



**OSTERWEIS CAPITAL MANAGEMENT, Inc.**

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March 29, 2019

This brochure provides information about the qualifications and business practices of Osterweis Capital Management, Inc. ("OCM Inc."). If you have any questions about the contents of this brochure, please contact us at (415) 434-4441. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority. Additional information about OCM Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

OCM Inc. is registered as an investment adviser with the SEC. Registration as an investment adviser does not imply a certain level of skill or training and therefore should not be the sole basis for selecting an investment adviser.

## **ITEM 2 – SUMMARY OF MATERIAL CHANGES**

Our Form ADV Part 2a brochure dated March 29, 2019 has been updated to reflect the following changes:

- Item 8.2 has been revised to reflect minor updates to the research methodology of our Emerging Growth investment strategy.
- Item 14 has been updated to reflect that our two preexisting solicitation arrangements are no longer in active use.
- This brochure also includes a number of non-material changes, including updates to our assets under management.

In all other respects this brochure is substantially unchanged from its prior version dated March 29, 2018.

If at any time in the future you wish to request a copy of our most current brochure, please contact us by telephone at (415) 434-4441 and ask to speak with a member of our compliance department.

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## ITEM 4 – ADVISORY BUSINESS

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We offer investment advisory services to various types of clients including individuals, trusts, institutions, mutual funds, and other entities. Our investment strategies are managed by four internal investment teams: the core equity team, the emerging growth team, the strategic income team, and the total return team. All four teams may contribute to the management of a single client's investments. Our clients can select from a number of investment strategies, which involve equity securities, fixed income securities, or combinations thereof. Historically we have concentrated our efforts on securities that trade on U.S. markets and exchanges, with foreign securities playing a secondary (though occasionally important) role. We often customize our advice for individual accounts based on a client's investment objectives, guidelines and financial situation. In so doing, we may offer certain supplemental non-advisory services commonly referred to as financial planning, including the preparation of personal net worth statements, cash flow projections and other reports intended to clarify and account for a client's long-term goals, objectives and risk tolerance.

We do not offer any other financial services such as custody, brokerage, tax preparation, tax advice, estate planning, trust administration, insurance, retirement plan administration, transfer agency services, and so forth.

Our advisory business is comprised of two companies, which are collectively doing business as Osterweis Capital Management. The elder of the two is Osterweis Capital Management, Inc. ("OCM Inc."), which was founded by John Osterweis in 1983 to serve the portfolio management needs of high net worth individuals, foundations and endowments. In 1997, Osterweis Capital Management, LLC ("OCM LLC") was founded with the same mission, but as a limited liability company. OCM LLC facilitated our expansion into new product lines. Both companies are investment advisers registered with the United States Securities and Exchange Commission (the "SEC"). SEC registration does not imply a certain level of skill or training.

Each company has its own brochure. This brochure is for OCM Inc. Unless otherwise noted the information in this brochure describes OCM Inc. by itself. Where this brochure references our two firms in aggregate, it uses the term "Osterweis Capital Management." The purpose of these references is to make it easier for you to understand our business as a whole. OCM Inc. and OCM LLC have the same owners, employees and investment strategies. On a day-to-day basis the two firms operate as a single entity. As of December 31, 2018, the two firms collectively managed \$6.7 billion in assets on a discretionary basis. Of that total, OCM Inc. managed approximately \$374 million.

OCM Inc. is privately held by a number of employees of the firm and two non-employees. As an independently owned firm, OCM Inc. enjoys the autonomy necessary to keep its clients' interests at the forefront. Since January 1, 2016, no individual person or trust has owned more than 25% of the firm.



As of January 1, 2019, the following entities each control at least 5% of the voting units of OCM Inc.:

- Osterweis Revocable Trust
- Kaufman/Angove Revocable Trust
- OCM Stock Holdings, LLC
- Eubanks/Chang Family Trust
- Halberstadt, Catherine C.
- Hermanski Family Trust
- Kane Family Trust

As of December 31, 2018, the breakdown of discretionary and non-discretionary assets under management for OCM Inc. was as follows:

Discretionary:	\$ 373,557,421
Non-Discretionary:	\$ 0
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<b>Total:</b>	<b>\$ 373,557,421</b>

## ITEM 5 – FEES AND COMPENSATION

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Our most common fee arrangements are described below. Please note that our fees do not include brokerage commissions, transaction fees, and other related costs and expenses that are incurred in the course of managing a portfolio of securities. Clients may incur charges imposed by custodians, brokers, exchanges and other third parties. Item 12 of this brochure describes the factors that we consider in selecting broker-dealers for client transactions and determining the reasonableness of brokerage commissions. Any mutual funds or exchange traded funds held in a client portfolio will charge their own administration and management fees, which are disclosed in those funds' prospectuses. Such charges, fees and commissions are exclusive of and, except where OCM LLC or OCM Inc. is the adviser to such a fund, shall be in addition to the fees described below.

