

**FIRST  
MANHATTAN  
CO.**

**FIRST MANHATTAN CO.**

**399 Park Avenue**

**New York, NY 10022**

**(212) 756-3300**

**<http://www.firstmanhattan.com>**

**March 30, 2015**

This brochure provides information about the qualifications and business practices of First Manhattan Co. If you have any questions about the contents of this brochure, please contact us at (212) 756-3300 or at [info@firstmanhattan.com](mailto:info@firstmanhattan.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 First Manhattan Co. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

<b>Item 1:</b>	<b>Part 2A of Form ADV – Firm Brochure</b>
----------------	--

<b>Item 2:       Material Changes</b>
---------------------------------------

As this is our first brochure produced under new United States Securities and Exchange Commission (“SEC”) rules regarding Part 2A of Form ADV, there are no material changes.

<b>Item 3:       Table of Contents</b>
--

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

#### **Item 4: Advisory Business**

We provide professional investment management services primarily to high net worth individuals as well as to partnerships, trusts, retirement accounts, pension plans and institutional clients. We are primarily engaged in providing investment advice to individually tailored investment portfolios in equity and/or fixed-income securities. We also currently advise two mutual funds as well as several private investment funds that specialize in the healthcare industry and the banking industry. We have operated since 1964.

Our primary focus is managing assets for long-term capital appreciation. Research is the heart of our business. Our research effort is devoted exclusively to our investment management business; it serves as a valuable source of investment ideas and information for our investment managers. Virtually all our investment managers have research backgrounds and devote substantial amounts of time to generating and examining investment ideas. Our research analysts follow a broad universe of companies in industries ranging from banking and consumer products to oil services and healthcare. Our research process frequently includes face-to-face meetings with managements and with customers, suppliers, competitors and consultants. See "Methods of Analysis, Investment Strategies and Risk of Loss" in this brochure.

We tailor our advice to the individual needs of our clients based on detailed financial information and other personal and family considerations. With our pre-approval, clients may impose restrictions on investing in certain securities or types of securities.

As of January 1, 2015, we managed over \$21 billion in client assets on a discretionary basis and approximately \$126 million in client assets on a non-discretionary basis. The chief executive officer, Mr. Robert W. Gottesman, is the firm's principal owner.

#### **Item 5: Fees and Compensation**

We manage portfolios consisting primarily of publicly-traded equity and fixed-income securities under investment advisory agreements with our clients. Portfolio transactions are customarily effected through us in our capacity as a broker-dealer.

The basic fee schedule currently offered under our firm's standard investment advisory contract is as follows:

"For our services you agree to pay us an annual fee equal to 1.20% of the value of the portfolio invested or available for investment in equity securities (including common stocks and securities convertible into common stocks) and 0.375% of the value of the portfolio invested or available for investment in fixed income securities. No brokerage commissions will be charged for purchases or sales of securities; in lieu thereof there will be a charge of \$25.00 for each transaction (defined as all orders in any one security executed during the course of one trading day). Fees will be payable semiannually on April 1 and October 1 based on the prior December 31 and June 30 valuations, respectively, adjusted pro rata for additions and/or withdrawals of funds made by you between billing dates. For accounts

commencing at times other than December 31 or June 30, the initial fee will be prorated based on the initial month-end valuation."

Clients whose investment advisory accounts do not hold equity securities on which they pay an investment advisory fee are subject to different brokerage charges. In lieu of the \$25.00 charge for each transaction in fixed income securities, there is a charge of \$2.50 per \$1,000 principal amount of the first \$250,000 and \$1.00 per \$1,000 multiple on amounts over \$250,000, with a maximum charge of \$1,000 per transaction.

Prior to offering the above fee schedule, we offered a standard investment advisory contract that had a different fee schedule. Under that schedule, we received an annual fee equal to 1% of the value of the portfolio invested or available for investment in common stocks (including common stocks and securities convertible into common stocks) and 0.375% of the value of the portfolio invested or available for investment in fixed income securities, as well as stock brokerage commissions at rates equal to one-half (50%) of our prevailing rates charged to non-fee paying retail clients on the same amount of shares, and for transactions in fixed income securities \$2.50 per \$1,000 principal amount of the first \$250,000 and \$1.00 per \$1,000 multiple on amounts over \$250,000 with a maximum charge of \$1,000 per transaction. This schedule has continued for certain existing account relationships, but is not, except in the case of related accounts, offered to new account relationships.

