

Item 1



## **O'Shaughnessy Asset Management, L.L.C.**

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# **Firm Brochure**

APRIL 2024

This brochure provides information about the qualifications and business practices of O'Shaughnessy Asset Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at (203) 975-3333 or info@osam.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about O'Shaughnessy Asset Management, L.L.C. is also available on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Part 2A of Form ADV

## Item 2 – Material Changes

ADV Part 1 Schedule A and Part 2A Supplemental Information have been amended to reflect the departure of our firm's CIO and Portfolio Manager, Christopher I. Meredith, CFA; as well to update some additional strategies and fees disclosed at ADV Part 2, Item 5.

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## Item 4 –Advisory Business

We are O'Shaughnessy Asset Management, L.L.C. (OSAM), a Stamford, Connecticut-based quantitative money management firm. We deliver a broad range of equity portfolios to individual investors, institutional investors and the high-net-worth clients of financial advisers. We also manage mutual funds in the United States as well as serving as a sub-adviser to a family of Canadian mutual funds through Royal Bank of Canada.

OSAM is primarily an institutional discretionary investment manager, generally offering its investment-management services in one of three ways: (1) to the public via various open-end mutual funds; (2) to individual investors in conjunction with the investor's primary investment professional (usually an investment adviser unaffiliated with OSAM), whereby the investment professional maintains initial an ongoing responsibility for determination of the suitability of OSAM's investment strategy(ies) and investor communication; the investment professional's access to OSAM is usually obtained in conjunction with an unaffiliated investment custodian's platform (OSAM is included among investment managers available to investment professionals on various custodian platforms); and (3) directly to institutional investors, including serving as a sub-adviser to unaffiliated investment advisory firms, and engagements by foundations, endowments, and state and municipal retirement plans, among others.

In September 2019, we launched an investment service called CANVAS®, which is powered by a proprietary research and investment management platform. The CANVAS system is an interactive, web-based customizable portfolio management platform developed by us that permits an investment professional (generally a registered investment adviser) to devise a desired investment strategy. At all

times, the user, and not OSAM, is responsible for maintaining the initial and ongoing relationship with the underlying investor and rendering individualized investment advice to the investor. In addition, the user, and not OSAM, is responsible for (1) determining the initial and ongoing suitability of the strategy for the investor; (2) devising or determining the specific initial and ongoing desired strategy; (3) monitoring performance of the strategy; and (4) modifying and/or terminating the management of the investor's account using the strategy. The user may not look to us for, and we do not have any responsibility for: (1) providing individualized investment advice or making any determination as to the initial or ongoing suitability of any strategy for any investor or user; (2) monitoring the strategy; or (3) the performance of the strategy. Additional information regarding our CANVAS system is directly accessible via link at [canvas.osam.com](https://canvas.osam.com). CANVAS is intended for use only by investment professionals with appropriate knowledge and experience who are able to bear the risks of loss associated with the use of the CANVAS platform.

Our investment strategies are based on the research of our former Chairman/CIO and Founder James P. (Jim) O'Shaughnessy, who was widely regarded as a pioneer in quantitative equity analysis. The team have identified the characteristics that have led to successful investing over the last fifty years, and these characteristics form the foundation of our strategies.

We strongly believe in the value of applying empirical, fundamental research to uncover the best quantitative stock selection strategies. We have done an exhaustive study of the historical characteristics that the best value and growth stocks possess, and this research forms the basis of every portfolio we offer. Our strategies select stocks in a logical, unemotional way; and we believe appeal to common sense: we look for stocks selling at a discount but showing good potential for growth.

We seek not to deviate from our strategies, and we adhere to a disciplined, systematic process. We believe that many money managers underperform their benchmarks because of their inherent inability to divorce themselves from the emotions that often cloud good decision-making. Our process is consistent and rational; we do not let short-term market fluctuations distract us from our longer-term goals. We allow our stock selection screens to seek to add value over full market cycles, and we generally stay fully invested in the market. And, unlike most other quantitative managers, our process is transparent. We show how and why we choose the stocks that we do, helping our clients fully understand our models and how they are designed to work.

We offer a broad range of equity and exchange traded product strategies, from small capitalization to large capitalization, growth to value, fixed income exchange traded funds (ETFs), and including multi-capitalization and international strategies (i.e., non-U.S., Canadian, Global, International, etc.).

For institutional and other direct client relationships, we provide ongoing portfolio management services based on the individual objectives, time horizon and risk tolerance of each client. Our investment supervisory services include investment strategy, asset selection and portfolio monitoring. We participate in some brokers' so-called "wrap-fee" programs; we receive a portion of the wrap fee for our services. See page 8 for more information about these programs.

Sometimes we receive information about a client's finances from the client or from the client's other advisers; we assume this kind of information is correct. Sometimes we recommend the services of other professionals to our clients; it is up to the client to decide whether or not to use anyone whom we recommend. Clients must advise us promptly if there is ever any change in their financial situation or investment objectives.

We provide an updated copy of this brochure to each client prior to signing an investment management agreement. Any client may end our services without owing us anything for five business days after signing an investment management agreement.

We have been in business since 2007, although the team have been working together at other firms for much longer. On December 31, 2021, OSAM became a wholly owned subsidiary of Franklin Resources Inc. / (Franklin Templeton).

As of September 30, 2023, we managed \$7,983,580,249 of assets across 4,197 accounts, all of which was on a discretionary basis. We also have approximately \$523,070,477 of assets we advise upon

in multiple unaffiliated unified managed accounts (UMA) platforms which would NOT be considered assets under management.

**Miscellaneous:**

No Financial Planning/Consulting Services. We do not hold ourselves out as providing, nor do we provide, any financial planning or related consulting services. Neither our firm, nor any of our representatives, serves as an attorney, accountant or insurance agent, and no portion of our services should be construed as legal, accounting, tax, or insurance advice.

Client Obligations. In performing our services, we are not required to verify any information received from the client or from the client's other professionals and are expressly authorized to rely on the information we receive. Moreover, each client is advised that it remains the client's responsibility promptly to notify us if there is ever any change in the client's financial situation or investment objectives; we rely on the client to make sure we have this information so that we can review, evaluate and, if necessary, revise our previous recommendations or services.

