

Part 2A of Form ADV: *Firm Brochure*

February 28, 2014



Baron Capital Management, Inc.

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This brochure provides information about the qualifications and business practices of Baron Capital Management, Inc. ("BCM"). **If you have any questions about the contents of this brochure, please contact us at (212) 583-2100.** The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about BCM also is available on the SEC's website at www.adviserinfo.sec.gov.

BCM is an investment adviser registered with the SEC. Registration does not imply a certain level of skill or training.

Material Changes

This brochure is an amendment of the Form ADV Part 2. The Adviser discloses an additional investment strategy and removes the strategies it no longer offers. There are no other material changes. The previous update was dated December 12, 2013.

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Advisory Business

BCM provides advisory services to high net worth individuals, pension and profit sharing plans, charitable organizations, corporations, wrap fee programs, and other entities. It also offers a fund designed for non-U.S. investors and U.S. tax-exempt entities, Baron USA Partners Fund, Ltd. (Baron USA), and manages **Castle Advisers, LP ("Castle")**, a private limited partnership that invests primarily in hedge funds. All such advisory accounts are managed for capital appreciation with income incidental to that objective. BCM manages principally long-only investment portfolios.

BCM is a New York corporation and wholly-owned subsidiary of Baron Capital Group, Inc. ("**BCG**"). BCM has two affiliates, **BAMCO, Inc. ("BAMCO")** and **Baron Capital, Inc. ("BCI")**. BCM and BAMCO are investment advisers registered with the SEC. BCI is a limited purpose broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority ("**FINRA**"). None of the entities mentioned above is publicly traded. Ronald Baron, Chairman, CEO and CIO of BCM, is the principal owner of BCG.

BCM's services are tailored to the investment objectives of the particular client. Prospective clients indicate their investment objective during the request for proposal process or while negotiating an investment advisory agreement. Clients may impose certain restrictions on investing in certain securities or types of securities. BCM regularly communicates with its clients to understand their objectives.

BCM has been providing investment advisory services since 1982. As of February 28, 2014, BCM managed 681 accounts, all on a discretionary basis, totaling \$2.1 billion.

Fees and Compensation

Advisory fees are charged based on a percentage of assets under management. The Advisory fees vary due to the inception date of a client's account, the initial or potential size of the account, the product/strategy, the entirety of the client's or any of its affiliates' relationship with BAMCO, BCM or BCI, and other factors that BCM deems relevant. All fees are subject to negotiation but typically range from .50% to 1.15%. For separately managed accounts and accounts that are managed by reference to a model or representative account, fees typically decrease as asset levels increase. BCM charges 1.15% to manage Baron USA and .50% to manage Castle. BCM reserves the right, in its sole discretion, to negotiate and charge different advisory fees for different accounts.

BCM clients who have uninvested cash balances swept into money market funds at their custodian broker-dealers or custodian banks may pay two fees, to the extent that the money market funds charge a fee and deduct expenses. Generally, **BCM's fees are based on total assets under management**, which may include the cash swept into money market funds.

Fees are generally payable quarterly, after the end of each quarter investment advisory services are provided. When an account is terminated, the fee is determined on the basis of the net asset value of the account for the number of days BCM has provided investment advisory services in the quarter in which the account is terminated, including the date of termination. Clients may select whether fees are

deducted from their assets or billed on a quarterly basis. Generally, BCM’s clients do not pay advisory fees in advance.

BCM’s clients pay brokerage commissions to the executing broker-dealer for portfolio security transactions that typically range from \$0.04 per share to less than \$0.01 per share for stocks traded on exchanges in the U.S., depending on the price per share of the security and the services provided. Additional information about brokerage and transaction costs can be found under “Brokerage Practices” below.

Performance-Based Fees and Side-By-Side Management

BCM does not currently charge performance-based fees to any client, but its investment advisory affiliate charges a performance-based fee for one account, which is team managed by senior research analysts supervised by Mr. Baron. Joint trade allocation and portfolio performance dispersion review procedures help ensure that all accounts are treated equitably.