### 5.1 – Fees for Standard Clients

Most of our clients are charged a management fee equal to a percentage of their account's market value. This is called an asset-based fee. For the remainder of this section, we refer to clients who are charged asset-based fees as "Standard Clients." The manner in which fees are charged is established in each client's written investment advisory agreement. Clients may agree to either have their fee deducted directly from their custody account or to pay it separately. The management fee is payable quarterly, typically in advance, and is based on the market value of the Standard Client's assets under management as of the close of business on the last business day of the immediately preceding calendar quarter (the "Account Value").

A client who becomes a Standard Client on any day other than the last day of a calendar quarter will pay a prorated fee for the first partial calendar quarter during which our investment advisory contract is in effect. A Standard Client whose advisory contract is terminated on any day other than the last day of a calendar quarter will be refunded any prepaid but unearned fee, calculated based on the number of days remaining in the calendar quarter.

At our discretion, related groups of accounts may be aggregated for the purposes of applying the first fee-breakpoint listed below. For Equity and Balanced accounts, the second breakpoint will typically be applied only to individual accounts greater than \$25 million. We reserve the right to reduce or waive all or any portion of our fees charged to any client. We believe our fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources at a lower fee.

Advisory fees for Standard Clients are typically based upon the following fee schedules, except that a reduced fee of 0.50% per annum may be charged on any portion of the Account Value invested in municipal bonds:

**Core Equity, Emerging Growth and Balanced Portfolios** (minimum account size \$5 million):

- 1.25% per annum on the first \$10 million or fraction thereof
- 1.00% per annum on the next \$15 million or fraction thereof
- 0.75% per annum on amounts in excess of \$25 million

**Core Equity, Emerging Growth and Balanced Portfolios of Tax-Free Institutions and Eleemosynary Accounts** (minimum account size \$5 million):

- 1.00% per annum on the first \$10 million or fraction thereof
- 0.75% per annum on the next \$15 million or fraction thereof
- 0.65% per annum on amounts in excess of \$25 million

**Strategic Income Portfolios** (minimum account size \$250 million):

- 0.75% per annum

**Strategic Income Portfolios of Tax-Free Institutions and Eleemosynary Accounts** (minimum account size \$250 million):

- 0.65% per annum

**Total Return Portfolios** (minimum account size \$100 million):

- 0.50% per annum

**Total Return Portfolios of Tax-Free Institutions and Eleemosynary Accounts** (minimum account size \$100 million):

- 0.45% per annum

We reserve the right to charge fees of up to 2.00% on accounts that do not meet the minimum account size generally required. We also reserve the right to negotiate fee breakpoints, rates and terms different from those set forth above for very large accounts or under any other circumstances we determine warrant a non-standard fee. We also reserve the right to charge a distinct fee for financial planning services, and to waive or reduce this fee for particular clients at our discretion.

No management fee is charged on the portion of a Standard Client's account that is invested in a mutual fund for which OCM Inc. or OCM LLC serves as the adviser. We instead receive a management fee as described in Item 5.2 below.

Investment advisory agreements may generally be terminated by either the Standard Client or OCM Inc. upon 30 days' prior written notice to the other party; provided, the Standard Client may terminate the investment advisory contract, without penalty, by written notice to us (a) within five business days after the date of signing the contract, or (b) within ten days after receipt of notice from us of any amendment to the fee rate. We reserve the right, at our exclusive discretion, to grant a Standard Client's request for termination in less than 30 days.

## **5.2 – Fees for Mutual Funds**

OCM Inc. serves as the adviser to the Osterweis Fund. This fund is an open-end management investment company registered under the Investment Company Act of 1940, as amended ("Investment Company Act"). We receive a monthly advisory fee from the Osterweis Fund equal to 1.00% per year of the average daily net assets up to \$250 million and 0.75% thereafter. Our affiliated adviser, OCM LLC, has a similar advisory arrangement with four mutual funds: the Osterweis Strategic Income Fund, the Osterweis Strategic Investment Fund, the Osterweis Emerging Opportunity Fund, and the Osterweis Total Return Fund.

OCM Inc. currently does not serve as a sub-adviser to any unaffiliated mutual funds. In the past we, or our affiliate OCM LLC, have served as sub-adviser to multiple unaffiliated mutual funds and received sub-advisory fees from the advisers of such funds equal to a percentage of the average daily net assets under our management. Neither OCM Inc. nor OCM LLC receives any sales compensation in connection with the sale of shares of unaffiliated mutual funds.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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Since December 31, 2012, we have not charged performance-based fees to any client. The private funds for which our affiliate OCM LLC once served as general partner and/or investment advisor prior to that date have all been wound-down. We reserve the right to enter into performance-based fee arrangements in the future. If we do, this section will be updated to reflect our compliance with the relevant securities laws pertaining to such arrangements.



## ITEM 7 – TYPES OF CLIENTS

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We provide investment management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, trust programs, and other U.S. and international institutions.