Wrap-Fee/Managed-Account Program Limitations: In the event that we are engaged to provide investment advisory services as part of an unaffiliated "wrap-fee" program or managed-account program, we will be unable to negotiate commissions or transaction costs. Under a wrap-fee program, the sponsor arranges for the investor participant to receive investment advisory services, the execution of securities brokerage transactions, and custody and reporting services for a single specified fee. Participation in a wrap-fee program may cost the participant more or less than purchasing such services separately. If the program is offered on a non-wrap basis, the program sponsor will generally determine the broker-dealer through which transactions must be effected and the amount of transaction fees and/or commissions to be charged to the participant investor accounts.

As noted above, in a wrap-fee or managed-account program, the custodian/broker-dealer is determined by the unaffiliated program sponsor; accordingly, we will be unable to negotiate commissions or transaction costs, or seek better execution, for such accounts. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case through alternative clearing arrangements. Higher transaction costs adversely impact account performance.

When we are engaged as a participating manager in a wrap-fee program or managed-account program, our exclusive responsibility is to manage the account assets consistently with the primary adviser's instructions. At all times, such an adviser, and not we, will remain exclusively responsible for initial and ongoing suitability determination for our investment strategy(ies) and client communications. Accordingly, unless we fail to manage the account consistently with our received instructions, we will not have any responsibility for account losses, absent OSAM's gross negligence or willful misconduct.

Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by us) will be profitable or equal any specific performance level(s).

Tradeaway Fees. When we provide discretionary investment management services, when beneficial to the client, individual equity and/or fixed income transactions may be effected through broker-dealers other than the account custodian. In any such event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by the account custodian.

ERISA Plan-Trustee Directed Plans. We may be engaged to provide discretionary investment advisory services to ERISA retirement plans, whereby we manage plan assets consistently with the investment objective designated by the plan's trustees. In such engagements, we will serve as an investment fiduciary, as that term is defined under the Employee Retirement Income Security Act of

1974. We will generally provide services on an assets-under-management fee basis per the terms and conditions of an investment management agreement between the plan and us.

## Item 5 – Fees and Compensation

Our fees are usually based on a percentage of the client’s assets that we manage. Moreover, the only sources of compensation we receive are the assets under management fees earned from our clients, or, in the case of certain retirement plans, plan participants.

We generally charge a fee for all assets we manage based on the schedule below. Fees may sometimes be negotiated, and, except for Canvas engagements, our fee will typically be noted in the client’s investment management agreement. For Canvas engagements, our fee will be set forth on a separate E-page as referenced in the Canvas Acknowledgment and Agreement.

This is our general fee schedule for institutional, separately managed accounts (SMA) and unified managed accounts (UMA), (MM = million):

<u>Strategy</u>	<u>Annual Fee</u>
Small Cap Growth	0.85% on first \$25MM 0.75% on next \$75MM 0.60% over \$100MM
Small Cap Value	0.80% on first \$50MM 0.75% on next \$50MM 0.70% over \$100MM
Small - Mid Cap Growth Small - Mid Cap Value	0.65% on first \$25MM 0.60% over \$25MM
Small Cap Opportunity	0.92%
Global Equity International Equity International ADR	0.70%
International Small Cap Value	0.90% on first \$100MM 0.85% on next \$100MM 0.80% over \$200MM
International Microcap	1.15%
Microcap	1.10%

<u>Strategy</u>	<u>Annual Fee</u>
US Large Cap:  Market Leaders Growth Market Leaders Value Market Leaders Core Market Leaders Quality  Market Leaders Value - Canvas® Tax Managed	0.55% on first \$25MM 0.45% on next \$75MM 0.35% over \$100MM   0.65%
All Cap Core	0.60% on first \$25MM 0.55% over \$25MM
Enhanced Dividend	0.70% on first \$25MM 0.65% over \$25MM
Canadian Equity All Canadian Equity	0.55% on first \$25MM (CAD) 0.45% on next \$75MM (CAD) 0.35% over \$100MM (CAD)
REIT	0.70% on first \$50MM 0.65% on next \$50MM 0.60% over \$100MM
Defensive Strategies:  U.S. Large Cap Defensive Stability  Developed Markets ADR Defensive Stability  Emerging Markets ADR Defensive Stability  International ADR Defensive Stability	0.55%  0.70%  0.90%  0.70%
Dividend Strategy Suite:  U.S. High Dividend Yield (Large Cap)  U.S. Dividend Growth V (Large Cap)  U.S. Dividend Growth X (Large Cap)  U.S. Dividend Growth ROIC (Large Cap)  U.S. SMID Dividend Growth V  U.S. SMID Dividend Growth ROIC  International Dividend Growth V ADR  International Dividend Growth X ADR	0.55%  0.55%  0.55%  0.55%  0.65%  0.65%  0.70%  0.70%

<u>Strategy</u>	<u>Annual Fee</u>
International Dividend Growth ROIC ADR	0.70%
Emerging Markets Core ADR	0.90%
Alternative Weighted:	
Franklin Templeton US Top 100 Equal Weighted - Canvas® Tax Managed	0.35%
US Large Cap Revenue Weighted	0.35%
US Large Cap Cash Flow Weighted	0.35%
US Large Cap Shareholder Yield Weighted	0.35%
Developed Large Cap Revenue Weighted	0.40%
Developed Large Cap Cash Flow Weighted	0.40%
Developed Large Cap Shareholder Yield Weighted	0.40%
Passive Strategy Suite:	
US Large Cap Passive	
US All Cap Passive	
US Small - Mid Cap Passive	
US Microcap Passive	0.375%
International ADR Passive	
Developed Markets ADR Passive	
Emerging Markets ADR Passive	
US Real Estate Passive	
We offer a variety of proprietary and third-party passive strategies. Third-party strategies may incur additional licensing fees.	
Sector Strategies:	
Energy Sector	
Materials Sector	
Industrials Sector	0.35%
Consumer Discretionary Sector	

