



1700 Market Street Suite 3222

Philadelphia, PA 19103

(215) 246-2030

www.cooke-bieler.com

3/30/2017

This Brochure provides information about the qualifications and business practices of Cooke & Bieler (“Cooke & Bieler,” “we,” or “us”). If you have any questions about the contents of this Brochure, please contact us at (215) 246-2030. 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.

Cooke & Bieler is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Cooke & Bieler is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

While Cooke & Bieler has not made any material changes since we last updated our Brochure on March 30, 2016, we have made certain routine updates.

Item 3 – Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation.....	2
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information.....	7
Item 10 – Other Financial Industry Activities and Affiliations	7
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	7
Item 12 – Brokerage Practices.....	9
Item 13 – Review of Accounts.....	14
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody.....	15
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities	16
Item 18 – Financial Information	17
Item 19 – Additional Information	17

Item 4 – Advisory Business

Founded in 1949, Cooke & Bieler is an institutional and private wealth manager with approximately \$5.3 billion under management.

Today, Cooke & Bieler is an independent firm owned by its partners. We do not have any principal owners controlling 25% or more of Cooke & Bieler, and collectively, our internal partners own approximately 80% of the firm. We believe our partnership structure best aligns our interests with those of our clients and allows us to recruit and retain talented professionals.

Cooke & Bieler is primarily a domestic equity value manager. We have been managing equity portfolios for 68 years, employing a “High Quality, Low Risk” approach. The firm provides investment advice with respect to the following strategies: Large Cap Value, Mid Cap Value, All Cap Value, Small Cap Value, SMID Cap Value and Balanced. Our advice is limited to those types of investments. Cooke & Bieler is employed by its clients as an investment adviser with either discretionary authority or non-discretionary authority. For those accounts for which Cooke & Bieler has discretionary authority, the firm supervises and directs the investments of the account in accordance with the investment objectives communicated by the client. For discretionary accounts, Cooke & Bieler, as agent with respect to the account, may without prior consultation with the client buy, sell, exchange, convert, and otherwise trade instruments and place orders for the execution of such securities transactions. For those accounts for which Cooke & Bieler has non-discretionary authority, Cooke & Bieler makes recommendations with respect to the investments of the account to the client who makes all investment decisions. For non-discretionary accounts, Cooke & Bieler may or may not be authorized to place orders for the execution of securities transactions.

Most of our institutional clients’ portfolios are managed similarly, with each client in a given strategy owning the same securities in roughly the same proportions, barring client restrictions. Some clients impose investment guidelines or restrictions to which the firm will adhere. For our individual or high net worth (HNW) clients, we offer more customized portfolios tailored to their individual needs. We attempt to manage these portfolios in a tax-efficient manner, by seeking to avoid short-term capital gains, managing turnover, and using losses to offset gains. However, we do not give tax advice and recommend that each of our clients seek his or her own tax advice. Given that clients have differing investment objectives, we create portfolios that are customized to each client’s particular situation. In general, these HNW accounts are managed with a mix of Large and Mid Cap stocks, with specific holdings and weights determined based on individual clients’ needs. As of December 31, 2016, Cooke & Bieler managed \$4,175,500,000 in discretionary assets and \$1,127,900,000 in non-discretionary assets for a total of \$5,303,400,000 assets under management.

Cooke & Bieler serves as investment adviser and sub-adviser to mutual funds. The compensation paid to Cooke & Bieler from these funds vary from our standard fee schedule

outlined below. The financial terms of these engagements are covered in the advisory agreements entered into between the fund (or its adviser in sub-advised cases) and Cooke & Bieler, which is disclosed in each fund's prospectus and public filings.

Cooke & Bieler also provides non-discretionary advice to Wells Fargo Funds Management, LLC, "WFFM" in connection with wrap fee or similar UMA programs for which WFFM serves as a participating investment adviser. In this capacity, Cooke & Bieler provides model Large Cap Value recommendations to WFFM (but not to WFFM's clients) and it, in turn, executes the recommendations as the client's discretionary manager and wrap program participating adviser.

Cooke & Bieler has entered in to an arrangement with BMO Private Investment Counsel, Inc. (BPICI) in which we provide them with our daily Large Cap Value model portfolio. BPICI, acting as the adviser and overlay portfolio manager, will execute transactions on their clients' behalf. We receive a portion of the UMA program fee for our services.

