

## **DAVIS ADVISORS**

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## **FORM ADV PART 2**

### **BROCHURE**

**January 1, 2014**

### **DAVIS SELECTED ADVISERS, L.P.**

**2949 East Elvira Road, Suite 101**

**Tucson, Arizona 85756**

### **DAVIS SELECTED ADVISERS-NY, INC.**

**620 Fifth Avenue, 3<sup>rd</sup> Floor**

**New York, New York 10020**

This brochure provides information about the qualifications and business practices of Davis Selected Advisers, L.P. and Davis Selected Advisers-NY, Inc. (jointly "Davis Advisors"). If you have any questions about the contents of this brochure, please contact us at 800-279-2279. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Davis Selected Advisers, L.P. and Davis Selected Advisers-NY, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Privacy Notice**

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We collect information about you from your transactions with us, with our affiliates, and with the sponsors of our managed money/wrap account programs. We use this information to process your requests and transactions. We do not disclose any nonpublic personal information about you to anyone except as permitted by law.

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

## **Item 2 Material Changes**

This section describes the material changes to Form ADV Disclosure Brochure since the last annual amendment of our Form ADV on March 30, 2012. Following is a summary of the material changes; see the identified sections for greater detail.

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

The principal investment strategies and principal risks for each Investment Strategy have been rewritten and expanded. This reflects a change and expansion of legal disclosure and not a change in practice.

The Large Cap Growth and Balanced investment strategies have been removed.

### Item 9 Disciplinary Information

Plaintiffs have filed a claim in the United States District Court for Southern District of New York. Plaintiff is a shareholder of Iron Mountain, Inc. seeking to reclaim “short-swing profits” under Rule 16(b) against Davis Advisors, Davis New York Venture Fund, and Christopher Davis (“Davis Parties”). The Davis Parties believe the action is without merit and are vigorously defending themselves.

### Brochure Supplement

F. Jack Liebau, Jr., Kenneth Feinberg and Stephen Chen are no longer affiliated with Davis Advisors

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*Appendix A*

*Brochure Supplement*

## **Item 4 Advisory Business**

### Davis Selected Advisers, L.P.

Davis Selected Advisers, L.P., (referred to jointly with Davis Selected Advisers-NY, Inc. as “Davis Advisors”) provides discretionary portfolio management services, serving as investment adviser or sub-adviser for registered investment companies (including the Davis Funds, Selected Funds, and Clipper Fund), unregistered investment companies, offshore funds, and private accounts. Davis Advisors also works with sponsors to serve as investment adviser for managed money/wrap account programs. In certain managed money/wrap account programs Davis Advisors will provide non-discretionary investment management services (generally in the form of model portfolios).

Davis Selected Advisers, L.P. has been offering investment advisory services since 1969. Davis Selected Advisers, L.P. is a private Colorado limited partnership. Davis Selected Advisers, L.P.’s limited partnership units are owned (either directly or through holding companies) primarily by members of the Davis family, and Davis Selected Advisers, L.P.’s officers and employees. Andrew Davis and Christopher Davis each own 25% or more of Davis Selected Advisers, L.P.’s limited partnership units. Davis Investments, LLC (a Delaware limited liability company) serves as Davis Selected Advisers, L.P.’s sole general partner. Davis Investments, LLC is wholly owned by Christopher Davis.

### Davis Selected Advisers-NY, Inc.

Davis Selected Advisers – NY, Inc.’s only business is to serve as a sub-adviser for selected institutional accounts for which Davis Selected Advisers, L.P. serves as investment adviser. Clients do not do business directly with Davis Selected Advisers – NY, Inc., Davis Selected Advisers – NY, Inc. works exclusively as a sub-adviser with selected clients of Davis Selected Advisers, L.P.

Davis Selected Advisers – NY, Inc. (a Delaware corporation) is a wholly owned affiliate of Davis Selected Advisers, L.P. Davis Selected Advisers-NY, Inc. has been offering sub-advisory services to select clients of Davis Selected Advisers, L.P. since 1997.

### Advisory Services Offered

As of December 31, 2013, Davis Advisors managed approximately \$47 billion in client assets on a discretionary basis and approximately \$1.0 billion in client assets on a non-discretionary basis.

Davis Advisors manages client accounts in the following investment strategies:

- Large cap value;
- Concentrated equity;
- Multi-cap equity;
- Financial services;
- International companies;
- Global companies;
- Real estate companies;
- Appreciation & Income;
- Government securities; and
- Government money market funds.

A brief description of each of these investment strategies and their principal risks is included in Item 8 Methods of Analysis, Investment Strategies, and Risk of Loss.

Accounts are managed based on an existing Davis Advisors investment strategy. Davis Advisors may tailor its advisory services to the reasonable demands of its clients. The tailoring of any Davis Advisors investment strategy is generally accomplished through investment restrictions established by the client and provided to Davis Advisors in writing. For example, clients may impose reasonable investment limitations and restrictions on specific securities, industry sectors, etc. Davis Advisors retains the right to refuse to accept a client for any reason, including unreasonable investment limitations or restrictions.

#### Managed money/wrap accounts

Davis Advisors has been retained as an investment adviser under a number of investment advisory programs, commonly referred to as separately managed account, directly managed account, unified managed account, wrap accounts or similarly named programs (collectively, “managed money/wrap account”). The wrap sponsor pays Davis Advisors a portion of the wrap fee for its services. These managed money/wrap accounts have been created by the financial institutions (each a “Sponsor”). For a current list of financial institutions sponsoring managed money/wrap accounts which Davis Advisors participates in, see Section 5.I.(2) of Schedule D in Davis Advisors’ Form ADV Part 1.

When advising managed money/wrap accounts, Davis Advisors’ trading desk typically instructs the program sponsors when to execute portfolio transactions. When advising accounts other than managed money/wrap accounts (including private accounts or investment companies), Davis Advisors’ trading desk will execute portfolio transactions on behalf of the client. For more detailed information see “Item 12: Brokerage Practices”.

Some custodians/broker-dealers have established programs for independent registered investment advisors (RIA) that allow the RIA’s to act as a managed money/wrap account sponsor. In these circumstances Davis Advisors may enter into an investment advisory agreement with a client directly. Although, Davis Advisors has entered into an agreement with the client directly, the RIA still serves as the sponsor. In these circumstances Davis Advisors receives only limited information from the RIA.

The Sponsors may recommend to a client the retention of Davis Advisors as an investment adviser, pay Davis Advisors’ investment advisory fee on behalf of the client, monitor and evaluate Davis Advisors’ performance, execute the client’s portfolio transactions and/or provide custodial services for the client’s assets. Certain Sponsors receive Davis Advisors’ model portfolio and, based on that model, the Sponsor exercises investment discretion and executes each investor’s portfolio transactions based on the Sponsor’s own investment judgment. When Davis Advisors provides a Sponsor a model portfolio, the Sponsor provides investment advice to its clients based on their individual needs.

Typically, in a managed money/wrap account, equity securities transactions are executed without a commission charge or at a fixed commission amount per trade and fixed income securities transactions are executed with mark-ups or mark-downs that are incorporated into the purchase or sale prices, rather than separate commission charges. Normally, managed money/wrap accounts offer all of these services for a single, all-inclusive fee the client pays to the Sponsor. Davis Advisors generally is paid a portion of the wrap fee for its services. In a typical managed money/wrap account arrangement, the client enters into an investment advisory agreement with the Sponsor and Davis Advisors enters into a sub-advisory agreement with the Sponsor. Davis Advisors fees for managing a managed money account may be less than the fees Davis Advisors receives for managing similar accounts outside of a managed money program. However, clients should be aware that the total fees associated with a managed money program may be greater than those which might be available if the services were acquired separately.

In determining the suitability of a particular Davis Advisors' investment style to the individual needs and financial situation of each managed money/wrap account, Davis Advisors relies on the Sponsor's suitability determination and Sponsor-gathered information on the prospective client. This typically includes, among other things, a personal interview of the client and/or a written questionnaire completed by the client, which provides certain financial and other relevant data, including the client's investment objectives, risk tolerance and investment restrictions, if any. Some Sponsors will not provide Davis Advisors with the financial and other data relevant to the individual needs and financial situation of each client. Thus, under such managed money/wrap account programs, Davis Advisors cannot independently conclude that a client's chosen investment style is suitable for that client. In such circumstances, Davis Advisors must and therefore will rely solely and exclusively on the Sponsor's suitability determinations. Clients of such managed money/wrap accounts should contact their Sponsor for more information about the Sponsor's role in making a suitability determination regarding the client's chosen investment style(s). After an account has been established, Davis Advisors is available to communicate with the client or the client's representative, as needed, on matters concerning the client's investments that Davis Advisors is managing.

#### Davis Advisors Provides Limited Services

Davis Advisors does not provide financial planning services. Accordingly, Davis Advisors will provide investment management services only with respect to the securities, cash, and other investments held in a client's account and, in making recommendations with respect to the account, Davis Advisors will not consider any other securities, cash, or other investments owned by the clients. In addition, Davis Advisors does not provide tax, accounting or legal services or advice.

Davis Advisors does not act as a Sponsor for any Wrap-Fee Programs.

## **Item 5 Fees & Compensation**

#### Fees for Advisory Services

Advisory fees are earned based on a percentage of assets. The advisory fees charged depend on: (i) the services rendered (e.g., advisory versus sub-advisory, investment company versus private account, managed money/wrap account, etc.); (ii) the client's investment objective and investment strategy (e.g., large cap value companies, large cap growth companies, concentrated equity portfolio, multi-cap equity, financial services, international companies, global companies, real estate companies, appreciation & income, balanced, government securities, government money market funds); (iii) the size of the account; and (iv) other factors. All fees are subject to negotiation based on the circumstances of the client and other factors, including but not limited to the type and size of the account and the type and amount of client-related services that Davis Advisors will provide.

#### Investment Companies

Fees for serving as investment adviser for equity-oriented investment companies typically begin with a base of 0.55% of assets under management on an annual basis, and are reduced as assets increase. Fees for serving as sub-adviser for equity oriented investment companies typically charge 0.45% on the first \$100 million net assets, 0.40% on the next \$400 million net assets, and 0.35% on net assets over \$500 million. Fees for government securities and money market investment companies typically begin with a base of 0.50% of assets. All fees are subject to negotiation based on the circumstances of the client and other factors, including but not limited to the type and size of the account and the type and amount of client-related services that Davis Advisors will provide. Specific advisory fees and expense-related information may be found in the client's prospectus or Statement of Additional Information.

#### Private Accounts

The fees charged for large cap value, large cap growth, concentrated equity, multi-cap equity, financial services, international companies, global companies, real estate companies, appreciation & income, and balanced private account clients are individually negotiated but are expected to range from 0.324% to 1.00% of the fair market value of the assets on an annual basis depending on the nature and size of the account, investment strategy and other factors.

#### Managed money/wrap accounts

Davis Advisors serves as discretionary or non-discretionary investment adviser for a number of managed money/wrap account programs. After consulting with the managed money/wrap account sponsor, some clients select Davis Advisors to manage security accounts. The managed money/wrap account sponsor provides the primary client contact with regard to such clients, and works with them to develop and update investment guidelines as needed and to determine the amount to be allocated to their account with Davis Advisors. These managed money/wrap accounts pay a single fee to the managed money/wrap account sponsor, covering the services rendered by both the sponsor and Davis Advisors. The managed money/wrap account sponsor pays Davis Advisors an annual fee on a quarterly basis, based on the value of all client accounts that Davis Advisors manages on its behalf.

The fees that Davis Advisors receives for large cap value, large cap growth, concentrated equity, multi-cap equity, financial services, international companies, global companies, real estate companies, appreciation & income, and balanced managed money/wrap accounts are subject to negotiation but are expected to range from 0.34% to 0.50% of the fair market value of assets on an annual basis. Fees are individually negotiated and are subject to substantial variation.

#### Billing

Generally clients are billed for fees incurred on either a quarterly or monthly basis in arrears. While Davis Advisors does not require pre-payment of fees some client agreements call for the payment of fees in advance.

#### Termination

Client investment advisory agreements provide for termination without penalty generally on sixty days' notice by the client or Davis Advisors. The agreements provide for automatic termination in the event of an assignment. Terminated accounts will be charged advisory fees by Davis Advisors through the date assets are transferred. Upon termination, Davis Advisors is under no obligation to recommend any action with regard to the securities or other property held in a client's account. Davis Advisors generally does not collect fees in advance, however on those accounts where payment is made in advance a pro-rata amount will be refunded to a client upon termination of the account. The refunded amount is determined by the length of time remaining in the billing cycle.

#### Related Fees and Expenses

Clients may incur other fees or expenses in connection with the account managed by Davis Advisors, such as custodian fees paid to the bank, trust or brokerage firm holding client assets, or mutual fund operating expenses. These fees are generally not paid to Davis Advisors.

Clients will incur brokerage and other transaction costs; see Item 12 for a more detailed discussion of brokerage and other transaction costs.

#### Davis Advisors Does Not Accept Compensation for the Sale of Securities

Neither Davis Advisors nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. An affiliate of Davis Advisors, Davis Distributors, LLC, serves as principal underwriter of Davis Funds, Selected Funds, and Clipper Fund. As principal underwriter Davis Distributors, LLC may receive asset-based sales charges or service fees for the sale of these funds.

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

Davis Advisors does not charge performance based fees– that is, fees based on a share of capital gains on or capital appreciation of the assets of a client. Davis Advisors is not subject to the potential conflicts of interest which arise when accounts which pay performance-based fees are managed side-by-side with accounts which pay an asset based fee.

## **Item 7 Types of Clients**

Davis Advisors provides discretionary portfolio management services, serving as investment adviser or sub-adviser for registered investment companies (including the Davis Funds, Selected Funds, and Clipper Fund), unregistered investment companies, offshore funds, and private accounts. Davis Advisors also works with sponsors to serve as investment adviser for managed money/wrap account programs. In certain managed money/wrap account programs Davis Advisors will provide non-discretionary investment management services (generally in the form of model portfolios).