<u>Strategy</u>	<u>Annual Fee</u>
Consumer Staples Sector Health Care Sector Financials Sector Information Technology Sector Communication Services Sector Utilities Sector Real Estate Sector	0.35%
Active Strategies: ClearBridge All Cap Growth – Canvas® Tax Managed ClearBridge Dividend Strategy – Canvas® Tax Managed ClearBridge Large Cap Growth – Canvas® Tax Managed ClearBridge Multi Cap Growth – Canvas® Tax Managed	0.60%
Thematic Strategies: Automation FinTech Cloud Tech Clean Energy Commodities Infrastructure	0.55%
Franklin Templeton S&P 500 / Municipal Ladder 1-7 Year - Canvas® Tax Managed 60/40 Franklin Templeton S&P 500 / Municipal Ladder 1-7 Year - Canvas® Tax Managed 70/30 Franklin Templeton S&P 500 / Municipal Ladder 1-15 Year - Canvas® Tax Managed 60/40 Franklin Templeton S&P 500 / Municipal Ladder 1-15 Year - Canvas® Tax Managed 70/30 Franklin Templeton Russell 1000 / Municipal Ladder 1-7 Year - Canvas® Tax Managed 60/40 Franklin Templeton Dow Jones US Select Dividend / Municipal Ladder 1-7 Year - Canvas® Tax Managed 60/40	0.30%



<u>Strategy</u>	<u>Annual Fee</u>
Franklin Templeton Dow Jones US Select Dividend/ Municipal Ladder 1-7 Year- Canvas® Tax Managed 70/30  Franklin Templeton Dow Jones US Select Dividend / Municipal Ladder 1-15 Year - Canvas® Tax Managed 60/40  Franklin Templeton Dow Jones US Select Dividend / Municipal Ladder 1-15 Year - Canvas® Tax Managed 70/30	0.30%
CANVAS®	0.15 - 1.10%  Our investment management fee for our CANVAS service may fluctuate depending on various factors, including but not limited to size of assets, assets invested in factor strategies, use of third-party index licenses, the capacity of factor strategies utilized, utilization of blended equity and fixed income strategies and/or sub/sub-advisory relationships. In addition, clients may incur transaction and/or custodial fees charged by their broker-dealer or custodian. Also relative to all mutual fund and exchange-traded fund purchases, there may be charges imposed at the fund level (e.g., management fees and other fund expenses) that can increase the total fee paid by clients.

We, in our discretion, may charge a lesser investment advisory fee and/or charge a flat fee based upon certain criteria (e.g., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, etc.). As a result, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

Although we manage client assets consistent with the client's designated investment objective, we earn a higher fee for management of certain strategies. We thus have an economic incentive to gather more assets for those strategies for which we will earn a higher advisory fee.

When we provide services to other investment advisers, we receive a share of the investment-management fee paid by the client to the investment adviser, depending on the nature of the work we do.

Our investment strategies, and the details of those strategies, sometimes change. The most current information about our strategies is available at our web site at [www.osam.com](http://www.osam.com). At the time a client hires us, the client directs us to invest in a specific strategy, via either a strategy selection sheet or an exhibit to the investment management agreement, in each case with some information about the objectives of the strategy.

We serve as investment manager under several wrap-fee programs. These programs are sponsored by brokerage firms. Generally, wrap-fee program clients have their accounts managed by investment managers, such as OSAM, that participate in the brokerage firms' wrap-fee programs. The brokerage firm provides services such as custody of assets and the execution of trades that the investment manager directs in accordance with the investment strategy selected by the client. Typically, there is also an investment adviser affiliated with or employed by the brokerage firm who is responsible for communicating with the client. In return for a single, all-inclusive fee, the brokerage firm evaluates and monitors our performance, executes the client's trades, and remits payment to the investment adviser and to us for our respective services.

When we act as investment manager under a wrap-fee program, we do not negotiate brokerage commissions or other costs for the client's account; these costs are included in the all-inclusive wrap fee charged by the broker. In the event that a client so directs in the wrap-fee program agreement (generally when the client's custodian is an institutional or bank-oriented custodian without trading capability), we may be permitted to execute trades for the wrap-fee program with outside brokers. However, we generally place buy and sell orders through the sponsor because the wrap fee usually covers commissions to the sponsor directed broker-dealer. If we select another broker, then any commissions will typically be charged separately to the client's account, over and above the wrap fee.

Clients have the option to purchase investment products that we recommend through brokers and agents they choose; we are not affiliated with any U.S. broker, other than those activities and affiliations disclosed below in Item 10. Clients may not transfer their investment management agreements to anyone else without our permission. Likewise, we may not transfer the management of a client's account to anyone else without the client's permission.

We also serve as sub-manager under several UMA programs. These programs are sponsored by an "overlay" manager who has discretionary authority over the clients' assets. Generally, UMA clients have their accounts managed by an overlay manager, who is responsible for communicating with the client. In return for the UMA fee (which includes our fee for providing the portfolio model to the overlay manager), the overlay manager evaluates and monitors the performance of the account and executes the client's trades at its discretion. With these accounts, we do not have discretionary authority, and therefore these assets are not counted as a part of our assets under management; these are considered to be "assets under advisement."

In model investment portfolio arrangements involving investments in mutual funds and ETFs sponsored by OSAM's affiliates, we discuss the affiliates' receipt of asset-based and other fees for providing advisory and other services to affiliated funds in Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading").

**Please Note-Accrued Interest/Dividends:** The market value reflected on periodic account statements issued by the account custodian may differ from the value that we use for our advisory fee billing process. We may include the accrued value of certain month or quarter-end interest and/or dividend payments when calculating client advisory fees, which amounts may not yet be reflected on the custodian statement as having been received by the account.

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

At the client's request, we sometimes charge a fee for investment-management services that includes a performance-related fee. Accounts with performance-based fees are an inconsequential part of our business; and, for that reason, we do not discuss them at length in this brochure. When we charge a performance-related fee, we comply with the corresponding requirements of the Investment Advisers Act of 1940 that governs these fees, including requirements for how we disclose the fees and with whom we are allowed to have performance-based fee arrangements. We rely on our clients to give us financial information about whether they are, or have stopped being, eligible for performance-based fee programs. Some of our employees may manage both conventional and performance-based-fee accounts at the same time; but, because of the nature of our services, we do not believe that any conflicts of interest arise from these multiple duties. We discuss these conflicts, and why we believe they are minimal or nonexistent, in the next paragraph. We never increase a client's fees without the client's consent.

Most of our portfolio managers provide investment-management services to multiple accounts. For example, an employee may manage mutual funds and also provide management services to a private fund or account. This is called side-by-side management. Some of these accounts may have different investment strategies. Because our employees do not use individual discretion in buying stocks - rather, they buy and sell stocks only at the times and in the amounts determined by a computer model - there are only very limited opportunities for conflicts of interest from side-by-side management at

OSAM. This is the case even when a stock may be long in one client's portfolio and short in another. We keep compliance policies and procedures designed to identify and minimize any conflicts.