Types of Clients

BCM provides advisory services to high net worth individuals, pension and profit sharing plans, charitable organizations, corporations, wrap fee programs, and other entities. BCM offers separately managed accounts and accounts that are managed by reference to a model portfolio or representative account. BCM offers the following investment strategies and requires the corresponding new account minimums:

| Strategy | New Account Minimum* |
|-------------------------------|----------------------|
| Baron Small to Mid-Cap Growth | \$ 50 million |
| Baron Mid-Cap Growth | \$ 10 million |
| Baron Large-Cap Growth | \$ 10 million |
| Baron All-Cap Growth | \$ 10 million |
| Baron International Growth | \$ 10 million |
| Baron Emerging Markets Growth | \$ 10 million |
| Baron Real Estate | \$ 10 million |
| Baron High Growth | \$ 10 million |
| Baron Energy and Resources | \$ 10 million |
| Baron Global Advantage Growth | \$ 10 million |
| Baron Focused Select | \$ 25 million |
| Baron Discovery | \$ 25 million |
| Baron Focused High Growth | \$ 10 million |

*BCM may waive the account minimum or require a higher minimum at its discretion

Methods of Analysis, Investment Strategies and Risk of Loss

All portfolio managers and research analysts are focused on fundamental analysis of businesses. Our primary objective is to understand the key drivers of growth and profitability of each company in which we invest. We perform exhaustive proprietary research to evaluate opportunities and to validate our investment theses.

- We evaluate:
 - Business opportunities and growth prospects
 - Business models
 - Unique products or services
 - Appropriate uses of capital
 - Long-lasting multi-year growth
 - Barriers to replication
 - Regulatory environment
- We evaluate management's:
 - Character
 - Vision
 - Competence
 - Business practices
 - Management style
 - Ownership
 - Track Record
- We conduct a thorough financial analysis by creating:
 - Comprehensive, proprietary, industry-specific models
 - Five-year projections
 - Capital structure
 - Valuations (Quantitative and Qualitative)

Our analysts test the validity of their investment theses by investigating companies from all perspectives through numerous interviews and site visits that continue through the life of an investment. We interview industry experts and participants, other management teams, consultants, other shareholders, board members, competitors, vendors and service providers, and customers to determine if the information gained from these parties **is consistent with management's** statements and our projections.

We estimate the future intrinsic value of a business and determine if the qualitative characteristics of the business are transferable into sustainable financial performance.

BCM employs 10 portfolio managers who are responsible for managing assets in more than 10 investment strategies

An account managed by BCM is not a balanced investment plan. BCM invests on behalf of clients in growth businesses for capital appreciation potential. **Each portfolio manager's ability to choose** appropriate investments for an account has a significant impact on our **ability to achieve an account's** investment objective.

All accounts invest primarily in common stocks and other equity securities. Over time, common stocks and other equity securities have shown greater growth than other types of securities. In the short-term, however, stock prices may fluctuate widely in response to company, market, economic or other news. If an account has a higher percentage of its total assets invested in a particular region, sector, or industry, changes affecting that region, sector or industry may have a significant impact on the performance of the account.

Set forth below are descriptions of BCM's **primary investment strategies**. These descriptions of specific strategies and investments should not be deemed to limit BCM's **investment activities**. BCM may engage in any investment strategy and make any investment, including any not described in this Brochure, that BCM **considers appropriate, subject to each client's** investment objectives as agreed with BCM. There can be no assurance that the investment objectives of any client will be achieved. Investing in securities involves risk of loss that clients should be prepared to bear.

Small to Mid-Cap Growth

The Strategy invests mainly in small and mid-sized U.S. companies with significant growth opportunities. Diversified. Specific risks associated with investing in securities of smaller and medium-sized companies include that the securities may be thinly traded and more difficult to sell during market downturns.

Mid-Cap Growth

The Strategy invests mainly in mid-sized U.S. companies that have matured beyond their start-up phase and have significant secular growth opportunities. Diversified. Specific risks associated with investing in securities of medium-sized companies include that the securities may be thinly traded and more difficult to sell during market downturns.