For separately managed accounts, we generally require a client initially to provide and maintain a \$5,000,000 minimum Account Value for new equity and balanced accounts, a \$250,000,000 minimum Account Value for strategic income accounts and a \$100,000,000 minimum Account Value for total return accounts. We may waive such requirements based on special circumstances including, without limitation, high asset growth potential, relationship to existing accounts or other prospective accounts or a pre-existing relationship with members of our firm.

For investors in the Osterweis Fund, we generally require an initial minimum investment of \$5,000 for regular accounts and a \$1,500 for retirement and tax deferred accounts.

For investors in the Osterweis Strategic Income Fund, the Osterweis Strategic Investment Fund, the Osterweis Emerging Opportunity Fund, and the Osterweis Total Return Fund, we generally require an initial minimum investment of \$5,000 for regular accounts and a \$1,500 minimum initial investment for retirement and tax deferred accounts.

This brochure is not an offer for, or a solicitation to buy, any security. With respect to registered investment companies advised by Osterweis Capital Management, clients and other prospective investors should carefully review such funds' prospectuses for more detailed information prior to making an investment decision.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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We take a fundamental approach to investing. By this we mean that we seek to understand not just the overall market but also the particulars of each company in which we invest. We assess each company's management team, business strategy, and relevant public financial data. We also review third-party research, market data, and industry trends.

Our investment strategies focus on equity securities, fixed income securities, and various combinations thereof. Our equity and fixed income strategies are combined in various ways to create a range of balanced and income-oriented strategies. Clients with separately managed accounts may elect to constrain our discretionary authority within a strategy via additional custom restrictions or guidelines so long as those guidelines are provided to us in writing and we agree to accept them. Each of these strategies and their key areas of risk are discussed below. We do not guarantee the success of any investment strategy or the attainment of any client's performance objectives. **Investing in securities involves the risk of loss, which clients should be prepared to bear. For information about the risks of investing in the Osterweis Funds, please refer to the funds' prospectuses (available at [www.osterweis.com/statpro](http://www.osterweis.com/statpro)).**

## **8.1 – Core Equity Strategy**

Our core equity strategy focuses on identifying out-of-favor, undervalued situations with low P/E, P/B and/or P/FCF ratios where we can see strong or rapidly improving cash flow dynamics. We seek to avoid fads and speculatively priced stocks, where the risk of mistakes is high.

We continually search for under-researched, growth situations that can be purchased for modest multiples. As such companies gain recognition and are accorded multiples more in line with their growth rates, we may become sellers. We also tend to focus on asset rich companies with improving earnings prospects. In short, we often follow the old saying, “Buy assets, sell earnings.” This tends to reduce the risk of earnings disappointments.

Underlying everything we do is an intense focus on cash flow, especially a company’s ability to generate free cash flow after all expenses and capital spending. We feel cash flow is more “real” than reported earnings, which may be subject to accounting manipulation. Companies that generate strong free cash flow are generally able to reinvest in their business, repay debt, pay dividends, repurchase shares, and grow through acquisitions. They also tend to be attractive acquisition targets for both other companies and financial buyers. Because of these characteristics, companies with rising free cash flow are often better able to grow, regardless of stock market conditions and, at the same time, may offer some relative downside protection during periods of market weakness.

Depending on individual client needs and guidelines, we may use cash and certain fixed-income securities to assist in managing an account’s exposure to overall market risk.

Clients in the core equity strategy are subject to various risks including potential loss of principal, general market risk, small and medium-sized company risk, liquidity risk, foreign securities, and emerging markets risk, and default risk. As a general matter, by investing in stocks, we may expose a client’s account to a sudden decline in the share price or to an overall decline in the stock market. The value of investments held in a client’s account will fluctuate daily and cyclically based on changes in an issuer’s financial condition and prospects, and on overall market and economic conditions. Further, foreign investments tend to be more volatile than investments in U.S. companies and are subject to risks that are not typically associated with U.S. investments. For example, such investments may be adversely affected by changes in currency rates and exchange control regulations, unfavorable political, social and economic developments, and the possibility of seizure or nationalization of companies or imposition of withholding taxes on income. Moreover, many of the risks with respect to foreign investments are more pronounced for investments in developing or emerging market countries, which include countries in Asia, Latin America, Eastern Europe, Africa, and the Middle East. The economies of many of these countries depend heavily upon international trade and are therefore significantly affected by protective trade barriers and economic conditions of their trading partners. Many of these countries may also have government exchange controls, currencies with no recognizable market value relative to the established currencies of developed market economies, little or no experience in trading in securities, no financial reporting

standards, a lack of banking or securities infrastructure, and a legal tradition which does not recognize rights in private property.

## **8.2 – Emerging Growth Strategy**

Our emerging growth strategy focuses on identifying high quality companies in emerging industries and defensible growth niches with significant revenue and earnings growth potential. We seek to buy the stocks of such companies before they are discovered or when investors are very skeptical about future prospects, and capture compound earnings growth over time.