## **Item 7 – Types of Clients**

We give advice to individuals, banks and thrift institutions, mutual funds, pensions and profit-sharing plans, trusts, estates, and charities, and as disclosed in Item 5 above. We usually will not manage a client's investments unless the client's assets are greater than \$250,000 for individuals who are introduced to us by brokers and financial consultants, and \$10,000,000 for institutions. We may, in our discretion, modify our asset minimums, charge a lesser investment advisory fee and/or a charge a flat fee, as disclosed elsewhere in this brochure. As a result, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

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

Our method of investment management is systematic and unemotional. That means that the stocks we buy for a client's account are chosen by a computer model we have developed, rather than by a person who makes individual judgments about each stock. We use models that we find would have produced attractive theoretical returns in the past (either on an absolute or risk-adjusted basis) to make future stock selections. The models are based on stock characteristics that have historically indicated strong potential investments. These characteristics might include, but are not limited to, stocks that have attractive valuations, strong yields or strong recent price trends. We do not conduct any research regarding the merits of any individual stock above and beyond those parameters included in our models; in other words, we do not visit with company management, follow media headlines about a company or assess short-term economic factors and their potential impact on our strategies. In fact, we believe these more subjective parameters often cloud the judgment of money managers, leading to under- instead of out-performance.

Accounts are rebalanced periodically; and we generally screen the portfolios on a daily basis for a series of rules-based parameters, determined by our discretion, which might lead us to sell a position in advance of a scheduled rebalance. These may include a significant decline in the stock's market value, merger or acquisition activity or restatement of company financials.

Data for our models come from industry-leading data providers such as CompStat/XPRESSFEED, MSCI, and Bloomberg.

An investment in stocks managed using our methods involves risks. These risks are typical of the risks of investing in a diversified portfolio of stocks. We believe that these kinds of investments are suitable for investors who are prepared to make a long-term commitment to this method, who will not need to sell their investments, and who have enough assets to assume the risk of changes in the value of their investments.

Our systems and methods (as with any system of investing in stocks) could result in losses if, for example, the stocks selected are experiencing financial difficulty, become out of the favor in the market because of weak performance, poor earnings forecasts or announcements, negative publicity, or general market cycles, or if there are general declines in markets. Our method is not appropriate for investors who cannot afford to bear the risk of these kinds of losses. Also, negative developments affecting a particular stock may occur. Stocks selected by our models may decline during a given year. Rebalancing may result in selling stocks which have recently performed well and increase investments with relatively lower returns. Even with our best efforts, the investment objective of an account may not be achieved, or the value of the account may decrease.

We believe our methods are suitable for investors who are seeking above-average absolute or risk-adjusted total returns, primarily through capital appreciation, in common stocks. These types of portfolios fluctuate in value and may not be suitable for investors for whom preservation of capital is a primary objective. There have been times that portfolios of investments selected using some of our

strategies have declined in value; on some occasions, these declines have been greater in percentage terms than the declines experienced by broad market indices such as the S&P 500. We develop and recommend models based on their historical, theoretical performance; but we cannot assure clients that those models will produce returns in the future similar to their historical, theoretical returns.

The past performance of any other accounts or funds managed in accordance with our methods is not any assurance of future investment results. We do not guarantee the future performance of an account or fund, or any specific level of performance, the success of any investment decision or strategy that we may use, or the success of our overall management.

## Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or to the integrity of our management.

## Item 10 –Other Financial Industry Activities and Affiliations

### Private Funds & Other Financial Industry Activities and Affiliations

We provide sub-advisory services to certain Royal Bank of Canada (RBC) mutual funds under a contract with its affiliate RBC Asset Management Inc.

Additionally, we trade with the broker-dealer subsidiary of RBC. Such trading is undertaken at the recommendation of our director of trading, and RBC is held to the same standards as any other broker with whom we deal. We generally trade with RBC for Canadian securities. As with all of our brokerage decisions, we trade with RBC only when it is in the best interest of our clients.

We also manage a mutual fund distributed through ACA/Foreside/Quasar Distributors, LLC, (unaffiliated with us). The fund is in a series of the Advisors Series Trust. ACA/Foreside/Quasar is an SEC registered and FINRA member limited broker-dealer. ACA/Foreside/Quasar serves as the distributor for our affiliated mutual fund. All fund shareholder communications are submitted to and approved by ACA/Foreside/Quasar. Fund assets are maintained at US Bancorp Fund Services. The US Bancorp Fund Services chief compliance officer and his staff conduct ongoing reviews of fund operations, including an on-site annual compliance review of OSAM relative to the funds. For more information, please see [www.osfunds.com](http://www.osfunds.com).

OSAM also has a relationship with Franklin Templeton Private Portfolio Group (FTPPG), an affiliated manager. Pursuant to the same, FTPPG for agreed-upon compensation, makes available and delivers to OSAM one or more of the sub-adviser investment management portfolios described in FTPPG's brochure in the form of investment models on a non-discretionary basis for use by OSAM via Canvas® or other OSAM separately managed accounts as described herein. OSAM may enter into similar arrangements with other affiliated managers from time to time.

In addition to the above, OSAM may retain other investment managers (i.e., Franklin Advisers Inc. [FAV], Franklin Managed Options Strategies, LLC [FMOST], etc.) that are wholly owned subsidiaries of Franklin Resources, Inc. ("Franklin Templeton" or "FRI") that are investment advisers registered with the SEC, to act as a sub-sub-adviser to separately managed accounts ("SMA") for which OSAM acts as sub-adviser. These arrangements will typically involve one or more of FRI's fixed-income or options strategies, which may be used in managing a portion of an SMA program client's account. OSAM typically will pay a portion of the compensation it receives from the client to the FRI related entity as compensation for the investment advisory services that they provide to its managed portions of such accounts. OSAM may also retain another affiliated investment adviser to act as a non-discretionary sub-sub-adviser to provide model investment portfolios comprised entirely or partially of funds and/or ETFs (typically U.S. registered funds and ETFs) ("Model Portfolios"), for use in connection with wrap fee or managed account programs that investment professionals provide to their clients using OSAM's CANVAS platform.