Large-Cap Growth

The Strategy invests mainly in large-sized U.S. companies with significant growth potential and competitive advantages. Diversified. Specific risks associated with investing in securities of large companies include that they are subject to price fluctuations in the stock market.

All-Cap Growth

The Strategy invests mainly in U.S. companies of all sizes with significant growth potential and secular growth opportunities. Diversified. Specific risks associated with investing in companies of all sizes, including small and medium-sized companies, the securities of which may be thinly traded and more difficult to sell during market downturns, and they are subject to price fluctuations in the stock market.

International Growth

The Strategy invests mainly in non-U.S. companies with significant growth potential. Investments may be made across all market capitalizations. The Strategy invests principally in companies in developed

countries and may invest up to 30% in companies of developing countries. We identify global trends and themes we believe will create growth opportunities, and stock selection is based on these themes and bottom-up research. Diversified. Specific risks associated with investing in non-U.S. companies include that they may involve additional risks to those inherent in U.S. investments, including exchange-rate fluctuations, political or economic instability, imposition of exchange controls, expropriation, limited disclosure and illiquid markets. This may result in greater share price volatility.

Emerging Markets Growth

The Strategy invests mainly in companies domiciled, headquartered or when primary business activities or principal trading markets are in developing countries. We identify global trends and themes we believe will create growth opportunities, and stock selection is based on these themes and bottom-up research. Diversified. In addition to being subject to the risks of foreign investing generally, specific risks associated with investments in developing countries include lack of established legal, political, business and social frameworks to support securities markets, including delays in settling portfolio securities transactions, currency and capital controls, greater sensitivity to interest rate changes, pervasiveness of corruption and crime, currency exchange rate volatility and inflation, deflation or currency devaluation.

Real Estate

The Strategy invests broadly in real estate businesses with significant growth potential. It maintains exposure across many industries and all capitalization ranges. Non-diversified. In addition to general market conditions, the value will be affected by the strength of the real estate markets as well as by interest rate fluctuations, credit risk, environmental issues, and economic conditions. Specific risks associated with the real estate industry include increased volatility of return and exposure to greater loss in any given period.

High Growth

The Strategy invests primarily in high-growth mid-sized businesses benefiting from innovation through development of pioneering, transformative or technologically advanced products and services. Diversified. Specific risks associated with companies propelled by innovation, including technology advances and new business models, are that they present the risk of rapid change and product obsolescence, and their success may be difficult to predict for the long term.

Energy and Resources

The Strategy invests mainly in U.S. energy and resource companies of any market capitalization and may invest up to 25% in non-U.S. securities. Non-diversified. Specific risks associated with a non-diversified strategy include increased volatility of returns with exposure to greater potential loss in any given period. Energy industries can be significantly affected by fluctuations in energy prices and supply and demand of energy fuels, and resources industries can be affected by adverse global geo-economic and political events.

Global Advantage Growth

The Strategy invests mainly in growth companies of all sizes located throughout the world. Diversified. Specific risks associated with investing in growth companies include that the stocks can react differently to issuer, political, market and economic developments than the market as a whole. Non-U.S. investments may involve additional risks to those inherent in U.S. investments, including exchange-rate

fluctuations, political or economic instability, the imposition of exchange controls, expropriation, limited disclosure and illiquid markets, resulting in greater share price volatility. Securities of small and medium-sized companies may be thinly traded and more difficult to sell.

Focused Select

This is a focused Strategy that invests in small and mid-sized U.S. companies with significant growth potential. The Strategy's top 10 holdings are expected to comprise a significant percentage of the portfolio. Non-diversified. Specific risks associated with a non-diversified strategy include increased volatility of returns with exposure to greater potential loss in any given period. Securities of smaller and medium-sized companies may be thinly traded and more difficult to sell during market downturns.