Item 5 – Fees and Compensation

The annual compensation of Cooke & Bieler for its service is calculated in accordance with the following schedules:

Institutional Clients

Large Cap Equity Accounts and Large Cap Balanced Accounts

0.65% on the first \$20,000,000
0.60% on the next \$20,000,000
0.50% on the next \$60,000,000
0.40% on increments above \$100,000,000

Mid Cap Equity Accounts

0.85% on the first \$20,000,000
0.75% on the next \$20,000,000
0.70% on the next \$20,000,000
0.65% on increments above \$60,000,000

All Cap Equity Accounts and All Cap Balanced Accounts

0.75% on the first \$20,000,000
0.65% on the next \$20,000,000
0.60% on the next \$20,000,000
0.55% on increments above \$60,000,000

Small Cap Equity Accounts

1% on the first \$20,000,000
0.90% on the next \$20,000,000
0.85% on the next \$20,000,000
0.80% on increments above \$60,000,000

SMID Cap Equity Accounts

0.90% on the first \$20,000,000
0.80% on the next \$20,000,000
0.75% on the next \$20,000,000
0.70% on increments above \$60,000,000

A 15% discount from the above applicable fee is given to charitable clients.

High Net Worth Clients**Large Cap Equity Accounts, All Cap Equity Accounts and Balanced Accounts**

0.75% on the first \$5,000,000
0.60% on the next \$5,000,000
0.50% on increments above \$10,000,000
0.25% on fixed income, if applicable
Excluding securities not under our supervision

The specific manner in which fees are charged by the firm is established in a client's written agreement. Clients may choose to have fees automatically deducted, or they may send us a check. Fees are typically paid quarterly in arrears, although clients may pay fees in advance. The fee is calculated on the basis of the total market value of assets under supervision at the close of business on the last business day of each three-month period. Fees imposed on accounts where there have been large additions or withdrawals made prior to the month end valuation date may be prorated. Fees may be negotiated at Cooke & Bieler's discretion. On rare occasions, Cooke & Bieler may agree to charge clients for advisory services based upon a flat fee. In addition, the firm may also accept performance based fee arrangements in accordance with the SEC Rule 205-3 provided that certain client eligibility requirements are met and full and fair disclosures are made of material information, including any potential conflicts associated with these arrangements.

Investment advisory contracts entered into by Cooke & Bieler may be terminated at any time by either party by written notice of such termination. Clients who have elected to pay their fees in advance will receive a refund prorated to the date of termination specified in the notice of termination.

Cooke & Bieler's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients will typically incur certain charges imposed by custodians, brokers, and other third parties, such as custodial fees, transfer taxes, wire transfer and electronic fund fees, exchange fees, and SEC fees, among others. Mutual funds also charge internal management fees, which are disclosed in a

fund's prospectus. Cooke & Bieler shall not receive any portion of these commissions, fees and costs, except to the extent of its advisory or sub-advisory fees, as disclosed.

Item 12 – Brokerage Practices further describes the factors that Cooke & Bieler considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

Cooke & Bieler will also accept performance based fee arrangements in accordance with the SEC Rule 205-3, provided that certain client eligibility requirements are met and full and fair disclosures are made of material information, including the conflicts associated with these arrangements. In general, performance based fee arrangements can create an incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. However, Cooke & Bieler manages portfolios in accordance with a model strategy, and any deviation would be easily identified. In addition, performance fees could create an incentive for the firm to favor these types of accounts in the allocation of investment opportunities as a way to increase firm revenues. Therefore, the firm has implemented controls to monitor the performance of these accounts relative to other accounts in the same strategy. Our procedures are designed to ensure that all clients are treated fairly and equally over time.

Item 7 – Types of Clients

Cooke & Bieler provides portfolio management services to corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, high net worth and other individuals, registered mutual funds, pooled investment vehicles, corporations or other business entities, municipalities, and insurance companies, among others.

The initial dollar amount of assets for new accounts is outlined below. There is no ongoing minimum requirement.

Institutional Account:

\$10 Million for Large Cap, Mid Cap, All Cap, SMID Cap or Balanced Portfolio

\$5 Million for Small Cap Portfolio

Individual or Trust Account:

\$3 Million

We accept smaller clients on an exception basis. For example, we will accept a smaller account if the client has an existing relationship with the firm or if the firm believes the

account may grow larger. Our account minimums have changed over time and, therefore, we may have older clients with account sizes that fall below the current minimum.

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

We employ a traditional, conservative value investment strategy. We generally employ a long-term approach, rather than engage in trading or speculative investment strategies. We are active, bottom-up managers who study the fundamental characteristics of companies and the industries in which they operate to reach a conclusion on their quality and intrinsic value. Our security analysis also emphasizes research meetings and interviews with corporate management. We seek to take advantage of short-term but fixable problems, either industry-wide or company-specific. The quality characteristics we insist on allow management time to fix internal issues, to outlast competitors in consolidating industries, or to take advantage of economic cycles. We believe that our explicit focus on price and quality differentiates us from other value oriented managers. We base our valuation on ten years of projected cash flow plus a terminal value, and our historical holding period has been 3-5 years.