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

We do not allow employees to purchase individual stocks for their own accounts or for the accounts of their family members. Employees may sell stocks they owned when they first started working for us by complying with our advance-clearance procedure. Employees are generally permitted to buy mutual funds, and exchange-traded funds for their own accounts, subject to reasonable limits. This policy is part of our code of ethics, which serves as a standard of business conduct for all of our employees based upon fundamental principles of openness, integrity, honesty, and trust. A copy of our code of ethics is available to any client or prospective client upon request. We keep and enforce written policies to prevent the misuse of non-public information.

Our code of ethics covers the following areas: prohibited purchases and sales, insider trading, exempted transactions, prohibited activities, conflicts of interest, gifts and entertainment, confidentiality, service on a board of directors, compliance procedures, compliance with laws and regulations, personal securities transactions, procedures and reporting, certification of compliance, reporting violations, compliance officer duties, training and education, recordkeeping, annual review and sanctions.

For a copy of the code of ethics, please request it by email directed to [info@osam.com](mailto:info@osam.com).

Please note: OSAM’s ultimate parent company, Franklin Resources, Inc. (“Franklin Templeton” or “FRI”), is publicly traded (Ticker Symbol: BEN). OSAM does not purchase or recommend shares of its publicly traded parent company, FRI, for its clients with active investment strategies. When an investment professional uses OSAM’s CANVAS platform to devise a desired investment strategy, CANVAS may recommend a purchase or sale of shares of FRI to the extent that the strategy covers one or more benchmark indexes which includes FRI.

A Model Portfolio, in certain circumstances, consists of a portfolio comprised entirely or partially of funds and ETFs (typically U.S. registered funds and ETFs) sponsored by OSAM affiliates, including FAV and its affiliates (“Affiliated Funds”), or any other applicable affiliated registered investment adviser or SIM [specialist investment managers]. OSAM may determine it is appropriate to invest a portion of a client’s assets into Affiliated Funds where, for example, the Affiliated Fund provides an efficient and cost-effective way to implement a Model Portfolio, such as the portion of the portfolio

pursuing fixed-income strategies, or to diversify an account. Such an arrangement creates a conflict with the interests of investors investing in a Model Portfolio pursuant to a Model Program because OSAM's affiliates receive asset-based and other fees for providing advisory and other services to the Affiliated Funds and ETFs that they manage, including those funds and ETFs that it may select to form a part of a Model Portfolio. OSAM and its affiliates, therefore, will have an incentive to include one or more Affiliated Funds in any Model Portfolio and invest in such a Fund in implementing the Model Portfolio. In addition, to the extent the profitability of a particular fund or ETF is greater than the profitability of another product, OSAM and its affiliates will have an incentive to include the most profitable product in the Model Portfolio. OSAM's affiliate serving as sub-sub-adviser may construct Model Portfolios without considering the universe of potential funds and ETFs sponsored by persons not affiliated with Franklin Templeton ("Third-Party Funds"), even though there may (or may not) be Third-Party Funds that are more appropriate for inclusion in such Model Portfolios, including available Third-Party Funds in the applicable asset classes that have lower fees and expenses, greater performance or other favorable terms relative to an Affiliated Fund. OSAM seeks to mitigate the potential conflict by excluding any assets invested in Affiliated Funds from the management fee charged by OSAM to the client's account or rebating a portion of such fee attributable to investments in Affiliated Funds, as may be required by applicable law. Those assets that are invested in Affiliated Funds are instead subject to the Affiliated Fund's fees and charges applicable to all investors in such fund, as disclosed in the Affiliated Fund's current prospectus or other relevant offering documents. As a result, OSAM's affiliates will indirectly receive advisory and other fees paid by those clients as investors of an Affiliated Fund. While the management fees charged to the account with respect to such assets are excluded or rebated, the client would generally still bear any operating expenses of the account.

## **Item 12 – Brokerage Practices**

We maintain trading authority over certain client accounts. The client chooses the custodian for his account. We never charge a premium or commission on transactions. We make reasonable efforts to obtain group discounts on transactions when possible. Regarding our best-execution responsibilities for our clients, we have software to measure pre-trade estimates and post-trade results for optimal security pricing and commissions paid. These data are constantly monitored, and our best-execution committee meets regularly to review trade data and discuss methods of improvement.

Our trade-rotation policies are intended to allocate transactions equitably over time across our client base, subject to extenuating circumstances and to trading directions imposed by clients. The effectiveness of these policies can depend on market factors such as the liquidity of the securities being traded and the size of the transactions. In order to process trades for different client types and platforms, our firm maintains two trading groups: one executes trades for non-directed trading relationships (generally institutional accounts and mutual funds), and another executes trades for directed trading relationships (generally wrap-fee accounts and UMA model delivery), which may result in one group's competing against the other group when executing orders, and could cause certain accounts to pay more or receive less for a security than other accounts. When necessary, the two groups use reasonable efforts to coordinate so that clients receive fair and best execution, which may include rotating initial trading between the two groups, or creating a "step out trade," where a directed order will be aggregated with a non-directed order for execution. In order to ensure fair practice across directed trading or UMA model delivery platforms, our firm generally initiates random trade rotation across applicable platforms. Where a platform falls in the rotation could favorably or adversely affect a client's executions relative to other clients; however, the random nature of trade rotation is intended in the long run to provide fair placement and execution to all directed and model delivery platforms. Circumstances may cause a particular sponsor or model delivery platform to be unable to receive trade instructions or model holdings; in such cases, we cause trades to be executed for the next platforms in rotation until the issue is resolved; and as a result, wrap accounts or model recipients unable to receive trade instructions or model holdings will receive different, and perhaps less favorable, prices for their transactions than they would have received had the sponsor received those instructions or model holdings in the original trade rotation. We may utilize rotations or allocation methods other than those described above if we believe such rotation or method is appropriate under the circumstances and that

such alternative rotation or method is generally fair and equitable. We reserve the right to vary from these policies to comply with additional requirements that may be placed on us by our platforms, intermediaries, and clients, including but not limited to timing of trades and broker selection. Notwithstanding these policies, one group of clients may have transactions effected before or after another group of clients. We reserve the right to change these policies in our discretion. Please Note: In order to avoid the account custodian assessing a disproportionate transaction fee for clients with different transaction-based pricing, there will be occasions when certain client transactions will have a separate trade order/rotation than other clients on the same platform. However, such efforts to avoid disproportionate transaction fees notwithstanding, the client with higher transaction fees could receive less favorable execution. A copy of our entire trade rotation policy is available to any client or prospective client upon request.