We use a quantitative screen to help narrow the universe of potential investments. From this screen we apply fundamental research to these portfolio candidates. The screen focuses on sales growth, valuation and performance. Our sources of research information may include visits with company management, discussions with competitors and customers, attendance at conferences and trade shows, and examination of regulatory filings. We utilize the above, combined with other sources of information, to construct long-term revenue and earnings forecasts that we use to monitor progress of our holdings. Ideas are evaluated on a number of factors that may include the rate of companies' revenue growth, existence of a distinct proprietary advantage and/or a leading position in the industry, rising expected operating margins, and the presence of a skilled management team. We focus on identifying an "anchor point" which is a quantifiable long-term goal for the company over a three-to-five year investment horizon. This anchor point is a measurable goal that can be achieved without acquisitions. Usually, the anchor point translates into an over 100% increase from the company's present earnings level. Once we establish an anchor point, we put an earnings-per-share number on it (based on projected sales and margins) to create an upside price target. This upside price target is used to assess valuations as we look for opportunities to enter a stock. As part of our ongoing process, we monitor the portfolio by watching the upside price targets relative to those anchor point earnings. We may sell a position if we believe it is approaching the upside price target or if fundamentals erode, there is a deterioration of competitive advantage, or another more attractive investment is identified.

Depending on individual client needs and guidelines, we may use cash and certain fixed-income securities to assist in managing an account's exposure to overall market risk.

Clients in the emerging growth strategy are subject to various risks including potential loss of principal, general market risk, small and medium-sized company risk, liquidity risk, foreign securities and emerging markets risk, and default risk. As a general matter, by investing in stocks, we may expose a client's account to a sudden decline in the share price or to an overall decline in the stock market. The value of investments held in a client's account will fluctuate daily and cyclically based on changes in an issuer's financial condition and prospects and on overall market and economic conditions. Further, foreign investments tend to be more volatile than investments in U.S. companies and are subject to risks that are not typically associated with U.S. investments. For example, such investments may be adversely affected by changes in currency rates and exchange control regulations, unfavorable political, social and economic developments and the possibility of seizure or nationalization of companies or imposition of withholding taxes on income.

Moreover, many of the risks with respect to foreign investments are more pronounced for investments in developing or emerging market countries, which include countries in Asia, Latin America, Eastern Europe, Africa, and the Middle East. The economies of many of these countries depend heavily upon international trade and are therefore significantly affected by protective trade barriers and economic conditions of their trading partners. Many of these countries may also have government exchange controls, currencies with no recognizable market value relative to the established currencies of developed market economies, little or no experience in trading in securities, no financial reporting standards, a lack of banking or securities infrastructure, and a legal tradition which does not recognize rights in private property.

### **8.3 – Strategic Income Strategy**

Our strategic income strategy combines top-down and bottom-up analysis with a search for opportunistic ideas to construct our portfolios. We begin with a broad investment universe that includes convertibles, high yield debt, investment grade debt, Treasury debt, floating rate notes, preferred equity and high-dividend-paying common equity. We then evaluate the macroeconomic environment and formulate our outlook on the direction of the capital markets to help us determine our desired maturity structure, credit quality, and asset class allocations. Our asset allocation and security selection will reflect where we think we are at any given time in both the interest rate and credit cycles. Allocations may be heavily weighted toward longer-maturity, investment grade debt when interest rates are falling. During a period of improving credit conditions, allocations may be more heavily weighted toward convertibles and high yield bonds, which generally benefit from improving economic conditions and can offer relatively better protection in a rising interest rate environment. Once broad allocations have been decided, we begin our equity-like security selection process.

The security selection process includes fundamental analysis, credit analysis, assessment of management, and finally, the evaluation of each new security's impact on the portfolio. We emphasize a thorough understanding of each company's income statement and each company's ability to generate recurring free cash flow from its operations. As a result, we do a significant amount of work to determine the company's business prospects as well as the positive and negative levers in its financial model that may influence its ability to generate cash flow. We believe that we find our best investments in companies that have great products, a competitive advantage that gives them pricing power in the market, a consistent operating history, and management that operates the company as if they own it. Finally, we look at current yield, expected appreciation potential and downside risk to gauge the attractiveness of the security versus other investment opportunities. At all times during this process, we are on the lookout for opportunistic ideas.

Clients in the strategic income strategy are subject to various risks including potential loss of principal, general market risk, credit/default risk, interest rate risk, inflation risk, liquidity risk, and small and medium-sized company risk. As a general matter, the prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions of an issuer's creditworthiness. Typically, fixed income securities decrease in value if interest rates rise and increase in value if interest rates fall, with lower rated securities more volatile than higher rated securities. Further,

investments in mid-cap companies may involve greater risks than investments in larger, more established companies, such as limited product lines, distribution channels, and financial and managerial resources. The securities of mid-cap companies may have greater price volatility and less liquidity than the securities of larger capitalized companies, and may be more difficult to value.