We offer the following strategies: Large Cap Value, Mid Cap Value, All Cap Value, Small Cap Value, SMID Cap Value, and Balanced.

Large Cap Value Equity:

For investment purposes, we generally define large cap equity securities as those of companies whose market capitalization is within the range of the Russell 1000® Index at the time of purchase.

Mid Cap Value Equity:

For investment purposes, we generally define mid cap equity securities as those of companies whose market capitalization is within the Russell Midcap® Index at the time of purchase.

All Cap Value Equity:

For investment purposes, we generally define all cap equity securities as those of companies whose market capitalization is within the range of the Russell 3000® Index at the time of purchase.

Small Cap Value Equity:

For investment purposes, we generally define small cap equity securities as those of companies whose market capitalization is within the Russell 2000® Index at the time of purchase.

SMID Cap Value Equity:

For investment purposes, we generally define SMID cap equity securities as those of companies whose market capitalization is within the Russell 2500® Index at the time of purchase.

Balanced:

Large and All Cap Balanced Accounts are managed as a mix of our Large Cap or All Cap equity strategies described above and a fixed income component. Typically, accounts have 40% to 70% of their value in equities, with the balance in fixed income. Fixed income securities are selected with a view towards maximizing current return and minimizing the volatility inherent in low/zero coupon bonds with credit risk as a major focus. Portfolios are usually composed of evenly staggered maturities with average duration typically ranging from 3 to 6 years. Bond mutual funds may also be held to add diversification to this segment. When interest rates are very low and the bond market appears unattractive, balanced portfolios may hold more cash than usual as part of the fixed income component.

Cooke & Bieler's Large Cap Value, Mid Cap Value, All Cap Value, Small Cap Value, SMID Cap Value and Balanced strategies share certain risks as relatively concentrated, value equity products.

- Our strategies tend to invest in a smaller number of securities, typically ranging between 40 – 60 securities. Therefore changes in the value of an individual stock held in the portfolio may have a larger impact on performance than if we were more broadly invested.
- Value style stocks may be out of favor for prolonged periods of time and may lose value.
- The market price of stocks held in the portfolio may rapidly or unpredictably decline due to market or industry factors.
- All investments in securities include a risk of loss of principal (invested amount) and any profits that have not been realized. Stock markets fluctuate substantially over time. In addition, performance of any investment is not guaranteed. We will do our very best in the management of your assets; however, we cannot guarantee any level of performance or that there will be no loss of account assets. Investing in securities involves risk of loss that clients should be prepared to bear.

In addition to these risks common to all of our products, different products are exposed to companies in certain market capitalization ranges that may underperform in certain economic environments. For example, larger market capitalization companies may underperform securities of companies with smaller and mid-sized market capitalizations in particular market environments. Also, securities of companies with smaller market

capitalizations tend to be more volatile and less liquid than larger company stocks. When assessing fixed income risk, we are primarily concerned with credit risk.

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

Cooke & Bieler has a financial interest in two mutual funds (Wells Fargo C&B Large Cap Value Fund and Wells Fargo C&B Mid Cap Value Fund) through the sub-advisory fees paid by those funds to us. If potential clients are below our account size minimum, the firm is inclined to inform them we sub-advise these two Wells Fargo Funds and recommend they contact the funds for more information. Cooke & Bieler does not invest any of our clients' assets in these two mutual funds. However, our clients may directly invest in these funds through Wells Fargo. We also provide investment advice to other investment products sponsored, maintained or established by Wells Fargo or its affiliates. Also, as previously discussed above under Item 4, the firm provides nondiscretionary advice to WFFM.

From time to time, Wells Fargo & Co. (WFC) stock may be held as part of our Large Cap Value or All Cap Value strategy. We have no arrangement or understanding with WFFM or its affiliates regarding this stock. We may buy/sell the stock for client accounts when it meets our investment criteria and any client restrictions, not in order to artificially inflate or otherwise manipulate the stock price and not for the purpose of preserving our relationship with WFFM or any of its affiliates. The amount of WFC stock held in our client accounts is too small to have any impact on the stock's price and the size of any WFC positions held in client accounts falls within the norm of other portfolio holdings in their corresponding strategy.

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

Cooke & Bieler has adopted a written Code of Ethics, in compliance with SEC requirements, covering all supervised persons. The Code was designed to promote high ethical standards by reinforcing fiduciary principles that govern the conduct of Cooke & Bieler and its employees. This Code requires certain standards of business conduct, compliance with federal securities laws, reporting and recordkeeping of personal securities transactions and holdings, reviews, and sanctions.