Regarding our intermediary financial advisory business, our trading authority is sometimes limited by the client's objectives and guidelines and by the client's choice of custodian. The majority of our individual clients have given custody of their accounts to brokerage firms they selected. When the individual client uses a broker as the custodian, we usually direct transactions through that broker when we can. However, in some cases (particularly when the securities to be purchased or sold are not broadly traded), we may use another broker in order to obtain best execution. When we are allowed to select the broker or asked to do so by the client, we try to select a financially responsible broker that will provide the best net execution (price received, and commission paid), as well as one that will provide effective service in clearance and settlement. This may not be the lowest commission, but it should generally be competitive with prevailing rates. In choosing a broker, we take into account all factors impacting the execution of the order, including liquidity and the amount of capital commitment of the broker. Sometimes we direct the purchase or sale of stocks for more than one account at the same time. These kinds of transactions could potentially benefit or harm one or more accounts; we thus do not order these kinds of trades unless we believe they will be in the best interest of the affected accounts. When we order trades at the same time for multiple accounts, we try to allocate the trades fairly to the accounts involved. We typically allot stocks to clients with prices averaged on a per-share basis.

Our firm does not currently participate in any soft-dollar programs. Additionally, we do not select brokerage firms based on research or other non-brokerage products provided to us, and our stock selections do not generally use third-party research products or services except for the databases we discuss at Item 8 of this brochure. We do not pay for these databases using soft dollars. Upon request we may help clients recapture a portion of their commissions through the relationships that exist between clients and other unaffiliated brokers. As a result, some clients may receive lower net commission rates due to the recapture. We will advise the client if these programs are practical and in the best interest of the client, depending on each client's circumstances; however, the ultimate decision is that of the client.

### **Item 13 – Review of Accounts**

Because of the disciplined and unemotional nature of our investment methods, accounts invested using our approach are reviewed on a periodic basis. The frequency of such reviews may be less than at other firms with more actively managed accounts. A comprehensive review is performed in connection with the rebalancing of each account. Accounts are generally reviewed and may be rebalanced on a regular cycle. However, we may rebalance in other circumstances, and we may change the factors and models incorporated into our strategies. This process is intended to mitigate risk by forcing a reevaluation of the best- and worst-performing securities at scheduled and certain points in time.

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

We do not maintain any active solicitor arrangements.



**Item 15 – Custody**

We do not accept physical custody of any clients' funds or securities.

In limited situations, we may have the ability to debit our advisory fee from the client's account maintained at the custodian of the client's assets. Clients are generally provided with regular written summary account statements directly from the broker-dealer/custodian, at least quarterly. We may also provide a written periodic report summarizing account activity and performance. To the extent that we provide clients with periodic account statements or reports, the client is urged to compare any statement or report that we provide with the account statements received from the account custodian. The account custodian does not verify the accuracy of our advisory fee calculation.

**Item 16 – Investment Discretion**

We generally obtain written authority from clients to place securities buy and sell orders for clients' accounts without permission from the client for each transaction. This authority is contained in the clients' investment management agreements.

**Item 17 – Voting Client Securities**

For most of the accounts we manage, we have authority to vote proxies, and we make choices about mergers, acquisitions, tender offers, bankruptcy proceedings and other similar events. We use a service provider to help us do these things. Clients may, by asking us sufficiently in advance, direct our vote. We do not engage in proxy contests and do not believe that any meaningful conflicts of interest exist between us and our clients in voting. We arrange with the client to have the custodian send to us or the third-party service provider copies of all proxies and shareholder communications. Except in unusual circumstances, we vote proxies with management. We or the third-party service provider maintain records of proxy voting as required by law and will give copies of the rules that apply to clients if they ask for them. We will also provide clients with information about how we voted on any proxy issue if they ask. Information regarding the third-party service provider is available upon request as well.

Unless a client directs otherwise in writing, in conjunction with the proxy voting due diligence and administrative services provided by ISS (Institutional Shareholder Services) or any other third-party service provider that we see fit to retain; we are responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client are voted, and (2) making all elections relative to any mergers, acquisitions, and tender offers.

In the event that OSAM pre-populates clients' votes (in conjunction with ISS, or such other proxy voting vendor that OSAM may engage), and OSAM (or its proxy voting vendor) becomes aware that subsequent to submission of OSAM's votes, the proxy issuer publishes new material information prior to the voting submission deadline, OSAM (in conjunction with ISS, or such other proxy voting vendor that OSAM may engage), shall determine that it (or the proxy firm that it engages) has the ability to react to, and address, whether such additional information requires a vote change. If subsequent to completion of the Firm's voting process, the proxy issuer publishes new material information, such information will be reviewed by OSAM (or proxy vendor that OSAM engages), and a determination will be made if a change in the Firm's prior vote is necessary. If a vote change is determined necessary, OSAM (or ISS, or such other engaged vendor), shall make the revised vote prior to the submission deadline.

In accordance with our ESG Framework we have the following policy and process as it relates to proxy voting and company engagement. We have several ESG issues incorporated into our voting policy through ISS. The overall guiding principle guiding ESG related vote recommendations is whether the proposal may be an improvement to all shareholders. For example, more transparency is typically an improvement for most people. Our shares that we discretionarily manage on behalf of our clients will be used to vote in favor of proposals seeking more transparency into climate change risk, and how the

companies identify, measure, and manage these climate risks (e.g., vote for more Greenhouse Gas (GHG) Emission disclosures, etc.). Additionally, in line with client portfolios that tilt towards a custom ESG exposure, we can also offer customized proxy voting to meet a clients' needs. Subject to certain asset minimums we can through ISS tailor proxy voting to be more sustainability focused, SRI (socially responsible investing) focused, Religious Values focused, Taft-Hartley focused. Etc.

Please Note: Socially Responsible Investing Limitations. Socially Responsible Investing involves the incorporation of Environmental, Social and Governance considerations into the investment due diligence process ("ESG"). There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange traded funds are few when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by OSAM), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful.

Lastly, information pertaining to how we voted on any specific proxy issue is available upon written request from Raymond Amoroso, III Esq., chief compliance officer of OSAM. OSAM generally does not file any class-action lawsuits on behalf of its clients, and the client should consult with an attorney of his or her choice with regard to any class-action lawsuit filings.