Fixed income securities that are below investment grade or unrated involve greater risks of default, price volatility and illiquidity relative to higher-rated securities. High yield bonds involve a greater risk of price declines than investment grade securities due to actual or perceived changes in an issuer's creditworthiness. In addition, issuers of high yield bonds may be more susceptible than other issuers to economic downturns, which may result in a weakened capacity of the issuer to make principal or interest payments and ultimately to repay principal upon maturity.

#### **8.4 – Total Return Strategy**

Our total return strategy invests primarily in investment-grade securities and employs tactical shifts in sector allocation, interest rate/yield curve risk and credit quality, attempting to capture return across credit, interest rate and volatility cycles. We use a top down strategy to drive our positioning and in-depth, fundamental research to identify our holdings.

First, we develop our macroeconomic view, which guides our desired interest rate targets and curve exposures. This view is based on a systematic assessment of market factors including central bank policies, economic data, asset flows, and market technicals. As part of this process, we estimate how policy shifts may impact these data, and how in turn such changes may affect Treasury and swap yields. We then assess how various fixed income asset classes are likely to perform, in both absolute and relative terms, before arriving at our target allocation to each. We seek to capitalize on the relatively low correlations between these asset classes – in particular, between mortgages and corporates – to harness diversification benefits.

Once our target allocations are established, we incorporate deep fundamental analyses on securities that would create such a portfolio. In mortgages, for instance, alpha can be generated by coupling a solid understanding of prepayment behavior of collateral with the specific cash flow structure that can extract the most value from it. For corporate bonds, we can perform cross-sectional analysis of industries and ratings, as well as fundamental analysis of individual issuers, to identify securities that offer compelling value relative to their risk. On a limited basis, we may also invest opportunistically in other asset classes when they appear more compelling from a risk/reward standpoint than our core areas of investment.

Over time, our goal is for the portfolio's investments to reflect a combination of assets with reduced correlations and attractive return profiles while still meeting our interest rate and duration targets. Objectively, we seek to deliver compelling absolute returns by adjusting these rate and curve exposures, varying our sector weights based on economic and market cycles, and continually assessing the valuations of our individual holdings.



Clients in the total return strategy are subject to various risks including, among others, potential loss of principal, general market risk, credit/default risk, interest rate risk, inflation risk, liquidity risk, and prepayment risk.

### **8.5 – Balanced Strategies**

Our balanced strategies combine more than one of our equity and fixed income strategies into a single portfolio. The weighting of various strategies within the portfolio and the degree of management discretion we have over those weightings are determined with each client separately and are informed by a client's risk tolerance as well as their capital preservation and income goals. The risks of this strategy may include all those identified in Items 8.1, 8.2, 8.3 and 8.4, as well as the risk that we may fail to make timely strategy adjustments within the agreed-upon asset allocation weightings.

## **ITEM 9 – DISCIPLINARY INFORMATION**

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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management. Neither Osterweis Capital Management nor its management person(s) have any legal or disciplinary events to disclose relevant to this item.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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OCM Inc. has a number of other financial industry activities and affiliations:

- As discussed in Item 4, OCM, LLC is a “related person” of OCM Inc. OCM LLC is registered with the SEC as an investment adviser and serves as an investment adviser to four mutual funds: the Osterweis Strategic Income Fund, the Osterweis Strategic Investment Fund, the Osterweis Emerging Opportunity Fund and the Osterweis Total Return Fund.
- As discussed in Item 5.2, OCM Inc. serves as the investment adviser to one mutual fund, the Osterweis Fund. Pursuant to certain provisions of the Investment Company Act, we may be deemed to control, and may therefore be considered a “related person” of, these funds.
- A number of OCM Inc. employees are Registered Representatives of Quasar Distributors, LLC, a broker-dealer registered with Financial Industry Regulatory Authority (“FINRA”), which serves as the distributor of the Osterweis Funds. These employees do not earn sales commissions, nor do they receive any compensation from Quasar Distributors, LLC. Their compensation is paid entirely by Osterweis Capital Management.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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In order to address conflicts of interest, our firm has adopted policies and procedures including a Compliance Manual and Code of Ethics (the “Code”) for all employees, officers, and management personnel, which describes our high standard of ethical and professional business conduct and fiduciary duty to our clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, and procedures governing employees’ personal securities trading, among other things. The Code applies to all of our firm’s employees, officers, and management personnel. All employees must acknowledge and accept the terms of the Code and periodically certify their compliance therewith. Our clients and prospective clients may request a copy of our Code by contacting John Tavernetti, our Chief Compliance Officer, at (415) 434-4441.

The firm’s Code is designed to ensure that the personal securities transactions, activities, and interests of our employees will not interfere with: (a) making decisions in the best interest of advisory clients and; (b) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of our clients. In addition, the Code requires pre-clearance of certain types of transactions.