Subject to negotiation and exceptions, there is a minimum size of \$100,000 for managed money/wrap accounts and \$10,000,000 for sub-advised accounts and private accounts. Davis Advisors has a number of large cap growth and balanced private accounts and managed money/wrap accounts which have been exempted from the minimum account size.

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

Davis Advisors manages client accounts on a discretionary basis in the following investment strategies:

- Large cap value;
- Concentrated equity;
- Multi-cap equity;
- Financial services;
- International companies;
- Global companies;
- Real estate companies;
- Appreciation & Income;
- Government securities; and
- Government money market funds.

A brief description of the Davis Investment Discipline, factors which may contribute to differences in performance among similarly managed accounts, and each of these investment strategies is provided below. Following the description of the investment strategies is a more detailed description of Principal Risks and Additional Information about Investments.

### **The Davis Investment Discipline**

Davis Advisors manages equity accounts using the Davis Investment Discipline. Davis Advisors conducts extensive research to try to identify businesses that possess characteristics which Davis Advisors believes foster the creation of long-term value, such as proven management, a durable franchise and business model, and sustainable competitive advantages. Davis Advisors aims to invest in such businesses when they are trading at discounts to their intrinsic worth. Davis Advisors emphasizes individual stock selection and believes that the ability to evaluate management is critical. Davis Advisors routinely visits managers at their places of business in order to gain insight into the relative value of different businesses. Such research, however rigorous, involves predictions and forecasts that are inherently uncertain. Over the years, Davis Advisors has developed a list of characteristics that it believes help companies to create shareholder value over the long term and manage risk. While few companies possess all of these



characteristics at any given time, Davis Advisors searches for companies that demonstrate a majority or an appropriate mix of these characteristics.

#### First Class Management

- Proven Track Record
- Significant Alignment of Interests in Business
- Intelligent Application of Capital

#### Strong Financial Condition and Satisfactory Profitability

- Strong Balance Sheet
- Low Cost Structure
- High Returns on Capital

#### Strong Competitive Positioning

- Non-Obsolescent Products / Services
- Dominant or Growing Market Share
- Global Presence and Brand Names

After determining which companies Davis Advisors believes that an account should own, it then turns its analysis to determining the intrinsic value of those companies' equity securities. Davis Advisors seeks equity securities which can be purchased at attractive valuations relative to their intrinsic value. Davis Advisors' goal is to invest in companies for the long term. Davis Advisors considers selling a company's equity securities if the securities' market price exceeds Davis Advisors' estimates of intrinsic value, or if the ratio of the risks and rewards of continuing to own the company's equity securities is no longer attractive.

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

#### Factors which may Contribute to Differences in Performance among Similarly Managed Accounts

Davis Advisors serves as investment adviser for a number of institutional private accounts, sub-advised investment companies, offshore funds, and managed money/wrap accounts, whose portfolios are patterned after model portfolios or designated mutual funds managed by Davis Advisors. The portfolio holdings and transactions of these institutional private accounts, sub-advised investment companies and managed money/wrap accounts are similar to, but not exactly the same as, the model portfolios or designated mutual funds.

The investment performance of accounts managed using similar investment strategies are expected to be similar, but not identical to one another. Factors which may cause performance to vary include, but are not limited to:

1. Different investment restrictions. For example, certain clients may be prohibited from investing in identified classes of securities or are subject to limitations on the percentage of assets which may be invested in identified classes of securities.
2. Different timing of cash flows. The timing of when portfolio securities are purchased or sold in response to cash flows may have a material impact on performance.
3. Allocation of Investment Opportunities. Clients are not assured of participating equally or at all in particular investment allocations. The nature of a client's investment style may exclude it from

participating in many investment opportunities, even if the client is not strictly precluded from participation based on written investment restrictions. For example: (i) large cap value clients are unlikely to participate in initial public offerings of small-capitalization companies; (ii) Davis Advisors may allocate short-term trading opportunities to clients pursuing active trading strategies rather than clients pursuing long-term buy-and-hold strategies; (iii) minimum block sizes may be optimal for liquidity which may limit the participation of smaller accounts; (iv) it is sometimes impractical for some custodians to deal with securities which are difficult to settle; and (v) private accounts and managed money/wrap accounts generally do not participate in direct purchases of foreign securities, but may participate in ADRs, GDRs, or common shares registered and actively traded in the United States.

4. Limitations on Aggregate Investments in a Single Company. Davis Advisors policy is not to invest for the purpose of exercising control or management of other companies. In extraordinary circumstances, Davis Advisors may seek to influence management. In such an event appropriate government and regulatory filings would be made.

Federal and state laws, as well as company documents (sometimes referred to as “poison pills”), may limit the percentage of a company’s outstanding shares which may be purchased or owned by the Adviser’s clients. This is especially true in heavily regulated industries such as insurance, banking, and real estate investment trusts. Unless it can obtain an exception, the Adviser will not make additional purchases of these companies for its clients if, as a result of such purchase, shares in excess of the applicable investment limitation (for example, 9.9% of outstanding voting shares) would be held by its clients in the aggregate.

5. Effects of Currency Exchange. Clients not using the U.S. Dollar as their base currency may experience different performance when asset values are converted back into their base currency.

## **Large Cap Value**

### *Investment Objective*

Long-term growth of capital.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client’s principally in common stocks (including indirect holdings of common stock through depositary receipts) issued by large companies with market capitalizations of at least \$10 billion. Historically, the Large Cap Value strategy has invested a significant portion of its assets in financial services companies and in foreign companies, and may also invest in mid- and small-capitalization companies.

*Benchmark Index*  
Standard & Poor's 500® Index.

Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Large Cap Value investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common stock risk
- Headline risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Financial services risk
- Foreign country risk
- Emerging markets risk
- Foreign currency risk
- Depository receipts risk
- Fees and expenses risk

## **Concentrated Equity**

*Investment Objective*

Long-term growth of capital; or  
Long-term growth of capital and capital preservation.

*Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client's portfolio principally in common stocks (including indirect holdings of common stock through depository receipts) issued by large companies with market capitalizations of at least \$10 billion. The Concentrated Equity strategy is non-diversified and, therefore, is allowed to focus its investments in fewer companies than a strategy that is required to diversify its portfolio. A client's portfolio generally contains between 15 and 35 securities, although the precise number of its investments will vary over time. Historically, the Concentrated Equity strategy has invested a significant portion of its assets in financial services companies and in foreign companies, and may also invest in mid- and small-capitalization companies.

*Benchmark Index*  
Standard & Poor's 500® Index.

Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Concentrated Equity investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk

- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Headline risk
- Focused portfolio risk
- Financial services risk
- Foreign country risk
- Fees and expenses risk
- Depository receipts risk

## **Multi-Cap Equity**

### *Investment Objective*

Long-term growth of capital.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client's portfolio principally in common stocks (including indirect holdings of common stock through depository receipts). The Multi-Cap Equity strategy may invest in large, medium, or small companies without regard to market capitalization and may invest in issuers in foreign countries, including countries with developed or emerging markets.

### *Benchmark Index*

Russell 3000<sup>®</sup> Index.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Multi-Cap Equity investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common Stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Headline risk
- Foreign country risk
- Emerging markets risk
- Foreign currency risk
- Depository receipts risk
- Fees and expenses risk

## Financial Services

### *Investment Objective*

Long-term growth of capital.

### *Principal Investment Strategy*

*Davis Advisors uses the Davis Investment Discipline to invest at least 80% of a client's net assets, plus any borrowing for investment purposes, in securities issued by companies principally engaged in the financial services sector. The financial services strategy invests principally in common stocks (including indirect holdings of common stock through depositary receipts). The financial services strategy may invest in large, medium, or small companies without regard to market capitalization and may invest in issuers in foreign countries, including countries with developed or emerging markets.*

A company is principally engaged in financial services if it owns financial services-related assets that constitute at least 50% of the value of all of its assets, or if it derives at least 50% of its revenues from providing financial services. Companies in the financial services sector include commercial banks, industrial banks, savings institutions, finance companies, diversified financial services companies, investment banking firms, securities brokerage houses, investment advisory companies, leasing companies, insurance companies and companies providing similar services.

### *Benchmark Index*

Standard & Poor's 500<sup>®</sup> Index.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Financial Services investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Headline risk
- Financial services risk
- Concentrated portfolio risk
- Foreign country risk
- Emerging market risk
- Foreign currency risk
- Depositary receipts risk
- Focused portfolio risk
- Interest rate sensitivity risk
- Credit risk
- Fees and expenses risk

## Global Companies

### *Investment Objective*

Long-term growth of capital.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client's portfolio principally in common stocks (including indirect holdings of common stock through depositary receipts) issued by both United States and foreign companies, including countries with developed or emerging markets. The global companies strategy may invest in large, medium, or small companies without regard to market capitalization. The global companies strategy will invest significantly (at least 40% of total assets under normal market conditions and at least 30% of total assets if market conditions are not deemed favorable) in issuers: (i) organized or located outside of the U.S.; (ii) whose primary trading market is located outside the U.S.; or (iii) doing a substantial amount of business outside the U.S., which Davis Advisors considers to be a company that derives at least 50% of its revenue from business outside the U.S. or has at least 50% of its assets outside the U.S. Under normal market conditions, the global companies strategy will invest in issuers representing at least three different countries.

### *Benchmark Index*

Morgan Stanley Capital International All Country World Index.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Global Companies investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Headline risk
- Foreign country risk
- Emerging market risk
- Foreign currency risk
- Depositary receipts risk
- Fees and expenses risk

## International Companies

### *Investment Objective*

Long-term growth of capital.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client's portfolio principally in common stocks (including indirect holdings of common stock through depositary receipts) issued by foreign companies, including countries with developed or emerging markets. The international companies strategy may invest in large, medium, or small companies without regard to market capitalization. The international companies strategy will invest significantly (at least 40% of total assets under normal market conditions and at least 30% of total assets if market conditions are not deemed favorable) in issuers: (i) organized or located outside of the U.S.; (ii) whose primary trading market is located outside the U.S.; or (iii) doing a substantial amount of business outside the U.S., which Davis Advisors considers to be a company that derives at least 50% of its revenue from business outside the U.S. or has at least 50% of its assets outside the U.S. Under normal market conditions the international companies strategy will invest in issuers representing at least three different countries.

### *Benchmark Index*

Morgan Stanley Capital International All Country World Index ex USA.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the International Companies investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization companies risk
- Headline risk
- Foreign country risk
- Emerging market risk
- Foreign currency risk
- Depositary receipts risk
- Fees and expenses risk

## **Real Estate Companies**

### *Investment Objective*

Total return through a combination of growth and income.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest at least 80% of a client's net assets, plus any borrowing for investment purposes, in securities issued by companies principally engaged in the real estate industry. The real estate companies strategy invests principally in common stocks (including indirect holdings of common stock through depositary receipts).

A company is principally engaged in the real estate industry if it owns real estate or real estate-related assets that constitute at least 50% of the value of all of its assets or if it derives at least 50% of its revenues or net profits from owning, financing, developing, managing or selling real estate, or from offering products or services that are related to real estate. Issuers of real estate securities include real estate investment trusts (REITs), brokers, developers, lenders, and companies with substantial real estate holdings such as paper, lumber, hotel, and entertainment companies. Most of the real estate companies strategy's real estate securities are, and will likely continue to be, interests in REITs. REITs pool investors' funds to make real estate-related investments, such as buying interests in income-producing property or making loans to real estate developers.

### *Benchmark Index*

Dow Jones Wilshire Real Estate Securities Index.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Real Estate Companies investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

- Stock market risk
- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization risk
- Headline risk
- Real estate risk
- Concentrated portfolio risk
- Focused portfolio risk
- Foreign country risk
- Depositary receipts risk
- Variable current income risk
- Fees and expenses risk



## **Appreciation & Income**

### *Investment Objective*

Total return through a combination of growth and income.

### *Principal Investment Strategy*

Davis Advisors uses the Davis Investment Discipline to invest a client's assets in common stock, convertible securities, preferred stock, bonds, and cash. The appreciation & income strategy may invest in large, medium, or small companies without regard to market capitalization and may invest in issuers in foreign countries.

The appreciation & income strategy's investments in common stock issued by companies across the spectrum of market capitalizations are purchased primarily for their growth potential. Fixed income securities, including both investment grade and high-yield, high-risk debt securities, are purchased both for current income and to provide diversification. Convertible securities, which include both preferred stock and bonds, may be "converted" into common stock if the company grows, offer both growth potential, some income, and may provide downside protection. In the current market, Davis Advisors' portfolio managers expect to continue investing a significant portion of the appreciation & income strategy's assets in convertible securities.

### *Benchmark Index*

Standard & Poor's 500<sup>®</sup> Index.

### Principal Risks (See detailed description of each risk in the section entitled "Principal Risks")

You may lose money investing in the Appreciation & Income investment strategy. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in value. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer:

### *Equity Risks*

- Stock market risk
- Manager risk
- Common stock risk
- Large- capitalization companies risk
- Mid- and small- capitalization risk
- Headline risk
- Foreign country risk
- Depositary receipts risk
- Convertible securities risk
- Preferred stock risk

***Debt Risks***

- Bonds and other debt securities risk
- Interest rate sensitivity risk
- Extension and prepayment risk
- Credit risk
- Changes in debt rating risk
- Variable current income risk

***High-Yield, High-Risk Debt Securities Risks***

- Overburdened issuers
- Priority
- Difficult to resell risk

***Other Risks***

- Fees and Expenses risk

**Government Securities and Government Money Market Funds**

Davis Advisors is not soliciting new clients following these investment strategies. Contact a Davis Advisors representative if you wish to obtain additional information concerning these investment strategies.

**Principal Risks**

Investments in equity and/or debt securities are risky and clients may lose some or all of the money that they invest. The investment return and principal value of an investment portfolio will fluctuate so that an investor's investment may be worth more or less than their original cost. This section describes what Davis Advisors believes are the most significant factors (but not the only factors) that can cause a client's investment performance to suffer.