For investment advisory services provided to the FMC Select Fund and the FMC Strategic Value Fund, mutual funds we organized and manage, we receive annual fees equal to 0.80% and 1.00%, respectively, of the average daily net assets of the respective fund. In addition, we receive a small amount of brokerage commissions on certain securities transactions effected for these funds. Investment advisory fees and brokerage commissions charged to investment partnerships and other entities, institutional-type investors and eleemosynary clients, as well as accounts with unusual portfolio configurations or considerations, may vary from the above; in very limited circumstances they may include fees or similar charges based on the performance of the account. Except for brokerage commissions, we do not receive compensation (*e.g.*, asset-based sales charges or service fees for the sale of mutual funds, etc.) for the sale of securities or other investment products.

We also furnish investment advice from time to time without special compensation to brokerage accounts, some of which authorize us to engage in discretionary trading. In such situations brokerage commissions are charged at the rates shown in the table below.

FIRST MANHATTAN CO.								
COMMISSION RATE SCHEDULE*								
(DOLLARS PER SHARE)								
Price per share	Number of shares							
	100	500	1,000	1,500	2,000	2,500	5,000	10,000
<b>\$5</b>	0.50	0.20	0.17	0.17	0.16	0.15	0.14	0.12
<b>10</b>	0.50	0.26	0.26	0.24	0.23	0.21	0.17	0.15
<b>15</b>	0.50	0.36	0.33	0.30	0.27	0.25	0.20	0.18
<b>20</b>	0.51	0.43	0.40	0.35	0.30	0.28	0.23	0.21
<b>25</b>	0.60	0.50	0.44	0.38	0.33	0.31	0.26	0.24
<b>30</b>	0.66	0.57	0.49	0.41	0.36	0.34	0.29	0.27
<b>35</b>	0.72	0.63	0.52	0.44	0.40	0.37	0.32	0.28
<b>40</b>	0.78	0.70	0.55	0.47	0.43	0.40	0.35	0.29
<b>45</b>	0.84	0.75	0.58	0.50	0.46	0.43	0.38	0.31
<b>50</b>	0.87	0.79	0.61	0.53	0.49	0.46	0.41	0.32
<b>60</b>	0.98	0.88	0.67	0.59	0.55	0.52	0.47	0.35
<b>70</b>	0.98	0.94	0.73	0.65	0.61	0.58	0.50	0.39
<b>80</b>	0.98	0.98	0.79	0.71	0.67	0.64	0.53	0.42
<b>90</b>	0.98	0.98	0.85	0.77	0.73	0.70	0.56	0.45
<b>100</b>	0.98	0.98	0.91	0.83	0.79	0.76	0.59	0.48

\*Brokerage commissions may not exceed 5% of the value of the transaction except that a minimum brokerage commission of \$50 applies to each transaction.

In addition to investment advisory fees and brokerage commissions, clients may incur other types of fees, such as custodian fees in instances where the client elects to maintain his, her or its account at a custodian other than Pershing LLC ("Pershing"), our fully disclosed clearing firm and custodian. Clients may also incur fees related to the use of another broker-dealer. In general we do not impose service charges on brokerage accounts to cover costs associated with clearance, settlement and confirmation services. However, Pershing may pass through certain charges (*e.g.*, charges from depositories with respect to foreign securities held in client accounts, etc.) to client accounts. See "Brokerage Practices" for more information on our brokerage practices and "Custody" regarding custody practices.

Investment advisory fees are generally billed and are payable semiannually on April 1 and October 1 based on the prior December 31 and June 30 valuations, respectively, adjusted pro rata for additions and/or withdrawals of funds made between billing dates. Certain institutional clients may be billed on a quarterly basis. Fees are generally deducted from clients' accounts, but clients may elect to be billed separately. For accounts commencing at times other than December 31 or June 30, the initial fee is prorated based on the initial month-end valuation. Investment advisory fees earned in connection with the mutual funds we advise are billed monthly. Investment advisory fees we earn in connection with the private investment funds which we serve as investment adviser are set forth in the operating documents governing such funds. In general, fees are not negotiable.

Any fees paid in advance are refundable if the advisory contract is terminated, which may occur upon five days' written notice. Refunded amounts are determined by comparing the amount invested or available for investment as of the semiannual evaluation date immediately preceding the termination to the amount invested or available for investment.

See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" for information regarding principal and agency cross transactions and related matters. In general, our supervised persons do not receive compensation based on the sale of securities or other investment products, such as asset-based sales charges or service fees for the sale of mutual funds.