Subject to the limitations of our Code and applicable law, our employees may purchase securities for their own accounts that they do not consider appropriate for clients. Our employees may also personally invest in the same securities that are purchased for clients, and they may own securities of issuers whose securities are subsequently purchased for clients. Unless a determination is made that a trade does not create a conflict with clients’ interests, employees typically will not purchase or sell any security for their personal account(s): (a) on the same day we have purchased or sold such security for clients or; (b) if a decision has been made to purchase or sell such security for a client account in the immediate future, until such client purchase or sale is made. Despite these procedures, we recognize that sometimes an employee may obtain a better price for his or her securities trade than we can obtain on behalf of a client. Furthermore, the firm and its employees may also sell or purchase a security for their own investment accounts, even though they do not deem that security appropriate to sell or purchase for a client’s account.

Certain affiliated account(s) may trade in the same securities with unaffiliated client accounts on an aggregated basis when consistent with our obligation to seek best execution. In such circumstances, the affiliated and client accounts typically share commission costs equally and receive securities at a common average price. We retain records of the trade order (specifying each participating account) and its allocation, which are completed prior to the entry of the aggregated order. Completed orders are allocated as specified in the initial trade order. Partially-filled orders are generally allocated on an equitable basis unless the size of the resulting allocations would be so small as to create inefficiencies. Any material exceptions are documented.

It is our general policy not to effect any principal or agency cross securities transactions for or between client accounts. However, should future circumstances arise wherein effecting cross-trades between or among client accounts is believed to be in the best interest of such clients, we may seek to effect such trades unless prohibited or restricted by applicable law (e.g., ERISA) or by the clients' investment advisory agreements. These cross-trades could potentially involve accounts of clients of our affiliate, OCM LLC. In effecting such cross-trades, we will seek to reduce the transaction costs to our clients. All such cross-trades will be consistent with the investment objectives and policies of each client account involved in the trades, and will be effected at a current independent market price of the securities involved in the trades. We will not receive any special compensation for effecting such transactions.

We may also recommend to clients that they invest in the Osterweis Strategic Income Fund, Osterweis Strategic Investment Fund, Osterweis Emerging Opportunity Fund or Osterweis Total Return Fund which are advised by OCM LLC and from which OCM LLC derives management fees, or the Osterweis Fund, which is advised by OCM Inc. and from which we derive a management fee.

When a client invests a portion of their managed account in one of these funds, we will receive a management fee through the relevant mutual fund and will not charge a management fee on that portion of the client's separately managed account.

## **ITEM 12 – BROKERAGE PRACTICES**

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We have established and maintain trade allocation policies and procedures designed to ensure over the long term that trades are allocated among client accounts in a fair and equitable manner. Under these procedures, trades executed on behalf of multiple accounts are typically aggregated so that all participating accounts receive the same average price. Fully-executed trades are generally allocated among all participating accounts on a pro rata basis. However, other objective allocation methods may be employed provided these alternative methods are applied consistently, operate fairly, and are documented. For example, in circumstances where we are unable to trade a sufficient quantity of a particular security on a given day to allocate to all participating accounts on a pro-rata basis efficiently, one of several alternate objective allocation methodologies may be used. Most common among these alternate methodologies are the following: purchases may be allocated to the least-invested participating accounts first and sales may be allocated to the most over-invested accounts first (the terms *least-invested* and *over-invested* refer to the participating accounts' total invested percentage relative to the targeted percentage for the strategy). Separately, our allocation procedures also allow for *short term* (e.g. intraday) investments to be allocated in a randomized manner among participating accounts if, in our judgment, available quantities are too limited for pro-rata allocation.

We seek to obtain the best execution reasonably available under the circumstances for all clients' securities transactions. Where we have discretion to place orders for the execution

of portfolio transactions for clients, we may allocate such transactions to such brokers and dealers for execution on such markets, at such prices and at such commission rates as, in our good faith judgment, will be in the best interest of the clients, taking into consideration in the selection of such brokers and dealers not only the available prices and rates of brokerage commissions, but also other relevant factors (such as, without limitation, the quality of the overall brokerage and research services provided by the broker and/or dealer, the size of the transaction, the difficulty of execution, the operational facilities of the broker and/or dealer involved, and the risks in positioning a block of securities) without having to demonstrate that such factors are of a direct benefit to a particular client. We do not obligate ourselves to obtain the lowest commission or best net price for any client on any particular transaction.

To provide a framework for achieving our best execution objective, we have adopted a Best Execution and Soft Dollar Policy. The purpose of this policy is to ensure that we meet our fiduciary duties to our clients with respect to brokerage practices and trade execution. Brokers are selected and subsequently evaluated based on the following criteria: execution capability (including market maker status, particular expertise, quality, promptness and access to various markets), commission rates (including historical rates and the ability to negotiate), broker quality (including creditworthiness, financial condition, reliability and reputation), and other factors. Our Brokerage Oversight Committee is responsible for periodically monitoring and evaluating broker performance.