## ***Equity Risks***

**Stock Market risk.** Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices, including the possibility of sharp declines. In 2008 and 2009 the equity and debt capital markets in the United States and internationally experienced unprecedented volatility. This financial crisis has caused a significant decline in the value and liquidity of many securities. It is impossible to predict whether these conditions will continue, improve, or worsen. Because the situation is unprecedented and widespread, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these events.

**Manager risk.** Poor security selection or focus on securities in a particular sector, category, or group of companies may cause the accounts to underperform relevant benchmarks or other accounts with a similar investment objective.

**Common Stock risk.** Common stock represents ownership positions in companies. The prices of common stock fluctuate based on changes in the financial condition of their issuers and on market and economic conditions. Events that have a negative impact on a business probably will be reflected in a decline in the price of its common stock. Furthermore, when the total value of the stock market declines, most common stocks, even those issued by strong companies, likely will decline in value. Common stock is generally subordinate to an issuer's other securities, including preferred, convertible and debt securities.

**Large-Capitalization Companies risk.** Companies \$10 billion or more in market capitalization are considered by the Adviser to be large-capitalization companies. Large-capitalization companies generally experience slower rates of growth in earnings per share than do mid- and small-capitalization companies.

**Mid- and Small-Capitalization Companies risk.** Companies with less than \$10 billion in market capitalization are considered by the Adviser to be mid- or small-capitalization companies. Investing in mid- and small-capitalization companies may be more risky than investing in large-capitalization companies. Smaller companies typically have more limited product lines, markets and financial resources than larger companies, and their securities may trade less frequently and in more limited volume than those of larger, more mature companies. Securities of these companies may be subject to volatility in their prices. They may have a limited trading market, which may adversely affect the account's ability to dispose of them and can reduce the price the account might be able to obtain for them. Other investors that own a security issued by a mid- or small-capitalization company for whom there is limited liquidity might trade the security when the account is attempting to dispose of its holdings in that security. In that case, the account might receive a lower price for its holdings than otherwise might be obtained. Mid- and small-capitalization companies also may be unseasoned. These include companies that have been in operation for less than three years, including the operations of any predecessors.

**Headline risk.** Davis Advisors seeks to acquire companies with durable business models that can be purchased at attractive valuations relative to what Davis Advisors believes to be the companies' intrinsic values. Davis Advisors may make such investments when a company becomes the center of controversy after receiving adverse media attention. The company may be involved in litigation, the company's financial reports or corporate governance may be challenged, the company's public filings may disclose a weakness in internal controls, greater government regulation may be contemplated, or other adverse events may threaten the company's future. While Davis Advisors researches companies subject to such contingencies, Davis Advisors cannot be correct every time, and the company's stock may never recover or may become worthless.

**Foreign Country risk.** Foreign companies may issue both equity and fixed income securities. A company may be classified as either "domestic" or "foreign" depending upon which factors the Adviser considers most important for a given company. Factors which the Adviser considers in classifying a company as domestic or foreign include: (1) whether the company is organized under the laws of the United States or a foreign country; (2) whether the company's securities principally trade in securities markets outside of the United States; (3) the source of the majority of the company's revenues or profits; and (4) the location of the majority of the company's assets. The Adviser generally follows the country classification indicated by

a third party service provider but may use a different country classification if the Adviser's analysis of the four factors provided above or other factors that the Adviser deems relevant indicates that a different country classification is more appropriate.

Accounts may invest a significant portion of their assets in companies operating, incorporated, or principally traded in foreign countries. Investing in foreign countries involves risks that may cause the accounts' performance to be more volatile than it would be if the accounts invested solely in the United States. Foreign economies may not be as strong or as diversified, foreign political systems may not be as stable, and foreign financial reporting standards may not be as rigorous as they are in the United States. In addition, foreign capital markets may not be as well developed, so securities may be less liquid, transaction costs may be higher, and investments may be subject to more government regulation. When the accounts invest in foreign securities, the account's operating expenses are likely to be higher than those of an investment company investing exclusively in U.S. securities, since the custodial and certain other expenses associated with foreign investments are expected to be higher.

**Emerging Market risk.** The account invests in emerging or developing markets. Securities of issuers in emerging and developing markets may offer special investment opportunities, but present risks not found in more mature markets. Those securities may be more difficult to sell at an acceptable price and their prices may be more volatile than securities of issuers in more developed markets. Settlements of trades may be subject to greater delays so that the account might not receive the proceeds of a sale of a security on a timely basis. In unusual situations it may not be possible to repatriate sales proceeds in a timely fashion. These investments may be very speculative.

Emerging markets might have less developed trading markets and exchanges. These countries may have less- developed legal and accounting systems and investments may be subject to greater risks of government restrictions on withdrawing the sale proceeds of securities from the country. Companies operating in emerging markets may not be subject to U.S. prohibitions against doing business with countries which are state sponsors of terrorism. Economies of developing countries may be more dependent on relatively few industries that may be highly vulnerable to local and global changes. Governments may be more unstable and present greater risks of nationalization, expropriation, or restrictions on foreign ownership of stocks of local companies.

**Foreign Currency risk.** Securities issued by foreign companies in foreign markets are frequently denominated in foreign currencies. The change in value of a foreign currency against the U.S. dollar will result in a change in the U.S. dollar value of securities denominated in that foreign currency. The account may, but generally does not, hedge its currency risk. When the value of a foreign currency declines against the U.S. dollar, the value of the account's shares will tend to decline.

**Depository Receipts risk.** Depository receipts, including American Depositary Receipts, European Depositary Receipts, and Global Depositary Receipts, are certificates evidencing ownership of shares of a foreign issuer. These certificates are issued by depository banks and generally trade on an established market in the United States or elsewhere. The underlying shares are held in trust by a custodian bank or similar financial institution in the issuer's home country. The depository bank may not have physical custody of the underlying securities at all times and may charge fees for various services, including forwarding dividends and interest and corporate actions. Depository receipts are alternatives to directly purchasing the underlying foreign securities in their national markets and currencies. However, depository receipts continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as the political and economic risks of the underlying issuer's country. Depository receipts may trade at a discount (or premium) to the underlying security and may be less liquid than the underlying securities listed on an exchange.

To the extent that the management fees paid to an investment company are for the same or similar services as the management fees paid by the account, there would be a layering of fees that would increase expenses and decrease returns. When the account invests in foreign securities, its operating expenses are likely to be higher than those of an investment company investing exclusively in U.S. securities, since the custodial and certain other expenses associated with foreign investments are expected to be higher.

**Financial Services risk.** A company is “principally engaged” in financial services if it owns financial services related assets constituting at least 50% of the total value of its assets, or if at least 50% of its revenues are derived from its provision of financial services. The financial services sector consists of several different industries that behave differently in different economic and market environments for example: banking, insurance, and securities brokerage houses. Companies in the financial services sector include: commercial banks, industrial banks, savings institutions, finance companies, diversified financial services companies, investment banking firms, securities brokerage houses, investment advisory companies, leasing companies, insurance companies and companies providing similar services. Due to the wide variety of companies in the financial services sector, they may react in different ways to changes in economic and market conditions.

Risks of investing in the financial services sector include: (i) Systemic risk: Factors outside the control of a particular financial institution – like the failure of another, significant financial institution or material disruptions to the credit markets – may adversely affect the ability of the financial institution to operate normally or may impair its financial condition; (ii) Regulatory actions: financial services companies may suffer setbacks if regulators change the rules under which they operate; (iii) Changes in interest rates: unstable and/or rising interest rates may have a disproportionate effect on companies in the financial services sector; (iv) Non-diversified loan portfolios: financial services companies whose securities the account purchases may themselves have concentrated portfolios, such as a high level of loans to real estate developers, which makes them vulnerable to economic conditions that affect that industry; (v) Credit: financial services companies may have exposure to investments or agreements which under certain circumstances may lead to losses, for example sub-prime loans; and (vi) Competition: the financial services sector has become increasingly competitive.

*Banking.* Commercial banks (including “money center” regional and community banks), savings and loan associations and holding companies of the foregoing are especially subject to adverse effects of volatile interest rates, concentrations of loans in particular industries or classifications (such as real estate, energy, or sub-prime mortgages), and significant competition. The profitability of these businesses is to a significant degree dependent on the availability and cost of capital funds. Economic conditions in the real estate market may have a particularly strong effect on certain banks and savings associations. Commercial banks and savings associations are subject to extensive federal and, in many instances, state regulation. Neither such extensive regulation nor the federal insurance of deposits ensures the solvency or profitability of companies in this industry, and there is no assurance against losses in securities issued by such companies.

*Insurance.* Insurance companies are particularly subject to government regulation and rate setting, potential anti-trust and tax law changes, and industry-wide pricing and competition cycles. Property and casualty insurance companies also may be affected by weather, terrorism, long-term climate changes, and other catastrophes. Life and health insurance companies may be affected by mortality and morbidity rates, including the effects of epidemics. Individual insurance companies may be exposed to reserve inadequacies, problems in investment portfolios (for example, real estate or “junk” bond holdings) and failures of reinsurance carriers.

*Other Financial Services Companies.* Many of the investment considerations discussed in connection with banks and insurance companies also apply to other financial services companies. These companies are subject to extensive regulation, rapid business changes, and volatile performance dependent on the availability and cost of capital and prevailing interest rates and significant competition. General economic conditions significantly affect these companies. Credit and other losses resulting from the financial difficulty of borrowers or other third parties have a potentially adverse effect on companies in this industry. Investment banking, securities brokerage and investment advisory companies are particularly subject to government regulation and the risks inherent in securities trading and underwriting activities.

*Other Regulatory Limitations.* Regulations of the Securities and Exchange Commission (“SEC”) impose limits on: (1) investments in the securities of companies that derive more than 15% of their gross revenues from the securities or investment management business (although there are exceptions, the account is

prohibited from investing more than 5% of its total assets in a single company that derives more than 15% of its gross revenues from the securities or investment management business); and (2) investments in insurance companies. The account generally is prohibited from owning more than 10% of the outstanding voting securities of an insurance company.

**Real Estate risk.** Real estate securities are issued by companies that have at least 50% of the value of their assets, gross income or net profits attributable to ownership, financing, construction, management or sale of real estate, or to products or services that are related to real estate or the real estate industry. The account does not invest directly in real estate. Real estate companies include real estate investment trusts (“REITs”) or other securitized real estate investments, brokers, developers, lenders and companies with substantial real estate holdings such as paper, lumber, hotel and entertainment companies. REITs pool investors’ funds for investment primarily in income-producing real estate or real estate-related loans or interests. A REIT is not taxed on income distributed to shareholders if it complies with various requirements relating to its organization, ownership, assets and income, and with the requirement that it distribute to its shareholders at least 95% of its taxable income (other than net capital gains) each taxable year. REITs generally can be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs invest the majority of their assets directly in real property and derive their income primarily from rents. Equity REITs also can realize capital gains by selling property that has appreciated in value. Mortgage REITs invest the majority of their assets in real estate mortgages and derive their income primarily from interest payments. Hybrid REITs combine the characteristics of both equity REITs and mortgage REITs. To the extent that the management fees paid to a REIT are for the same or similar services as the management fees paid by the account, there will be a layering of fees, which would increase expenses and decrease returns.

Real estate securities, including REITs, are subject to risks associated with the direct ownership of real estate including: (i) declines in property values, because of changes in the economy or the surrounding area or because a particular region has become less appealing to tenants; (ii) increases in property taxes, operating expenses, interest rates or competition; (iii) overbuilding; (iv) changes in zoning laws; (v) losses from casualty or condemnation; (vi) declines in the value of real estate, risks related to general and local economic conditions, (vii) uninsured casualties or condemnation losses; (viii) fluctuations in rental income; (ix) changes in neighborhood values; (x) the appeal of properties to tenants; (xi) increases in interest rates, and (xii) access to the credit markets. The account also could be subject to such risks by reason of direct ownership as a result of a default on a debt security it may own.

Equity REITs may be affected by changes in the value of the underlying property owned by the trusts, while mortgage REITs may be affected by the quality of credit extended. Equity and mortgage REITs are dependent on management skill, may not be diversified and are subject to project financing risks. REITs also are subject to: heavy cash flow dependency, defaults by borrowers, self-liquidation and the possibility of failing to qualify for tax-free pass-through of income under the Internal Revenue Code, and failing to maintain exemption from registration under the 1940 Act. Changes in interest rates also may affect the value of the debt securities in the account’s portfolio. By investing in REITs indirectly through the account, a shareholder will bear not only his or her proportionate share of the expense of the account but also, indirectly, similar expenses of the REITs, including compensation of management. Some real estate securities may be rated less than investment grade by rating services. Such securities may be subject to the risks of high-yield, high-risk securities discussed below.

**Preferred Stock risk.** An adverse event may have a negative impact on a company and could result in a decline in the price of its preferred stock. Preferred stock generally rank behind an issuer’s debt securities in claims for dividends and assets of an issuer in a liquidation or bankruptcy.

**Convertible Securities risk.** Convertible securities are a form of equity security. Generally, convertible securities are: bonds, debentures, notes, preferred stocks, warrants or other securities that convert or are exchangeable into shares of the underlying common stock at a stated exchange ratio. Usually, the conversion or exchange is solely at the option of the holder. However, some convertible securities may be convertible or exchangeable at the option of the issuer or are automatically converted or exchanged at a certain time, or on the occurrence of certain events, or have a combination of these characteristics. Usually a convertible security provides a long-term call on the issuer’s common stock and therefore tends to appreciate in value as the

underlying common stock appreciates in value. A convertible security also may be subject to redemption by the issuer after a certain date and under certain circumstances (including a specified price) established on issue. If a convertible security held by the account is called for redemption, the account could be required to tender it for redemption, convert it into the underlying common stock or sell it.

Convertible bonds, debentures and notes are varieties of debt securities, and as such are subject to many of the same risks, including interest rate sensitivity, changes in debt rating and credit risk. In addition, convertible securities are often viewed by the issuer as future common stock subordinated to other debt and carry a lower rating than the issuer's non-convertible debt obligations. Thus, convertible securities are subject to many of the same risks as high-yield, high-risk securities. A more complete discussion of these risks is provided below in the sections titled "Bonds and Other Debt Securities" and "High-Yield, High-Risk Debt Securities."