Our Code is designed to: protect the firm's clients by deterring misconduct; educate employees regarding the firm's expectations and the laws governing their conduct; remind employees that they are in a position of trust and must act with complete propriety at all times; protect the reputation of the firm; guard against violations of the securities laws; and establish procedures for employees to follow so that Cooke & Bieler may determine whether our employees are complying with our firm's ethical principles.

A conflict of interest may occur or appear to occur when the personal interests of Cooke & Bieler's employees interfere or could potentially interfere with their responsibilities to the firm and its clients. The overriding principle that we follow prohibits our employees from accepting inappropriate gifts, favors, entertainment, special accommodations, or other things of material value that could improperly influence their decision-making or make them feel unduly beholden to a person or firm. Similarly, no employee is permitted to offer gifts, favors, entertainment, or other things of value that could be viewed as overly generous or aimed at influencing decision-making or making a client feel inappropriately beholden to the firm or its employees.

Cooke & Bieler and its employees may make personal political contributions, charitable donations and provide gifts and entertainment to clients, client decision makers, and prospective clients. These payments may benefit certain client personnel and could conflict with the interests of the underlying client objectives. In recognition of this conflict, the firm has implemented policies and procedures to ensure proper oversight, documentation and pre-approval of all gifts, outside of promotional gifts, such as coffee mugs, tee shirts, golf balls, etc. by all access persons. All entertaining expenses will be reviewed periodically but no less frequently than annually. Business entertainment received from an Outside Entity that exceeds \$100 in the aggregate per quarter by a single entity will be reported within thirty days after the quarter end. Due to the regulatory implications, our firm policy prohibits entertaining foreign public officials without first obtaining approval from the Chief Compliance Officer. In addition, all covered associates must pre-clear all political contributions exceeding \$150. Generally, approval will be given to covered associates to make aggregate political contributions of up to \$350 per election to an elected official or candidate for whom the covered associate is entitled to vote, and up to \$150 per election to an elected official or candidate for whom the covered associate is not entitled to vote.

Our Code does not prohibit personal trading by employees. As can be imagined, as a professional investment adviser, we generally follow our own advice. As a result, we may purchase or sell the same or similar securities that are suitable for our clients. However, we may also purchase or sell securities in personal trading accounts that are not suitable for our clients.

Personal trading can raise certain conflicts of interest such as placing one's personal trades ahead of our clients' trades or allocating limited investment opportunities to their personal account. To mitigate these conflicts, Cooke & Bieler has adopted a pre-clearance policy to which all access persons must adhere. A brief synopsis of our personal securities transactions procedures is listed below.

No partner or employee, acting for himself or his immediate family, may engage in personal securities transactions, unless they are exempted transactions, involving any securities that are:

1. Being bought or sold on behalf of clients within two business days before or seven business days after any strategy of the firm trades in that security;
2. Actively contemplated for transactions on behalf of clients, even though no buy or sell orders have been placed. This restriction applies from the moment that a portfolio manager intends to purchase or sell a specific security. This is a particularly sensitive area and one in which each employee must exercise caution to avoid actions which, to his or her knowledge, are in conflict or in competition with the interests of clients.

In addition to the various practices listed above regarding personal trading restrictions, Cooke & Bieler has also adopted prohibitions on insider trading and short swing profit restrictions. On an annual basis, we require all employees to re-certify that they are adhering to our Code. Any client or potential client may request a copy of our Code of Ethics by calling our office at 215-246-2030 or emailing us at lperna@cooke-bieler.com or tweiss@cooke-bieler.com.

Item 12 – Brokerage Practices

Brokerage Discretion

Generally, Cooke & Bieler is retained on a discretionary basis and is authorized to determine and direct execution of portfolio transactions within the client's specified investment objectives without consultation with its clients on a transaction-by-transaction basis. Cooke & Bieler prefers to select broker-dealers who will execute portfolio transactions. However, we do have clients that direct the use of a particular broker-dealer to execute portfolio transactions. Some clients limit discretionary authority in terms of type or amount of securities to be bought or sold, the broker-dealer to be used, or the commission rates to be paid. A small number of clients retain Cooke & Bieler on a non-discretionary basis, requiring that portfolio transactions be discussed in advance and executed at the client's direction. Therefore, these non-discretionary accounts will typically not participate in block trading due to the timing of the approval process. In addition, because the firm will only act after we receive client direction, it is likely that these transactions will come after our discretionary client trading since Cooke & Bieler does not need to wait for approval to place orders for discretionary clients. This delayed trading will typically cause non-discretionary clients to receive different prices than our discretionary clients.

Selection of Broker-Dealers

Cooke & Bieler's overriding objective in the selection of broker-dealers is to obtain the best combination of price and execution. Best price, giving effect to brokerage commission, if any, and other transaction costs is normally an important factor in this decision, but the selection also takes into account the quality of brokerage services, including such factors as execution

capability, financial stability, and clearance and settlement capability. Accordingly, transactions will not always be executed at the lowest possible commission.