In addition to execution quality, we consider the value of brokerage and research services a broker or dealer may provide. Selecting a broker or dealer in recognition of services or products other than simply transaction execution is known as paying for those services and products with “soft dollars.” We generally allocate a substantial percentage of our discretionary brokerage in a manner that generates soft dollar benefits. Because many of those services or products could be considered to provide some benefit to our firm, we could be considered to have a conflict of interest in allocating client securities transactions. Specifically, we may have an incentive to select a particular broker or dealer to execute client transactions in order to obtain research or other products or services offered by that broker or dealer and the commissions charged by that broker or dealer may not be the lowest commissions we might otherwise be able to negotiate. In addition, we could also have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage commissions with which to acquire these products and services.

We are committed to treating our clients fairly, and in that regard, we have adopted the aforementioned Best Execution and Soft Dollar Policy and will seek to make decisions involving “soft dollars” in a manner consistent with that policy and which satisfies the requirements of the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended. That means we will enter into and maintain a soft dollar arrangement only if we determine, after considering all appropriate factors, that the commissions paid pursuant to the arrangement are reasonable in relation to the value of the brokerage and research services provided by the broker or dealer. In making that determination, we may consider not only the particular transaction or transactions, and not only the value of eligible brokerage and research services to a particular client, but

also the value of those services to our firm's performance of its overall investment responsibilities to all of its clients. In some cases, the commissions charged by a particular broker or dealer for a particular transaction or set of transactions may be greater than the amounts another broker or dealer who did not provide such services might charge. Additionally, in some cases, a client's transaction may be executed by a broker or dealer in recognition of brokerage and research services that are not used in managing that client's account.

We also currently participate in at least one Commission Sharing Arrangement ("CSA"), through which we receive execution services while accruing soft dollars credits that can be used to pay for third-party research services. Such third-party payees are approved in advance by an OCM investment professional as well as by our CCO. We believe our use of such CSA(s) furthers the interests of our clients.

Where a particular product or service that a broker or dealer is willing to provide for soft dollars has not only a "research" application, but is also useful for "non-research" purposes, we may allocate the cost of the product or service between its "research" and "non-research" uses and pay only the "research" portion with soft dollars. Our interest in making such an allocation may differ from clients' interests in that we would have an incentive to designate as great a portion of the cost as possible as "research" in order to permit payment with soft dollars. Generally, however, our firm does not pay for any such mixed-use products or services with soft dollars.

The "research" products and services we acquire with soft dollars generally include the following: research reports on, or other information about, particular companies or industries; economic and political surveys and analyses; recommendations and ongoing coverage as to specific securities; meetings with companies' management, financial publications; access to financial database software and services; news analysis; and other products or services that we believe enhance our investment decision making.

The Brokerage Oversight Committee is also responsible for overseeing all aspects of our soft dollar and client-directed brokerage arrangements. The Committee may set allocation targets and periodically reviews the firm's soft dollar arrangements, allocations, and other related matters. Because of the services provided, we may negotiate a brokerage commission in excess of that which another broker may have charged for effecting the same transaction if we determine in good faith that such amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker and/or dealer, viewed in terms of either the particular transaction or our overall responsibilities with respect to the accounts over which we exercise investment discretion. Instances may arise where clients pay commissions to brokers who have furnished services of benefit to other clients of our firm and its managers, officers, members, or employees or in instances where not all such services may be used by us after payment of commissions by clients.

We do not consider, in selecting or recommending allocation targets for a broker-dealer, whether we or our affiliates receive client referrals from that broker-dealer or a third party.



Certain clients direct us to cause all or some of the transactions for their accounts to be executed through a specified broker. In evaluating such client-directed brokerage arrangements, a client should consider that under such circumstances (a) we will not be able to negotiate brokerage commissions with respect to transactions executed by their specified broker, and as a result, depending upon certain circumstances, such client may pay higher commissions than those paid by our other clients who have not directed us to execute transactions through a specified broker, (b) such client may not receive best execution with respect to these transactions and (c) the sequencing of such client's transactions may differ from that of our other clients that have not directed us to execute transactions through a specified broker.

### **ITEM 13 – REVIEW OF ACCOUNTS**

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Except as described below, all investment advisory accounts managed by OCM Inc. are reviewed each quarter by one or more of our Portfolio Managers and may be reviewed more frequently if appropriate. Such matters as percentage invested, asset allocation, recent performance, benchmark assignment, number of holdings, and number of non-strategy holdings may each be taken into consideration in determining the frequency of reviews. More frequent reviews may also be conducted at the request of clients or upon a significant change in company fundamentals, industry outlook, general economic trends, market conditions, or client investment goals. Future prospects of individual security issuers are monitored and supervised continually, either by security or account. Purchase and sale decisions may be made on the basis of any of the aforementioned criteria, and/or on the basis of price movements and other market events.