Due to its conversion feature, the price of a convertible security normally will vary in some proportion to changes in the price of the underlying common stock. A convertible security will also normally provide a higher yield than the underlying common stock (but generally lower than comparable non-convertible securities). Due to their higher yield, convertible securities generally sell above their "conversion value," which is the current market value of the stock to be received on conversion. The difference between this conversion value and the price of convertible securities will vary over time depending on the value of the underlying common stocks and interest rates. When the underlying common stocks decline in value, convertible securities will tend not to decline to the same extent because the yield acts as a price support. When the underlying common stocks rise in value, the value of convertible securities also may be expected to increase, but generally will not increase to the same extent as the underlying common stocks.

Fixed income securities generally are considered to be interest rate sensitive. The market value of convertible securities will change in response to changes in interest rates. During periods of falling interest rates, the value of convertible bonds generally rises. Conversely, during periods of rising interest rates, the value of such securities generally declines. Changes by recognized rating services in their ratings of debt securities and changes in the ability of an issuer to make payments of interest and principal also will affect the value of these investments.

**Focused Portfolio risk.** Accounts that invest in a limited number of companies may have more risk because changes in the value of a single security may have a more significant effect, either negative or positive, on the value of the account's total portfolio.

A fund may be classified as a "non-diversified" fund under the Investment Company Act of 1940 (the "1940 Act"), which means that it is permitted to invest its assets in a more limited number of issuers than "diversified" investment companies. A diversified investment company may not, with respect to 75% of its total assets, invest more than 5% of its total assets in the securities of any one issuer (other than U.S. Government securities and securities of other investment companies) and may not own more than 10% of the outstanding voting securities of any one issuer. While a fund may be a non-diversified investment company, and therefore is not subject to the statutory diversification requirements discussed above, the account may still intend to diversify its assets to the extent necessary to qualify for tax treatment as a regulated investment company under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

At any given point in time, a diversified fund may not meet the diversification test outlined above due to appreciation in its portfolio holdings. In such case, the account is not required to sell portfolio holdings to meet the diversification test.

The diversification standards under the Internal Revenue Code require that a fund diversify its holdings so that, at the end of each fiscal quarter, (a) at least 50% of the market value of a fund's assets is represented by cash, U.S. Government securities, securities of other regulated investment companies and other securities limited with respect to any one issuer to an amount not greater than 5% of a fund's assets and 10% of the outstanding voting securities of such issuer, and (b) not more than 25% of the value of a fund's

assets is invested in the securities of any one issuer (other than U.S. Government securities and the securities of other regulated investment companies), or of two or more issuers which a fund controls (i.e., owns, directly or indirectly, 20% of the voting stock) and which are determined to be engaged in the same or similar trades or businesses or related trades or businesses.

**Concentrated Portfolio risk.** The account invests principally in a single market sector, and any fund that has a concentrated portfolio is particularly vulnerable to the risks of its target sector.

### ***Debt Risks***

**Bonds and Other Debt Securities.** Bonds and other debt securities may be purchased by the account if the Adviser believes that such investments are consistent with the account's investment strategies, may contribute to the achievement of the account's investment objective and will not violate any of the account's investment restrictions. The U.S. Government, corporations and other issuers sell bonds and other debt securities to borrow money. Issuers pay investors interest and generally must repay the amount borrowed at maturity. Some debt securities, such as zero-coupon bonds, do not pay current interest, but are purchased at discounts from their face values. The prices of debt securities fluctuate, depending on such factors as interest rates, credit quality and maturity.

Bonds and other debt securities, generally, are subject to credit risk and interest rate risk. While debt securities issued by the U.S. Treasury generally are considered free of credit risk, debt issued by agencies and corporations all entail some level of credit risk. Investment grade debt securities have less credit risk than do high-yield, high-risk debt securities. Credit risk is described more fully in the section titled "High-Yield, High-Risk Debt Securities."

Bonds and other debt securities, generally, are interest rate sensitive. During periods of falling interest rates, the values of debt securities held by the account generally rise. Conversely, during periods of rising interest rates, the values of such securities generally decline. Changes by recognized rating services in their ratings of debt securities and changes in the ability of an issuer to make payments of interest and principal also will affect the value of these investments.

**U.S. Government Securities.** U.S. Government securities are debt securities that are obligations of or guaranteed by the U.S. Government, its agencies or instrumentalities. There are two basic types of U.S. Government securities: (1) direct obligations of the U.S. Treasury; and (2) obligations issued or guaranteed by an agency or instrumentality of the U.S. Government, which include the Federal Farm Credit System ("FFCS"), Student Loan Marketing Association ("SLMA"), Federal Home Loan Mortgage Corporation ("FHLMC"), Federal Home Loan Banks ("FHLB"), Federal National Mortgage Association ("FNMA") and Government National Mortgage Association ("GNMA"). Some obligations issued or guaranteed by agencies or instrumentalities, such as those issued by GNMA, are fully guaranteed by the U.S. Government. Others, such as FNMA bonds, rely on the assets and credit of the instrumentality with limited rights to borrow from the U.S. Treasury. Still other securities, such as obligations of the FHLB, are supported by more extensive rights to borrow from the U.S. Treasury.

U.S. Government securities include mortgage-related securities issued by an agency or instrumentality of the U.S. Government. GNMA certificates are mortgage-backed securities representing part ownership of a pool of mortgage loans. These loans issued by lenders such as mortgage bankers, commercial banks and savings and loan associations are either insured by the Federal Housing Administration or guaranteed by the Veterans Administration. A "pool" or group of such mortgages is assembled and, after being approved by GNMA, is offered to investors through securities dealers. Once approved by GNMA, the timely payment of interest and principal on each mortgage is guaranteed by GNMA and backed by the full faith and credit of the U.S. Government. GNMA certificates differ from bonds in that principal is paid back monthly by the borrower over the term of the loan rather than returned in a lump sum at maturity. GNMA certificates are characterized as "pass-through" securities because both interest and principal payments (including prepayments) are passed through to the holder of such certificates.



As of September 7, 2008, the Federal Housing Finance Agency (“FHFA”) was appointed as the conservator of FHLMC and FNMA for an indefinite period. In accordance with the Federal Housing Finance Regulatory Reform Act of 2008 and the Federal Housing Enterprises Financial Safety and Soundness Act of 1992, as conservator, the FHFA will control and oversee these entities until the FHFA deems them financially sound and solvent. During the conservatorship, each entity’s obligations are expected to be paid in the normal course of business. Although no express guarantee exists for the debt or mortgage-backed securities issued by these entities, the U.S. Department of the Treasury, through a securities lending credit facility and a senior preferred stock purchase agreement, has attempted to enhance the ability of the entities to meet their obligations.

Pools of mortgages also are issued or guaranteed by other agencies of the U.S. Government. The average life of pass-through pools varies with the maturities of the underlying mortgage instruments. In addition, a pool’s term may be shortened or lengthened by unscheduled or early payment, or by slower than expected prepayment of principal and interest on the underlying mortgages. The occurrence of mortgage prepayments is affected by the level of interest rates, general economic conditions, the location and age of the mortgage and other social and demographic conditions. As prepayment rates of individual pools vary widely, it is not possible to accurately predict the average life of a particular pool.

A collateralized mortgage obligation (“CMO”) is a debt security issued by a corporation, trust or custodian, or by a U.S. Government agency or instrumentality that is collateralized by a portfolio or pool of mortgages, mortgage-backed securities, U.S. Government securities or corporate debt obligations. The issuer’s obligation to make interest and principal payments is secured by the underlying pool or portfolio of securities. CMOs are most often issued in two or more classes (each of which is a separate security) with varying maturities and stated rates of interest. Interest and principal payments from the underlying collateral (generally a pool of mortgages) are not necessarily passed directly through to the holders of the CMOs; these payments typically are used to pay interest on all CMO classes and to retire successive class maturities in a sequence. Thus, the issuance of CMO classes with varying maturities and interest rates may result in greater predictability of maturity with one class and less predictability of maturity with another class than a direct investment in a mortgage-backed pass-through security (such as a GNMA certificate). Classes with shorter maturities, typically, have lower volatility and yield while those with longer maturities, typically, have higher volatility and yield. Thus, investments in CMOs provide greater or lesser control over the investment characteristics than mortgage pass-through securities and offer more defensive or aggressive investment alternatives.

Investments in mortgage-related U.S. Government securities, such as GNMA certificates and CMOs, also involve other risks. The yield on a pass-through security typically is quoted based on the maturity of the underlying instruments and the associated average life assumption. Actual prepayment experience may cause the yield to differ from the assumed average life yield. Accelerated prepayments adversely impact yields for pass-through securities purchased at a premium; the opposite is true for pass-through securities purchased at a discount. During periods of declining interest rates, prepayment of mortgages underlying pass-through certificates can be expected to accelerate. When the mortgage obligations are prepaid, the account reinvests the prepaid amounts in securities, the yields of which reflect interest rates prevailing at that time. Therefore, the account’s ability to maintain a portfolio of high-yielding, mortgage-backed securities will be adversely affected to the extent that prepayments of mortgages must be reinvested in securities that have lower yields than the prepaid mortgages. Moreover, prepayments of mortgages that underlie securities purchased at a premium could result in capital losses. Investment in such securities also could subject the account to “maturity extension risk,” which is the possibility that rising interest rates may cause prepayments to occur at a slower than expected rate. This particular risk may effectively change a security that was considered a short- or intermediate-term security at the time of purchase into a long-term security. Long-term securities generally fluctuate more widely in response to changes in interest rates than short or intermediate-term securities.

If the account purchases mortgage-backed securities that are “subordinated” to other interests in the same mortgage pool, the account, as a holder of those securities, may only receive payments after the pool’s obligations to other investors have been satisfied. An unexpectedly high rate of defaults on the mortgages held by a mortgage pool may limit substantially the pool’s ability to make payments of principal or interest

to the account as a holder of such subordinated securities, reducing the values of those securities or in some cases rendering them worthless; the risk of such defaults is generally higher in the case of mortgage pools that include so-called “subprime” mortgages. An unexpectedly high or low rate of prepayment on a pool’s underlying mortgages may have similar effects on subordinated securities. A mortgage pool may issue securities subject to various levels of subordination; the risk of non-payment affects securities at each level, although the risk is greatest in the case of more highly subordinate securities.

The guarantees of the U.S. Government, its agencies and instrumentalities are guarantees of the timely payment of principal and interest on the obligations purchased. The value of the shares issued by the account is not guaranteed and will fluctuate with the value of the account’s portfolio. Generally, when the level of interest rates rise, the value of the account’s investment in U.S. Government securities is likely to decline and, when the level of interest rates decline, the value of the account’s investment in U.S. Government securities is likely to rise.

The account may engage in portfolio trading primarily to take advantage of yield disparities. Such trading strategies may result in minor temporary increases or decreases in the account’s current income and in its holding of debt securities that sell at substantial premiums or discounts from face value. If expectations of changes in interest rates or the price of the securities prove to be incorrect, the account’s potential income and capital gain will be reduced or its potential loss will be increased.

**Interest Rate Sensitivity risk.** If a security pays a fixed interest rate, and market rates increase, the value of the fixed-rate security should decline. Interest rates may also have a powerful influence on the earnings of financial institutions.

**Extension and Prepayment risk.** Market prices of the mortgage-backed securities and collateralized mortgage obligations that the account owns are affected by how quickly borrowers elect to prepay the mortgages underlying the securities. Changes in market interest rates affect borrowers’ decisions about whether to prepay their mortgages. Rising interest rates lead to extension risk, which occurs when borrowers maintain their existing mortgages until they come due instead of choosing to prepay them. Falling interest rates lead to prepayment risk, which occurs when borrowers prepay their mortgages more quickly than usual so that they can refinance at a lower rate. A government agency that has the right to call (prepay) a fixed-rate security may respond the same way. The pace at which borrowers prepay affects the yield and the cash flow to holders of securities and the market value of those securities.

**Credit risk.** Like any borrower, the issuer of a fixed income security may be unable to make timely payments of interest and principal. If the issuer is unable to make payments in a timely fashion the value of the security will decline and may become worthless. Financial institutions are often highly leveraged and may not be able to make timely payments of interest and principal. Even U.S. Government Securities are subject to credit risk.

**Changes in Debt Rating risk.** If a rating agency gives a fixed income security a low rating, the value of the security will decline because investors will demand a higher rate of return.

**Variable Current Income risk.** The income which the account pays to investors is not stable. When interest rates increase, the account’s income distributions are likely to increase. When interest rates decrease, the account’s income distributions are likely to decrease.

**High-Yield, High-Risk Debt Securities risk.** The real estate securities, convertible securities, bonds and other debt securities in which the account may invest may include high-yield, high-risk debt securities rated BB or lower by Standard & Poor’s Corporation (“S&P”) or Ba or lower by Moody’s Investors Service (“Moody’s”) or unrated securities. Securities rated BB or lower by S&P and Ba or lower by Moody’s are referred to in the financial community as “junk bonds” and may include D-rated securities of issuers in default. See Appendix A for a more detailed description of the rating system. Ratings assigned by credit agencies do not evaluate market risks. The Adviser considers the ratings assigned by S&P or Moody’s as one of several factors in its independent credit analysis of issuers. A description of each bond quality category is set forth in Appendix A titled “Quality Ratings of Debt Securities.” The ratings of Moody’s and S&P

represent their opinions as to the quality of the securities that they undertake to rate. It should be emphasized, however, that ratings are relative and subjective and are not absolute standards of quality. There is no assurance that any rating will not change. The account may retain a security whose rating has changed or has become unrated.

While likely to have some quality and protective characteristics, high-yield, high-risk debt securities, whether or not convertible into common stock, usually involve increased risk as to payment of principal and interest. Issuers of such securities may be highly leveraged and may not have available to them traditional methods of financing. Therefore, the risks associated with acquiring the securities of such issuers generally are greater than is the case with higher-rated securities. For example, during an economic downturn or a sustained period of rising interest rates, issuers of high-yield securities may be more likely to experience financial stress, especially if such issuers are highly leveraged. During such periods, such issuers may not have sufficient revenues to meet their principal and interest payment obligations. The issuer's ability to service its debt obligations also may be adversely affected by specific issuer developments, or the issuer's inability to meet specific projected business forecasts or the unavailability of additional financing. The risk of loss due to default by the issuer is significantly greater for the holders of high-yield securities because such securities may be unsecured and may be subordinated to other creditors of the issuer.