Fixed income securities are generally purchased from the issuer or primary market maker acting as principal on a net basis with no brokerage commission paid by the client. Such securities, as well as equity securities, may also be purchased from underwriters at prices which include underwriting fees.

Soft Dollar Policy

Where more than one broker-dealer is believed to be capable of providing the best combination of price and execution with respect to a particular portfolio transaction, Cooke & Bieler will frequently select a broker-dealer that furnishes eligible research. During 2016, we acquired the following proprietary and third party products and services with client brokerage commissions: research reports on companies, industries and sectors; meetings with corporate executives to obtain oral reports on the performance of a company; economic and financial data; and research platforms, such as Bloomberg, that provide analyses of securities, transcripts, SEC filings, company presentations, and financial and market data.

We generally divide our soft dollar relationships into three types: firms that provide broad coverage of companies through both primary (management non-deal road shows, conferences, field trips, analyst visits, etc.) and written research, firms that provide access to primary research opportunities, and firms with a particular area of expertise. Within each category, firms differentiate themselves by the level of attention they give to our needs and the degree to which market conditions favor their area of expertise. In addition we use soft dollars to pay for certain research platforms that help in the investment making process, providing research reports, transcripts, and company financial data.

Cooke & Bieler maintains an internal allocation procedure to identify those broker-dealers who have provided research and endeavors to direct sufficient commissions to them to ensure the continued receipt of services that Cooke & Bieler believes to be useful and valuable. The investment team is responsible for setting the internal, non-binding targets for the amount of proprietary research we expect to receive in a given time period, with top-ranked brokers targeted for a greater proportion of available commissions. Results are provided to the broker-dealers and evaluated throughout the year.

Cooke & Bieler will pay broker-dealers who supply us with research and management access higher commissions than those obtainable from other broker-dealers who do not supply us with research and management access in recognition of the value of such services. The reasonableness of brokerage commissions is evaluated on an on-going basis. Evaluation of the overall reasonableness of the brokerage commissions paid is made by a comparison of the rate of commissions paid by Cooke & Bieler clients to the rate of commissions paid by other institutional investors. In addition, proprietary research received from brokers is assessed on an annual basis by the investment team on the following metrics: corporate access provided, research quality and conference availability. Brokers are then quantitatively ranked using a broker scorecard, and those that appear lagging are subject to

removal from the firm's research budget and are notified. This process informs the creation of the following year's research budget.

Research furnished by broker-dealers may be used in servicing any or all of the clients of Cooke & Bieler and may be used in connection with accounts other than those which pay commissions to the broker-dealer providing the research. Therefore, though accounts will generate different amounts of soft dollar benefit, the soft dollar benefits are not allocated proportionately to the soft dollar credits the accounts generate.

Cooke & Bieler has adopted procedures to ensure the soft dollar products and services it receives qualify under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934. The use of soft dollars can create potential conflicts of interest between the firm and its clients. Cooke & Bieler obtains research through brokerage commissions that the firm would otherwise have to pay for from our own assets. In addition, soft dollars could create an incentive for the firm to engage in unnecessary trading in client portfolios in an effort to obtain more research credits from broker-dealers. Lastly, the firm may have an incentive to trade with a broker based on the firm's interest in receiving research or other products and services rather than on the clients' interest in receiving the most favorable executions. In recognition of these conflicts, the firm has adopted internal controls, such as monitoring portfolio turnover and performing best execution analysis. When Cooke & Bieler obtains any mixed-use products or services on a soft dollar basis (i.e., products or services that have a research-related component and non-research-related), the firm will make a reasonable allocation of the cost between that portion which is eligible as research or brokerage services and that portion which is not so qualified. The portion eligible as research or other brokerage services will be paid for with discretionary client commissions and the non-eligible portion, e.g. proxy voting recordkeeping systems, accounting systems, etc., will be paid for with Cooke & Bieler's own funds. Since the firm determines the mixed-use allocation, this itself poses a conflict of interest. However, we will maintain appropriate records and reviews of our good faith determinations of the mixed-use allocations.