At the end of each calendar quarter, unless otherwise instructed by a client, we send our clients unaudited reports of their account(s) market value, holdings and performance. At least quarterly, clients should also receive unaudited statements directly from their custodian. We urge our clients to carefully review and compare their official custodial records to the account statements we provide. All the aforementioned client reports are presented in written form.

### **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

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With respect to the Osterweis Fund, Osterweis Strategic Income Fund, Osterweis Strategic Investment Fund, Osterweis Emerging Opportunity Fund, and Osterweis Total Return Fund, OCM LLC and OCM Inc. may pay certain fees (out of their separate assets and without additional cost to those funds or their shareholders) to intermediaries or other third parties who introduce persons to those funds, insofar as such persons subsequently become fund shareholders.

In the past, we have entered into solicitor agreements with individuals who, as independent contractors, intended to refer prospective advisory clients to Osterweis Capital Management on a non-exclusive basis. In exchange for such referrals, we agreed

to pay a fee. Separately, we once entered into an agreement with Morgan Guaranty Trust Company (“MGT”) through which MGT or an affiliate of MGT could refer certain of its clients to us. We did not pay MGT a fee for such referrals, however MGT did receive a fee from its clients for providing investment adviser selection, retention and monitoring services. At the present time, these two arrangements are no longer in active use.

From time to time, we may enter into other similar arrangements.

## **ITEM 15 – CUSTODY**

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Client’s funds and securities are maintained at a “qualified custodian” as required under SEC Rule 206(4)-2, and we do not take physical possession of any client’s funds or securities. However, due to our ability to deduct fees directly from certain client accounts we may be deemed to have custody of certain client funds and securities under Rule 206(4)-2. We follow the requirements of this Rule for all clients for which we are deemed to have custody.

Clients should receive statements from their qualified custodian at least quarterly. We urge our clients to carefully review such statements and compare these official custodial records to the account statements we provide. The statements we prepare may differ from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Clients should contact us immediately if any material discrepancies are discovered.

## **ITEM 16 – INVESTMENT DISCRETION**

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In most cases, our clients give us full discretion to buy and sell securities without prior approval according to the powers and instructions enumerated in their investment advisory agreements. With respect to such accounts, we hold a limited power of attorney to act without prior consultation.

We strive to make investment decisions on behalf of our clients in light of each client’s individual investment objectives, restrictions, and circumstances. From time to time this may result in situations where we are effecting investment decisions for one or more advisory clients that differ, in timing or other respects, from investment decisions made for other advisory clients. For example, OCM LLC or OCM Inc. may sell a particular equity security for certain clients while buying or holding the same security or a security that is convertible or exchangeable into that same security for other clients.

Clients with separately managed accounts may elect to constrain our discretionary authority via additional custom restrictions or guidelines so long those guidelines are provided to us in writing and we agree to accept them.

## **ITEM 17 – VOTING CLIENT SECURITIES**

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As a discretionary investment adviser for its clients, our firm will generally vote (except to the extent that a client otherwise instructs us in writing) in all matters for which a shareholder proxy is solicited by, or with respect to, issuers of securities beneficially held in client accounts. Our utmost concern is to make decisions in the best interest of our clients, and we will seek to act in a prudent and diligent manner intended to enhance the economic value of the assets in each client's account.

Unless a client otherwise instructs us in writing, we will vote as we deem appropriate in accordance with our written policies and procedures. We currently utilize the services of a third-party proxy voting service, Institutional Shareholder Services ("ISS"), to provide, or assist in the development of, proxy voting guidelines and to track and vote proxies according to such guidelines. To the extent that a matter to be voted is covered specifically by the guidelines, ISS will automatically vote these proxies in accordance with such guidelines. However, we recognize that some proxy proposals require special consideration, and in those situations, we may make a case-by-case determination of the appropriate action. In those situations, the proxy proposals will be reviewed for material conflicts of interest, and if such material conflicts are identified, we will either abstain from voting or obtain client consent prior to voting the securities. A client may also direct us to use ISS or another independent source to provide the vote determination where a proposal raises a material conflict. Clients may obtain a copy of our proxy voting policies and procedures (including the current guidelines) and/or information on how we have voted past proxies, by contacting our offices.

There may also be a variety of corporate actions or other matters for which shareholder action is required or solicited and with respect to which we may take action that we deem appropriate in our best judgment except to the extent otherwise required by agreement with the client. These actions may include, for example and without limitation, tender offers, exchanges, and class actions.

With respect to class action lawsuits related to clients' past or present portfolio holdings, unless otherwise directed, we use an independent 3<sup>rd</sup> party service provider, ISS Securities Class Action Services, to pursue such claims on our clients' behalf.

## **ITEM 18 – FINANCIAL INFORMATION**

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As a registered investment adviser, we are required in this Item to provide you with information about any financial condition or financial commitment likely to impair our ability to meet our contractual and fiduciary commitments to our clients. We have no such financial conditions or commitments to disclose relevant to this item.