<b>Item 6:            Performance-Based Fees and Side-By-Side Management</b>
--

We receive compensation from two investment partnerships and one investment advisory account that includes fees or similar charges assessed on account performance, which is based on capital appreciation over certain periods. The portfolio manager of the partnerships and the portfolio manager of the account also advise other client accounts that are charged standard fees. As a result, conflicts of interest may arise because the portfolio managers may have an incentive to favor the partnerships and the account. We have in place policies and procedures designed to reduce the likelihood of such conflicts, which include monitoring accounts at prescribed intervals, and, if deemed necessary, imposing trading restrictions on certain securities.

<b>Item 7:            Types of Clients</b>
--

We provide investment advice to individuals, registered investment companies, pension and profit sharing plans, trusts, estates and charitable organizations, and other types of corporations and business entities. We also provide investment advice to educational institutions, private investment partnerships and other entities. We generally require a minimum starting portfolio asset value of \$200,000 but retain the discretion to set other minimums.

<b>Item 8:            Methods of Analysis, Investment Strategies and Risk of Loss</b>
---

A substantial majority of the assets we manage are invested in equity securities. Equity securities include publicly and privately issued equity securities, common and preferred stocks, warrants, rights to subscribe to common stock and convertible securities, exchange-listed securities, over-the-counter securities, as well as instruments that attempt to track the price movement of equity indices. In making equity investments, our investment managers endeavor to use a risk-averse, value oriented approach. We seek to identify companies with good businesses, proven profitability, strong balance sheets, a

consistent record, conservative accounting, and managements that are devoted to increasing values for their shareholders.

However, investing in equity securities may involve substantial risks, including the risk that stock prices will fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of equity securities held in a client account may fluctuate significantly from day-to-day. Individual companies may report poor or disappointing results, or be negatively affected by industry and/or economic trends and developments or market perceptions regarding any number of matters. The prices of equity securities issued by such companies may suffer a decline in response. The value of securities convertible into equity securities, such as warrants or convertible debt, is also affected by prevailing interest rates, the credit quality of the issuer and call provisions. These factors can contribute to price volatility. For example, during the recent financial crisis, prices for a wide range of equity securities experienced substantial volatility, especially securities issued by financial institutions. These risks may result in substantial or even complete loss of the investment; investors should be prepared to bear such losses.

We also provide investment advisory services with respect to municipal securities, corporate fixed-income taxable securities, including debt securities issued by U.S. agencies and certain foreign governments and agencies. Our objective in managing bonds is to achieve a reasonable return with limited risk. However, investing in fixed income securities or bonds, involves risks, including a substantial or complete loss of principal; investors should be prepared to bear such losses. Such risks include the issuer's credit risk, or the possibility that an issuer would default on its obligations, and interest rate risk, which results primarily from rising interests rates on other forms of debt.

Our sources of information regarding these investments include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, company press releases, direct contacts with company management, suppliers, customers and competitors, and databases compiled by government agencies and others. Strategies employed to achieve client objectives include long-term purchases, short-term purchases (securities sold within a year), and trading (securities sold within 30-days). Additionally, certain of the private investment partnerships may also utilize short selling foreign currency forwards entered into for the purpose of hedging foreign currency risks, and listed and over-the-counter equity options.

<b>Item 9:            Disciplinary Information</b>
--

In connection with the determination by NASD Regulation that we did not satisfy certain obligations with respect to ACT reporting and the maintenance of written supervisory procedures, we entered into an Acceptance, Waiver and Consent agreement ("AWC") dated on May 2, 2001 and paid a fine in an amount equal to \$5,000.

In connection with the New York Stock Exchange, Inc. ("NYSE") Division of Member Firm Regulation's findings pertaining to the sufficiency of our supervisory procedures and review pertaining to our floor broker's activities and the timeliness of compliance with the continuing education requirements of five registered persons, in 2004 we entered into a stipulation of facts and consent to penalty that provided for a censure and fine in the amount of \$20,000.

In connection with our application to register as a broker-dealer in the State of Maine, we entered into a Consent Agreement with the State of Maine Office of Securities ("SMOS"), effective October 31, 2005, providing for our payment of \$10,000 to SMOS in lieu of any penalty and our agreement to comply with all licensing and other legal requirements governing persons acting as securities broker-dealers in the State of Maine.

As a result of the late filing to the Trade Reporting and Compliance Engine ("TRACE") in connection with 313 transactions in TRACE-eligible securities during the period from January 1, to March 31, 2009, in September 2010 we entered into an AWC and agreed to the imposition by the Financial Industry Regulatory Authority, Inc. ("FINRA") of a censure and fine in the amount equal to \$7,500.