**Item 18 –Financial Information - Not applicable and please note:**

- A. The Registrant does not require clients to pay fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

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## Supplemental Information – Management

Anyone who gives advice for our firm must have earned a college degree or have meaningful investment-related experience. Anyone who does this must also have all required investment-related licenses and designations. None of our employees listed below has been the subject of any material legal or disciplinary event. The telephone number for each of the people listed below is (203) 975-3333.

These are the people who manage our firm and make investment decisions for our clients:

### Roger Paradiso

*Year of Birth: 1966*

#### *Educational Background:*

B.A. (Business)	Long Island University	1988
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#### *Business Background:*

2022 - Present	Executive Chairman/Principal	O'Shaughnessy Asset Management, LLC
2020 - Present	Head of Advisor Portfolio & Technology Solutions	Franklin Templeton
2016 - 2020	Head of Alternative Distribution Channels	Legg Mason
1987 - 2016	Managing Director	Morgan Stanley

Roger is the executive chairman of our firm. Roger oversees the day-to-day business of the firm, directing the firm's initiatives in the areas of portfolio management, client service/sales relationships, and compliance, as well as in his current dual employee role as head of advisor portfolio and technology solutions at Franklin Templeton. Roger is a member of the firm's leadership team, reporting directly to Franklin Templeton's Head of Global Distribution.

### Patrick W. O'Shaughnessy, CFA

*Year of Birth: 1985*

#### *Educational Background:*

B.A. (Philosophy)	University of Notre Dame	2007
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#### *Business Background:*

2007 - Present	Chairman Emeritus	O'Shaughnessy Asset Management, LLC
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Patrick is the chairman emeritus of the firm. Prior to his role as chairman emeritus, Patrick spent 16 years as a member of our research and portfolio management team, working to improve the firm's investment strategies. Patrick is also the author of *Millennial Money: How Young Investors Can Build a Fortune*, and a contributing author to the Fourth Edition of *What Works on Wall Street*. Patrick's podcast "*Invest Like the Best*," which is a series of conversations with leading investors across asset classes, recently passed 2.5 million listeners and was named among "*5 Investment Podcasts You Should Listen To*" by The Wall Street Journal. OSAM does not direct the production, or control the content of, Patrick's media. Patrick has no duty to feature our portfolio investments in his media and may feature other investments and investment classes that we do not recommend to or select for our clients. Patrick reports directly to Roger Paradiso, executive chairman.

**Christopher S. Loveless**

*Year of Birth: 1970*

*Educational Background:*

B.A. (Advertising)	Texas Tech University	1993
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*Business Background:*

2007 - Present	President/Principal	O'Shaughnessy Asset Management, LLC
2001 - 2007	Managing Director/Principal	Bear Stearns Asset Management, Inc.
1999 - 2001	Vice President	Netfolio, Inc.
1997 - 1999	Vice President	O'Shaughnessy Capital Management, LLC
1994 - 1997	Vice President	Merrill Lynch

Chris serves as the president of the firm. In this role, Chris is responsible for driving the firm's business initiatives, as well as overseeing the client service and relationships team. Chris is a member of the firm's leadership team, reporting directly to Roger Paradiso, executive chairman.

**Kristopher R. Smith, CFA**

*Year of Birth: 1976*

*Educational Background:*

Master of Business Administration	Wake Forest University	2004
B.S. (Finance & Economics)	North Carolina State University	1998

*Business Background:*

2022 - present	Chief Operating Officer/Principal	O'Shaughnessy Asset Management, LLC
2021 - present	Head of Strategy & Initiatives, Product Solutions	Franklin Templeton
2015 - 2020	Managing Director, Head of U.S. Alternative Distribution Strategies	Legg Mason
2009 - 2014	SVP, Head of Strategic Initiatives, Affiliated Managers Division	Wells Fargo Asset Management

Kris is our chief operating officer, managing the operational activities of the firm as well as being responsible for risk, project management, finance, and performance functions of the firm. He is also responsible for strategic planning as well as execution of key initiatives supporting the firm's development and delivery of personalized portfolio solutions. Kris is a member of the firm's leadership team, reporting directly to Roger Paradiso, executive chairman.

**Scott M. Bartone, CFA**

*Year of Birth: 1981*

*Educational Background:*

Master of Business Administration	Cornell University	2014
B.A. (Rhetoric & Communications)	State University of NY at Albany	2003

*Business Background:*

2008 - Present	Chief Product Officer/Co-Head of Investment Mgmt./Portfolio Manager/Principal	O'Shaughnessy Asset Mgmt.
2006 - 2008	Platform Trading Analyst	Bear Stearns & Co.
2005 - 2006	Investment Operations Associate	Prudential Financial

Scott is our chief product officer, co-head of investment management and a portfolio manager. Scott is involved with day-to-day portfolio management activities of the firm and trade support staff focused on delivering the firm's strategies to clients. Scott is also involved with the operational, port-

folio and product management functions of the firm. Scott reports directly to Roger Paradiso, executive chairman.

**Ari M. Rosenbaum**

*Year of Birth: 1969*

*Educational Background:*

B.A. (English)	Penn State University	1991
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*Business Background:*

2007 - Present	Director of Private Wealth Solutions/Principal	O'Shaughnessy Asset Management, LLC
2005- 2007	Managing Director	Bear Stearns Asset Management, Inc.
2001 - 2005	Vice President	Arnold Worldwide
1999 - 2001	Vice President	Netfolio, Inc.
1997 - 1999	Vice President	O'Shaughnessy Capital Management, LLC

Ari serves as our director of private wealth solutions. In this role, he leads the team that delivers our firm's strategies to advisors, consultants, wealth management firms, multi-family offices and private banks. Ari reports directly to Chris Loveless, president.

**Erin M. Foley**

*Year of Birth: 1968*

*Educational Background:*

B.A. (Economics)	University of New Hampshire	1990
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*Business Background:*

2007 - Present	Director of Trading/Principal	O'Shaughnessy Asset Management, LLC
2002 - 2007	Sales Trader	Adams, Harkness & Hill, Inc.
1998 - 2002	Sales Trader	Deutsche Bank Securities Inc.
1995 - 1998	Operations/Sales Trading	Morgan Stanley & Co.