High-yield, high-risk debt securities are subject to greater price volatility than higher-rated securities, tend to decline in price more steeply than higher-rated securities in periods of economic difficulty or accelerating interest rates, and are subject to greater risk of non-payment in adverse economic times. There may be a thin trading market for such securities, which may have an adverse impact on market price and the ability of the account to dispose of particular issues and may cause the account to incur special securities' registration responsibilities, liabilities and costs, and liquidity and valuation difficulties. Unexpected net redemptions may force the account to sell high-yield, high-risk debt securities without regard to investment merit, thereby possibly reducing return rates. Such securities may be subject to redemptions or call provisions, which, if exercised when investment rates are declining, could result in the replacement of such securities with lower-yielding securities, resulting in a decreased return. To the extent that the account invests in bonds that are original issue discount, zero-coupon, pay-in-kind or deferred interest bonds, the account may have taxable interest income greater than the cash actually received on these issues. In order to avoid taxation at the account level, the account may have to sell portfolio securities to meet taxable distribution requirements.

The market values of high-yield, high-risk debt securities tend to reflect individual corporate developments to a greater extent than higher-rated securities, which react primarily to fluctuations in the general level of interest rates. Lower-rated securities also tend to be more sensitive to economic and industry conditions than higher-rated securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis regarding individual lower-rated bonds, may result in reduced prices for such securities. If the negative factors such as these adversely impact the market value of high-yield, high-risk securities and the account holds such securities, the account's net asset value will be adversely affected.

The account may have difficulty disposing of certain high-yield, high-risk bonds because there may be a thin trading market for such bonds. Because not all dealers maintain markets in all high-yield, high-risk bonds, the account anticipates that such bonds could be sold only to a limited number of dealers or institutional investors. The lack of a liquid secondary market may have an adverse impact on market price and the ability to dispose of particular issues and also may make it more difficult to obtain accurate market quotations or valuations for purposes of valuing the account's assets. Market quotations generally are available on many high-yield issues only from a limited number of dealers and may not necessarily represent firm bid prices of such dealers or prices for actual sales. In addition, adverse publicity and investor perceptions may decrease the values and liquidity of high-yield, high-risk bonds regardless of a fundamental analysis of the investment merits of such bonds. To the extent that the account purchases illiquid or restricted bonds, it may incur special securities' registration responsibilities, liabilities and costs, and liquidity and valuation difficulties relating to such bonds.

Bonds may be subject to redemption or call provisions. If an issuer exercises these provisions when investment rates are declining, the account will be likely to replace such bonds with lower-yielding bonds, resulting in decreased returns. Zero-coupon, pay-in-kind and deferred interest bonds involve additional special considerations. Zero-coupon bonds are debt obligations that do not entitle the holder to any periodic payments of interest prior to maturity or a specified cash payment date when the securities begin paying current interest (the “cash payment date”) and therefore are issued and traded at discounts from their face amounts or par value. The market prices of zero-coupon securities generally are more volatile than the market prices of securities that pay interest periodically and are likely to respond to changes in interest rates to a greater degree than securities paying interest currently with similar maturities and credit quality. Pay-in-kind bonds pay interest in the form of other securities rather than cash. Deferred interest bonds defer the payment of interest to a later date. Zero-coupon, pay-in-kind or deferred interest bonds carry additional risk in that, unlike bonds that pay interest in cash throughout the period to maturity, the account will realize no cash until the cash payment date unless a portion of such securities are sold. There is no assurance of the value or the liquidity of securities received from pay-in-kind bonds. If the issuer defaults, the account may obtain no return at all on its investment. To the extent that the account invests in bonds that are original issue discount, zero-coupon, pay-in-kind or deferred interest bonds, the account may have taxable interest income greater than the cash actually received on these issues. In order to distribute such income to avoid taxation, the account may have to sell portfolio securities to meet its taxable distribution requirements under circumstances that could be adverse.

Federal tax legislation limits the tax advantages of issuing certain high-yield, high-risk bonds. This could have a materially adverse effect on the market for high-yield, high-risk bonds.

#### ***Other Risks***

**Fees and Expenses risk.** The accounts may not earn enough through income and capital appreciation to offset the operating expenses of the accounts. All mutual funds incur operating fees and expenses. Fees and expenses reduce the return which a shareholder may earn by investing in a fund even when a fund has favorable performance. A low return environment, or a bear market, increases the risk that a shareholder may lose money.

#### **Additional Information about Investments**

In addition to the principal investment strategies described above, client accounts may also purchase other kinds of securities; engage in active trading (which would increase portfolio turnover and commission expenses and may increase taxable capital gains); or employ other investment strategies that are not principal investment strategies if, in Davis Advisors’ professional judgment, the securities or investment strategies are appropriate.

Factors that Davis Advisors considers in pursuing these other strategies include whether the strategies: (i) would be consistent with clients’ reasonable expectations; (ii) would assist the client in pursuing its investment objective; (iii) are consistent with the client’s investment strategy; (iv) would cause the client to violate any of its investment restrictions; or (v) would materially change the client’s risk profile as described in this Form ADV Part 2, as amended from time to time.

### **Item 9 Disciplinary Information**

On September 4, 2002, Davis Selected Advisers – NY, Inc., (a wholly-owned subsidiary of Davis Selected Advisers, L.P.) consented to the entry of a Cease and Desist Order by the SEC. The Order found that in the years 1999 and 2000, Davis Opportunity Fund successfully traded in Initial Public Offerings (“IPOs”). While the average investment in IPOs was less than one percent of fund assets, the IPO trading had a positive effect on Davis Opportunity Fund’s investment performance. Davis Opportunity Fund’s 1999 and 2000 annual reports contained a chart showing all of the Fund’s securities purchases and sales (including the IPO shares) and the gain or loss on the sale. The annual reports did not, however, identify any of the securities as IPO securities and did not expressly describe the overall effect of the Fund’s short-term

trading in IPO securities on the Fund's 1999 and 2000 performance. The SEC contended that this constituted a violation of Section 34(b) of the Investment Company Act of 1940. The decision to invest in IPOs and the subsequent action by the SEC was limited to the Davis Opportunity Fund, the only Davis Fund that focused on small and mid-sized companies at that time. Davis Selected Advisers – NY, Inc., was ordered to cease and desist from committing or causing any violation of Section 34(b) of the Investment Company Act of 1940, and pay a \$10,000 monetary penalty.

In August 2008, a class action lawsuit was filed in the United States District Court for the District of Arizona on behalf of investors in Davis New York Venture Fund ("DNYVF") against Davis Selected Advisers L.P. (DNYVF's adviser) and Davis Distributors, LLC (DNYVF's principal distributor). The plaintiffs claim that the defendants ("Davis Entities") charged DNYVF excessive and disproportionate fees to manage DNYVF and distribute DNYVF's shares. The lawsuit seeks monetary damages and other relief. The Davis Entities believe that the action is without merit and have undertaken a vigorous defense in these proceedings. On June 1, 2011 the Court granted Davis Advisors motion to dismiss the suit with prejudice. On June 15, 2011 the plaintiff's filed a motion for reconsideration. Although no determination can be made at this time, it is not anticipated that this lawsuit will have a material adverse effect on the Davis Entities, their assets, or DNYVF.

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

### Davis Selected Advisers, L.P.

See Item 4: Advisory Business

### Davis Selected Advisers-NY, Inc.

See Item 4: Advisory Business

### Davis Distributors, LLC

Davis Distributors, LLC, a registered broker-dealer, is a wholly owned subsidiary of Davis Advisors. Davis Distributors, LLC's sole activity is to underwrite and distribute shares of registered investment companies, and offshore funds that Davis Advisors advises.

A number of officers and employees of Davis Advisors serve as officers or employees of Davis Distributors, LLC.

### Shelby Cullom Davis & Co.

Shelby Cullom Davis & Co., a registered broker-dealer, may be considered an affiliated person of Davis Advisors. Davis Advisors does not execute any client portfolio transactions through Shelby Cullom Davis & Co.

### Davis Funds, Selected Funds, Clipper Fund

Davis Selected Advisers, L.P., Davis Selected Advisers-NY, Inc., and Davis Distributors, LLC provided advisory, sub-advisory, and underwriting services for the Davis Funds, Selected Funds, and Clipper Fund.

### Offshore Funds

Davis Advisors serves as investment adviser for Davis Funds SICAV (which is an offshore fund registered in Luxembourg) and other offshore funds that are not available for investment by U.S. citizens.

### Sub-Advised Funds

Davis Advisors serves as a sub-adviser for a number of registered and unregistered investment companies.

### Conflicts of Interest

Having a number of different clients creates conflicts of interest which Davis Advisors seeks to address through a number of compliance procedures, including trading procedures (see Item 12 Brokerage Practices). Investors have the opportunity to access Davis Advisors' investment advisory services through a

number of different service providers, at a variety of different prices, and receive a number of different related services associated with different service providers.

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

All Davis Advisors employees with regular access to trading information are subject to a variety of restrictions on their personal security transactions. Employees may, subject to certain restrictions, invest in securities that are recommended to clients by Davis Advisors. Personal trading creates conflicts of interest, including the possibility of “front-running,” trading ahead of clients to obtain better prices. Davis Advisors has adopted written policies designed to prevent and detect possible conflicts of interest with its clients. Subject to certain exceptions, such employees (i) are required to pre-clear all non-exempt purchases and sales with respect to which they are regarded as beneficial owners; (ii) are required to make up the difference on any day that his/her trade receives better execution than a client trading on the same day; and (iii) are not allowed to profit on any transaction where the security has been held less than 60 days. All Davis Advisors employees are prohibited from trading on inside information. A copy of Davis Advisors’ current Code of Ethics is available upon request to any client or prospective client.

Davis Advisors serves as investment adviser of the Davis Funds, Selected Funds, and Clipper Fund. If Davis Advisors or its employees recommend that an investor invest in these funds, it creates a conflict of interest as Davis Advisors earns advisory fees for managing these funds. Davis Advisors and its affiliates, owners, officers and employees have invested substantial amounts of their own capital in some client accounts (notably the Davis Funds, Selected Funds, and Clipper Fund), but do not invest their own capital in every client’s account.

## **Item 12 Brokerage Practices**

### Portfolio Transactions

Davis Advisors is primarily a discretionary investment adviser. Accordingly, Davis Advisors generally determines the securities and quantities to be bought and sold for each client’s account. On a quarterly basis or as requested, clients receive itemized account statements reflecting present holdings and transactions for the account’s stated period.

### Best Execution

Davis Advisors follows procedures intended to provide reasonable assurance of best execution. However, there can be no assurance that best execution will in fact be achieved in any given transaction. Davis Advisors seeks to place portfolio transactions with brokers or dealers who will execute transactions as efficiently as possible and at the most favorable net price. In placing executions and paying brokerage commissions or dealer markups, Davis Advisors considers, among other factors, price, commission, timing, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communication and settlement processing, use of automation, knowledge of other buyers or sellers, arbitrage skills, administrative ability, underwriting and provision of information on the particular security or market in which the transaction is to occur, research, the range and quality of the services made available to clients, and the payment of bona fide client expenses. To the extent that clients direct brokerage, Davis Advisors cannot be responsible for achieving best execution. Davis Advisors may place orders for portfolio transactions with broker-dealers who have sold shares of funds which Davis Advisors serves as adviser or sub-adviser. However, when Davis Advisors places orders for portfolio transactions, it does not give any consideration to whether a broker-dealer has sold shares of the funds which Davis Advisors serves as adviser or sub-adviser. The applicability of specific criteria will vary depending on the nature of the transaction, the market in which it is executed and the extent to which it is possible to select from among multiple broker-dealers.

#### Client-Directed Brokerage

Clients may designate the use of a specified broker-dealer, whether because the broker provides services to the client or for other reasons. If a client specifies the broker to be used for executing a portion of or all portfolio transactions, then Davis Advisors is not responsible for achieving best execution, regardless of whether or not the client specifies that such direction is subject to achieving best execution. Best execution can only be verified after the fact. Clients who designate the use of a particular broker-dealer should consider whether such a designation may result in certain costs or disadvantages to the client, such as costing more money, higher commissions, and/or less favorable executions. These costs and disadvantages may include: (i) losing the possible advantage that non-designating clients derive from aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security; (ii) losing the ability of Davis Advisors to effectively negotiate the commission rate, which may result in a higher commission on some transactions; (iii) losing the opportunity to participate in an allocation of a new issue if that new issue is provided by another broker; (iv) Davis Advisors may not begin to execute client securities transactions with brokers which have been directed by clients until all non-directed brokerage orders are completed; and (v) clients directing commissions may not generate investment returns equal to clients who do not direct commissions. Accordingly, the client should satisfy himself that the broker can provide adequate price and execution of transactions.

#### Directed Brokerage in Managed Money/Wrap Account Programs

Securities transactions in client accounts participating in managed money/wrap account programs are effected “net,” i.e. without commission, and a portion of the wrap fee is generally considered as being in lieu of commissions. Most securities recommended by Davis Advisors are listed on an exchange, and executing transactions away from the program sponsor would result in the client being charged an additional commission without improving the execution. Because trades are generally executed only with the program sponsor or broker whom the client has selected, the client should satisfy himself that the broker performing the trading in their managed money/wrap account program can provide adequate price and execution of transactions. See your program sponsor’s *Wrap Fee Program Brochure* for a description of its managed money/wrap account program.