Directed Brokerage

Cooke & Bieler allows clients to direct their brokerage. When this direction occurs, Cooke & Bieler asks that the client also specify whether the designated broker should be used for all transactions, even though Cooke & Bieler might be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. A client who designates the use of a broker-dealer, including a client who directs the use of a broker-dealer who will also serve as custodian, should consider whether, under the designation, commission expenses, execution, clearance and settlement capabilities, and whatever amount is regarded as allocable to the custodian fee, if applicable, will be comparable to those otherwise obtainable by Cooke & Bieler without any such designation. A client who designates the use of a particular broker-dealer should understand that Cooke & Bieler will not be able to negotiate commissions or obtain volume discounts or best execution as compared to the commissions, discounts and overall execution Cooke & Bieler might be able to obtain if it was not otherwise directed to use a specific broker-dealer. In addition, under these circumstances a higher commission charge may exist between the commissions

charged to clients who direct Cooke & Bieler to use a particular broker-dealer and those clients who do not have directed brokerage arrangements. In other words, directing brokerage may cost the client more money.

Cooke & Bieler and its employees have developed long-standing relationships with various broker-dealers and their representatives. At times, these broker-dealers (through their representatives) have referred, and may refer in the future, advisory clients to our firm. We believe these referrals are provided on the basis of our reputation, record, and the quality of our service offering. Typically, the referred client will direct Cooke & Bieler to place orders in the account through the broker-dealer from whom the referral originated. In addition, Cooke & Bieler has in the past and may in the future place orders with the referring broker as part of our ongoing business relationship. Under these circumstances, a conflict may arise between our client's interest in receiving best execution and Cooke & Bieler's interest in receiving future referrals from the broker-dealer. When these referrals occur each client is informed that we have a pre-existing relationship with the referring broker, and in cases where the client has directed us to trade through the referring broker, that the referring broker-dealer will benefit economically through the directed arrangement. Despite an interest in receiving future referrals, our policy is to seek best execution for our clients' transactions.

Client transactions, including transactions placed in directed arrangements, are reviewed as part of our best execution analysis to evaluate commissions and overall quality of the executions. Testing procedures are used to ensure that volume of trades placed, quality of execution, and commission rates imposed by referring brokers are competitive with non-referring brokers and do not materially change after any referral.

Commission Recapture Programs

Those clients who have entered into commission recapture programs, and instruct Cooke & Bieler to trade only through those selected brokers should understand the following:

1. Directed brokerage arrangements are negotiated by the client and the broker and not by Cooke & Bieler. Many of these commission recapture programs are arranged to pay for consultant services received by the client. These consultants may recommend our firm to their clients. It may appear that we are not negotiating commission rates to preserve our relationship with the consultant and receive future recommendations. However, since these clients enter into these arrangements with the broker and consultants themselves, it is their responsibility to negotiate commission rates;
2. We may continue to trade through the consultant's brokerage affiliate after the consulting fee has been satisfied through the commission recapture program, even though we may be able to receive more favorable executions outside of the directed brokerage arrangement. This may create the appearance of a conflict of interest since we could be viewed as placing trades in this manner in order to induce the consultant to recommend our firm in the future. We assume the client's commission recapture

program is continuous in nature and unless notified by the client, we will continue to execute trades through this arrangement. Moreover, we address this appearance of a conflict of interest by administering best execution procedures and monitoring practices. The firm reviews overall quality and commission rates of trade executions by directed brokers and brokers selected by the firm and communicates with clients if a directed brokerage arrangement is substantially out of line, by quality or commission charges, with non-brokerage arrangements;

3. In summary, the arrangement with the consultant may conflict with Cooke & Bieler's obligation to obtain best execution of client's trades. In addition, Cooke and Bieler may make payments to and engage in other activities with consultants which may create inherent conflicts. For example, when permissible, and in compliance with any regulatory and reporting requirements, Cooke & Bieler may provide gifts and entertainment to certain pension and or investment consultants, which could result in a conflict of interest.

Order Aggregation and Allocation Policy

Cooke & Bieler seeks to place orders for all clients in a manner that is fair and equitable to clients over time. The firm will typically aggregate trades for institutional accounts and allocate them on a pro-rata basis. In some cases of allocating partially filled orders, we will attempt to fill those orders that are furthest from the target first. The firm will also take into consideration the current cash position and any anticipated additions or withdrawals. In general, Cooke & Bieler typically aggregates orders for institutional clients separately from orders aggregated for high net worth clients. Due to the level of individualized treatment afforded to HNW clients and the investment decision-making process utilized for those clients, HNW client trades may not be aggregated in certain circumstances (e.g., because portfolio managers may decide not to purchase or sell the same security, due to tax implications, for more than one HNW account at the same time and thus would not have the opportunity to aggregate).

Cooke & Bieler provides model Large Cap Value recommendations to WFFM and BPICI based on trading from the prior day. These models are delivered to the advisers before the market opens the next business day. Our firm cannot control the timing of the execution of these trades nor are we provided with the execution times once they are implemented.

In placing orders for clients that direct Cooke & Bieler to use a specific broker-dealer, as opposed to orders for clients who do not so direct, Cooke & Bieler will randomly place these orders so that no set of orders for clients is routinely placed after another.