All-Cap Focused Growth

The Strategy invests in growth companies of all sizes and with a minimum expected return of 100% within four years. Capital appreciation over the long term. Diversified. Specific risks associated with a non-diversified strategy include increased volatility of returns with exposure to greater potential loss in any given period. Securities of smaller and medium-sized companies may be thinly traded and more difficult to sell during market downturns.

Discovery

The Strategy invests in small-sized U.S. companies with significant growth potential. We purchase stocks with market capitalizations below \$1.5 billion. Diversified. Specific risks associated with investing in securities of smaller companies include that the securities may be thinly traded and more difficult to sell during market downturns.

Focused High Growth

The Strategy invests primarily in U.S. businesses of any market capitalization which benefit from innovation and advances in technology. The Strategy's top 10 holdings are expected to comprise a significant percentage of the portfolio. Non-diversified. Specific risks associated with companies propelled by innovation, including technology advances and new business models, are that they present the risk of rapid change and product obsolescence, and their success may be difficult to predict for the long term. Additionally, a non-diversified strategy has increased volatility of returns with exposure to greater potential loss in any given period.

In addition to the strategies described above, BCM manages non-diversified and focused accounts and accounts that use leverage. Both strategies increase volatility of the accounts' returns and expose them to greater loss in any given period.

Disciplinary Information

BCM has no disciplinary history to report.

Other Financial Industry Activities and Affiliations

BCM is wholly owned by BCG, as described in more detail within the section of this brochure entitled “Advisory Business.” BCG also wholly owns BCI, a limited purpose broker-dealer. The sole function of BCI is to serve as the distributor of the Baron mutual funds (the “Baron Funds”). BCI does not engage in the execution of securities transactions for BCM or any other entity. Certain employees of BCM, including certain of its management persons, are licensed registered representatives of BCI for the purpose of offering and selling the Baron Funds.

BCG also wholly owns BAMCO, an SEC-registered investment adviser. BCM and BAMCO share investment research and jointly develop investment advice. BCM and BAMCO may aggregate brokerage orders together as described in more detail in the section of this brochure entitled “Brokerage Practices.”

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

BCM’s Code of Ethics (the “Code”) establishes standards of conduct and reinforces fiduciary principles that govern the actions of BCM and its employees. It is designed to ensure that BCM treats all of its accounts fairly. It prohibits employees from engaging in certain types of securities transactions that are deemed to create potential conflicts of interest between BCM and its investment advisory clients and establishes reporting requirements and enforcement procedures.

The Code sets forth three guiding principles: (1) The interests of clients must be placed first at all times, (2) All personal securities transactions must be conducted consistent with this Code and in such a manner as to avoid any actual or potential conflicts of interest or any abuse of an individual’s position of trust and responsibility, and (3) Persons subject to the Code should not take inappropriate advantage of their positions.

Employees are prohibited from buying individual equities but are allowed to sell positions they already hold with prior written approval. In addition, prior written approval is required for the purchase or sale of municipal bonds, and ETFs, and the sale of any Baron managed mutual funds. Prior written approval is not required for security transactions in managed accounts, where the employee has no discretion over the account and does not instruct the party that has discretion, and where the employee is purchasing or selling U.S. government bonds or open-end mutual funds (“Exempt Transactions”), other than the Baron managed mutual funds. Employees must also have copies of their trade confirmations and account statements sent to BCM. The Code further provides that if any transaction in a security, except Exempt Transactions, on behalf of a BCM client occurs within seven days of an employee’s transaction in that security, the client must receive the better price or the equivalent thereof. Employees are also required to certify annually compliance with the Code and certify quarterly transactions reports and initial and annual holdings reports. These reports are reviewed by the Legal and Compliance Departments for compliance with the Code. The Code also contains provisions relating to giving, receiving and reporting of gifts and business entertainment and outside business activities, such as serving on the board of directors of a publicly-traded company as well as pay to play in regards to donations for public officials or elections. A copy of the Code is available upon request. It is also available at www.BaronCapitalManagement.com.

BCM, BAMCO, and Mr. Baron own historic positions in certain equity securities in which they may also have invested on behalf of their clients or in which they intend to invest on behalf of their clients in the future. They have not added to any positions or established new positions since 2004.