#### Referred Accounts

If a client is referred to Davis Advisors by a broker, or if a client has opened a custodial account with a broker, it is Davis Advisors’ practice not to negotiate commission rates with such broker unless expressly requested to do so. Clients are free to choose or change brokers at their discretion unless there is reason to believe the chosen brokerage firm cannot offer adequate service. In such an event, Davis Advisors might be unable to accept management of the account. When a client is referred by a particular broker, and Davis Advisors is directed to effect brokerage transactions through that broker, Davis Advisors may have a conflict of interest between its duty to the client to obtain the most favorable brokerage commission rates available under the circumstances and its desire to obtain future referrals from that broker. Davis Advisors may have an incentive to select or recommend a broker-dealer based on its interest in receiving client referrals, rather than on its clients’ interest in receiving most favorable execution.

#### Cross Trades

When the Adviser deems it to be advantageous, one client may purchase or sell securities directly from or to another client account which is managed by the Adviser. This may happen due to a variety of circumstances, including situations when one client of the Adviser must purchase securities due to holding excess cash and, at the same time, a different client of the Adviser must sell securities in order to increase its cash position. Cross trades are only executed when deemed beneficial to both clients. The Adviser has adopted written procedures to ensure fairness to both clients.

#### Investment Allocations

Davis Advisors considers many factors when allocating securities among clients, including but not limited to the client’s investment style, applicable restrictions, availability of securities, available cash, anticipated liquidity, and existing holdings. Davis Advisors employs several portfolio managers, each of whom performs independent research and develops different levels of conviction concerning potential investments. Clients managed by the portfolio managers performing the research may receive priority

allocations of limited investment opportunities that are in short supply, including initial public offerings (“IPOs”).

Clients are not assured of participating equally or at all in particular investment allocations. The nature of a client’s investment style may exclude it from participating in many investment opportunities, even if the client is not strictly precluded from participation based on written investment restrictions. For example: (i) large cap value clients are unlikely to participate in initial public offerings of small-capitalization companies; (ii) Davis Advisors may allocate short-term trading opportunities to clients pursuing active trading strategies rather than clients pursuing long-term buy-and-hold strategies; (iii) minimum block sizes may be optimal for liquidity which may limit the participation of smaller accounts; (iv) it is sometimes impractical for some custodians to deal with securities which are difficult to settle; and (v) private accounts and managed money/wrap accounts generally do not participate in direct purchases of foreign securities, but may participate in American Depositary Receipts “ADRs”, European Depositary Receipts “EDRs” and Global Depositary Receipts “GDRs”.

Davis Advisors attempts to allocate limited investment opportunities, including IPOs, among clients in a manner that is fair and equitable when viewed over a considerable period of time and involving many allocations. When Davis Advisors is limited in the amount of a particular security it can purchase, due to a limited supply, limited liquidity, or other reason, Davis Advisors may allocate the limited investment opportunity to a subset of eligible clients. Davis Advisors would then allocate the next limited investment opportunity to a different subset of eligible clients, rotating among subsets as limited investment opportunities are identified. Davis Advisors normally does not participate in IPOs on behalf of managed money/wrap accounts, which may cause those accounts to be invested differently than similarly managed mutual funds or individually managed institutional accounts. In all cases, these differences reflect the portfolio management teams’ best efforts to manage each product in a common style in a manner that is equitable to all investors over time, and take account of each product’s inherent differences from the others.

Davis Advisors serves as investment adviser for a number of clients and may deal with conflicts of interest when allocating investment opportunities among its various clients. For example: (i) Davis Advisors receives different advisory fees from different clients; (ii) the performance records of some clients are more public than the performance records of other clients; and (iii) Davis Advisors and its affiliates, owners, officers and employees have invested substantial amounts of their own capital in some client accounts (notably the Davis Funds, Selected Funds, and Clipper Fund), but do not invest their own capital in every client’s account. The majority of Davis Advisors’ clients pursue specific investment strategies, many of which are similar. Davis Advisors expects that, over long periods of time, most clients pursuing similar investment strategies should experience similar, but not identical, investment performance. Many factors affect investment performance, including but not limited to: (i) the timing of cash deposits and withdrawals to and from an account; (ii) the fact that Davis Advisors may not purchase or sell a given security on behalf of all clients pursuing similar strategies; (iii) price and timing differences when buying or selling securities; and (iv) the clients’ own different investment restrictions. Davis Advisors’ trading policies are designed to minimize possible conflicts of interest in trading for its clients.

#### Limitations on Aggregate Investments in a Single Company

Davis Advisors policy is not to invest for the purpose of exercising control or management of other companies. In extraordinary circumstances Davis Advisors may seek to influence management. In such an event appropriate government and regulatory filings would be made.

Federal and state laws, as well as company documents (sometimes referred to as “poison pills”) may limit the percentage of a company’s outstanding shares which may be purchased or owned by the Adviser’s clients. This is especially true in heavily regulated industries such as insurance, banking, and real estate investment trusts. Unless it can obtain an exception, the Adviser will not make additional purchases of these companies for its clients if, as a result of such purchase, shares in excess of the applicable investment limitation (for example, 9.9% of outstanding voting shares) would be held by its clients in the aggregate.

#### Sector Allocations



Davis Advisors serves as investment adviser for a number of clients which desire their accounts to be diversified across industries, sub-industries, and on a company basis. Unless otherwise explicitly agreed to in writing, Davis Advisors determines industry and sub-industry concentration by reference to the Global Industry Classification Standard. Concentration and diversification requirements are generally determined as of the time of purchase without regard to any later fluctuations in the value of portfolio securities or other assets.

#### Order Priority

Davis Advisors' trading desk prioritizes incoming orders of similar purchases and sales of securities between institutional and managed money/wrap account orders. Davis Advisors' trading desk typically executes orders for institutional clients, including investment companies, institutional private accounts, sub-advised accounts and others. Managed money/wrap account program sponsors typically execute orders for managed money/wrap accounts.

Davis Advisors' trading desk attempts to coordinate the timing of orders with a trade rotation to prevent Davis Advisors from "bidding against itself" on orders. Generally, a block trade representing a portion of the total trade is placed first for institutional and private accounts. Once this trade is completed, Davis Advisors places orders for wrap accounts, one sponsor at a time. Sponsors of certain model portfolios will execute trades for their clients. These model portfolio Sponsors are included as a part of the wrap account trade rotation. If Davis Advisors has not received a response from a model portfolio Sponsor within a reasonable period of time Davis Advisors will resume through the trade rotation. If this occurs it is possible that the model portfolio Sponsor and Davis Advisors will be executing similar trades for discretionary clients. The trading concludes with another block transaction for institutional and private accounts. The trading desk follows procedures intended to provide reasonable assurance that no clients are disadvantaged by this trade rotation; the compliance department monitors execution quality. However, there can be no assurance that best execution will in fact be achieved in any given transaction.

#### Pattern Accounts

Davis Advisors serves as investment adviser for a number of clients which are patterned after model portfolios or designated mutual funds managed by Davis Advisors. For example, a client pursuing Davis large cap value strategy may be patterned after Davis New York Venture Fund. A client patterned after Davis New York Venture Fund will usually have all of its trading (other than trading reflecting cashflows due to client deposits or withdrawals) aggregated with Davis New York Venture Fund. In unusual circumstances, Davis Advisors may not purchase or sell a given security on behalf of all clients (even clients managed in a similar style), and it may not execute a purchase of securities or a sale of securities for all participating clients at the same time.

Upon opening a new client account, unless the client makes other arrangements, securities which are not part of the model portfolio or designated mutual fund are generally sold when the account is opened and replaced with securities such that the client portfolio is patterned after the model portfolio or designated mutual fund. It is Davis Advisors' general practice to continue to actively manage a client account until the date that Davis Advisors no longer has legal authority to transact on the account. Therefore, unless the client makes other arrangements, purchases and sales in the model portfolio or designated mutual fund will also be executed in the pattern account until the account is terminated; e.g. purchases may be executed in a pattern account the day before the account is terminated.

Orders for accounts which are not patterned after model portfolios or designated mutual funds are generally executed in the order received by the trading desk, with the following exceptions: (i) the execution of orders for clients that have directed that particular brokers be used may be delayed until the orders which do not direct a particular broker have been filled; (ii) the execution of orders may be delayed when the client (or responsible portfolio manager) requests such delay due to market conditions in the security to be purchased or sold; and (iii) the execution of orders which are to be bunched or aggregated.

#### Managed money/wrap accounts

Managed money/wrap accounts have contractual relationships with their program sponsors, which typically makes it advantageous for the program sponsors to execute most or all of their transactions. Managed

money/wrap accounts trade throughout the day as directed by Davis Advisors' trading desk. While managed money/wrap accounts are trading, Davis Advisors' trading desk typically suspends trading for other clients until the program sponsors have completed their transactions. In determining the priority of transactions involving managed money/wrap accounts, Davis Advisors' trading desk considers a number of factors, including a fair rotation among clients, the size of the transaction relative to the size of the managed money/wrap account, the depth and liquidity of the trading market and the potential market impact of the transactions.

Davis Advisors may enter into agreements with certain program sponsors whereby Davis Advisors will only provide its model portfolio to the program sponsor. The program sponsor would be responsible for executing portfolio transactions for their client's managed money/wrap account(s). Model portfolio Sponsors will be included as part of the managed money/wrap account rotation. If Davis Advisors has not received a response from a model portfolio Sponsor within a reasonable period of time Davis Advisors will resume through the trade rotation. If this occurs it is possible that the model portfolio Sponsor and Davis Advisors will be executing similar trades for discretionary clients.

#### Aggregated Trades

Davis Advisors' equity portfolio managers generally communicate investment decisions to a centralized equity trading desk, while fixed income portfolio managers normally place their transactions themselves. Davis Advisors frequently follows the practice of aggregating orders of various institutional clients for execution, if Davis Advisors believes that this will result in the best net price and most favorable execution. In some instances, aggregating trades could adversely affect a given client. However, Davis Advisors believes that aggregating trades generally benefits clients because larger orders tend to have lower execution costs, and Davis Advisors clients do not compete with one another trading in the market. Directed brokerage trades in a particular security are typically executed separately from, and possibly after, Davis Advisors' other client trades.

In general, all Davis Advisors clients (excluding clients who are directing brokerage and managed money/wrap accounts) seeking to purchase or sell a given security at approximately the same time will be aggregated into a single order or series of orders. When an aggregated order is filled, all participating clients receive the price at which the order was executed. If, at a later time, the participating clients wish to purchase or sell additional shares of the same security, or if additional clients seek to purchase or sell the same security, then Davis Advisors will issue a new order and the clients participating in the new order will receive the price at which the new order was executed.

In the event that an aggregated order is not entirely filled, Davis Advisors will allocate the purchases or sales among participating clients in the manner it considers to be most equitable and consistent with its fiduciary obligations to all such clients. Generally, partially filled orders are allocated pro rata based on the initial order submitted by each participating client.

In accordance with the various managed money/wrap account programs in which Davis Advisors participates, Davis Advisors typically directs all trading to the applicable program sponsor unless, in Davis Advisors' reasonable discretion, doing so would adversely affect the client. Clients typically pay no commissions on trades executed through program sponsors. In the event that an order to the sponsor of a managed money/wrap account program is not entirely filled, Davis Advisors will allocate the purchases or sales among the clients of that sponsor in the manner it considers to be most equitable and consistent with its fiduciary obligations to all such clients. Generally, partially filled orders are allocated among the particular sponsor's participating clients on a random basis that is anticipated to be equitable over time.

#### Trading Error Correction

In the course of managing client accounts, it is possible that trading errors will occur from time to time. Davis Advisors has adopted Trading Error Correction Policies & Procedures which, when Davis Advisors is at fault, seek to place a client's account in the same position it would have been had there been no error. Davis Advisors retains flexibility in attempting to place a client's account in the same position it would have been had there been no error. Davis Advisors attempts to treat all material errors uniformly, regardless of whether they would result in a profit or loss to the client. For example, Davis Advisors may purchase

securities from a client account at cost if they were acquired due to a trading error. If more than one trading error, or a series of trading errors, is discovered in a client account, then gains and losses on the erroneous trades may be netted.

#### Research Paid For With Commissions, “Soft Dollars”

Davis Advisors does not use client commissions, “soft dollars”, to pay for: (i) computer hardware or software, or other electronic communications facilities; (ii) publications, both paper based or electronic that are available to the general public; and (iii) third-party research services. If Davis Advisors determines to purchase such services, it pays for them using its own resources.

Davis Advisors’ portfolio managers may take into account the research resources, as well as the execution capacity, of a brokerage firm in selecting brokers. Thus, transactions may be directed to a brokerage firm which provides: (i) important information concerning a company; (ii) introductions to key company officers; (iii) industry and company conferences; and (iv) other value added research services. Davis Advisors may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or services, rather than on its clients’ interest in receiving most favorable execution. If Davis Advisors were to direct brokerage to a firm providing these value added services Davis Advisors may receive a benefit as it may not have to pay for the benefit it has received.

Davis Advisors follows the concepts of Section 28(e) of the Securities Exchange Act of 1934. Subject to the criteria of Section 28(e), Davis Advisors may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transactions, in recognition of the value of the brokerage and research services provided by or through the broker. Davis Advisors’ Head Trader exercises his professional judgment to determine which brokerage firm is best suited to execute any given portfolio transaction. This includes transactions executed through brokerage firms which provide the services listed above. Davis Advisors does not attempt to allocate soft dollar benefits to client accounts proportionately to the commissions which the accounts pay to brokerage firms which provide research services. Davis Advisors believes it is important to its investment decision-making to have access to independent research.

#### Exceptions

There are occasions when Davis Advisors varies the trading procedures and considerations described above. Davis Advisors exercises its best judgment in determining whether clients should execute portfolio transactions simultaneously with, prior to, or subsequent to the model portfolio or designated mutual fund that they are patterned after. The factors that Davis Advisors considers in exercising its judgment include, but are not limited to, the need for confidentiality of the purchase or sale, market liquidity of the securities in issue, the particular events or circumstances that prompt the purchase or sale of the securities, and operational efficiencies. Even when transactions are executed on the same day, clients may not receive the same price as the model portfolios or designated mutual funds they are patterned after. If the transactions are not aggregated, such prices may be better or worse.