Erin serves as our director of trading. Erin is also responsible for the execution of our non-directed trades, which are generally related to our institutional, mutual fund and other commingled fund accounts using brokers, algorithms, and direct access. On a monthly, quarterly, and annual basis, she reviews all trades for best-execution analysis. Erin reports directly to Scott Bartone, chief product officer.

**Rajat Gupta**

*Year of Birth: 1974*

*Educational Background:*

Bachelor of Engineering (Electrical Engineering)	Cornell University	1995
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*Business Background:*

2022 - Present	Chief Technology Officer/Principal	O'Shaughnessy Asset Management, LLC
2002 - Present	SVP, Technology	Franklin Templeton
1995 - 2002	Technology Manager	Sapient

Rajat is the chief technology officer of our firm. Rajat oversees the product engineering teams for Canvas, the company's data platforms, overall technology vision and execution, as well as internal

systems and infrastructure. He is responsible for ensuring scalability, accelerating delivery of product capabilities, developing robust data management practices and risk controls, driving automation, and smooth and effective operations of the extended IT infrastructure. Rajat reports directly to Roger Paradiso, executive chairman.

**Ehren J. Stanhope, CFA**

*Year of Birth: 1983*

**Educational Background:**

Master of Business Administration (with a focus in Asset Management)	Yale School of Management	2017
B.A. (Management with a concentration in Finance & Legal Studies)	Tulane University	2005

**Business Background:**

2010 - Present	Chief Investment Strategist/Co-Head of Invest. Mgmt./Portfolio Manager/Principal	O'Shaughnessy Asset Mgmt.
2008 - 2010	Analyst	Western Asset Mgmt. Co.

Ehren is our chief investment strategist, co-head of investment management and a portfolio manager whose expertise in the firm's investment philosophy, portfolio construction and implementation, enable him to represent the investment process to key clients throughout the United States. He is responsible for positioning the firm's investment capabilities within the context of client needs and the current market environment. Ehren reports directly to Roger Paradiso, executive chairman.

**Claudine A. Spence**

*Year of Birth: 1975*

**Educational Background:**

B.S. (Finance & Economics)	Marymount College of Fordham University	1998
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**Business Background:**

2007 - Present	Director of Client Service/Principal	O'Shaughnessy Asset Management, LLC
2006 - 2007	Vice President	Bear Stearns Asset Management
2004 - 2006	Manager	Citigroup Global Markets Inc.

Claudine is our director of client services and leads the client service efforts for the intermediary and institutional channels. Prior to this role, she also served as a Senior Business Analyst and was responsible for recruiting at the firm. Claudine reports directly to Chris Loveless, president.

**Raymond Amoroso, III, Esq.**

*Year of Birth: 1973*

**Educational Background:**

J.D.	Seton Hall Univ. School of Law	1999
B.S. (Accounting)	Rutgers Univ. School of Business	1996

**Business Background:**

2008 - Present	Chief Compliance Officer/Principal	O'Shaughnessy Asset Management, LLC
2004 - 2008	Senior Associate Attorney	Stark & Stark, P.C. - Attorneys at Law
2001 - 2003	Senior Tax Associate	BISYS-DML Global Services LLP
1999 - 2001	Senior Tax Consultant	Deloitte & Touche LLP

Ray serves as our chief compliance officer and specializes in maintaining our SEC investment adviser registration under the Investment Advisers Act of 1940, drafting our disclosure statements, reviewing our marketing materials, and submitting our Forms ADV and U-4s. He also has extensive experience in developing and negotiating business contracts, forming policies and procedures manuals, performing mock SEC audits, and addressing ongoing compliance and legal issues. Ray is a member of the New York, New Jersey, and U.S. Supreme Court bars; has a Connecticut authorized house counsel certification; and has passed the Series 7, 63, 26 Registered Principal exams and the Canadian Securities Institute NEC (CSC/CPH) and PDO Exams; and was named as one of “*The 20 Rising Stars of Compliance*” in Institutional Investor News magazine. Ray is a member of our firm’s leadership team and reports directly to Roger Paradiso, executive chairman.

Please note, Messrs. O’Shaughnessy, Bartone, Smith, and Stanhope hold the Chartered Financial Analyst (CFA®) designation. The CFA charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute, the largest global association of investment professionals. To earn the CFA charter, candidates must:

- 1) Pass three sequential, six-hour examinations;
- 2) Have at least four years of qualified professional investment experience;
- 3) Join CFA Institute as members; and
- 4) Commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

**ANY QUESTIONS:** OSAM’s chief compliance officer, Raymond Amoroso, III, Esq, remains available to address any questions that a client or prospective client may have regarding these disclosures and arrangements.

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## **PRIVACY POLICY**

Investment advisers, like all providers of personal financial services, are now required by law to inform their clients of their policies regarding the privacy of client information. Investment advisers have been and continue to be bound by professional standards of confidentiality that are even more stringent than those required by law. Therefore, we have always protected your right to privacy.

### **TYPES OF NONPUBLIC PERSONAL INFORMATION WE COLLECT**

We may collect nonpublic personal information about you that may be either provided to us by you or may be obtained by us with your authorization. This personal information generally may include, but is not limited to the following: identification data and data we use to communicate with account holders and investors, such as their name, position, current and former addresses (private and professional), telephone number (private and professional), email address, age/date of birth, place of birth, nationality, sex, civil status and a photograph; identification numbers we receive from account holders and investors or third parties, such as tax, passport, national or other identification number; personal bank account and financial information such as account identification and number, income and (for professional investors) financial license.

### **PARTIES TO WHOM WE DISCLOSE INFORMATION**

For current and former clients, we do not disclose and do not wish to reserve the right to disclose any nonpublic personal information obtained in the course of our business except as required or permitted by law. Permitted disclosures include, for instance, providing information to our employees, affiliates, parent companies and, in limited situations, to unrelated third parties (including but not limited to, i.e., service providers, proxy voting servicers, index providers, and back office operational professionals, etc.) who need to know that information to assist us in providing services to you that you request or authorize. In all such situations, we stress the confidential nature of information being shared.

### **PROTECTING THE CONFIDENTIALITY AND SECURITY OF CURRENT & FORMER CLIENT'S INFORMATION**

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and in some cases, to comply with professional guidelines. In order to guard your nonpublic personal information, we maintain physical, electronic and procedural safeguards that comply with our professional standards. Please call if you have any questions, because your privacy, our professional ethics, and our ability to provide you with quality financial services are very important to us.

### **CONTACT INFORMATION**

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