<b>Item 10:      Other Financial Industry Activities and Affiliations</b>
---

We are registered as a broker-dealer with the SEC. The members of the First Manhattan Co. Management Committee, which is responsible for our day-to-day management, are licensed as registered representatives of the broker-dealer. The Management Committee consists of the following Senior Managing Directors of First Manhattan Co.: Mr. Robert Gottesman, the Chief Executive Officer, Mr. Neal K. Stearns, the General Counsel and Chief Compliance Officer, Ms. Cheryl M. Kallem, the Chief Financial and Operations Officer and the Co-Chief Compliance Officer, Mr. Jay Vodofsky, Mr. Timothy Muccia and Mr. Jack Varon.

We and certain of our affiliates act as general partner of certain investment partnerships in which certain clients are limited partners. Through our Code of Ethics and other internal policies described under "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" and elsewhere in this brochure, we have adopted policies and procedures to help avoid conflicts of interest that may arise between clients and ourselves in our capacity as general partner of those partnerships.



<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal</b>
---

In 2004, we adopted a Code of Ethics which requires all personnel at all times to (i) conduct themselves in the utmost ethical and honest manner and (ii) avoid situations or arrangements that may appear to be or are actual conflicts of interests or that do not comply with applicable laws and regulations. The Code of Ethics requires our employees to (i) give preference to clients' market orders over their own personal orders in the same security regardless of what size or time their personal order was placed, (ii) maintain all of their personal securities accounts (and accounts of related family members) at First Manhattan Co. (unless they have the prior approval of our Compliance Department), (iii) not disclose confidential information concerning any client to anyone outside of our firm, and only on a need to know basis to other personnel of ours, (iv) not trade securities in their personal or clients' securities accounts if they have non-public material information concerning such securities, (v) not excessively trade securities in their personal securities accounts, (vi) not participate in IPOs of equity securities for their own personal benefit, (vii) not solicit any gifts from their clients or third party vendors and (viii) receive pre-approval from our Compliance Department for their outside business activities and keep such activities to a minimum.

Our clients and prospective clients may obtain a copy of the Code of Ethics and other compliance policies and procedures upon request from their First Manhattan registered representative or by contacting our Director of Compliance, Ms. Suzanne Capellini, at 212-756 3480 or by e-mail at [scapellini@firstmanhattan.com](mailto:scapellini@firstmanhattan.com).

From time to time, we, acting as principal, sell securities to and buy securities from clients; as a broker or agent, effect securities transactions for compensation for clients; as broker or agent for persons other than investment advisory clients, effect transactions in which securities in accounts of investment advisory clients are sold to or bought from brokerage customers or other investment advisory clients and recommend to clients that they purchase or sell securities in which we or a related person may have a position or interest. When required, the consent of our client is obtained. Such transactions are effected in compliance with applicable provisions of the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Advisers Act of 1940, the rules and regulations under such acts, and the rules of the NYSE, FINRA, the National Association of Securities Dealers, Inc. and other pertinent authorities.

We or certain of our affiliates generally have financial interests as general partner or manager in investment partnerships and other entities in which our clients have invested as limited partners or otherwise. These interests may include investment advisory fees and brokerage commissions and, in certain instances, rights to receive incentive-based allocations of portions of net capital appreciation (if any). Such financial interests result in actual and potential conflicts of interest with other clients of ours, including conflicts in allocating investment opportunities. In general, when allocating investment

opportunities and co-investments among different investment advisory clients, we take into account various factors including the investment objectives, targeted rates of return (if any), available capital commitments and composition taken as a whole of the various portfolios of each client. We seek to act in the best interests of each client, but there is no assurance that each client will receive allocations of particular investments that are the same as the client would have received in the absence of such conflicts.

<b>Item 12:      Brokerage Practices</b>
--

Portfolio transactions are customarily effected through us in our capacity as a broker-dealer. In limited circumstances, portfolio transactions may also be effected through other broker-dealers specified by the client or selected by us on the basis of a variety of criteria consistent with best execution standards, including their commission charges, credit-worthiness, net capital, efficiency, clearing and settlement capabilities and performance, the particular securities involved in the transaction, the size of the transaction, and the scope, quality and usefulness of their research. In such instances, we determine that the commission charges of such selected broker-dealers are reasonable and fair compared to commission charges of other brokers having comparable capabilities in comparable transactions involving similar securities, even though such charges may exceed those charged by other brokers. Research so provided consists principally of securities investment and statistical data as to the performance, composition and characteristics of portfolios under the supervision of a wide range of professional managers, including us, which we consider to benefit directly the investment advisory clients whose accounts are involved in such transactions, as well as our other clients. We review the execution of client-directed brokerage transactions for consistency with the criteria set forth above, except as to the scope, quality and usefulness of any research or other services provided by the executing broker to the directing client. We do not routinely recommend, request or require that a client direct us to execute transactions through a specified broker-dealer, nor do we receive research or other products or services from other broker-dealers or third parties in connection with client securities transactions.

