will generally trade after the Aggregated Order in a random rotation with other similar orders, and could trade last.

Aggregation of orders for fixed income securities is infrequent due to the nature of how such orders are placed and processed. Fixed income security orders are generally executed in the order they are received from the portfolio managers. However, for certain accounts, if orders can be aggregated, partial executions will be allocated on a pro rata basis.

Cross Trades. On occasion Harris may effect "cross trades" between client accounts. A "cross trade" involves the purchase and sale of securities between accounts managed by Harris in order to minimize or eliminate transaction and market impact costs. Harris will effect such transactions only when it deems the transaction to be in the best interests of both client accounts, in accordance with applicable laws (including Section 206 of the Investment Advisers Act of 1940 and Rule 17a-7 under the Investment Company Act of 1940), and with respect to any client subject to ERISA, as permitted by ERISA Section 408(b)(19) or another applicable prohibited transaction exemption, and consistent with policies and procedures adopted by Harris or its clients, including mutual funds advised or sub-advised by Harris.

## **REVIEW OF ACCOUNTS**

Client accounts are reviewed in a variety of ways. Individual portfolio managers are responsible for continuously monitoring their client portfolios and identifying those portfolios that warrant a more detailed review. Portfolios are also reviewed by portfolio managers whenever market conditions offer attractive buy/sell opportunities and in conjunction with client-driven changes in cash flows or objectives.

Additionally, and depending upon the type of client and/or strategy, accounts are reviewed using various exception-based reports. These reports are generated with varying degrees of frequency - ranging from daily to annually. For accounts that follow a particular strategy, the portfolio managers and other operations and compliance personnel routinely monitor the portfolios' holdings and performance dispersion against the relevant model portfolio to ensure the accounts are relatively consistent. Where exceptions are noted, reviews may be escalated to various senior investment professionals for review.

Clients generally receive portfolio reports at least quarterly, which could include time-weighted rates of return, portfolio holdings and market values. ERISA clients may also receive at least annually a report of the proxy voting record for their account. Clients may receive additional information as may be reasonably requested.



## **CLIENT REFERRALS AND OTHER COMPENSATION**

From time to time, Harris enters into arrangements with affiliated parties (including NGAM or its related entities) or unaffiliated third parties for their assistance in referring business to Harris or providing client service to Harris' clients. Harris may pay cash compensation to these affiliated or unaffiliated parties that is equal to a specified percentage of the advisory fees received by Harris from accounts obtained through the affiliated or unaffiliated party. Any such arrangements will comply with Rule 206(4)-3 under the Investment Advisers Act of 1940.

## **CUSTODY**

Harris does not maintain or hold custodial accounts for clients' securities or funds. Each client is responsible for retaining a qualified custodian (e.g., a broker-dealer, bank or other qualified custodian) that sends the client account statements at least quarterly. Clients should review those statements carefully.

Although Harris does not maintain or hold custodial accounts, under the SEC's "Custody Rule", Harris is deemed to have custody of certain clients' securities or funds because: (1) such clients have granted Harris the authority to access or withdraw such securities or funds maintained by the clients' qualified custodians upon Harris' instruction, or (2) Harris serves as a general partner to limited partnerships.

## **INVESTMENT DISCRETION**

Harris renders investment advice and counseling on both a discretionary and limited non-discretionary basis. Generally, Harris' clients give it investment discretion over assets placed under Harris' management. When Harris has investment discretion, it is authorized to make all investment decisions and to direct the execution of all transactions for the client's account without consulting with the client in connection with each transaction.

When Harris is retained on a non-discretionary basis, all investment decisions are made by the client and account transactions are executed only in accordance with the client's advisory agreement or other authorization. Such transactions may be delayed relative to transactions for clients that have given Harris discretionary authority.

Regardless of whether an account is discretionary or non-discretionary, Harris generally requires a written agreement between it and the client that sets forth Harris' authority to act on behalf of the client and any limitations thereto. This agreement may be supplemented with various letters of authority or powers of attorney.

For more information, see the section entitled "Advisory Business".

## **VOTING CLIENT SECURITIES**

Harris generally accepts proxy voting authority from its clients when such authority is offered. In some instances, clients retain proxy voting authority and will receive proxies and other solicitation materials directly from their custodians or transfer agent. A client may contact their portfolio manager with questions about a particular proxy issue. Clients who have given Harris proxy voting authority may, on rare occasions, direct Harris to vote for or against or abstain from voting in connection with a particular proxy proposal. In order to effectuate such direction, the client must contact his or her portfolio manager prior to Harris casting its vote on that proxy proposal.