Brokerage Practices

BCM generally has **discretion to direct the execution of trades for its clients' accounts**. Pursuant to its discretionary authority, BCM determines which securities are bought and sold for the account, the amount of each purchase and sale, the broker-dealers to be used, and the commission rates to be paid. **BCM's authority may be subject to conditions imposed by the client, such as** client-imposed restrictions on transactions in certain securities or types of securities and the use of specific broker-dealers.

BCM's **primary objective when selecting broker-dealers** for client transactions is to obtain the best **combination of price and execution under the circumstances ("best execution")**. Broker-dealers are also chosen for trade expertise, liquidity, and research. Additional factors are: BCM's **knowledge of negotiated** commission rates currently available and other current transactions costs; the nature of the security being traded, the size and type of the transaction, and the desired timing of the trade; the activity existing and expected in the market for the particular security; confidentiality, including trade anonymity; the **broker-dealer's execution, clearance and settlement capabilities, including its flexibility in completing** step-out transactions; BCM's **knowledge of the financial stability and operational capability of the broker-dealer** selected; the **broker-dealer's willingness to commit its own capital to complete the transaction**; access provided by the broker-dealer to limited investment opportunities, such as initial public offerings; **rebates of commissions by a broker-dealer to a client or to a third party to pay a client's expenses**; whether executing the trade through an electronic algorithmic platform can provide a better combination of net price and execution; and BCM's **knowledge of actual or apparent operational problems of any** broker-dealer considered.

Research Products and Brokerage Services Received by BCM

To the extent more than one broker-dealer is capable of providing best execution, based on the factors listed above, BCM may take into account whether the broker-dealer provides BCM or its affiliate with research and the value of such research. BCM may compensate a broker-dealer for providing certain brokerage and research services by paying commissions that may be more than would have been paid to another broker-dealer for execution only. Commissions paid on these trades **are known as "soft dollars."** Research is generated by BCM and BAMCO, but supplemental research may be obtained from other **broker-dealers, if consistent with a client's policies**, by paying higher commissions, even though the particular client may not be the beneficiary of such services. Such supplemental research may be the broker-dealer's proprietary research or third party research obtained through commission sharing arrangements with the broker-dealers and independent research providers. Research and information may be used by BAMCO or BCM in serving other discretionary clients of BCM or BAMCO. When BCM directs commission business to these brokerage firms, BCM receives a benefit because it does not have to produce or pay for the research, which we believe would be otherwise unavailable to BCM. BCM's

selection of broker-dealers to execute trades in exchange for research, which could possibly reduce BCM's cost of paying for research directly, presents a potential conflict of interest. BCM may have an incentive to select or recommend a broker-dealer based on its interest **in receiving research, rather than clients'** interests in receiving the lowest possible commission. In order to monitor these conflicts, BCM's Trade Execution Review Committee reviews trade execution analysis reports prepared by an independent third party on a quarterly basis.

The form of research provided by these broker-dealers is most often access to management of companies with which the broker-dealers have relationships and access to conferences and seminars that provide substantive content relating to issuers and industries. In addition, BCM and BAMCO receive research reports (including reports that are specific to issuers, industries and/or geographic regions); investment ideas; access to the broker-dealer's traders and analysts, subscriptions to financial publications and research compilations that are not targeted to a wide, public audience; access to groups of professionals with expertise in particular industries and/or subject matter areas; and reports of macroeconomic developments.

BCM does not seek to allocate soft dollar benefits among client accounts proportionally to the commissions paid. As permitted under Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), brokerage and research services provided by broker-dealers may be used by BCM in servicing other accounts it manages and not all of the research services it uses will necessarily be used in connection with any one account. It is BCM's policy that all research or brokerage services obtained from broker-dealers in connection with transactions be consistent with Section 28(e) of the Exchange Act.

BCM performs periodic reviews to determine that the commissions paid on soft dollars are reasonable in relation to the value of the brokerage and research services provided. At least twice a year, BCM reviews its research needs and creates a target soft dollar commissions report based on these reviews. This target commission report is reviewed by the Director of Research and the Chief Compliance Officer.