As discussed above, portfolio transactions are customarily effected on behalf of investment advisory clients through us as broker-dealer in accordance with the investment advisory contract with each client, but may also be effected through other broker-dealers specified by the client or selected by us. Clients who direct brokerage may be unable to achieve most favorable execution of transactions. Directing brokerage may also cost investment advisory clients as they may forgo benefits from savings on execution costs that may be obtained for other investment advisory clients that do not direct brokerage. In addition, by directing brokerage, an investment advisory client assumes the risk that directed trades will be entered after non-directed trades and may receive less favorable prices.

We generally aggregate purchases and sales of securities for our client accounts whenever we have the opportunity. When orders to purchase or sell the same securities on identical terms are placed

simultaneously for more than one account, such orders may be combined and the transactions averaged as to price and allocated in accordance with the daily purchases or sales orders actually placed for each account. In cases where only part of an order is filled, a client's participation in the aggregated trade is reduced or eliminated in a manner deemed equitable by the firm.

<b>Item 13:      Review of Accounts</b>
---

Client accounts are reviewed regularly by the portfolio manager responsible for the account in order to determine that investment objectives are being met. The number of accounts assigned to portfolio managers varies.

Portfolio managers receive and review, not less frequently than quarterly, evaluations of accounts which include statistical performance comparisons with the Dow Jones Industrial Average and the Standard and Poor's Composite Index of 500 stocks. All transactions for investment advisory accounts are reviewed on a daily basis by a Senior Managing Director of the firm and by our Compliance Director. Our Compliance Director also periodically reviews investment advisory accounts to observe trading patterns, activity and concentrations.

Clients are promptly furnished written confirmations for all transactions in their accounts held in custody with Pershing. Clients receive from Pershing, not less frequently than quarterly, written statements of transactions and positions in their accounts as well as a written monthly and cumulative record of dividends and interest credits and payments. In addition, at the end of each quarter, we provide clients with written evaluations of portfolios that include cost-basis information and current market values. More frequent reports are available to clients upon request.

<b>Item 14:      Client Referrals and Other Compensation</b>
--

The disclosure required by this Item does not apply to First Manhattan Co.

<b>Item 15:      Custody</b>
------------------------------

Portfolio transactions are customarily effected on behalf of investment advisory clients through us as broker-dealer in accordance with the investment advisory contract with each client. Brokerage accounts for clients of ours are carried by Pershing. Portfolio transactions effected through other broker-dealers selected by us are also cleared through Pershing. Clients who wish to do so may designate their own custodian.

As a qualified custodian, Pershing sends brokerage account statements to clients not less frequently than quarterly. Recipients should carefully review these statements. In addition, at the end of each quarter, we provide clients with written evaluations of portfolios that include cost-basis information and current market values. Clients are urged to compare the account statements received from us with account statements received from Pershing (or those received from another qualified custodian).

<b>Item 16:      Investment Discretion</b>
--

For investment advisory clients, including discretionary brokerage accounts, we typically have complete discretion as to selection and amount of individual securities to be purchased or sold. Uninvested amounts considered available for investment in equity securities vary depending on what is agreed to with each particular client. In general, the type and amount of securities that are purchased for a client account are determined by the portfolio manager responsible for that client's account. A client may, however, request that limitations or restrictions be placed on the selection and amount of securities to be purchased or sold. After discussion with the client, we may agree to such limitations or restrictions in writing. Should a trade inadvertently occur in contravention of an agreed limitation or restriction, such transaction will be removed from the relevant client account record and placed in our error account. The decisions to buy and sell securities for each client account are made by the particular portfolio manager(s) responsible for such account and may differ from decisions made by the same portfolio manager(s) for other client accounts, by other portfolio manager(s) and by other firm personnel. When the same investment decisions are made for more than one account at the same time, purchases or sales are allocated among the participating accounts in such a manner as we deem equitable based upon a variety of factors including the availability of funds and the size and timing of the relevant investment decision for each account. In addition, as discussed under "Brokerage Practices," orders may be aggregated at our discretion.