Cross Trading Policy

In limited circumstances, the firm may find it advantageous to our clients to engage in cross trading between client accounts, including registered investment companies advised or sub-advised by us, to the extent permitted by applicable laws or regulations.

Trade Errors

As a fiduciary, Cooke & Bieler has the responsibility to effect orders correctly, promptly and in the best interests of our clients. In the event any error occurs in the handling of any client transactions due to our actions or inaction, our policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting the firm in any way.

If the error is the responsibility of Cooke & Bieler, the transaction will be corrected, and the firm will be responsible for any client loss above the de minimis amount of \$50 per client. The firm considers losses below \$50 to be immaterial.

Item 13 – Review of Accounts

Institutional advisory accounts are assigned a member of the investment team to act as portfolio manager. Each account is reviewed as needed, depending on trade activity and client restrictions by their assigned portfolio managers. We also have two client service professionals who review HNW accounts for tax efficiency and consistency with client needs. These reviews play a key role in managing our clients' portfolios. Portfolio managers and client service professionals are generally assigned accounts based on their experience and the workload required by the account.

In addition, compliance personnel perform daily and monthly reviews for adherence to client investment guidelines. Factors that may trigger a review include, but are not limited to, buy and sell decisions made by the firm, restrictions that arise at time of trade, trade restriction overrides, and other compliance testing.

Clients are provided with a series of written reports regarding their investments on a quarterly basis. The quarterly client reporting package typically includes a portfolio overview, portfolio appraisal, purchases and sales, and a broker commission summary. The portfolio overview shows the beginning and ending market value, their top 10 holdings, and sector breakdown. The portfolio appraisal contains a complete list of all securities held in the portfolio with its total cost, market value, portfolio weighting, and current yield. In addition, clients receive a quarterly letter describing changes that occurred in their portfolio during the quarter. Recent additions and deletions are highlighted, their performance over different time periods is displayed along with the relevant benchmark/s, and we provide our assessment of the current market environment. Similar reports are sent on a monthly basis if requested by the client.

Item 14 – Client Referrals and Other Compensation

Cooke & Bieler does not currently compensate any third party for client referrals. However, certain marketing personnel of Cooke & Bieler will be compensated based on a predetermined marketing trailer when they obtain new clients for Cooke & Bieler. If the firm

decides to enter in to a solicitor arrangement in the future, we will follow the SEC's Cash Solicitation Rule (206(4)-3). Please also see Item 12 – Brokerage Practices.

Item 15 – Custody

Cooke & Bieler is deemed to have custody of certain accounts solely because we deduct fees from those client accounts or send invoices directly to their custodian for payment of our advisory fees.

Clients should receive at least quarterly statements from their chosen broker-dealer, bank, or other qualified custodian that holds and maintains the client's investment assets. Cooke & Bieler urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. For tax purposes, the custodial statement is the official record of your account and assets.

Item 16 – Investment Discretion

Cooke & Bieler typically receives discretionary authority from the client at the outset of an advisory relationship through language set out in our client agreement. The portfolio manager will select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, the firm observes the investment policies, limitations, and restrictions of the clients for whom it advises. For registered investment companies, Cooke & Bieler's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments.

We require that investment guidelines and restrictions be provided to the firm in writing.

Class Action Suits and Other Legal Action

Cooke & Bieler is not obligated to take any legal action with regard to class action suits relating to securities held in your account. However, the firm will prepare the Proof of Claim form and related documentation for our current clients who don't outsource this function to their custodian. Cooke & Bieler does not provide legal advice and, accordingly, does not determine whether you should join, opt out of, or otherwise submit a claim with respect to any class action. We generally do not have authority to submit claims on behalf of our clients in any legal proceedings.

Item 17 – Voting Client Securities

Cooke & Bieler has adopted and implemented written policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of our clients. Our voting authority is initially established by our advisory contracts or comparable documents. Clients, however, may change their proxy voting direction at any time. They may also contact us and direct us to vote in a particular fashion for a certain solicitation on behalf of their account. On a case-by-case basis, Cooke & Bieler will consider requests from clients directing us to vote in accordance with their own proxy voting policy which may differ from Cooke & Bieler's policy. When this occurs, we may vote differently for the same security across our client accounts. If any of our clients utilize a securities lending program, we will not vote proxies for those securities that are out on loan.

Our proxy voting policies and procedures are designed to allow the firm to analyze each proxy vote based on the facts and circumstances of each solicitation. The firm's overriding factor in voting proxies is to vote in the best interests of our clients. Cooke & Bieler defines the best interest of the client as the best economic interest of the shareholders of the company. Consistent with the client's best interests, the firm generally determines how to vote proxies on a case-by-case basis. The firm assigns proxies to specific analysts based upon who covers that particular security or industry, and he/she determines how to vote.