Trade Processing and Allocation

Securities considered for investment in a client account or group of client accounts may also be appropriate for one or more other clients. If the purchase or sale of a security is considered at or about the same time for more than one client, BCM will seek to allocate transactions in the security among such clients in a manner considered by BCM to be fair, equitable, and consistent with allocation procedures adopted by BCM. BCM believes that the aggregation of trades generally results in lower commissions, more advantageous prices and/or more efficient execution of transactions. BCM may purchase or sell a block of a security and allocate the shares or proceeds among its clients and/or BAMCO's clients. Block purchases or sales will result in an average price that may be higher or lower than if orders were entered for each account individually. Clients that are allocated part of the block will receive an average price per share but may not receive an average commission per share.

BCM and BAMCO have adopted joint trading procedures for aggregated orders that require that:

- (a) the aggregation be consistent with the duty to seek the best execution and with the terms of the

advisory agreements of the clients for which the trades are being aggregated; (b) no advisory client be favored over any other advisory client, with each client participating in an aggregated order also participating in the average share price for all of BCM's and BAMCO's transactions in a security with a single broker-dealer on a given business day; (c) the clients participating in the aggregated orders be placed in the order management system, which constitutes a written allocation statement; (d) partially filled orders generally be allocated on a pro rata basis and any allocation done other than pursuant to the previously written allocation statement be approved by the President and COO and receive fair and equitable treatment; and (e) the procedures be reviewed annually.

From time to time, BCM may decide not to aggregate small orders with its larger orders or with BAMCO in order to reduce multiple ticket charges for small orders. If, at a later time, additional clients seek to purchase or sell the same security, BCM will close the existing order and place a new order in its order management system, and the clients participating in the new order will receive the average price at which the new order is executed.

BCM may direct the trading of certain securities between certain customer accounts ("**cross trades**"). BCM does not receive a fee or other remuneration for such transactions. Where appropriate and permitted by law, BCM or any person controlling, controlled by or under common control with BCM may act as investment adviser for the party or parties on both sides of a cross transaction.

BCM allocates new issue offerings in conjunction with its affiliate, BAMCO, based on an assessment of all of the following factors: (a) investment objectives and guidelines of the managed account; (b) money flows in and out of each account; (c) cash position in the account; (d) consideration of the diversification needs of each account; (e) estimated size of the likely allocation; (f) if the transaction is a secondary offering, **the size of a client's existing position; and (g) if the transaction is an Initial Public Offering**, whether the client is eligible to participate. Portfolio positions may be sold to raise cash for the purchase of a new issue if the portfolio manager believes it is in the best interests of clients to do so.

Directed Brokerage

Upon the request of a client, BCM may also direct commissions to broker-dealers that may furnish other services to the client. Clients that direct their trades through particular broker-dealers will not be aggregated with other client orders or included in the average price per share for trades. Directed trades may be at prices higher or lower than the average price per share of aggregated orders.

Although any benefits derived from directed brokerage will inure to the benefit of the client directing the brokerage, clients should understand that directing brokerage for execution limits removes BCM's **discretion to select broker-dealers** to execute client transactions. While BCM exercises its best judgment in determining whether clients that have directed brokerage should execute portfolio transactions simultaneously with, prior to, or after transactions executed with broker-dealers selected by BCM, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the aggregated order. Under these circumstances, even if the client has not waived BCM's **duty to seek best execution**, the direction by a client of a particular broker-dealer to execute transactions may result in higher

commissions, greater spreads or less favorable prices than might be the case if BCM could negotiate commission rates or spreads freely, or select executing broker-dealers based on its judgment regarding best execution.

In certain cases, depending on the nature of the direction, BCM may instead use “step-outs” to allow such clients to participate in aggregated trades. “Step-outs” allow BCM to instruct the broker-dealer that executes a transaction to allocate, or “step-out” a portion of such transaction to another broker-dealer. The broker-dealers to which the executing broker has “stepped out” would then settle and complete the designated portion of the transaction, and the executing broker-dealer would settle and complete the remaining portion of the transaction. Each broker-dealer would receive a commission or brokerage fee with respect to the portion of the transaction that it settles and completes.