<b>Item 17:      Voting Client Securities</b>
---

We have adopted and implemented policies and procedures that are reasonably designed to ensure that proxies are voted in the best interests of investment advisory clients, including shareholders of the mutual funds advised by the firm, in accordance with the firm's fiduciary obligations and SEC Rule 206(4)6 under the Advisers Act, the proxy voting requirements of the Securities Act, the Exchange Act and the Investment Company Act of 1940. Our proxy voting guidelines are designed to reflect both the SEC requirements applicable to investment advisers and the longstanding fiduciary standards and responsibilities relating to ERISA accounts as set forth in Department of Labor Bulletin 94-2, 29 C.F.R. 2509.94 2 (July 29, 1994).

Under the terms of our standard investment advisory contract, we have the right to vote on all matters pertaining to the securities in a client's portfolio except as specifically provided otherwise. We generally vote with management on non-controversial matters such as the unopposed election of directors and the ratification of outside auditors. However, we exercise special scrutiny, and may not

follow management's recommendation, with respect to resolutions pertaining to contested elections of directors, staggered elections of directors, stock options and other equity compensation plans, mergers, poison pill or other similar proposals. Our policies and procedures are designed to ensure that proxy voting decisions are made in the best interests of our clients. In fulfilling our proxy voting responsibilities, we recognize the individually tailored account nature of our investment advisory business, the multitude and variety of securities held for clients and the responsibility for investment decisions vested in each portfolio manager for each account under his or her day to day supervision. Accordingly, each portfolio manager may determine that the specific circumstances of such accounts require that their proxies be voted differently from the manner in which proxies are voted with respect to their own accounts or other accounts under their supervision.

We have designated the Proxy Department and a Proxy Committee to be responsible for and oversee our proxy voting process. The Proxy Department deals directly with third parties to ensure that proxies and related materials are forwarded to portfolio managers. The Proxy Department works with portfolio managers to cast votes, resolve issues with the Proxy Committee and compile proxy voting reports.

We believe that there are no material conflicts between our clients' interests and our own insofar as proxy voting is concerned. In the event a material conflict arises, the Proxy Committee will determine how to provide disclosure of such conflict and, if appropriate, how to obtain client consent to the proxy vote. It is our policy to resolve all conflicts of interest in the best interests of the client. We have identified the following potential conflicts of interest: (i) where we manage any assets of a publicly traded company and also hold the securities of that company or an affiliated company in the account of a client; (ii) where we have a client relationship with an individual who is a (A) corporate director or a candidate for a corporate directorship of a public company or (B) senior executive of a public company, and the securities of that public company are held in the account of such client; and (iii) where our employee is a (A) senior executive or (B) director or a candidate for a corporate directorship of a public company the securities of which are held in the account of a client which is managed by us. The Proxy Department, in conjunction with the Proxy Committee, maintains records to monitor for these items. In the event that any of the conflicts described above should arise, either the Proxy Committee will vote the applicable securities proxies pursuant to our proxy policies and procedures, or we will vote the applicable proxies consistent with the recommendations of Egan-Jones Proxy Services. In the event a non-ERISA client provides his or her portfolio manager with proxy voting instructions, such instructions will supersede such procedures. In addition, the portfolio managers for the mutual funds to which the firm serves as investment adviser also follow the firm's general proxy procedures in their voting of proxies on behalf of such funds. The actual votes are processed through the funds' custodian bank. Proxies of portfolio companies are voted subject to any applicable investment restrictions of the mutual funds and in accordance with any resolutions or other instructions approved by authorized persons of the mutual funds.

Clients are permitted to direct voting in a particular solicitation by contacting their portfolio manager in advance of the date of such vote. Our clients may obtain records on how we voted their shares by

contacting the Proxy Department. Proxy voting policies and procedures are furnished to all new clients and are also available on request by contacting the Proxy Department or Cheryl Kallem at First Manhattan Co., 399 Park Avenue, New York, NY 10022, 212-756 3300, or by e-mailing either of them at [proxy@firstmanhattan.com](mailto:proxy@firstmanhattan.com) or [ckallem@firstmanhattan.com](mailto:ckallem@firstmanhattan.com).

<b>Item 18: Financial Information</b>
---------------------------------------

The disclosure required by this Item does not apply to us.

<b>Item 19: Requirements for State-Registered Advisers</b>
--

The disclosure required by this Item does not apply to us.