Since the analyst considers each proxy proposal and the related corporate circumstances independently, he/she may vote differently with respect to similar proposals for different companies. Generally, each analyst votes in accordance with firm policy, which tends to coincide with Glass Lewis recommendations. If the analyst votes differently than Glass Lewis's recommendations, the analyst will document his/her rationale. Cooke & Bieler reserves the right to exercise its own judgment on a case-by-case basis.

Prior to making a final determination regarding a material conflict of interest, the firm may seek the advice of outside counsel. If the firm determines that an unresolved, material conflict of interest exists, the firm will vote according to an independent third party on the particular issue (e.g., Glass Lewis) or will otherwise resolve the conflict (e.g., by disclosing the conflict to clients and having the client instruct the firm on how to vote).

In determining how to vote on a particular issue, the analyst will consider the opinion of management and the effect on management, as well as the effect on shareholder value and the issuer's business practices. In addition, each analyst responsible for voting proxies assigned to him/her typically considers the voting recommendations of third parties, specifically Glass Lewis's recommendations. Each analyst may consider the recommendations of other firms, organizations, or associations (e.g., the AFL-CIO), but these recommendations are not determinative. We recognize that voting in accordance with the recommendations of the AFL-CIO could create the appearance of a conflict of interest. This appearance of a conflict of interest is more acute in circumstances where a voting analyst also performs portfolio management services for clients, including Taft-Hartley plans or union clients, and determines to vote in accordance with AFL-CIO recommendations. As

stated above, however, the firm seeks to vote all proxies in the best interests of its clients, based on the facts and circumstances surrounding each particular proxy solicitation.

Cooke & Bieler utilizes the services of an outside proxy firm, currently Broadridge, to act as agent for the proxy process and to maintain records on proxy votes for our clients. In the rare situation where a custodian does not have a relationship with Broadridge, we may use a different proxy voting vendor but continue to use Glass Lewis as the research provider.

On rare occasions, either our proxy voting vendor or an employee of Cooke & Bieler may make a processing error when voting proxies. Although these errors are obviously unintentional, they are not detected until after the proxy meeting has already taken place. Therefore, it is too late to correct these issues. Our proxy voting reports will reflect how the actual proxy was processed. We have also observed times when the custodians will inadvertently begin voting proxies on behalf of our clients. This situation may occur due to custodial mergers or when implementing new back office systems. Once detected by Cooke & Bieler, we work with the custodian to properly rectify the problem.

Cooke & Bieler currently provides quarterly proxy reports to many of our clients. If you would like to begin receiving this information with respect to the securities held in your account, please contact your account administrator at 215-246-2030 or email us at lperna@cooke-bieler.com. Clients may obtain a complete copy of our proxy policies and procedures upon request.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Cooke & Bieler's financial condition. Cooke & Bieler has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Additional Information

Cooke & Bieler has always vigilantly guarded the client's privacy and unauthorized access to the personal information to which the client has entrusted us. Cooke & Bieler will continue to maintain our policy of protecting the client's privacy and personal information as we have always done. Above all, this means the firm will not sell any personal information to any third parties without the client's consent. Further, Cooke & Bieler will not share or disclose any personal information about the client or the client's account with third parties unless: Cooke & Bieler receives the client's prior written consent; we believe the recipient is the client's authorized representative; we believe we are required or permitted by law to disclose information to the recipient; the client has directed us to disclose the information to the recipient; or we believe the disclosure is necessary in order to provide the client with Cooke & Bieler's services.

Cooke & Bieler collects and maintains the client's personal information from the client, the client's legal representative, or the custodian bank at the time of account establishment and periodically, as changes occur, so we can provide investment management services to the client. The information we collect and maintain about the client may include:

- Name, address and phone number
- Social security or tax identification number
- Assets
- Income
- Investment activity

This personal data, as well as any ancillary information that may come into Cooke & Bieler's possession during the course of normal business (such as brokers who execute trades on your behalf), will only be used by Cooke & Bieler for purposes of opening and maintaining account information, facilitating smooth flow of executing orders, and maintaining the client's investment portfolio.

To maintain our privacy commitment at Cooke & Bieler, we have instituted firm-wide practices to safeguard the information that we maintain about the client. These practices include adopting policies and procedures to place physical, electronic and other safeguards to keep your personal information safe.

As Cooke & Bieler strives to maintain our obligations to federal laws and any applicable state laws and to continue to protect client privacy, Cooke & Bieler will deliver our current policy to clients on an annual basis. Should the relationship become inactive in the future, we will continue to protect a client's personal information in the same manner as when the client relationship was active.