#### Portfolio Turnover

Because client equity portfolios are managed using the Davis Investment Discipline, portfolio turnover is expected to be low. Davis Advisors anticipates that, during normal market conditions, clients’ annual portfolio turnover rate will be less than 100%. However, depending upon market conditions, portfolio turnover rate will vary. At times it could be high, which could require the payment of larger amounts in brokerage commissions and possibly more taxable distributions.

When Davis Advisors deems it to be appropriate, client accounts may engage in active and frequent trading to achieve their investment objective. Active trading may include participation in initial public offerings. Active trading may result in the realization of higher capital gains compared with accounts with less active trading strategies, which would increase shareholder tax liability. Frequent trading also increases transaction costs, which could detract from an account’s performance.

## **Item 13 Review of Accounts**

Davis Advisors serves as investment adviser for many different types of accounts, see Item 7 Types of clients. Different types of client accounts and accounts managed in different investment styles are reviewed differently.

Davis Advisors' Compliance Department, overseen by the Chief Compliance Officer, regularly reviews all accounts to ensure compliance with investment limitations and reasonable application of Davis Advisors trade and brokerage policies, see Item 12 Brokerage Practices.

Davis Advisors serves as investment adviser for a number of accounts whose portfolios are patterned after model portfolios or designated mutual funds managed by Davis Advisors. The portfolio holdings and transactions of these accounts are similar to, but not exactly the same as, the model portfolios or designated mutual funds. Davis Advisors' Trading Department, overseen by the Head Trader, periodically reviews these accounts to ensure a reasonable match between these accounts and the model portfolios or designated mutual funds.

Davis Advisors Portfolio Review Committee meets, generally on a monthly basis, to review Davis Advisors' Large Cap Value, Large Cap Growth, Concentrated Equity, Financial, Multi-Cap Equity, International, Global, and Balanced investment strategies. Davis Advisors Portfolio Review Committee reviews (i) portfolio manager allocations (including review of the investment performance of individual portfolio managers and research analysts), (ii) portfolio risk, and (iii) investment operations. Andrew Davis oversees Davis Advisors' Real Estate and Appreciation & Income investment strategies. Creston King oversees Davis Advisors' Government Securities and Government Money Market investment strategies.

### Reports to Clients

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. Investment companies and private accounts receive periodic written reports, which may include a list of current holdings, transactions for the period, account performance, investment outlook and/or other requested information. Clients in managed money/wrap account programs generally receive written reports from the program sponsor.

Clients open accounts with qualified custodians of their choice. The custodian generally sends an account statement, at least quarterly, identifying the amount of funds and each security in the account at the end of the period and setting forth all transactions in the account during that period.

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

### Davis Advisors Does Not Receive Third-Party Payments

Davis Advisors does not receive cash payments, sales awards, prizes, or other economic benefits from third-parties who are not its clients for providing investment advice or other advisory services to its clients.

### Employee Compensation

Some Davis Advisors employees receive commissions and/or bonuses from Davis Advisors linked to bringing clients and assets to Davis Advisors.

### Compensation to Solicitors

Davis Advisors may pay fees based on a percentage of assets to a non-employee soliciting clients. Any clients who are solicited by non-employees receiving a fee from Davis Advisors will receive separate written disclosure of this solicitation arrangement.

### Fees paid to Consultants and Other Financial Intermediaries

Davis Advisors actively seeks to educate consultants, broker-dealers, and other financial intermediaries (jointly referred to in this section as "Consultants") about its advisory services. Davis Advisors sponsors

educational events where its representatives meet with Consultants and/or their Clients. Davis Advisors may pay some of the costs associated with educational events, which provide Davis Advisors' representatives with an opportunity to meet with Consultants and/or clients.

These fees are paid by Davis Advisors from its own resources, which include the management fees received from the clients. Clients should confer with their Consultant regarding the details of the payments they may receive from Davis Advisors.

#### Service Fees

Davis Advisors or Davis Distributors, LLC may pay service fees to broker/dealers and other eligible parties who introduce Davis Advisors to clients and assist Davis Advisors in maintaining the client's account by keeping records and performing other services, which Davis Advisors would otherwise have to perform itself.

Broker-dealers and other financial intermediaries may charge Davis Advisors (or an affiliate) substantial fees for selling accounts managed by Davis Advisors and providing continuing support to clients. These charges may include: (i) sales commissions from sales charges paid by purchasing shareholders; (ii) distribution and service fees from 12b-1 distribution plans; (iii) record-keeping fees for providing record-keeping services to investors who invest through dealer-controlled omnibus accounts; and (iv) other fees, described below, that may be paid by Davis Advisors or an affiliate from their own resources.

Some intermediaries may, as a condition to distributing shares managed by Davis Advisors, request that the Davis Advisors or an affiliate, pay or reimburse the intermediary for: (i) marketing support payments including business planning assistance, educating personnel about the investment type, and shareholder financial planning needs, placement on the dealer's list of offered funds, and access to sales meetings, sales representatives and management representatives of the dealer; and (ii) financial assistance charged to allow Davis Advisors or an affiliate to participate in and/or present at conferences or seminars, sales or training programs for invited registered representatives and other employees, client and investor events and other dealer-sponsored events. These additional fees are sometimes referred to as "revenue sharing" payments. A number of factors are considered in determining fees paid to intermediaries, including the dealer's sales and assets, and the quality of the dealer's relationship with Davis Advisors or an affiliate. Fees are generally based on the value of assets held by the dealer or financial institution for its customers or based on sales of fund shares by the dealer or financial institution, or a combination thereof. Davis Advisors may use its profits from the advisory fee it receives from an account to pay some or all of these fees. Some dealers may also choose to pay additional compensation to their registered representatives. Such payments may be associated with the status of a fund on a financial intermediary's preferred list of funds or otherwise associated with the financial intermediary's marketing and other support activities. The foregoing arrangements may create an incentive for the brokers, dealers or other financial institutions, as well as their registered representatives, to recommend Davis Advisors rather than other managers.

In addition, Davis Advisors or an affiliate may, from time to time, pay additional cash compensation or other promotional incentives to authorized dealers or agents who sell shares of funds managed by Davis Advisors. In some instances, such cash compensation or other incentives may be offered only to certain dealers or agents who employ registered representatives who have sold or may sell significant amounts of shares of funds managed by Davis Advisors during specified periods of time.

Service fees, which are paid solely at the discretion of Davis Advisors, are based on the assets under management and the actual services performed. The amount of the fee is separately negotiated with each service provider and cannot be determined in advance. Clients should contact the service provider with whom they deal for information concerning the existence and amount of any service fees paid in respect to their account. The payment, or non-payment, of service fees will not result in any increase or decrease of the advisory fee charged to the client.

### **Item 15 Custody**

Davis Advisors does not have custody of client accounts. Clients open accounts with qualified custodians of their choice. The broker-dealer, bank, or other qualified custodian will generally send an account

statement, at least quarterly, identifying the amount of funds and each security in the account at the end of the period and setting forth all transactions in the account during that period. Clients should carefully review these statements. In some instances Davis Advisors will send a client a schedule of holdings or other similar report. Clients should compare the account statements they receive from the qualified custodian to those reports they may receive from Davis Advisors.

### **Item 16 Investment Discretion**

Davis Advisors generally manages client account with discretionary authority. Davis Advisors has investment discretion when it is authorized to make purchase and sale decisions for client accounts.

Clients may impose reasonable investment limitations and restrictions on specific securities, industry sectors, etc. Davis Advisors retains the right to refuse to accept a client for any reason, including unreasonable investment limitations or restrictions. Davis Advisors generally requires a written investment advisory agreement with clients, which will include a clause granting Davis Advisors investment discretion. Clients may grant Davis Advisors discretionary authority through contractual language that is a part of the advisory agreement or via a separate power of attorney form.

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

Clients have the right to vote their portfolio securities. Some clients have directed Davis Advisors to vote their portfolio securities in conformance with Davis Advisors' Proxy Voting Policies and Procedures. Clients may direct Davis Advisors to vote either all or none of their portfolio securities, Davis Advisors does not accept directions on how to vote specific portfolio securities.

Davis Advisors has adopted Proxy Voting Policies and Procedures to address conflicts of interest between Davis Advisors and its clients with respect to voting client's portfolio securities. Davis Advisors' Proxy Voting Policies and Procedures are summarized below. Clients may obtain a copy of Davis Advisors' Proxy Voting Policies and Procedures upon written request as described below.

#### Summary of Davis Advisors' Proxy Voting Policies and Procedures

Davis Advisors votes on behalf of its clients in matters of corporate governance through the proxy voting process. Davis Advisors takes its ownership responsibilities very seriously and believes the right to vote proxies for its clients' holdings is a significant asset of the clients. Davis Advisors exercises its voting responsibilities as a fiduciary, solely with the goal of maximizing the value of its clients' investments.

Davis Advisors votes proxies with a focus on the investment implications of each issue. For each proxy vote, Davis Advisors takes into consideration its duty to clients and all other relevant facts known to Davis Advisors at the time of the vote. Therefore, while these guidelines provide a framework for voting, votes are ultimately cast on a case-by-case basis.

Davis Advisors has adopted written Proxy Voting Policies and Procedures and established a Proxy Oversight Group to oversee voting policies and deal with potential conflicts of interest. In evaluating issues, the Proxy Oversight Group may consider information from many sources, including the Portfolio Managers for each client account, management of a company presenting a proposal, shareholder groups, and independent proxy research services.

Clients may obtain a copy of Davis Advisors' Proxy Voting Policies and Procedures, and/or a copy of how their own proxies were voted, by writing to:

Davis Selected Advisers, L.P.  
Attn: Chief Compliance Officer  
2949 East Elvira Road, Suite 101  
Tucson, Arizona, 85756

## Guiding Principles

Creating Value for Existing Shareholders. The most important factors that we consider in evaluating proxy issues are: (i) the company's or management's long-term track record of creating value for shareholders. In general, we will consider the recommendations of a management with a good record of creating value for shareholders as more credible than the recommendations of managements with a poor record; (ii) whether, in our estimation, the current proposal being considered will significantly enhance or detract from long-term value for existing shareholders; and (iii) whether a poor record of long term performance resulted from poor management or from factors outside of managements control.

Other factors which we consider may include:

(a) Shareholder Oriented Management. One of the factors that Davis Advisors considers in selecting stocks for investment is the presence of shareholder-oriented management. In general, such managements will have a large ownership stake in the company. They will also have a record of taking actions and supporting policies designed to increase the value of the company's shares and thereby enhance shareholder wealth. Davis Advisors' research analysts are active in meeting with top management of portfolio companies and in discussing their views on policies or actions which could enhance shareholder value. Whether management shows evidence of responding to reasonable shareholder suggestions, and otherwise improving general corporate governance, is a factor which may be taken into consideration in proxy voting.

(b) Allow responsible management teams to run the business. Because we try generally to invest with "owner oriented" managements (see above), we vote with the recommendation of management on most routine matters, unless circumstances such as long standing poor performance or a change from our initial assessment indicate otherwise. Examples include the election of directors and ratification of auditors. Davis Advisors supports policies, plans and structures that give management teams appropriate latitude to run the business in the way that is most likely to maximize value for owners. Conversely, Davis Advisors opposes proposals that limit management's ability to do this. Davis Advisors will generally vote with management on shareholder social and environmental proposals on the basis that their impact on share value is difficult to judge and is therefore best done by management.

(c) Preserve and expand the power of shareholders in areas of corporate governance. Equity shareholders are owners of the business, and company boards and management teams are ultimately accountable to them. Davis Advisors supports policies, plans and structures that promote accountability of the board and management to owners, and align the interests of the board and management with owners. Examples include: annual election of all board members and incentive plans that are contingent on delivering value to shareholders. Davis Advisors generally opposes proposals that reduce accountability or misalign interests, including but not limited to classified boards, poison pills, excessive option plans, and repricing of options.

(d) Support compensation policies that reward management teams appropriately for performance. We believe that well thought out incentives are critical to driving long-term shareholder value creation. Management incentives ought to be aligned with the goals of long-term owners. In our view, the basic problem of skyrocketing executive compensation is not high pay for high performance, but high pay for mediocrity or worse. In situations where we feel that the compensation practices at companies we own are not acceptable, we will exercise our discretion to vote against compensation committee members and specific compensation proposals.

Davis Advisors exercises its professional judgment in applying these principles to specific proxy votes. Davis Advisors' Proxy Procedures and Policies provide additional explanation of the analysis which Davis Advisors may conduct when applying these guiding principles to specific proxy votes.

## **Conflicts of Interest**

A potential conflict of interest arises when Davis Advisors has business interests that may not be consistent with the best interests of its client. Davis Advisors' Proxy Oversight Group is charged with resolving

material potential conflicts of interest which it becomes aware of. It is charged with resolving conflicts in a manner that is consistent with the best interests of clients. There are many acceptable methods of resolving potential conflicts, and the Proxy Oversight Group exercises its judgment and discretion to determine an appropriate means of resolving a potential conflict in any given situation:

- (1) Votes consistent with the “General Proxy Voting Policies,” are presumed to be consistent with the best interests of clients;
- (2) Davis Advisors may disclose the conflict to the client and obtain the client’s consent prior to voting the proxy;
- (3) Davis Advisors may obtain guidance from an independent third party;
- (4) The potential conflict may be immaterial; or
- (5) Other reasonable means of resolving potential conflicts of interest which effectively insulate the decision on how to vote client proxies from the conflict.

## **Item 18 Financial Information**

Davis Advisors is a private limited partnership and considers its financial information to be confidential. Davis Advisors is financially strong and is unaware of any financial condition reasonably likely to impair its ability to meet its contractual commitments. Davis Advisors does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

## **Item 19 Other Information**

### Class Action Claims Processing

Davis Advisors’ clients invest in publicly traded companies. These investments may be the subject of class action securities litigation under state and federal law. Davis Advisors has adopted procedures for dealing with “Class Action Litigation Settlement Claims Processing for Portfolio Holdings” a copy of which will be provided upon request.