If Harris has proxy voting authority, it follows its proxy voting policies and procedures. The following is a summary of these policies and procedures:

**Introduction.** Harris believes that proxy voting rights are valuable portfolio assets and an important part of our investment process, and we exercise our voting responsibilities solely with the goal of serving the best interests of our clients as shareholders of a company. Harris believes that the proxy voting process is a significant means of addressing crucial corporate governance issues and encouraging corporate actions that enhance shareholder value. In determining how to vote on any proposal, Harris will consider the proposal's expected impact on shareholder value and will not consider any benefit to Harris or its employees or affiliates.

**Summary of Proxy Voting Guidelines.** Harris considers the reputation, experience and competence of a company's management when we evaluate the merits of investing in a particular company, and we invest in companies in which we believe management goals and shareholder goals are aligned. Therefore, on most issues, Harris will vote in accordance with management's recommendations. This does not mean we do not care about corporate governance. Rather, it is a confirmation that our process of investing with shareholder aligned management is working. However, when we believe management's position on a particular issue is not in the best interests of our clients, we will vote contrary to management's recommendation.

Harris has established a number of proxy voting guidelines on various issues of concern to investors. Harris will normally vote proxies in accordance with these guidelines. However, where issues are not covered by our guidelines or when the analyst responsible for covering a particular issuer recommends a vote contrary to our guidelines or, in the absence of a guideline, contrary to the recommendation of Institutional Shareholder Services ("ISS"), an independent third-party that analyzes proxy issues and recommends votes on those issues, Harris' Proxy Voting Committee will determine whether the recommended vote is in the best economic interests of shareholders. Our voting guidelines do not cover all potential issues but generally address common issues related to boards of directors, auditors, equity-based compensation plans, and shareholder rights, and reflect the following beliefs:

**Election of Directors.** Harris believes that a company should have a majority of independent directors and that audit, compensation and nominating committees should consist solely of independent directors. Harris will normally vote in favor of proposals that insure such independence.

**Auditors.** Harris believes that the relationship between a public company and its auditors should be limited primarily to the audit engagement, and Harris will normally vote in favor of proposals to prohibit or limit fees paid to auditors for any services other than auditing and closely-related activities that do not raise any appearance of impaired independence.

Equity Based Compensation Plans. Harris believes that appropriately designed plans approved by shareholders can be an effective way to align the interests of long-term shareholders and the interests of management, employees and directors. However, Harris will normally vote against plans that substantially dilute our ownership interest in the company or provide participants with excessive awards. We will also normally vote in favor of proposals to require the expensing of options.

Shareholder Rights. Harris believes that all shareholders should have an equal voice and that barriers that limit the ability of shareholders to effect corporate change and to realize the full value of their investment are not desirable. Harris will normally vote against proposals for supermajority voting rights, against the adoption of poison pill plans, and against proposals for different classes of stock with different voting rights.

Social Responsibility Issues. Harris believes that matters related to a company's day-to-day business operations are primarily the responsibility of management. We are focused on maximizing long-term shareholder value and will normally vote in accordance with management's recommendations on social issues unless we believe voting otherwise would have a substantial positive economic impact on the value of our holdings.

Voting Shares of Foreign Issuers. Because foreign issuers are incorporated under the laws of countries outside the United States, protection for shareholders may vary significantly from jurisdiction to jurisdiction. Accordingly, Harris' guidelines may not be appropriate under some circumstances for foreign issuers.

Potential Conflicts of Interest. Harris' Proxy Voting Committee will monitor and resolve any potential conflicts of interest with respect to proxy voting. A conflict of interest might exist, for example, when an issuer who is soliciting proxy votes also has a client relationship with Harris, when a client of Harris is involved in a proxy contest or when an employee of Harris has a personal interest in a proxy matter. When a conflict of interest arises, in order to insure that proxies are voted solely in the best interests of our clients as shareholders, we will vote in accordance with either our written guidelines or the recommendation of ISS. If we believe that voting in accordance with the guidelines or the recommendation of ISS would not be in the collective best interests of shareholders, our Proxy Voting Conflicts Committee will determine how shares should be voted.

Obtaining Further Information. If a client would like a copy of Harris' complete proxy voting policies and procedures or information as to how Harris voted the client's shares, a written request should be sent to the client's Portfolio Manager, Portfolio Associate or Client Relations contact at Harris Associates L.P., 111 S. Wacker Drive, Suite 4600, Chicago, IL 60606.

## **FINANCIAL INFORMATION**

Under this disclosure item, the SEC requires advisers to disclose certain financial information if, among other things, the adviser requires pre-payment of advisory fees of more than \$1,200 per client, six months or more in advance, or the adviser's financial condition is reasonably likely to impair its ability to meet its contractual commitments to clients. Because Harris does not require such pre-payments and its financial condition is not impaired, this disclosure item is not applicable.