As with directed brokerage, BCM does not have discretion to select brokers-dealers with respect to wrap fee programs in which it serves as an investment adviser and, therefore, generally executes orders for wrap accounts relationships separately from transactions for non-wrap accounts. Wrap, directed and non-directed accounts may trade the same securities at the same time. However, due to the number of broker-dealers executing transactions for wrap or other directed relationships, execution may be completed at different times for clients in these relationships than for BCM’s non-directed accounts. As a consequence, different clients may receive different prices over time even while trading in the same securities.

Wrap fee clients are not charged separate commissions on each trade so long as the sponsoring broker-dealer executes the trade, and a portion of the wrap fee is generally considered to include commissions. In light of this feature, BCM considers the client’s choice to participate in a wrap fee program sponsored by a particular broker-dealer as being a direction to BCM to use that broker-dealer, unless the client specifies otherwise. In addition, in the event that a broker-dealer other than the sponsoring broker-dealer is used to execute at a better price for a security, wrap fee program clients would be required to pay the other broker-dealer’s commission charges, which would not otherwise have to be paid. Thus, the non-wrap fee sponsor broker-dealer would need to offer a combined price and commission charge that was better than the price including commission that the sponsoring broker-dealer could offer, which in most cases would be unlikely.

Wrap fee clients and other clients directing BCM to use a specific broker-dealer should satisfy themselves that the broker-dealer they have selected is providing adequate price and execution. The client should evaluate the fee charged by the wrap fee sponsor or directed broker, the amount of portfolio activity in their account, the value of custodial and other services provided under the arrangement, and other factors, to determine whether the fee is justified. A conflict of interest may exist between BCM’s duty to obtain the most favorable commission rates and its receipt of future client referrals from the client’s broker-dealer or wrap fee program sponsor, but BCM believes it has procedures in place to mitigate this conflict including BCM’s Trade Execution Review Policy which requires traders to seek best execution for all trades and its Commissions Policy which provides for the selection of brokers based on the value of research provided.

Review of Accounts

Portfolio managers are responsible for reviewing client accounts and continually assessing the securities held by clients. Client accounts are reviewed daily by the respective portfolio managers and/or other senior personnel. With the exception of the wrap fee accounts which are reviewed and reconciled daily, all other accounts **are reviewed monthly by BCM's accounting staff and reconciled with brokerage and/or bank statements**. In addition, BCM's **traders** continually review the portfolios of each investment advisory account. Oversight of client investment activity is also conducted by compliance personnel through a range of different methods, including, automated pre-trade and post-trade testing and manual reviews. Additional reviews may be performed periodically by relevant professionals including client service personnel, risk analytics personnel or senior management, depending on account needs and market conditions. Reviews may be undertaken because of changes in market conditions, security positions, changes in objectives, **at a client's request**, or as part of a regularly scheduled review.

Periodic reports are provided to clients in BCM's **standard format unless the client requests other information**. A standard report includes BCM's **market outlook, performance**, a summary of portfolio activity, sector breakdowns, portfolio appraisal, and transaction detail. BCM may also provide similar information to clients through in-person meetings and conference calls. More frequent reports can be provided upon request.

Client Referrals and Other Compensation

BCM does not receive economic benefits for providing investment advice or other advisory services to its clients from parties other than its clients. As **explained in "Brokerage Practices" above**, BCM may receive certain research or brokerage services in connection with the execution of securities transactions for client accounts.

BCM may compensate solicitors for client referrals pursuant to agreements that comply with the relevant provisions of the Investment Advisers Act. BCM clients may retain investment consultants to assist with the selection of investment managers, but such investment consultants are compensated by the clients, not BCM.