Davis Advisors will, generally, take a passive role in class action litigation by using its best efforts to process the Class Action Litigation Settlement “Proof of Claim and Release Form,” and other such notices (hereinafter “Claims”) it receives on behalf of eligible (generally, Clients who purchased and sold securities within the class action period) Clients. Davis Advisors does not file class action claims on behalf of managed money/wrap accounts. Unless receiving contrary instructions from a client, Davis Advisors will file class action Claims on behalf of institutional clients when it determines it is appropriate to do so. If Davis Advisors does not receive the proper materials in a timely manner, it may not be able to file a claim.

Davis Advisors may not process all Claims which it receives and may not process a given Claim on behalf of all clients. Davis Advisors will not process class action claims if, after conducting a cost/benefit analysis, it concludes that the cost of processing the Claim is not justified by the potential benefits, which a client may receive. Rather than processing a Claim, Davis may notify a client of the Claim and of its intent not to process the claim on behalf of the client.



# **CHRISTOPHER DAVIS**

**Chairman  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
620 Fifth Avenue, 3<sup>rd</sup> Floor  
New York City, New York 10020  
<http://davisadvisors.com>**

### **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Christopher Davis that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

#### **Large-Cap Value, Concentrated Equity, Financial, Multi-Cap Equity, International and Global**

A team of portfolio managers manage client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

Some client portfolios will be managed by one or more portfolio managers who share the responsibility for making all investment decisions on behalf of the client's portfolio. Other client portfolios are managed using a team of multiple portfolio managers. Under this approach, the client portfolio is divided into segments managed by individual portfolio managers. Each portfolio manager decides how their respective segment will be invested. All investment decisions are made within the parameters established by the client's investment objectives, strategies, and restrictions.

**CHRISTOPHER C. DAVIS (b. 1965)**

Chairman, Portfolio Manager

Office in New York, NY

**Item 2 Educational Background and Business Experience**

**EDUCATION AND CERTIFICATIONS:**

MA – Philosophy, University of St. Andrews, St. Andrews, Scotland

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (09/89 to present): Chairman, Portfolio Manager
- Sole Member of Davis Investments, LLC, which serves as the sole general partner of Davis Advisors
- Also serves as a director and/or officer for various entities affiliated with Davis Advisors
- Shelby Cullom Davis & Co., New York, NY (06/91 to present): Employee
- Director of the Washington Post, media and publishing, (02/06 to present)

**Item 3 Disciplinary Information**

Christopher Davis has no legal or disciplinary events material to a client's or prospective client's evaluation of Christopher Davis.

**Item 4 Other Business Activities**

Christopher Davis is not actively engaged in any investment related business or occupation other than serving as chairman and portfolio manager of Davis Advisors and related entities.

Christopher Davis does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Christopher Davis is not actively engaged in any substantial business or occupation for compensation other than serving as chairman and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Christopher Davis does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Christopher Davis, chairman and portfolio manager (800-279-2279), chairs the Portfolio Review Committee which is responsible for supervising Davis Advisors' team of portfolio managers managing client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

## **DWIGHT BLAZIN**

**Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279**

**620 Fifth Avenue, 3<sup>rd</sup> Floor**  
**New York City, New York 10020**  
<http://davisadvisors.com>

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Dwight Blazin that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Large-Cap Value, Concentrated Equity, Financial, Multi-Cap Equity, International and Global**

A team of portfolio managers manage client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

Some client portfolios will be managed by one or more portfolio managers who share the responsibility for making all investment decisions on behalf of the client's portfolio. Other client portfolios are managed using a team of multiple portfolio managers. Under this approach, the client portfolio is divided into segments managed by individual portfolio managers. Each portfolio manager decides how their respective segment will be invested. All investment decisions are made within the parameters established by the client's investment objectives, strategies, and restrictions.

**DWIGHT BLAZIN (b. 1961)**

Portfolio Manager

Office in New York, NY

**Item 2 Educational Background and Business Experience**

**EDUCATION AND CERTIFICATIONS:**

BMU – Music, Brigham Young University, UT

MA – History, New York University, New York, NY

PH.D. – History, New York University, New York, NY

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (08/97 to present): Portfolio Manager

**Item 3 Disciplinary Information**

Dwight Blazin has no legal or disciplinary events material to a client's or prospective client's evaluation of Dwight Blazin.

**Item 4 Other Business Activities**

Dwight Blazin is not actively engaged in any investment related business or occupation other than serving as portfolio manager of Davis Advisors.

Dwight Blazin does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Dwight Blazin is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Dwight Blazin does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Christopher Davis, chairman and portfolio manager (800-279-2279), chairs the Portfolio Review Committee which is responsible for supervising Davis Advisors' team of portfolio managers managing client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

## **DANTON GOEI**

**Vice President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
620 Fifth Avenue, 3<sup>rd</sup> Floor  
New York City, New York 10020  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Danton Goei that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Large-Cap Value, Concentrated Equity, Financial, Multi-Cap Equity, International and Global**

A team of portfolio managers manage client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

Some client portfolios will be managed by one or more portfolio managers who share the responsibility for making all investment decisions on behalf of the client's portfolio. Other client portfolios are managed using a team of multiple portfolio managers. Under this approach, the client portfolio is divided into segments managed by individual portfolio managers. Each portfolio manager decides how their respective segment will be invested. All investment decisions are made within the parameters established by the client's investment objectives, strategies, and restrictions.

**DANTON GOEI (b. 1969)**

Vice President, Portfolio Manager  
Office in New York, NY

**Item 2 Educational Background and Business Experience****EDUCATION AND CERTIFICATIONS:**

BA – International Economics, Georgetown University, Washington, D.C.

MBA – Management, Wharton School of the University of Pennsylvania, Philadelphia, PA

MA – International Studies, University of Pennsylvania, Philadelphia, PA

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (11/98 to present): Portfolio Manager

**Item 3 Disciplinary Information**

Danton Goei has no legal or disciplinary events material to a client's or prospective client's evaluation of Danton Goei.

**Item 4 Other Business Activities**

Danton Goei is not actively engaged in any investment related business or occupation other than serving as vice president and portfolio manager of Davis Advisors.

Danton Goei does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Danton Goei is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Danton Goei does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Christopher Davis, chairman and portfolio manager (800-279-2279), chairs the Portfolio Review Committee which is responsible for supervising Davis Advisors' team of portfolio managers managing client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

## **TANIA POUSCHINE**

**Vice President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
620 Fifth Avenue, 3<sup>rd</sup> Floor  
New York City, New York 10020  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Tania Pouschine that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Large-Cap Value, Concentrated Equity, Financial, Multi-Cap Equity, International and Global**

A team of portfolio managers manage client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.

Some client portfolios will be managed by one or more portfolio managers who share the responsibility for making all investment decisions on behalf of the client's portfolio. Other client portfolios are managed using a team of multiple portfolio managers. Under this approach, the client portfolio is divided into segments managed by individual portfolio managers. Each portfolio manager decides how their respective segment will be invested. All investment decisions are made within the parameters established by the client's investment objectives, strategies, and restrictions.

**TANIA POUSCHINE (b. 1957)**  
Vice President, Portfolio Manager  
Office in New York, NY

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

EDUCATION AND CERTIFICATIONS:  
BA – Middlebury College, Middlebury, VT

BUSINESS BACKGROUND (five years):

- Davis Advisors (07/03 to present): Portfolio Manager

## **Item 3 Disciplinary Information**

Tania Pouschine has no legal or disciplinary events material to a client's or prospective client's evaluation of Tania Pouschine.

## **Item 4 Other Business Activities**

Tania Pouschine is not actively engaged in any investment related business or occupation other than serving as vice president and portfolio manager of Davis Advisors.

Tania Pouschine does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Tania Pouschine is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

## **Item 5 Additional Compensation**

Tania Pouschine does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

## **Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Christopher Davis, chairman and portfolio manager (800-279-2279), chairs the Portfolio Review Committee which is responsible for supervising Davis Advisors' team of portfolio managers managing client accounts in Davis Advisors' large-cap value, concentrated equity, financial, multi-cap equity, international and global investment styles.



## **ANDREW DAVIS**

**President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
124 East Marcy  
Santa Fe, New Mexico 87501  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Andrew Davis that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Real Estate and Appreciation & Income**

Andrew Davis heads Davis Advisors' real estate and appreciation & income investment styles.

**ANDREW DAVIS (b. 1963)**

President, Portfolio Manager  
Office in Santa Fe, NM

**Item 2 Educational Background and Business Experience****EDUCATION AND CERTIFICATIONS:**

BA – Economics and Administrative Science, Colby College, Waterville, ME

**BUSINESS BACKGROUND (five years):**

Davis Advisors (02/93 to present): President, Portfolio Manager

- Also serves as a director and/or officer for various entities affiliated with Davis Advisors

**Item 3 Disciplinary Information**

Andrew Davis has no legal or disciplinary events material to a client's or prospective client's evaluation of Andrew Davis.

**Item 4 Other Business Activities**

Andrew Davis is not actively engaged in any investment related business or occupation other than serving as president and portfolio manager of Davis Advisors.

Andrew Davis does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Andrew Davis is not actively engaged in any substantial business or occupation for compensation other than serving as president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Andrew Davis does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Andrew Davis, president and portfolio manager (800-279-2279), heads Davis Advisors' real estate and appreciation & income investment strategies.

## **CHANDLER SPEARS**

**Vice President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
124 East Marcy  
Santa Fe, New Mexico 87501  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Chandler Spears that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Real Estate**

Chandler Spears works with Andrew Davis to manage Davis Advisors' real estate investment style.

**CHANDLER SPEARS (b. 1966)**

Vice President, Portfolio Manager  
Office in Santa Fe, NM

**Item 2 Educational Background and Business Experience****EDUCATION AND CERTIFICATIONS:**

BA – Business Administration, James Madison University, Harrisonburg, VA

MA – Finance and Information Systems, University of Virginia, Charlottesville, VA

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (11/00 to present): Portfolio Manager

**Item 3 Disciplinary Information**

Chandler Spears has no legal or disciplinary events material to a client's or prospective client's evaluation of Chandler Spears.

**Item 4 Other Business Activities**

Chandler Spears is not actively engaged in any investment related business or occupation other than serving as vice president and portfolio manager of Davis Advisors.

Chandler Spears does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Chandler Spears is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Chandler Spears does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Andrew Davis, president and portfolio manager (800-279-2279) heads Davis Advisors' real estate investment strategy.

## **KEITH SABOL**

**Vice President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
124 East Marcy  
Santa Fe, New Mexico 87501  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Keith Sabol that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Appreciation & Income**

Keith Sabol works with Andrew Davis to manage Davis Advisors' appreciation & income investment style.

**KEITH SABOL (b. 1965)**

Vice President, Portfolio Manager  
Office in Santa Fe, NM

**Item 2 Educational Background and Business Experience****EDUCATION AND CERTIFICATIONS:**

BS – Mechanical Engineering, United States Military Academy, West Point, NY

MS – Industrial Administration, Carnegie Mellon University, Pittsburgh, PA

CFA<sup>(1)</sup> – Chartered Financial Analyst

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (7/05 to present): Portfolio Manager

(1) The Chartered Financial Analyst (CFA) designation is an international professional certification offered by the CFA Institute (formerly AIMR) to financial analysts who complete a series of three examinations. To become a CFA Charterholder candidates must pass each of three six-hour exams, possess a bachelor's degree (or equivalent, as assessed by CFA Institute) and have 48 months of qualified, professional work experience.

**Item 3 Disciplinary Information**

Keith Sabol has no legal or disciplinary events material to a client's or prospective client's evaluation of Keith Sabol.

**Item 4 Other Business Activities**

Keith Sabol is not actively engaged in any investment related business or occupation other than serving as vice president and portfolio manager of Davis Advisors.

Keith Sabol does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Keith Sabol is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Keith Sabol does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Andrew Davis, president and portfolio manager (800-279-2279) heads Davis Advisors' appreciation & income investment strategy.

## **CRESTON KING**

**Vice President  
Portfolio Manager**

## **DAVIS ADVISORS**

**800-279-2279  
2949 East Elvira Road  
Tucson, Arizona 85756  
<http://davisadvisors.com>**

## **BROCHURE SUPPLEMENT**

**January 1, 2014**

**This brochure supplement provides information about Creston King that supplements the Davis Advisors' brochure. You should have received a copy of that brochure. Please contact Davis Advisors at 800-279-2279 if you did not receive Davis Advisors' brochure or if you have any questions about the contents of this supplement.**

### **Government Securities, Government Money Market Funds, Cash Management**

Creston King heads Davis Advisors' Government Securities and Government Money Market Fund investment styles, and also heads cash management.

**CRESTON KING (b. 1963)**

Vice President, Portfolio Manager  
Office in Tucson, AZ

**Item 2 Educational Background and Business Experience****EDUCATION AND CERTIFICATIONS:**

BA – Economics, Duke University, Durham, NC  
CFA<sup>(1)</sup> – Chartered Financial Analyst

**BUSINESS BACKGROUND (five years):**

- Davis Advisors (06/99 to present): Portfolio Manager

(1) The Chartered Financial Analyst (CFA) designation is an international professional certification offered by the CFA Institute (formerly AIMR) to financial analysts who complete a series of three examinations. To become a CFA Charterholder candidates must pass each of three six-hour exams, possess a bachelor's degree (or equivalent, as assessed by CFA institute) and have 48 months of qualified, professional work experience.

**Item 3 Disciplinary Information**

Creston King has no legal or disciplinary events material to a client's or prospective client's evaluation of Creston King.

**Item 4 Other Business Activities**

Creston King is not actively engaged in any investment related business or occupation other than serving as vice president and portfolio manager of Davis Advisors.

Creston King does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Creston King is not actively engaged in any substantial business or occupation for compensation other than serving as vice president and portfolio manager for Davis Advisors.

**Item 5 Additional Compensation**

Creston King does not receive any economic benefit (e.g. sales awards and other prizes) from someone who is not a client for providing advisory services.

**Item 6 Supervision**

See Item 13 Review of Accounts in Davis Advisors' Brochure.

Creston King heads Davis Advisors' Government Securities and Government Money Market Fund investment styles, and also heads cash management. Mr. King reports to Mr. Eich who may be reached at 800-279-2279.