Custody

As the parent of Castle's general partner, BCM is deemed to have custody of Castle's assets. BCM does not maintain, and will not accept, custody of any other client funds or securities, and will take such actions as are necessary to avoid being deemed to have custody of client funds or securities. Unaffiliated third parties serve as custodians for these accounts. An independent public accountant audits Castle annually, and the audited financial statements are distributed to its investors.

Investment Discretion

As explained in “Brokerage Practices” above, BCM has full discretion and authority to determine the securities bought or sold, the amount of such securities, the broker-dealer to be used, the commission rate paid, and the prices at which the securities are to be bought or sold. BCM requires that each client enter into a written agreement with BCM granting it discretionary authority. A client may, with BCM's consent, impose limited restrictions on investments in certain securities or types of securities in its account.

Voting Client Securities

BCM is generally granted full investment discretion to vote proxies, although clients that have granted BCM full discretion may direct their vote on particular matters by contacting BCM. Clients may also retain proxy voting authority for themselves.

BCM will vote client proxies as part of its fiduciary duty and its authority to manage, acquire and dispose of account assets. When voting proxies for client accounts, BCM's primary objective is to make voting decisions solely in the best interests of clients for which it manages assets. In certain situations, a client or its fiduciary may provide BCM with a statement of proxy voting policy. In these situations, BCM seeks to comply with such policy to the extent it would not be inconsistent with applicable regulation or its fiduciary responsibility.

Where the cost of voting a proxy, in the opinion of BCM, would exceed the expected benefits to the client, BCM may decide not to vote a particular proxy. This may be particularly true in the case of non-U.S. securities. While the proxy voting process is well established in the United States and other developed markets, voting proxies of non-U.S. companies located in certain jurisdictions, particularly in developing countries, may have a detrimental effect on BCM's ability to trade in such securities during the proxy period. In those cases, BCM may conduct a cost-benefit analysis in determining whether to vote its clients' shares at a non-U.S. company's meeting, and if it is determined that the cost associated with exercising its vote outweighs the benefit to its clients, BCM may decide not to vote.

It is the policy of BCM in voting proxies to consider and vote each proposal with the objective of maximizing long-term investment returns for its clients. To ensure consistency in voting proxies on behalf of its clients, BCM utilizes its **Proxy Voting Policy and Procedures (the “Proxy Policy”)**.

BCM's policies and procedures are intended to address any potential material conflicts of interest on the part of BCM or its affiliates that are likely to arise in connection with the voting of client proxies. In voting client proxies, BCM will avoid material conflicts of interests between it and its affiliates on the one hand and its clients on the other. BCM recognizes that it may have a material conflict of interest in voting a client proxy where it or its affiliate (i) manages assets for a company whose management is soliciting proxies; (ii) manages money for an employee group that is the proponent of a proxy proposal; (iii) has a personal relationship with participants in a proxy solicitation or a director or candidate for director; or (iv) otherwise has a personal interest in the outcome in a particular matter before shareholders. Notwithstanding the above categories, BCM understands that the determination of whether a “material conflict” exists depends on all of the facts and circumstances of the particular situation.

If a portfolio manager wishes to vote a proxy with respect to a matter in a manner other than that set forth in BCM's Proxy Policy, the Legal Department reviews the matter to determine whether a material conflict exists. If a material conflict is found to exist, the Legal Department will either: (i) recommend that the President and COO vote the matter in the manner originally prescribed by the Proxy Policy; or (ii) obtain the informed written consent of the affected client (or clients). If a portfolio manager wishes to vote a proxy not covered by the Proxy Policy that involves a material conflict of interest, BCM will seek the informed written consent of the affected client (or clients). If obtaining such consent from any client is impracticable or undesirable, BCM will vote the client's proxy in accordance with the published recommendation of an independent third party.

Clients may obtain a copy of BCM's Proxy Policy or information on how proxies were voted on securities held in the client's account by contacting BCM's Client Services department. BCM's Proxy Policy is also available at www.BaronCapitalManagement.com.

Financial Information

BCM does not require or solicit prepayment of investment advisory fees from its clients. BCM is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has BCM been the subject of a bankruptcy petition at any time during the past 10 years.